

SECOND SCHEDULE - ELECTION OF TRUSTEES

1. PROCEDURE

1.1 This Schedule to Apply

The Trustees shall be appointed in accordance with the rules and procedures set out in this Schedule.

2. ELIGIBILITY FOR APPOINTMENT

2.1 Nominee to be Registered

To be elected a Trustee a nominee must, as at the closing date for nominations, be recorded in the Ngāti Mākino Iwi Register as an Adult Registered Member of Ngāti Mākino, and be eligible in accordance with rule 6.6

2.2 Trustees' Roles

A Trustee of Ngāti Mākino Iwi Authority may not hold the position of General Manager nor be an employee of any entity or trust in the Ngāti Mākino Group.

2.3 Trustees may be directors or trustees

Notwithstanding rule 2.2 of this Schedule a Trustee of the Ngāti Mākino Iwi Authority may be appointed as a trustee of the Ngāti Mākino Heritage Trust or as a director of the Holding Company or the Asset Company or any other subsidiary of the Ngāti Mākino Group.

2.4 Number of Trustees to be Limited

There shall be no more than five (5) Trustees.

3. ELECTION OF TRUSTEES

3.1 Election of Trustees

The Adult Registered Members of Ngāti Mākino listed in the Ngāti Mākino Iwi Register, shall be entitled to elect the Trustees in accordance with the rules for elections as set out in this Schedule.

4. TERM OF OFFICE

4.1 Term of office

Subject to rule 4.2 of this Schedule, the Trustees from time to time shall hold office for a term of three years.

4.2 Retirement and Rotation of Initial Trustees

The initial Trustees shall retire from office with elections having been held for their respective positions as Trustee as follows:

- (a) As at the date of the Annual General Meeting of Ngāti Mākino Iwi Authority in the first Income Year following the Settlement Date, three of the initial trustees shall retire and an election shall be held for three replacement trustees;
- (b) As at the date of the Annual General Meeting of Ngāti Mākino Iwi Authority in the second Income Year following the Settlement Date, three more of the initial trustees shall retire and an election shall be held for three replacement trustees.
- (c) As at the date of the Annual General Meeting of Ngāti Mākino Iwi Authority in the third Income Year following the Settlement Date, the final two initial trustees shall retire and an election shall be held for two replacement trustees.
- (d) The replacement trustees appointed pursuant to rules 4.2(a) to (c) above shall assume the order of rotation of the trustee he or she replaced with the intent that following the establishment of the order of rotation, the trustees shall hold office for a term of three years from the date of his or her election at the relevant Annual General Meeting.

4.3 Order of Retirement

The order of retirement of the initial Trustees under rule 4.2 of this Schedule shall be determined by agreement failing which the determination shall be made by lot.

4.4 Term Following Retirement of Initial Trustees

Following the retirement of the initial Trustees in accordance with rule 4.2 of this Schedule, each Trustee shall hold office until the conclusion of the Annual General Meeting of Ngāti Mākino Iwi Authority in the third Income Year following his or her appointment. However, if because of a review of the election of a Trustee's replacement under rule 13 of this Schedule the appointment of that Trustee's replacement has not been completed as at the expiry of the Trustee's term, then that Trustee shall continue to hold office by virtue of his or her previous appointment until the review process is completed. For the purposes of calculating the term of the replacement Trustee, that replacement Trustee shall, once he or she takes office, be deemed to have taken office on the date upon which the term of office of the previous Trustee expired, being the date of the relevant Annual General Meeting.

4.5 Eligibility of Retiring Trustees

Retiring Trustees shall be eligible for re-election.

4.6 Casual Vacancies

Should:

- (a) There be no person elected to replace a Trustee following that Trustee's retirement; or
- (b) any casual vacancy arise prior to the expiry of any Trustee's term of office; and

- (c) the term to run for that vacant position in either rule 4.6(a) or rule 4.6(b) exceeds six (6) months;

then that vacancy shall be filled by the holding of a further election in accordance with this Schedule.

