

Minutes of 2017 AGM

<p style="text-align: center;">Omapere Taraire E and Rangihamama X3A Ahu Whenua Trust Minutes of the Annual General Meeting held on 14 October 2017 at Parihaka Marae, Te Irirangi Road, Kaikohe</p>	
Karakia/Mihimihi	Wati Erueti/Sonny Tau
Meeting Commences	9.35am
Present	As per the Shareholder/Beneficiary Attendance Register
Opening Statement	<p>Mr Raniera Tau, in his capacity as the Chairman, introduced the proceedings of the AGM as per the advertised agenda and advised:</p> <ol style="list-style-type: none"> 1. That the meeting and all subsequent Special General Meetings and Annual General Meetings would be recorded for accuracy and to mitigate challenges on what was said; 2. Confirmed that the first matter on the agenda was his reappointment as directed by the Maori Land Court, dated 16 August 2017; and 3. That the Deputy Chair, Dr. Te Tuhi Robust would chair the first sessions proceedings as Raniera Tau obviously had a conflict of interest.
Reappointment of Raniera Sonny Tau	<p>Prior to handing the proceedings to the Deputy Chair, Mr Tau read the agenda item to the AGM as directed by Judge Armstrong:</p> <p style="text-align: center;"><i>“Whether the beneficial owners support Raniera Sonny Tau being reappointed as a trustee despite his conviction for attempting to pervert the course of justice”.</i></p> <p>Mr Tau then handed the meeting over to the Deputy Chair, Dr Te Tuhi Robust who proceeded to chair this session. Dr Robust advised the AGM that the trustees would be abiding by the direction of Judge Armstrong and will provide the opportunity for those who wish to speak on the matter of the reappointment of Mr Tau as a Trustee to this Trust. Dr Robust also advised that:</p> <ol style="list-style-type: none"> a) The Maori Land Court had two advisors present at the meeting to observe proceedings – Arta Pita and Francene Beckham, who were asked to identify themselves; b) This session related to the specific agenda item set by Judge Armstrong; c) Within the confines of Parihaka Marae, all attendees had speaking rights, anyone could speak --- whether a beneficial owner/shareholder, beneficiary or a member of the public. d) To allow everyone the opportunity to speak people were asked to speak only once;

- e) Once discussions were exhausted, Raniera Tau would be given a right of reply;
- f) Voting would commence thereafter; and
- g) Only those beneficial owners/shareholders who registered within the registration timeframe could vote. That included proxy votes registered before the AGM through the Trust office and those registered within the timeframe today.

Trustees wish it noted that a concern was raised about the presence of Mr Tau during discussions on his reappointment. The majority of attendees agreed that Mr Tau was to remain in the whare while these discussions were taking place.

The following is a list of people who stood to speak to the reappointment of Mr Tau. To avoid misrepresenting speakers, individual discussion points are not recorded in this memorandum. In any event, the voting following discussions was considered by trustees to be the priority.

- a) Ron Dixon
- b) Rose Dudley representing the Ngatote Eruera Pirini and Ngawai Erica Akuhata Whanau Trust
- c) Geoff Rakete
- d) Te Aroha McIntyre
- e) Toko Tahere
- f) Kuini Matene
- g) Anne Rakete
- h) Josephine Hetaraka Farthing
- i) Ngahuia Cassidy
- j) Sunny Edwards
- k) Eruera Ruwhiu
- l) Vance Andrews
- m) Hirahira Tahere
- n) Raewyn Kapa
- o) Wati Erueti
- p) Irihapeti Pou (Aunty Eli)
- q) Tihi Herewini
- r) Rachel Witana
- s) Liz Lonergan

NOTE: Dr Te Tuhi Robust advised the AGM:

- I. That Rachel Witana spoke in her personal capacity; and
- II. Late arrivals were advised that to avoid future litigation on the process, they had the opportunity to speak to the issue but were unable to register or vote as the allocated time for registration had expired.

Raniera Tau – Right of Reply

After discussions concluded, Dr. Te Tuhi Robust invited Raniera Tau to give his right of reply. For clarity Mr Tau again read the Maori Land Court agenda item out and advised the AGM that he was happy to leave it with the beneficial owners/shareholders to decide if he was to remain as a trustee on this Trust or not.

Voting Process

1. The trustees confirmed they had approved John Parmenter and Lisa Inverarity as scrutineers for the voting process.
2. John Parmenter described the voting process allowed under the Trust Order and gave examples by way of PowerPoint presentation how these options would work.

Who can vote

- i. that beneficial owners/shareholders who had registered prior to the meeting, including proxies were able to vote;
- ii. that beneficial owners/shareholders were one and the same. That there was no difference other than language used by the Maori Land Court;
- iii. Beneficial owners/shareholder registrations taken before the meeting commenced totalled 69 valid beneficial owners/shareholders. This included proxies.
- iv. Those who did not have a voting card were not eligible to vote.

Voting Options

Show of hands: if by show of hands, beneficial owners/shareholders simply held up their allocated voting cards issued during registrations. Due to the special requirements by the Court that a list of names be provided to the Judge of who voted for and against the motion. Beneficial owners/shareholders were advised that they would need to complete the voting slip attached to their voting cards for their vote to be counted.

