

# Proposed Changes to the Hokotehi Moriori Trust Deed

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AS TABLED NOVEMBER 2021



# Background

The HMT Deed has not been changed substantially since the formation of Hokotehi Moriori Trust. This collection of changes updates the Trust Deed to align it with the Moriori Imi Settlement Trust (MIST), to update processes enabling things like electronic voting, and removing or changing clauses no longer relevant, such as the those related to the formation of the Trust.

These proposed changes were presented to Hui a Moriori in Tauranga, Wellington, Temuka and Rēkohu in July 2021. Based on feedback from those conversations the proposed changes are colour-coded as follows:

**GREEN**

relates to those changes that appear straight-forward

**BLUE**

Blue relates to those changes that there may be some discussion about

**ORANGE**

Orange relates to changes that there are likely to be divergent views.

This document sets out the proposed changes and resolutions that would enable the Deed to be updated accordingly.

# Overview of Variations

Number of Adult Registered Members signatures needed for the validity of a nomination of a candidate as a Trustee: at least 10 (no more 20) (cl 5.15)

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Lodgement of nominations with Secretary: no later than 30 days following the date upon which the notice calling for nominations is first given (no more 2 months before the set date for election) (cl 5.17)

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Quorum needed for board meeting: remain as majority of the Trustees with minimum of three (no change, cl 5.51)

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Number of Trustees required to call a meeting: at least 3 Trustees (no more 2) (cl 5.46)

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Quorum needed for Annual Hui: 20 Adult Registered Members of Moriori (no more 30) (cl. 13.2)

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Chairperson elected regardless of their location and possibility to appoint co-chairs, one from Rēkohu and one from the mainland (cl 5.42)

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Private notice to be given by Trustees of the holding of an AGM

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## DELETIONS

Clauses regarding **initial Trustees** (no longer relevant)

## ADDITIONS

Trustee position **vacancy scenario**: completion of term of office and no reappointment

### Recording of changes of Trustees

**Teleconference** meetings

### Unruly or disorderly meetings

**Committees reporting** obligations to the Trustees

**New technologies** as a means of communication for notice of meetings and voting procedures, including electronic voting

**Notice waiver** for Trustee meetings, agenda and validity of meetings

**75% vote scenario**: termination of the Trust

# Categories

## GREEN CATEGORY

The green category are straight forward recommendations which include basic formatting adjustments, technology improvements or deletions that are no longer relevant. There are 5 cascading resolutions to cover this section.

RESOLUTION REFERENCE	DEED REFERENCE	CHANGE	RATIONALE
G1	Footnote	'Dec 2021' to replace 'Nov 2015'	Change of Trust Deed's version date.
G1	P3-4: Table of Contents	Update of page numbers as per all changes made to the Trust Deed	To update the Table of Contents as a result of all amendments made to the Trust Deed.
G1	Whole deed	Appropriate references to the amended definitions in the Trust Terms Interpretation part p.7-8	Consistency
G1	Whole deed	Appropriate references to clauses numbers due to multiple changes made	Consistency
G1	Whole deed	Appropriate references to 'clause' and 'subclause' in the whole Deed	Consistency
G1	Whole deed	Use of capital letters to refer to the terms defined in cl 1.1 (Trustee, Public Notice, Private Notice and Voting Paper)	Consistency
G1	Whole deed	General formatting	Consistency, cleaner and easier to read.

RESOLUTION REFERENCE	DEED REFERENCE	CHANGE	RATIONALE
G2	P9-10: Trust Terms – Interpretation	Revised version of definitions of Adult Member of Moriori; Public Notice; and Private Notice	Alignment with MIST proposed deed of trust (cl 1.1). Public and Private Notice amended to take into account modern technologies as a means of communication
G2	P9	Deletion of definition of Members' Register and replacement by definition of Member of Moriori	Alignment with MIST proposed deed of trust (cl 1.1)
G2	P13: cl 2.2	Insertion of a paragraph summarising HMT general purposes	Alignment with MIST proposed deed of trust (cl 2.4)
G2	P21: previous cl 5.4 to 5.6	Deletion of clauses 5.4 to 5.6	Irrelevant to keep provisions regarding Initial Trustees
G2	P19: previous cl 5.7	Deletion of the reference to the first Trustee election	Irrelevant to refer to the first Trustee election.
G2	P19: previous cl 5.8 to 5.10	Deletion of clauses 5.8 to 5.10	Irrelevant to refer to the first Trustee election.
G3	P21: previous cl 5.11	Explanation of the Trustee election timing (December and March)	Explanation due to the deletion of previous cl 5.8 to 5.10
G3	P19	Replacement of the current clause about Trustee position vacancies by a more specific clause	Alignment with MIST proposed deed of trust (2nd schedule, cl 4.6)
G3	P19	Insertion of a new clause regarding Trustee appointments following vacancies	Alignment with MIST proposed deed of trust (2nd schedule, cl 4.7)
G3	P20	Insertion of more information about the notice contents regarding Trustee nominations	Alignment with MIST proposed deed of trust (2nd schedule cl 6.1)
G3	P23: previous cl 5.19	Rearrangement of clause position to new cl 5.17	More logical to place the clause related to the lodgement of nominations with the Secretary (new cl 5.16) before the possibility for a nominee to withdraw his/her nomination.