4.7 Term of Casual Appointments

In the case of an appointment made pursuant to rule 4.6 of this Schedule, the Trustee thereby appointed shall, as the case may be, hold office:

- (a) in the case of a Trustee appointed pursuant to rule 4.6(a) for the same term as that Trustee would have been appointed had he or she been appointed, immediately following the retirement of the previous Trustee, under rule 4.4 of this Schedule; or
- (b) in the case of a Trustee appointed pursuant to rule 4.6(b) for the balance of the term of office of the Trustee that he or she has replaced.

5 TIMING OF ELECTIONS

- 5.1** The elections for Trustees in any given Income Year must, except in the case of elections to fill casual vacancies under rule 4.6 or to the extent that any review under rule 13 of this Schedule has been sought in respect of an election, be concluded by the time of the Annual General Meeting of Ngāti Mākinō Iwi Authority in that Income Year.

6 MAKING OF NOMINATIONS

6.1 Calling for Nominations

Ngāti Mākinō Iwi Authority shall give notice in accordance with rule 6.3 calling for nominations for those Trustee positions for which elections are required at least two (2) months before the Annual General Meeting of Ngāti Mākinō Iwi Authority for that Income Year, and in any event in sufficient time for the election to be concluded in accordance with rule 5 of this Schedule (**Notice**). Ngāti Mākinō

6.2 Timing for Nominations

All nominations must be lodged with Ngāti Mākinō Iwi Authority no later than 21 days following the date upon which the notice calling for nominations is first given.

6.3 Content and Form of Notice

6.3.1 The Notice must specify:

- (a) that qualified persons may apply for inclusion of their names in the Ngāti Mākinō Iwi Register by completing a registration form (**Application**);
- (b) the date by which Applications must be received by Ngāti Mākinō Iwi Authority, which shall be the same date as the date by which nominations must be

received;

- (c) the method of making nominations;
- (d) the date by which nominations must be received by Ngāti Māhino Iwi Authority or such other person as the Notice directs;
- (e) if an election is required, the mode by which votes may be cast; and
- (f) the date, time and place of the Wahi Pooti.

6.3.2 The form of the Notice may be facilitated by:

- (a) notifying Members directly in writing by a preferred method such as by letter or email where it is reasonable to do so (e.g. where the Trust has the mail or email addresses of the beneficial owners and doing so is inexpensive); and
- (b) where direct notification is not possible (eg, for qualified persons not yet registered), by publishing notice in any one or more of the following ways (as determined by the Trustees):
 - (i) in a daily newspaper circulating in the rohe of Ngāti Māhino;
 - (ii) by any electronic means (such as a website) associated with the Trust and the Members; and/or
 - (iii) broadcasting over the local iwi radio station.

6.4 Nomination to be in Writing

The nomination of a candidate for election as a Trustee shall be in writing signed by not less than three (3) Adult Registered Members of Ngāti Māhino shown on the Ngāti Māhino Iwi Register as being entitled to vote in respect of the election in accordance with the First Schedule.

6.5 Consent of Nominee

The consent of each candidate to his or her nomination shall be endorsed on the nomination paper, provided that a candidate may at any time, by notice to Ngāti Māhino Iwi Authority, withdraw his or her nomination.

6.6 Eligibility for Nomination

Notwithstanding the forgoing rules of this Schedule, an Adult Registered Member of Ngāti Māhino shall not be eligible for nomination as a candidate for election as a Trustee if he or she:

- (a) is or has ever been convicted of an offence involving dishonesty as defined in section 2(1) of the Crimes Act 1961, or an offence under section 373(4) of the Companies Act 1993 (unless that person is an eligible individual for the purposes of the Criminal Records (Clean Slate) Act 2004);

- (b) is bankrupt or has made any composition or arrangement with his or her creditors;
- (c) has been convicted of an indictable offence; or
- (d) is subject to a compulsory treatment order under the Mental Health (Compulsory Treatment and Assessment) Act 1992 or becomes subject to a care and protection order under the Protection of Personal and Property Rights Act 1988;
- (e) has within the last three (3) years been removed from the office of Trustee in accordance with clause 22.3 of this Trust Deed.

