



NGĀTI RANGI

# TE TŌTARAHŌE O PAERANGI TRUST DEED AND NGĀ WAIHUA O PAERANGI TRUST DEED REVIEW

**Whaia i te pare-i-te-taitonga**

**Tera taku lka e muramura ana te ahi kaa o Paerangi**

*Pursue that which wards off the southern winds (Paretetaitonga)*

*There you will find my land where the fires of occupation of Paerangi kindle*

This resource has been made for Ngāti Rangi whānau and provides key information to support the review of the Trust Deeds of Te Tōtarahoe o Paerangi and Ngā Waihua o Paerangi Trust.

As legal documents, the two Trust Deeds are naturally long and complicated with legal terms. This Information Booklet is designed to help whānau understand the purpose of the Trust Deed reviews and includes some simple explanations on key sections of the Trust Deeds of Te Tōtarahoe o Paerangi and Ngā Waihua o Paerangi Trust so that Ngāti Rangi registered members may provide their opinions and ideas to be considered by the Review Team.

Road shows hosted by Ngāti Rangi will be held in October 2024 in Raetihi, Ohakune, Whanganui, Palmerston North and Auckland. At these hui kaimahi will ask for comment and questions as well as any suggested changes regarding the:

- Two Trust Deeds
- Nominee and election process of Trustees (election 26th November 24)

This resource does not contain all content from either Trust Deed and whānau are encouraged to read both which are available to all registered members in full by request. Please email [review@ngatirangi.com](mailto:review@ngatirangi.com) and copies will be sent to you.

Alternatively you can find them on our website:

- <https://ngatirangi.com/mo-wai/nga-waihua-o-paerangi>
- <https://ngatirangi.com/mo-wai/te-totarahoe-o-paerangi>



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# INFORMATION BOOKLET

2024

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## THE PROCESS FOR FEEDBACK:

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The review team will collect feedback from whānau in person at roadshows or via email at [review@ngatirangi.com](mailto:review@ngatirangi.com)

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The Review Team will create key themes and recommendations from all of the feedback received before the end of October 2024.

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The CE of Ngā Waihua o Paerangi will take recommendations to the new Tōtarahoe o Paerangi Trustees in the beginning of 2025.

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If any recommendations are agreed to by the Trustees a Special General Meeting for Ngāti Rangi members to vote to agree to the Trust Deeds will be held.

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If recommendations are voted in the relevant Trust Deed will be updated.

## WHAT IS A TRUST DEED?

A Trust Deed is a legal document that sets out how a Trust will work, including its purposes and powers, the governance, and operations of the Trust. Basically, a Trust Deed sets out all the rules, expectations and goals Trustees should be following and working towards. Within Ngāti Rangi there are two Trust Deeds, one for Te Tōtarahoe o Paerangi and the other for Ngā Waihua o Paerangi Trust; both are being reviewed.

## WHY DOES NGĀTI RANGI HAVE TRUST DEEDS?

Ngāti Rangi Trust was entrusted by the uri of Ngāti Rangi to enter into negotiations with the Crown to settle their historical Treaty of Waitangi grievances.

The result of that process was the Ngāti Rangi Claims Settlement Act, 2018. As part of the process for ensuring we could be in the strongest position to promote and protect our people and interests as Ngāti Rangi, we have been required to set up Trust Deeds.

## A HIGH-LEVEL TIMELINE SHOWING WHEN AND WHY TRUST DEEDS WERE CREATED

**1991**

Ngāti Rangi created a Trust which is now known as Ngā Waihua o Paerangi Trust. The Trust was formally registered on 17 March 1992. This was a result of ngā uri o Ngāti Rangi coming together and recognising the need to have a formal voice as uri of the maunga responding to the range of issues within our rohe.



**2008**

Rather than wait until our Te Tiriti o Waitangi settlement had been finalised, we decided to make changes so the iwi was ready and established Te Kāhui o Paerangi (Te Kāhui). Also known as the Ngāti Rangi rūnanga; it is a marae and pahake representative body created under Ngāti Rangi kawa and tikanga. Te Kāhui provide political leadership advocating for marae and hapū while ensuring Ngāti Rangi kawa and tikanga remains strong within the iwi. Te Kāhui is the tribal rūnanga whereas Ngā Waihua o Paerangi Trust is the legal authority that represents the interests of the rūnanga and iwi and, upholds iwi legal responsibilities.