RESOLUTION REFERENCE	DEED REFERENCE	CHANGE	RATIONALE
G3	P27: previous cl 5.33	Insertion of another Trustee position vacancy scenario 'Completes his or her term of office and is not reappointed' Deletion of 'if a Trustee' in subclause 5.33(f)	Alignment with MIST proposed deed of trust (2nd schedule cl 15.1). Deletion for consistency with the rest of the clause.
G4	P27: previous cl 5.34	Revised version of definitions of Adult Member of Moriori; Public Notice; and Private Notice	Alignment with MIST proposed deed of trust (cl 1.1). Public and Private Notice amended to take into account modern technologies as a means of communication
G4	P29: new cl 5.38 after previous cl 5.40	Consistency and logic with the rest of the clause	Alignment with MIST proposed deed of trust (cl 1.1)
G4	P29: cl 5.42	Replacement of '51% or more [...]' by 'a majority vote' for the Chairperson election by Trustees	Clarity and easier to read
G4	P26: new cl 5.44 after previous cl 5.43	Insertion of more information regarding the Chairperson's office and rearrangement of similar information contained in other clauses	Alignment with MIST proposed deed of trust (3rd schedule cl 5.2 and 4.3). Clarity
G4	P27: new cl 5.54 after previous cl 5.48	Insertion of a new clause regarding teleconference meetings of Trustees	Alignment with MIST proposed deed of trust (3rd schedule cl 9.1)
G4	PP31-32: new cl 5.62 after previous cl 5.52	Insertion of a new clause about committees reporting obligations to the Trustees	Alignment with MIST proposed deed of trust (3rd schedule cl 6.2)
G5	PP29-30: previous cl 5.54	Insertion of new technologies as a means of communication for the notice of Trustee meetings	Alignment with MIST proposed deed of trust (3rd schedule cl 2.1)



RESOLUTION REFERENCE	DEED REFERENCE	CHANGE	RATIONALE
G5	P27: new cl 5.48 to 5.50	Insertion of clauses regarding: <ul style="list-style-type: none"> <li>The possibility of a notice waiver for Trustee meetings</li> <li>The Trustee meetings agenda</li> <li>The validity of Trustee meetings</li> </ul>	Alignment with MIST proposed deed of trust (3rd schedule cl 2.3 to 2.5).
G5	P31: previous cl 5.55	Insertion of more information about the minutes of Trustee meetings	Alignment with MIST proposed deed of trust (3rd schedule cl 8.1 to 8.3)
G5	PP26-29: previous cl.5.41 to 5.56	Rearrangement of all clauses position in the <i>'Proceedings of the Trustees'</i> section	Clarity and alignment with MIST proposed deed of trust organisation (3rd schedule).
G5	P33: cl 7.4	Deletion of <i>;' and'</i> at the end of the paragraph and replacement by a dot	Consistency with the rest of cl 7, it is not an enumeration.
G5	PP39 ....: cl 13.11 to 13.15 and 13.18	Insertion of new technologies for voting papers (electronic form) and electronic votes	Alignment with MIST proposed deed of trust (2nd schedule cl 7.1)
G5		Insertion of a new clause regarding private notice to be given by Trustees of the holding of an AGM	Alignment with MIST proposed deed of trust (cl 14.3)

## BLUE CATEGORY

The blue category refers to recommended changes to streamline processes and bring HMT deed in line with MIST deed. There are 2 resolutions to cover this section.

RESOLUTION REFERENCE	DEED REFERENCE	CHANGE	RATIONALE
B1	P7: Preamble	Insertion of two new paragraphs about the Settlement and MIST	To take into account the Settlement and its consequences
B1	P8	Addition of definition of Chairperson & Register	Alignment with MIST proposed deed of trust (cl 1.1) + clarity
B1	P43: cl 16.4	Insertion of a scenario where a 75% vote is needed: <i>'Termination of the Trust'</i>	Alignment with MIST proposed deed of trust (cl 28)
B1	P27: new cl 5.56 after previous cl 5.48	Insertion of a new clause regarding unruly or disorderly meetings	Alignment with MIST proposed deed of trust (3rd schedule cl 5.5)
B1	P29: previous cl 5.53	Amendment of number of Trustees required to call a meeting (at least 3 Trustees & no more 2)	Alignment with MIST proposed deed of trust (3rd schedule cl 5.5)
B2	PP21-22: previous cl 5.18	Amendment of the number of Adult Registered Members signatures needed for the validity of a nomination of a candidate as a Trustee: at least 10 (no more 20). Amendment of nominee's eligibility requirements due to new cl 5.15	Alignment with MIST proposed deed of trust (2nd schedule cl 6.5).
B2	P25: new cl 5.15 after previous cl 5.18	Insertion of a more detailed list of eligibility requirements that a Trustee nominee has to meet	Alignment with MIST proposed deed of trust (2nd schedule cl 6.7)
B2	P23: previous cl 5.20	Lodgement of nominations with Secretary no later than 30 days following the date upon which the notice calling for nominations is first given (no more 2 months before the set date for election). Rearrangement of clause position	Alignment with MIST proposed deed of trust (2nd schedule cl 6.2). More logical to place the clause related to the lodgement of nominations with the Secretary before the possibility for a nominee to withdraw his/her nomination (new cl 5.17)
B2	P26: previous cl 5.47	Amendment and simplification of the quorum needed (now simple majority with minimum of 3 Trustees)	Alignment with MIST proposed deed of trust (3rd schedule cl 3.1)

