

SUMMARY OF NMHT TRUST DEED AMENDMENTS

NO.	REASON FOR CHANGE	CHANGE
1.	<p>General: Existing deed did not mirror the functions of NMHT as set out in the NMIA trust deed. All obligations in the NMIA trust deed which are required to be imposed on NMHT should be included within the NMHT trust deed so it is operating as prescribed by the NMIA trust deed.</p>	<p>New trust deed: the new trust deed incorporates all the requirements set out in the NMIA trust deed regarding NMHT. This was more efficient than attempting to redraft the existing NMHT to incorporate all the requirements of the NMIA trust deed.</p>
2.	<p>Purpose of NMHT: clause 6.5 of NMIA states that purpose of NMHT is to undertake “Ngāti Mākino Development Activities”. Update purposes of NMHT to include this definition.</p>	<p>Clause 3.1(d): “Ngāti Mākino Development Activities” have been included in the purpose as required by the NMIA deed whilst retaining the previous purposes in the original NMHT deed.</p>
3.	<p>Plans, reports and standards: the NMHT trust deed did not include the requirements on trustees to prepare plans (strategic and 5 Year plans) and reports as per clause 11 of the NMIA trust deed. The standards imposed on trustees in clause 11 of the NMIA trust deed should also be reflected in the NMHT trust deed.</p>	<p>Clause 9: the requirements in the NMIA as to the types of plans and reports that NMHT must prepare have been included as clause 9. These mirror the requirements in the NMIA deed.</p>
4.	<p>AGM duplication: the existing deed requires a separate NMHT AGM so there is duplication and different processes between the two trusts. The reporting can occur by NMIA at one AGM. This will remove any unnecessary duplication and inconsistencies and better reflects current governance practices.</p>	<p>NMIA reports at its AGM on NMHT: the requirement for a separate AGM for NMHT is removed and we have updated the NMIA deed so that NMIA will report back on the operations of NMHT. This removes the duplication of processes for an AGM and has all this included within one AGM which is governed by the processes set out in the NMIA deed.</p>
5.	<p>NMHT Board proceedings: we recommend the provisions regarding meetings be streamlined and simplified and there not be separate meetings of beneficiaries under the NMHT trust deed. Beneficiary meetings will occur as part of the AGM for NMIA to avoid duplication in processes.</p>	<p>Third Schedule: the rules regarding board meetings are set out in a new schedule. We have also removed any hui-a-iwi and general meetings of beneficiaries as this will all be covered by the AGM for the NMIA. This will remove any duplication of costs and processes, whilst still ensuring that there is a report back to beneficiaries. The interface with beneficiaries is managed through the NMIA (as the parent body) rather than via both separate trusts.</p>

6.	<p>Major transactions: updated the trust deed to include restrictions on major transactions of NMHT so that the trustees are required to get the approvals of NMIA. This is standard good governance practice for these types of entities.</p>	<p>Clause 3.5: included a requirement that any major transaction be approved by NMIA who must in turn have it approved in accordance with clause 2.4 of the NMIA deed (which requires a Special Resolution). This is a requirement of the NMIA deed.</p>
7.	<p>Trustee remuneration: while the NMIA trust deed requires that NMIA determine the remuneration of NMHT trustees, this is not reflected in the NMHT trust deed. This should be updated.</p>	<p>Clause 6.4: this has been included as clause 6.4 and mirrors the requirement in the NMIA deed.</p>
8.	<p>Resettlement: the NMHT trust deed should include a provision which precludes it from setting up new trusts without the approval of NMIA. This is standard and is a protection to ensure that the parent retains some control over what may be done with the assets of NMHT.</p>	<p>Clause 19: this is covered by clause 19. Also included are requirements that the trust seek professional advice (as there may be tax or other legal implications) and the resettlement be in the interests of beneficiaries. These are standard protections.</p>
9.	<p>Dispute Resolution: the NMHT trust deed includes a dispute resolution process which is different to the NMIA dispute resolution process.</p>	<p>Clause 10 of Third Schedule: this allows for the trustees of NMHT to refer any disputes to the NMIA. If requested, the dispute can be resolved in accordance with the dispute resolution process in the NMIA deed.</p>