The term 'kāhui' is based on our origins and is a reference back to Te Kāhui Maunga – the Mountain Clan that we emanate from as Ngāti Rangi.

**2018**

In March 2018, Ngāti Rangi iwi signed our Te Tiriti o Waitangi settlement *Rukutia te Mana*. As part of the settlement it was necessary to establish a new post-settlement governance entity called Te Tōtarahoe o Paerangi (Te Tōtarahoe) with a Trust Deed overseeing the roles and responsibilities.

The term 'tōtarahoe' is a reference to the protection mechanism of the marae that is created by the paepae and the matuatua-taua.



**2024**

Today Ngāti Rangi is structured with Te Tōtarahoe as the post settlement governance entity that sets the overall strategic direction for Ngāti Rangi who report to Te Kāhui. Te Tōtarahoe oversee Ngā Waihua o Paerangi (Ngā Waihua) the operational arm of our iwi responsible for managing all environmental, social, Whānau Ora and cultural kaupapa who also have their own Trust Deed. Te Tōtarahoe also oversee Te Kūmete o Paerangi.

## WHAT IS THE DIFFERENCE BETWEEN THE TWO TRUST DEEDS?

The Trust Deeds are very similar with many sections overlapping. The main difference between the Te Tōtarahoe o Paerangi Trust Deed and Ngā Waihua o Paerangi Trust Deed include:

**Te Tōtarahoe o Paerangi Trust Deed 9 March 2018** – was the first Trust Deed created outlining the expectations of Trustees. It includes the rules, processes, relationships and policies regarding all aspects of Ngāti Rangi such as electing new Trustees. Essentially it is the 'Rule Book' Trustees must know and follow. Te Tōtarahoe Trust Deed states the Purpose is to *“receive, manage, hold and administer the Trust Assets on behalf of and for the benefit of present and future members of Ngāti Rangi in accordance with this Deed.”*

**Ngā Waihua o Paerangi Trust Deed 12 December 2018** – is the second Trust Deed which jumps off what is said in Te Tōtarahoe Trust Deed. It includes more operational guidance on how Ngā Waihua is expected to work with and report up to the Trustees of Te Tōtarahoe.

## WHY DO WE NEED TO REVIEW THE TWO TRUST DEEDS?

This is an opportunity for all registered Ngāti Rangi members to have their say on how the iwi operates and the future vision we are working towards. It is also crucial to ensure the Trust Deeds of Te Tōtarahoe and Ngā Waihua are understood by everyone and meet the needs of whānau and current day circumstances. Evolving over time, the Trust Deeds must support the aspirations of whānau now and in the future.

## WHO IS RESPONSIBLE FOR BOTH TRUST DEEDS?

The seven Trustees of Te Tōtarahoe o Paerangi Trust are responsible for making sure both Trust Deeds are followed.

## HOW ARE THE 7 TRUSTEES CHOSEN?

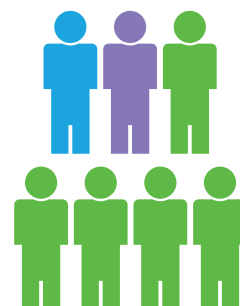
Te Tōtarahoe is made up of seven Trustees – five of which are elected by registered adult iwi members; One is the chair of Te Kāhui and the final trustee is a Ngāti Rangi Pāhake representative from Te Pae Tuarā a group made up of one representative for each of the three tupuna rohe; Rangituhia, Rangiteauria and Uenuku-manawa-wiri.

### TRUSTEES OF TE TŌTARAHOE O PAERANGI

1x Chair of the Te Kāhui o Paerangi

1x Pāhake representative from  
Te Pae Tuarā

5x Trustees elected by vote of  
all adult registered members



## WHAT IS NOT BEING REVIEWED?

It is important to note that this is not a review of the Deed of Settlement, Rukutia te Mana.