# ORANGE CATEGORY

The orange category contains recommendations that may need further discussion thus separation into 2 resolutions.

RESOLUTION REFERENCE	DEED REFERENCE	CHANGE	RATIONALE
01	P26: cl 5.43	Chairperson elected regardless of location: no longer a requirement to be based on Rekohu <b>OR</b> Elect to move to Co-chair model, one from Rēkohu and one from the mainland	To take into account the Settlement and its consequences
02	P38: cl 13.2	Amendment of the quorum needed for Annual Hui to 20 Adult Registered Members of Moriori and no more 30	Alignment with MIST proposed deed of trust (cl 14.9)

# Resolutions to the 2022 AGM of Hokotehi Mori Mori Trust

The first resolution is that all proposed changes are accepted. If this is passed then we do not need to proceed with further resolutions.

## **RESOLUTION 1:**

The 2022 AGM of HMT resolves that the Hokotehi Mori Mori Trust Deed be replaced in whole with the document available to members prior to the AGM and tabled to the AGM entitled: 'Revised HMT Trust Deed, November 2021'.

## **RESOLUTION 2:**

If Resolution 1 is not passed then we have resolutions for colour coded changes following.

There are a series of resolutions that enable us to make as many changes as possible. In order to avoid a controversial proposal preventing the non-controversial changes from being supported we have cascading resolutions – a green resolution, a blue resolution and two orange resolutions. They colour coded for convenience and consistency.

## GREEN RESOLUTIONS

The 2022 AGM of HMT resolves that all proposed changes marked Green G1 be replaced within the Hokotehi Moriori Trust Deed and tabled to the AGM entitled: 'Green G1 Resolution Revision HMT Trust Deed, November 2021'.

The 2022 AGM of HMT resolves that all proposed changes marked Green G2 be replaced within the Hokotehi Moriori Trust Deed and tabled to the AGM entitled: 'Green G2 Resolution Revision HMT Trust Deed, November 2021'.

The 2022 AGM of HMT resolves that all proposed changes marked Green G3 be replaced within the Hokotehi Moriori Trust Deed and tabled to the AGM entitled: 'Green G3 Resolution Revision HMT Trust Deed, November 2021'.

The 2022 AGM of HMT resolves that all proposed changes marked Green G4 be replaced within the Hokotehi Moriori Trust Deed and tabled to the AGM entitled: 'Green G4 Resolution Revision HMT Trust Deed, November 2021'.

The 2022 AGM of HMT resolves that all proposed changes marked Green G5 be replaced within the Hokotehi Moriori Trust Deed and tabled to the AGM entitled: 'Green G5 Resolution Revision HMT Trust Deed, November 2021'.

## BLUE RESOLUTIONS

The 2022 AGM of HMT resolves that all proposed changes marked Blue B1 be replaced within the Hokotehi Moriori Trust Deed and tabled to the AGM entitled: 'Blue B1 Resolution Revision HMT Trust Deed, November 2021'.

The 2022 AGM of HMT resolves that all proposed changes marked Blue B2 be replaced within the Hokotehi Moriori Trust Deed and tabled to the AGM entitled: 'Blue B2 Resolution Revision HMT Trust Deed, November 2021'.

## BLUE RESOLUTIONS

The orange category contains recommendations that may need further discussion thus separation into 2 resolutions.

### ORANGE RESOLUTION O1

The 2022 AGM of HMT resolves that the proposed change marked Orange A pertaining to cl 5.43 be replaced within the Hokotehi Moriori Trust Deed and tabled to the AGM entitled: 'Orange A Resolution Revision HMT Trust Deed, November 2021'.

### ORANGE RESOLUTION O2

The 2022 AGM of HMT resolves that the proposed change marked Orange B pertaining to clause 13.2 be replaced within the Hokotehi Moriori Trust Deed and tabled to the AGM entitled: 'Orange B Resolution Revision HMT Trust Deed, November 2021'.

It is important that members attend the AGM in person or via Zoom link to vote towards these changes to the Trust Deed. In order to pass the resolutions 75% majority of members attending the AGM is required to support the resolution through.

Me rongo,  
**The HMT Trustees**



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