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TE MANAWA-O-TUHOE A TRUST

Minutes of the Special General Meeting held at Waiohau Marae on 29-Nov 2008

- 1 Visitors arrived and waited at the gate. After substantial delay the paepae called them on. The paepae were Puhae Pepene, Rori Pouwhare, Tama Nikora. Richard Tumarae, and Tom Tupe. Rangi Rakuraku replied.
- 2 Registration: Persons were asked to fill out the attendance register, they went on to have a cup of tea and assembled for the meeting in Tama-ki-hikurangi
Papers issued to them were
 - The proposed Draft Trust Order - Appendix A
 - A voting paper to elect the Advisory Trustees – Appendix B
 - An explanatory paper by the Responsible Trustees – Appendix C
 - Some few copies of the 2008 AGM report.
- 3 Karakia : Puhae Pepene, Noki Te Poono
Mihi : Richard Tumarae
- 4 **Notice of Meeting**
As Advertised from 14 November 2008 in the Daily Post, Beacon and the Herald the notice of the meeting was :

TE MANAWA O TUHOE A TRUST

Notice of Special General Meeting

Notice is hereby given that a Special General Meeting of beneficiary shareholders only will be held at Waiohau marae on Saturday 29 November 2008 at 10.00am.

- 1 To consider proposed variation of Trust Order.
- 2 To discuss Tuhoe-Waikaremoana Maori Trust Board's continued trusteeship.
- 3 To elect three (3) Advisory Trustees.
- 4 To approve fees for Advisory Trustees.
- 5 To consider concerns in relation to the Lessee's harvesting operations.

Shareholders who are unable to attend this meeting are invited to register their concerns with the secretary and from whom nomination and proxy forms and proposed variation of Trust Order is available.

Nominations for Advisory Trustees close at the office below of the Secretary 5.00 pm Thursday 27 November 2008.

T B Nikora

Secretary
1119 Pukaki St, PO Box 1842, Rotorua
Ph (07) 348 2925; Fax 07-348 2910
Email: tuhoe@xtra.co.nz

5 Richard Tumarae (Chairman) – TwMTB member - Responsible Trustee.

Kia ora tatau. Ko taku mahi, he tiamana, he whai i te panui mo tenei hui, kia hangai a tatau korero ki reira. He uaua tenei hui, natemea kei te whai ke tatau i te ture, me te mahi a te ture a muri ake nei.

Ko te whenua nei no te rarangi no ratau, ahakoa kei whea ratau e noho ana. E pa tenei whenua no te hapu, no te iwi, no wai atu ranei. No te rarangi anake, ara no te 4,832 o te hunga whai paanga. No reira, ahakoa kare katoa ratau i konei, me mahara nui tatau ki a ratau katoa.

My task as chairman is to simply keep order and let the debates roll on. Please address the chair, and not start your own separate conversations and differences.

I ask for your patience, to hear and consider explanations.
I shall call on Kapi Tupe to make introductory announcements
Next I shall call on Tama Nikora for detailed explanations and recommendations
Last, we will conduct the elections.
The meeting will adjourn for lunch on call by our hospitable hosts.

6 Kapi Tupe – TwMTB member - Responsible Trustee

This hui was originally arranged to discuss issues that Patuheuheu was concerned about. However, as result of demand from the last AGM on 1 November at Tauarau and of the Maori Land Court hearing on 6-Nov-2008 at Whakatane of the application by Mr Hemana Waaka, this meeting is now required to address matters set out in the notice as advertised for this meeting by direction of our solicitors. The proceedings of this meeting is required to be reported back to the Court by 5-Dec-2008.

This meeting will therefore be a full verbatim record of the viewpoint of every shareholder present today.

You should sign the attendance register and register at the desk and check that you are a shareholder before you speak[]. When you speak, please first give your name and where applicable, the Whanau Trust you represent.

There are 4,832 shareholders in the land and it has not been possible to give all of them notice for this meeting. A lot of information was given out to the Annual General Meeting held at Tauarau Marae on 1st Nov 2008. At that meeting, only 55 shareholders were present. There were complaints about lack of notice and demand for another meeting to be held here at Waiohau.

We take notice of Clause 7.1(b) of the Draft Trust Order : *“At general meetings of the beneficial owners a resolution may only be passed where the subject matter of*

the resolution has been properly notified by the Responsible Trustee as an agenda item for that meeting”.