There are also certain matters in the Trust Deed that cannot be changed, including:

- The Trust Purpose
- The stated restrictions on the amendment of the Trust Deed
- The provision relating to the termination of the Trust by members
- The definition of Ngāti Rangi Iwi
- The requirement for a Special Resolution to amend the Trust Deed
- The membership and beneficiary of the Trust (being Ngāti Rangi Iwi and its members)
- The voting threshold of 75% of Adult Members for Special Resolutions.

Finally, there are also certain matters relating to the legal obligations of the Trust that must be included in the Trust Deed under the Trusts Act 2019.

## WHAT IS BEING REVIEWED WITHIN THE TWO TRUST DEEDS?

Everything else.

To support whānau to understand what is contained within the Trust Deeds simple explanations on some of the key sections is included below with a range of questions for whānau to consider for the review.



## INFORMATION FOR WHĀNAU TO SUPPORT THE REVIEW OF TE TŌTARAOE O PAERANGI TRUST DEED AND NGĀ WAIHUA O PAERANGI TRUST DEED

This is a simplified version of what the Deeds state. Please see the full Te Tōtarahoe o Paerangi Trust Deed and Ngā Waihua o Paerangi Trust Deeds for the legally binding text.

### *Whakapapa*

Te Tōtarahoe Trust Deed states registered members are those that can whakapapa to the following hapu:

- Ngāi Tuhi Ariki
- Ngāti Hīoi
- Ngāti Parenga
- Ngāti Rangi-ki-tai
- Ngāti Rangihaereroa
- Ngāti Rangipoutaka
- Ngāti Rangiteauria
- Ngāti Rangituhia
- Ngāti Tongaiti
- Ngāti Tui-o-nuku
- Uenukumanawawiri
- Ngāti Patutokotoko.

### **Or ancestors including:**

- Paerangi-i-te-Whare-Toka (also known as Paerangi or Paerangi-o-te-Moungaroa)
- Taiwiri (including her three principal children Rangituhia, Rangiteauria and/or Uenukumanawiri)
- Ururangi
- Tāmuringa
- A recognised ancestor of any of the hapū listed above.

## Registration

All applications for registration as a member of Ngāti Rangi must be made in writing to the Trustees containing personal details and whakapapa information.

In the case of disputes regarding membership the Trustees may appoint a whakapapa committee known as Te Kāwai o Taiwiri who:

- Are registered members
- Recognised as having expertise and knowledge of Ngāti Rangi whakapapa
- Are appointed by the Trustees in consultation with Te Pae Tuarā
- May be Trustees, members of Te Kāhui o Paerangi or Te Pae Tuarā.

Te Kāwai o Taiwiri have the sole discretion to call for evidence and seek additional information to determine whakapapa. The applicant will be provided with the opportunity to meet Te Kāwai o Taiwiri in person with any decision final and binding.



### *Questions for whānau:*

- Do you think the registration process we have for iwi members is right?
- Are there any suggested changes you would like to make?

## ***Purpose of Te Tōtarahoe Trust Deed***

Te Tōtarahoe Trust Deed states the Purpose is to “receive, manage, hold and administer the Trust Assets on behalf of and for the benefit of present and future members of Ngāti Rangi in accordance with this Deed, including:

- The promotion of the social, cultural, spiritual, educational, environmental and economic advancement and wellbeing of Ngāti Rangi whānau
- The promotion of the health and wellbeing generally, including of the aged or those suffering from mental or physical sickness or disability, of Ngāti Rangi and its members
- Providing for the ongoing maintenance and establishment of places of cultural significance to Ngāti Rangi whānau
- The promotion and advancement of the social and economic development of Ngāti Rangi through the promotion of business, commercial or vocational training or the enhancement of community facilities in a manner appropriate to the particular needs of Ngāti Rangi
- The promotion and protection of the health and wellbeing of Te Kāhui Maunga and Te Waiū-o-te-ika.
- Acting as the post settlement governance entity for Ngāti Rangi for the purpose of the settlement of the historical Treaty of Waitangi claims of Ngāti Rangi including receiving or administering any redress/compensation in relation to the Tongariro National Park or Te Kāhui Maunga
- Implementing the terms of settlement of the historical Treaty of Waitangi claims of Ngāti Rangi contained in the Deed of Settlement and the Settlement Legislation
- Ensuring that commercial activities and cultural activities are appropriately managed to support Ngāti Rangi aspirations
- Any other purpose that is considered by the Trustees from time to time to be beneficial to Ngāti Rangi and its members.