7 HOLDING OF ELECTIONS

7.1 Mode of Voting at Elections

Subject to rule 7.3 of this Schedule, voting at all elections shall be by way of secret ballot which may be undertaken electronically or in hard copy form. Voting forms or other electronic method of voting may be delivered to the Chief Returning Officer by post or by electronic form. A Wahi Pooti may, to the extent notified in any advertisement issued in accordance with rule 7.2 of this Schedule, receive voting forms in respect of the election of Trustees. The candidates in each election who receive the highest number of valid votes for the relevant vacancies will be elected as Trustees.

7.2 Places Where Votes can be Received [Wāhi Pooti]

Subject to rule 7.3 of this Schedule, the names of the nominees, method of voting and the closing dates for votes shall be posted on the Ngāti Mākino website and/or in the newspaper or newspapers circulating in the area where the Wāhi Pooti is located. Such notice must be posted at least 20 Business Days prior to the date of the election. The Wāhi Pooti shall receive votes up until 5pm on the closing date for the election. For the avoidance of doubt, a Wahi Pooti might be located at an online address made secure for the purposes of voting or through such other electronic means.

7.3 No Elections Where Nominees Equal Vacancies

In the event that the total number of nominations of Trustees is equal to the total number of vacancies, no election shall be necessary and the person or persons nominated shall be deemed to have been duly appointed.

7.4 Adult Members to Vote in Election

Each Adult Member of Ngāti Mākino is eligible to vote in an election, provided that:

- (a) each such Adult Member of Ngāti Mākino will only be eligible to cast one vote in an election; and

(b) each such Adult Member of Ngāti Mākinō is, at the latest date for making and lodging nominations, either recorded in the Ngāti Mākinō Iwi Register as an Adult Registered Member of Ngāti Mākinō or has completed and sent with their voting form an application form for registration which complies with rule 3.1 of the First Schedule.

(c) each such Adult Member is 18 or over and is of sound mind.

8 NOTICE OF NOMINEES FOR VOTING PURPOSES

8.1 Method of Giving Notice

Notice shall be given by:

(a) email to each Member of Ngāti Mākinō shown on the Ngāti Mākinō Iwi Register as entitled to vote at the election of trustees (being an Adult Registered Member of Ngāti Mākinō) on the email address provided on the Ngāti Mākinō Iwi Membership Register Form. If an email address is not provided, or if otherwise requested by the Member of Ngāti Mākinō, such notice to be provided by standard post; and

(b) Ngāti Mākinō posting the names of the nominees on Ngāti Mākinō Iwi Authority's website.

8.2 Additional Information in Other Notices

Each notice given in accordance with rule 8.1 of this Schedule shall also give details about how voting forms may be obtained.

9 POSTAL VOTING

9.1 Other Details to Accompany Vote

Each voting form must contain information that is sufficient to identify the voter and the voting documents issued to that voter.

9.2 Timing of Postal Votes

Votes must be made no later than the closing date for the election of the Trustees to which the postal vote relates. Votes otherwise validly cast are valid and able to be counted if they are received by the Chief Returning Officer no later than three (3) days after the closing date for the election, but only if the envelope containing the voting form is date stamped on or before the closing date for the election.

10 APPOINTMENT OF CHIEF RETURNING OFFICER

10.1 Appointment of Chief Returning Officer

For the purposes of elections, Ngāti Mākinō Iwi Authority shall appoint as required, a Chief Returning Officer who shall not be a Trustee or employee of Ngāti Mākinō Iwi Authority. The Chief Returning Officer shall be responsible for co-ordinating Trustee elections.

10.2 Chief Returning Officer to Receive Voting Forms

All voting forms must be addressed to the Chief Returning Officer. This does not apply where voting is via electronic means so that a voting form is not required to be sent to the Chief Returning Officer.

10.3 Chief Returning Officer

The Chief Returning Officer or his or her nominee will be available to collect and/or count any completed voting forms or other form of electronic vote at the Wahi Pooti (which may include an electronic access point). The Chief Returning Officer or his or her nominee shall also ensure that additional voting forms are available at the Wahi Pooti.

10.4 Only One Vote to be Cast

The Chief Returning Officer shall ensure that appropriate measures are in place to ensure that only one (1) vote is cast by each Adult Registered Member of Ngāti Mākino.