The papers that are available to the shareholders at the registration desk are.--

- The proposed Draft Trust Order – Appendix A
- A voting paper to elect the Advisory Trustees – Appendix B
- An explanatory paper by the Responsible Trustees – Appendix C
- Some few copies of the 2008 AGM report.

Lunch will be on call by the cooks. There will be no charge provided that Patuheuheu receives a grant of \$2,000 the same as our mercenary Ngatirongo relations.

Enjoy the day

7 Tama Nikora – TwMTB member - Responsible Trustee

Delivers explanatory paper Appendix C and asks that this be read in conjunction with the Draft Trust Order. He got as far as para C14 when Hemana Waka took the floor.

Hemana Waaka [¹]: Kei te korero mai te ripoata. We didn't come to listen to this. There are glaring issues with the report.

R Tumarae (chairman): We should carry on with the agenda.

T Nikora: Insufficient time. We should take the paper as read.

H Waaka: No papers to be taken away. Would like to move on to issues. At the SGM held in March 2007 we heard of the plans by the lessees. Ka ohore tatau. I asked for the AGM to be held and we were advised it would be about June 2007. Agreed to time to get books ready. I went to AGM meeting of Nov 01. Five years of accounts approved. K Tupe's reference to Clause 7 (1b) invalid. AGM's required every year. Wanted election of Trustess to be inserted in Advertisement and to review actions of the Trustees. Called on J TePou (solicitor)

J Te Pou solicitor [²]: Trustee has failed to hold hui and present accounts. Breached Trust Order knowingly, and wilfully. Beneficiary shareholders asked to consider whether TwMTB should continue as trustee. Report of this hui to be filed with the Court by 5 Dec 2008. Should be discussed first.

H Waaka: TwMTB using pakeha tikanga rather than hui a kanohi – inability to administer and to inform beneficiaries. Want stand alone entity that does not get caught up with restructuring, by claim settlements.

P Tamiana: Problem is the same as that for Te Pae-o-Tuhoe.

¹ For the Waaka Whanau Trust

² J TePou not a shareholder]

Rangi Anderson: Recall case before Judge Scott to set up TeManawa as a stand alone for accountability purposes focussed on growth of assets.

Bryce Morrison [³]: Attended AGM hui. I support Hemana's kaupapa.

T Nikora: Shareholders not adequately notified and present at this meeting. Administration costs explained at page 8 para 2 and 3 Table 1, Growth of the Trust explained at para 4 Table 2. Minor shareholders should support intent of the Trust to grow assets as means to lift share value.

R Anderson: Accounts not audited.

Tama Nikora. The accounts presented at the AGM of Nov 01 were audited.

Chairman: Me mutu te kaupapa a Hemana

A Sykes. Solicitor [⁴]: This is a meeting of 20 shareholders which can request a poll vote or show of hands.

R Rakuraku [TwMTB member]: Kei te haku ake ooku whakaaro ki nga mahi a nga koroua. Kua mutu pea a matau. Me haere whakamua tatau.

Terry Maki: Tautoko i ta Hemana,

Chrissy Ngaropo [⁵]: Kokiri whakamua. Whakahoungia nga kai tiaki.

John Rangihau [⁶]

Don't want to be part of restructuring. Better the devil we know than the devil we don't. My sister is there. Want the assets to be managed.

Tu Waaka: Me whakahoki mai ma tatau e whakahaere te kaupapa. Only one opportunity given by the Maori Land Court.

Hema Temara: Trust is under performing on investments.

Peho Tamiana: Apologies from the whanau of Wi Haumate.

Materoa Nikora [⁷]: Tautoko i ta Hemana.

Waisy Harawira [⁸]: Tautoko i ta Hemana. Whakahouhia nga kai-tiaki

T Nikora: Matters should be judged on performance on not on emotion. It has taken many years to reach this plateau of development, and payment of dividends.

³ For Merekorama Rangihuiua Morrison Whanau Trust

⁴ Sykes not a shareholder

⁵ For the Nikora Tangohau Whanau Trust

⁶ For the Rangianiwaniwa Whanau Trust.

⁷ Materoa Nikora not a shareholder

⁸ Waisy Harawira not a shareholder

Pine trees take 25 years to grow to harvest. Have now diversified to dairy farming and better returns. There is now opportunity for greater development.

Chairman R Tumarae: There appears to be some agreement that the views of H Waaka be recorded and we then return to the Maori Land Court.

H Waaka/R Anderson: **Motion:** That the TwMTB be removed as responsible trustee.