### ***Context for whānau:***

The above list describes the purpose of the Deed and is NOT included in the review. This information is for whānau to understand what Trustees and the Trust are required to do.

## ***Roles and responsibilities of a Te Tōtarahoe Trust Trustees***

Te Tōtarahoe Trust Deed states the overarching responsibilities of the Trustees are to:

- Advance the cultural, social, environmental and economic aspirations of Ngāti Rangi
- Uphold and protect the mana of the iwi and our rohe and,
- Empower the mana of Ngāti Rangi.

As previously stated, Te Tōtarahoe is a legal entity that holds a 'Deed of Trust' and is also responsible for Ngā Waihua employing the Chief Executive and making sure the Ngā Waihua Deed of Trust (which is closely related to the Te Tōtarahoe Deed of Trust) is being followed.

On top of this Te Tōtarahoe Trustees ensure that everything Ngā Waihua and Te Kūmete does is working towards the goals and strategic vision created by Te Tōtarahoe following the kawa and tikanga set by Te Kāhui and importantly, following all relevant law.

### ***Trustees must:***

- Act in good faith and in a manner that the trustee believes is in the interests of Ngāti Rangi
- Ensure Trust assets are for the sole benefit of Ngāti Rangi and monitor all activities of the trust and Ngā Waihua
- Be fair and just with all members of Ngāti Rangi and ensure they uphold the mana and integrity of the iwi
- When exercising powers or performing duties as a trustee exercise the care, diligence and skill to be reasonably expected
- Accept the duties, obligations and liabilities attached to being a trustee when signing the nomination form for election
- Be open and transparent with the other Trustees working collectively for the betterment of Ngāti Rangi
- Disclose all 'interests' as soon as they are known, including:
  - They are party to or will gain financial benefit from the interest in any way directly or indirectly
  - Has a relationship such as parent, child, spouse, partner to a person who will financially benefit
  - Has another kind of interest/benefit directly or indirectly.

## Trustee duties - mandatory



### Questions for whānau:

- Do these meet your expectations?
- Do you think these are fair responsibilities for Trustees?
- What if any changes would you suggest?

### ***Trustees will:***

- Be protected by the iwi for their mahi as a trustee with insurance and liability costs covered as long as they act in good faith and within the law
- Be entitled to financial reimbursement for costs associated with being a trustee as long as they are reasonable with GST receipts provided.



#### ***Questions for whānau:***

- Do you think that is the right amount of support for Trustees?

### ***The powers of Trustees include:***

- Selling, buying, lending or granting of: property, shares and intellectual property
- To sue or be sued
- To manage the Trusts affairs, activities, assets and liabilities and further the Trust Purpose
- To employ people to support the Trust
- To distribute benefits directly or indirectly to members of Ngāti Rangi – wherever they live
- Decide where the income of the Trust is given for the benefit of any member of Ngāti Rangi
- Remove a trustee who has brought the trust into disrepute by no less than 75% of the vote from other Trustees.



#### ***Questions for whānau:***

- What if any changes would you suggest?

### ***Transparency of Trustees***

To ensure transparency Trustees are responsible for the preparing:

An annual plan which outlines:

- The strategic vision of the Trust
- The steps to be taken in implementing the Deed of Settlement
- A description of the activities, asset management and cultural activities undertaken

- The financial position
- Any performance targets and measures for Ngā Waihua
- Any other information they wish to include.

A five-year plan which outlines:

- The longer-term vision
- A statement regarding the commercial, management and distribution policies that the Trustees will follow.

An Annual Report which includes information on:

- The steps taken to increase the number of registered members
- The implementation of the Deed of Settlement
- The financial position of the Trust.

Each year, the previous plans must be reflected on by Trustees to compare and understand what has been achieved.

### ***Minute taking and record keeping***

Minutes must include all decisions and key agenda items Trustees make or discuss at any type of formal meeting of the Trustees. All minutes and other records of any formal gathering / meetings of the Trustees and any Trust Entity will be held by the Trust for seven years before being archived for as long Trustees think is reasonable.



#### ***Questions for whānau:***

- Does this information provide enough for whānau regarding trustee decisions?
- What if any changes would you suggest?