10.5 Validity of Provisional Votes

Where an applicant for registration as a Registered Member of Ngāti Mākino has cast a vote in accordance with rule 7.4(b) of this Schedule, the vote is a Provisional Vote until the application for registration is approved by the Membership Validation Committee as set out in the First Schedule, and where the application is unsuccessful, the vote is invalid.

10.6 Recording of Votes

A record shall be kept by the Chief Returning Officer of all votes received.

11 COUNTING OF VOTES

11.1 All Votes to be Counted

Upon the expiry of the date for the receipt of postal votes, the Chief Returning Officer shall record and count all votes validly cast.

11.2 Certification and Notifying Election Result

Once all votes have been counted and the result of the election determined by the Chief Returning Officer, the Chief Returning Officer shall certify the result of the election and communicate the result of the election to Ngāti Mākino Iwi Authority. Ngāti Mākino Iwi Authority shall thereafter advise the candidates of the result and give notice of the same at the Annual General Meeting of Ngāti Mākino Iwi Authority in accordance with clause 14.1(d) of this Trust Deed. The candidates in each election who receive the highest number of valid votes for the relevant vacancies will be elected Trustees.

11.3 Provisional Votes

Where, in respect of any election, one or more Provisional Votes has been cast:

- (a) if the validity or otherwise of the Provisional Votes may affect the outcome of the election, the Chief Returning Officer may not certify the result of the election until the validity of the Provisional Votes has been confirmed pursuant to rule 10.5 of this Schedule and any valid Provisional Vote has been counted;
- (b) if the validity or otherwise of the Provisional Votes will not affect the result of the election, the Chief Returning Officer may certify the result notwithstanding that the validity of the Provisional votes has not been confirmed pursuant to rule 10.5 of this Schedule and the Provisional Votes have not been counted.

12 RETENTION OF ELECTION RECORDS

12.1 Compiling and Sealing Voting Records

The Chief Returning Officer shall, as soon as practicable after he or she has certified the result of the election, place all voting forms and other voting records into a sealed packet except where voting is via electronic means, in which case an electronic copy shall be retained of the vote. The Chief Returning Officer shall endorse upon the sealed packet a description of the contents of that packet together with the final date for voting in that election. The Chief Returning Officer shall then sign the endorsement and forward the sealed packet to Ngāti Mākinō Iwi Authority.

12.2 Retention of Disposal of Packets

Subject to rule 14.1 of this Schedule, the sealed packets received from the Chief Returning Officer shall be safely kept unopened by Ngāti Mākinō Iwi Authority for a period of 3 months from the closing date for making votes in the election to which the packet relates. At the expiry of that 3 month period, the packets shall be destroyed unopened.

13 TERMINATION OF OFFICE OF TRUSTEES

13.1 Termination of Office of Trustees

Notwithstanding the foregoing rules of this Schedule, a Trustee shall cease to hold office if he or she:

- (a) retires from office by giving written notice to Ngāti Mākinō Iwi Authority or dies;
- (b) completes his or her term of office and is not reappointed;
- (c) refuses to act;
- (d) is absent without leave from three consecutive ordinary meetings of the Trustees without good reason or without the permission of the Chairperson;
- (e) is convicted of an offence involving dishonesty as defined in section 2(1) of the Crimes Act 1961, or an offence under section 373(4) of the Companies Act 1993 (unless that person is an eligible individual for the purposes of the Criminal Records (Clean Slate) Act 2004);
- (f) is bankrupt or makes any composition or arrangement with his or her creditors;

- (g) is convicted of an indictable offence; or
- (h) becomes subject to a compulsory treatment order under the Mental Health (Compulsory Treatment and Assessment) Act 1992 or becomes subject to a care and protection order under the Protection of Personal and Property Rights Act 1988; or
- (i) is removed from the office of Trustee in accordance with clause 22.3 of this Trust Deed.

14 RECORD OF CHANGES OF TRUSTEES

14.1 Record of Changes of Trustees

Upon the notification of every appointment, retirement, re-appointment or termination of office of any Trustee, Ngāti Mākino Iwi Authority will ensure that an entry is made in the minute book of Ngāti Mākino Iwi Authority to that effect.