T Nikora: You have not explained where you want to go to next, nor have you discussed the Trust Order. Change will be costly. Task is to make the land productive for the benefit of the shareholders.

R Anderson: Renew because of Management issues.

Noki TePoono: Tautoko i ta Hemana. He take ano taku mo nga whanau kei TeMapou.

J TePou, Solicitor [⁹]: If motion passed, TwMTB stays in caretaker advisory role until new Trust is elected and approved by MLC. Puts motion to the meeting and calls for show of hands and counts same 48 for. Frank Vercoe objected.

H Waaka: Mihi ki te hui. Hui to be organised in June.

A Sykes, solicitor [¹⁰]: Form a subcommittee to look at transition and to forward MLC process. Approve 6 month period.

R Tumarae (chairman): 3 advisory Trustees.

Maude Tupe [¹¹]: Can we continue with process after this motion.

J TePou, solicitor: Advisory Trustees for transition period

John Rangihau: How long does it take to remove advisory trustees once elected.

J TePou, solicitor: Technically in 14 days. Motion looks for new order and trust to be made in 6 months.

Hema Temara: Don't agree with MLC process. Hui should agree to process here rather than bamboozling us with paper work.

Hema Temara/John Rangihau. **Motion:** That this meeting defer decision to elect advisory trustees.

Put on show of hands - 52 for.

A Sykes, solicitor: Need to look at increasing the number of advisory Trustees rather than replacing them. Elect a working party.

⁹ TePou not a shareholder

¹⁰ Sykes not a shareholder

¹¹ For Hieke Tupe Whanau Trust

Terry Maki nominated
Hemana Waaka nominated
Hema Temara nominated by Wyness McGuire
John Rangihau nominated by Hemana Waaka
Kapi Tupe nominated by Tom Tupe
Boy Anderson nominated by Waisy Harawira.
John Mika and two other advisory trustees to remain in place as interim committee.

Aroha Ngaropo/John Rangihau. Motion. That nominations be closed.
Motion was put and carried on voices.

Working party to meet after lunch.

T Nikora. We remain to discuss Agenda item 5 and Access issues.
The argument is set out in Part G of my paper.

K Tupe: Whanau are opposed to access to Pukehou. Method of tree extraction will impact on community, marae, kohanga kura, clubrooms. Dust, truck, employment. Waihua: People from Rotorua being employed instead of local labour. No preferred option. Korero begun with Fortis to look at hapu employment

H Waaka: The Trust Order gives beneficiaries first preference for employment.^[12]

T Nikora: Conflict of interest. Access talked about has to be a legal easement or roadway. Protest affecting shareholders by way of increase of harvest costs which is likely to affect the rent calculations for the next rotation period. The forestry consultant need to be engaged to assist negotiations..

Maude Tupe []: Agree with Kapi. Te Mate Huango, Heavy traffic speed.
In 1993 Hieke took hapu to TeHouhi and Kioreweku – a waahi tapu – nga kowi o nga tipuna

Tom Tupe []: Me hoki mai nga waahi tapu ki nga hapu. Surveyed by Hancocks but not identified.

T Nikora: In 2004 the Trust offered to buy out the Crowns interest in the lease because it was terminating in 2011 and where the Trust needed another leasee to lease the Waiohau Forests for the next 25 years. The Trust itself cannot afford to do so.

Tiaki Tupe []: I grew that forest. Hapu know where waahi tapu are. Land should be returned to hapu.

Wayne Ranui ^[13]: Why are we in a hurry to sell the forests.

¹² Not correct

¹³ Wayne Ranui not a shareholder

T Nikora: It's the lessee that is selling their forests and not the TwMTB.

H Waaka: The Trust Order currently being used should be declared to be null and void.

H Waaka: Current Trust Order 6k(ii) requires *"Pay into an account to be known as the putea account ten percent (10%) of the net profits of the Trust after taxation, which is being made available for marae grants, not just for Ruatoki.*

Hemana Waaka/Rangi Anderson. Motion. That Trustee pay into the Putea 10% of net profit after tax.

T Nikora: That is not equitable. This provision needs to be read with 6(f). Trust order more equitable. \$10 from every shareholder. Grants are presently running on a roster of marae.

T Nikora: Emission trading a problem for Foresters. Need to consider New Government policy before we can consider impacts.

Na Puhae Pepene te karakia kati te hui 2.50pm

Richard Tumarae (Chairman)

Note : Annotations are by check at the office.