## ***Membership and Nominations of Te Tōtarahoe o Paerangi Trust***

Criteria for members regarding nominations for a Trustee include they must be at least 18 years old and a registered member living in New Zealand to apply.

A member is not able to apply if they:

- Are or have been bankrupt in the last 5 years
- Are or have been convicted of an offence:
  - o Involving an act of dishonesty as defined by the Crimes act 1961
  - o Under section 373(4) of the Companies act 1993
  - o Punishable by 2 years or more in prison
  - o Unless they are eligible for Criminal Records (Clean Slate) Act 2004
- Have been disqualified from being a director of a registered company
- Have been removed as a trustee of a trust by court order
- Become subject to the Mental Health Act 1992
- Become subject to a property order made under section 30 or section 31 of the protection of personal and property rights 1988
- Have been removed from the office of Trustee.



### ***Questions for whānau:***

- Are the criteria for a trustee nominee right?
- Are there things that might be added or removed to ensure whānau can participate but also the mana of Te Tōtarahoe is protected?
- What if any changes would you suggest?

## ***Empty Trustee positions***

If there are more or equal open trustee positions than nominees received then, all nominees will be elected as Trustees.

If there are empty trustee positions then the Trust will call for further nominations from members at the annual general meeting. Should a nominee form be completed at the annual general meeting a vote can be held. In the event that no further nominations are collected Te Kāhui o Paerangi may nominate a person to be elected.



Should there be more nominees than trustee positions a vote will be held by all present members at the annual general meeting. If there is an equal number of votes for the last available trustee position, the successful candidate will be decided by the drawing of lots.



*Questions for whānau:*

- Is this process fair and correct?
- What if any changes would you suggest?

### ***Term and replacement of Trustees***

A term lasts 4 years. In the event of a Trustee;

- Dying
- Retiring or resigning
- Moving overseas
- Cancelling their Ngāti Rangi membership
- Being removed from office

a new trustee shall be appointed. If the vacancy is related to a trustee appointed by Te Kāhui, they will appoint a new trustee. If it is from the general members, it shall be offered to the next highest polling nominee. If they decline Te Kāhui will make the appointment which remains for the remainder of the term.

If trustee membership falls below the required quorum of 5, the remaining Trustees may only advise on the procurement of new Trustees until a quorum is reached.

If a trustee member fails to meet the requirements of nominations during their term as trustee and / or:

- Fails to attend more than 3 consecutive trustee meetings without good reason
- Refuses to act in their capacity as trustee
- Lies in their nomination form

A vote for removal will be held with 75% required for it to pass. Should this be successful the person cannot apply for 4 years following the event.



*Questions for whānau:*

- What if any changes would you suggest?

## ***Trustee hui and meetings***

Trustees may meet online and/or in person as long as quorum (5) is met. Hui are not open to members but they may attend certain parts at the discretion of the Chair.

## ***General meeting and Special general meetings***

A quorum for any general meeting or special general meeting is 20 adult registered members present in person and 3 Trustees present in person.

Each member is one vote which may be made by show of hands or voice. Some successful votes made in annual or special general meetings may not have to be actioned by Trustees. Trustees may only be obligated to consider rather than action all resolutions in carrying out the Trust Purpose.

## ***General Meetings***

General meetings also known as Hui a Iwi are held once a year where the annual report and financial information are shared to all members. At Hui a Iwi all Trustees are announced and reports regarding the performance and operations of the iwi are shared.

## ***Special meetings***

Trustees can call a special general meeting for any reason by request of:

- The Chairperson and Deputy Chairperson
- Majority of the Trustees
- 5% of adult registered members of Ngāti Rangi.

Those people calling for a special general meeting must provide a statement to the Trustees setting out the purpose of the hui and agenda items.



### ***Questions for whānau:***

- Is this the right amount of hui / meetings?
- What if any changes would you suggest?

## *Dispute resolution*

Any dispute between members of Ngāti Rangi and / or a trustee regarding membership, tikanga, reo, kawa, whakapapa and kōrero of Ngāti Rangi shall be resolved in the first instance by writing a letter or email to Trustees outlining the dispute which Trustees must formally acknowledge.

If a dispute is not settled within 30 days it shall be referred to a disputes committee appointed on a case by case basis. Disputes Committee means a committee formed in accordance with clauses 31.4 and 31.5.

The dispute committee will be made up of:

- 1 member of Te Kāhui Paerangi
- 1 adult member with relevant skills relating to the dispute who is not also a trustee or employee of the Trust
- 1 independent non Ngāti Rangi member nominated by the President of the NZ law society.

The dispute committee shall meet the requirements of natural justice and has the ability to ask for evidence and decide how the dispute should be managed. The findings are final and binding on the parties.



### *Questions for whānau:*

- Are you comfortable with this dispute resolution process?
- Are there any other changes you would suggest?

## *Income*

Trustees may at any time after paying their costs, pay or apply all or any capital and income of Ngā Waihua towards any of the Charitable Purposes within the Deed.

## *Major transactions*

A 'Major Transaction' is anything that involves buying, selling or taking on the liability of something that involves more than half of all the assets held by Ngā Waihua.

There are special rules around how a 'Major Transaction' can be done and Ngā Waihua does not have the power to buy, sell or take on liability worth more than half of all the assets held by Ngā Waihua unless Te Tōtarahoe Trustees approve. If approval is granted, the 'Major Transaction' must be discussed at a special general meeting and voted on by members of Ngāti Rangi.



### *Questions for whānau:*

- Do you have any suggested changes?

## *Ngāti Rangi entities*

### **TE KĀHUI O PAERANGI**

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Te Kāhui is not a legal entity. It was a deliberate decision to separate the leadership of our iwi from the governance and then from the operations as Ngāti Rangi kawa and tikanga are not dictated by the Crown.

Trustees must work with Te Kāhui, receiving advice and information that is actively considered but not binding by Trustees. They must also provide financial support towards the cost of meetings and other reasonable costs.

Te Kāhui is responsible for setting their own procedures and policies for appointing two Trustees. Any member wanting to be considered for appointment as a trustee by Te Kāhui must provide their personal information to them.

### **TE PAE TUARĀ**

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Te Pae Tuarā is a collective of people within Ngāti Rangi who are recognised for their knowledge, matauranga, whakapapa and tradition. On request of the Trustees Te Pae Tuarā may provide advice relating to tikanga, reo, kawa, kōrero and whakapapa of Ngāti Rangi. Te Pae Tuarā consists of one representative for each of the three tupuna rohe; Rangituhia, Rangiteauria and Uenuku-manawa-wiri.

### **NGĀ WAIHUA O PAERANGI TRUST**

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Ngā Waihua o Paerangi Trust have responsibilities to support the performance of the Trustees by implementing actions that feed the vision set by Trustees. The Chief Executive of Ngā Waihua o Paerangi Trust reports to the Trustees as their employer who are ultimately responsible for oversight and success of Ngā Waihua as well as staff wellbeing as paramount employer. Ngā Waihua holds charity status and has their own Deed which was created out of the Te Tōtarahoe o Paerangi Trust Deed.

### **TE KŪMETE O PAERANGI**

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Te Kūmete o Paerangi is the commercial entity set up to protect and grow the pūtea and commercial assets ensuring that the benefits of te Tiriti settlement 'Rukutia te Mana' are felt now and for future uri of Ngāti Rangi.

## TE PAERANGI: VISION, MISSION AND VALUES

### Te wawata: Our vision

Kia mura ai te ora o Ngāti Rangi  
i tua o te 1,000 tau.

Ngāti Rangi continues to vibrantly  
exist in 1,000 years.

### Te aronga: Our mission

E kōkiri tahi ana a Ngāti Rangi i ngā  
kaupapa hei oranga mō te katoa.

Together Ngāti Rangi will grow  
itself and its communities.

### Te take: Our 5-year plan

Kākā te whare toka o Paerangi,  
kākā hoki ko au.

Igniting our people to live vibrantly  
in our majestic landscape.

## OUR SHARED VALUES



Kia **MANA** ai  
ngā mahi  
To act with  
INTEGRITY AND  
HONESTY



Ki mau ai ki te  
**MANAAKITANGA**  
To CARE  
WHOLE-HEARTEDLY



Kia tika ai tōu  
**TŪRANGAWAEWAE**  
To be  
ACCOUNTABLE



Ki ū ai ki ngā  
**TIKANGA**  
To be  
DUTY BOUND

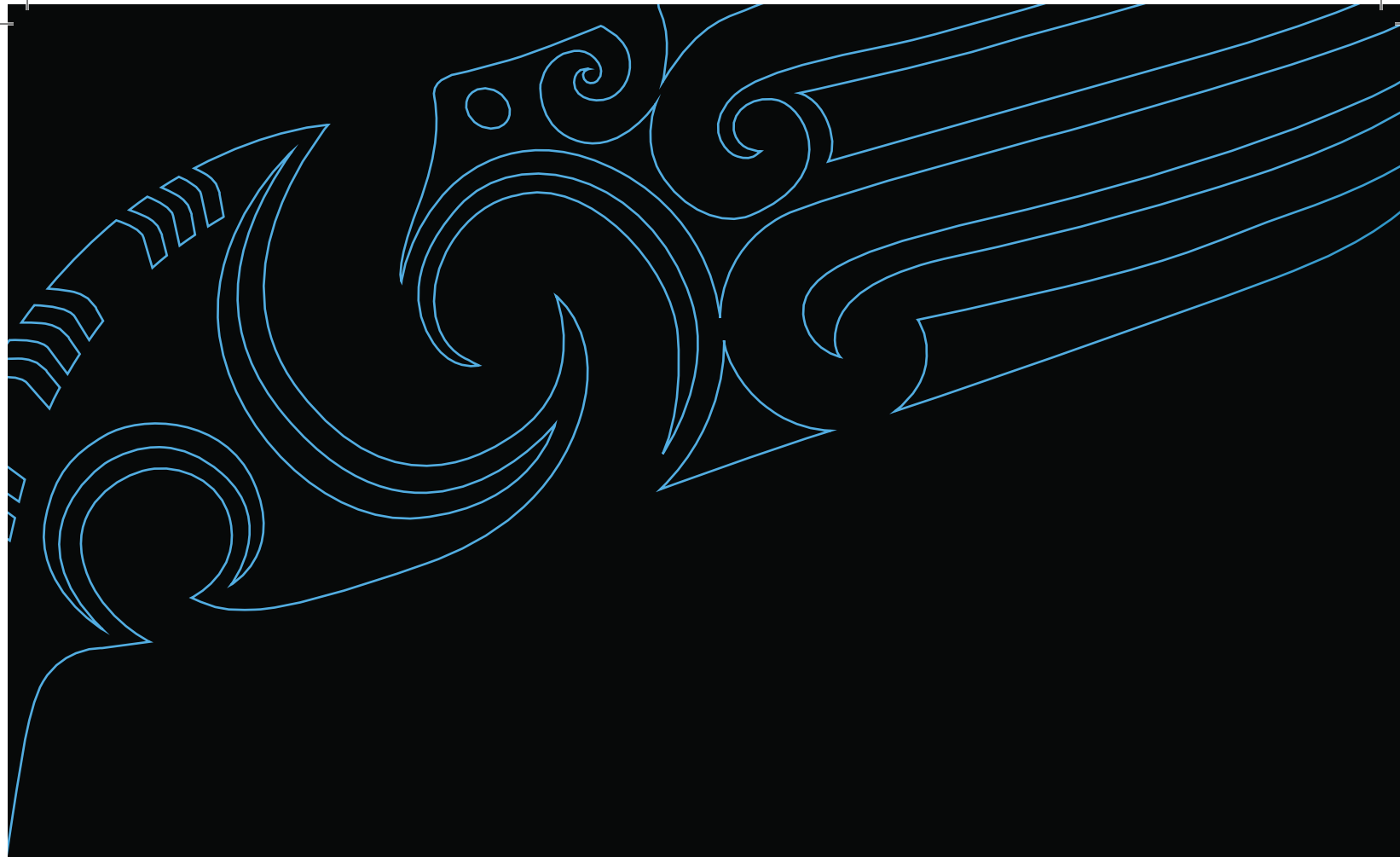


Kia rapu ai i te **MEA**  
**NGARO**  
To unleash  
POTENTIAL









**NGĀTI RANGI**