These slips would be collected after they had voted by show of hands and their one vote for or against would be recorded.

Poll voting: if by poll, a beneficial owner/shareholder needs to put the motion to the floor to vote that way. The Motion is then voted on by a show of hands.

- 21 or more votes were required for the motion to be carried to vote by Poll for the resolution to reappoint Raniera Tau as a Trustee or not. This being 30% of the registered voters at the meeting;

- If voting by Poll, the number of shares held by each voting beneficial owner/shareholder are counted;
- The number of shares held are as recorded by the Maori Land Court.

3. John Parmenter reconfirmed that Judge MP Armstrong wanted a record of votes, who voted and whether the vote was in support of Raniera Tau being reappointed as a Trustee on ORT or not in support of Raniera Tau being reappointed as a trustee.

Queries taken from the floor before the vote was taken	Response
The Trust order 4.6.6 has one option to vote.	John Parmenter clarified that there were two options given as per the Trust Deed.
Who checks the process of voting?	Judge Armstrong appointed two Maori Land Court (MLC) staff to observe the registration process and counting of votes. John Parmenter and Lisa Inverarity will count the votes with the MLC staff observing. The MLC observers will not count the votes.
Beneficial owners/shareholders were told the process was to be by tikanga	The MLC has given a clear directive which the Trust must abide by.
Feeling unsafe if voting is by show of hands	If shareholders want their vote to be confidential, the only way to do that is by Poll voting which requires a motion from a beneficial owner/shareholder to the floor.
How will the shares per vote be counted?	Slips attached to the voting cards to be used to vote for the MLC motion. The number of shares counted for each vote will be as per the beneficial owners/shareholders schedule held by the MLC and recorded on each slip; The MLC staff will observe the full process.
When will we know the result of the voting?	The result will be announced at the end of the AGM meeting today.

<p>Apologies Motion [1]</p>	<p><i>That apologies as tabled be accepted</i> Moved: Moe Smith Seconded: Te Aroha Reihana Ruka</p> <p>Wiremu Marupo Pou, Martha McKeever, Percy Pou, Taoko Wihongi, Ada Neho, Tania Beckingsale, Peter Sofa, Claire Sofa, Barney Thompson, Kato Tahere, Kaharau Waiata Tahere, Paia kahuhu Maru, Te Huatahi Komene, Julie Andrews, Murupaenga Edmonds, Kairingi Edmonds, Lehi Tahere, Tui Tahere.</p>	<p><i>Carried Unanimously</i></p>
<p>Voting by Poll Motion [2]</p>	<p><i>That voting be by poll</i> Moved: Rev Kuini Matene Seconded: Steve Paki</p> <p>1. Trustees want it noted that for the purposes of Motion two:</p> <ol style="list-style-type: none"> a) 69 shareholders registered before the meeting commenced; b) Beneficial owners/shareholders were the only ones to vote; c) 21 votes in favour were required for the vote to be carried, being 30% of those beneficial owners/shareholders present today; d) 57 voted in favour of voting by poll vote. <p>Outcome of Poll Vote of Shareholders</p> <p>2. The beneficial owners/shareholders of the Omapere Taraire E and Rangihamama X3A Ahu Whenua Trust resolved to vote by Poll on the following matter:</p> <p>“Whether the beneficial owners support Raniera Sonny Tau being reappointed as a trustee despite his conviction for attempting to pervert the course of justice”.</p>	<p><i>Carried</i></p>
<p>Voting Result for the Reappointment of Raniera Sonny Tau Motion [3]</p>	<p><i>“That this AGM meeting of the Omapere Taraire E and Rangihamama X3A Ahu Whenua Trust supports Raniera Sonny Tau being reappointed as a trustee on this Trust”.</i> Moved: Carol Jordon Seconded: Moe Smith</p> <p>For completeness, the results of the voting are noted immediately below this motion, even though the results were not announced until just prior to the conclusion of the AGM.</p> <p>Shares in favour of reappointed as a trustee: 18,891.303 Shares against being reappointed as a trustee: 6,067.104 The resolution carried in favour, by a majority: 12,824.199</p>	<p><i>Carried</i></p>

Refreshment Break	Motion 3 voting concluded the first part of the Trust AGM and attendees were invited for a cup of tea, before the annual bus tour of the farm operations.	
Bus Tour	Due to the full AGM agenda this year, the attendees decided to visit the Papakainga Housing site on Rangihamama Road this year.	
AGM Reconvenes		
Previous Minutes Motion [4]	<p><i>That minutes of the Annual General Meeting of Omapere Taraire E & Rangihamama X3A Ahu Whenua Trust for 2016 be accepted and approved</i></p> <p>Moved: Meri Pera Seconded: Wati Erueti</p> <p>Against: Rose Dudley (for the Ngatote Eruera Pirini & Ngawai Erika Akuhata Whanau Trust), Taukiri Dudley, Toko Tahere</p> <p>Discussion point to note: Rose Dudley: The minutes are incorrect, the trustees who moved and seconded are not shareholders?</p> <p>Response: The authors/writers of the reports move their own report, that is standard practice for this Trust. Those who seconded the motions are beneficial owners.</p>	Carried
Chairman's Report Raniera Tau Motion [5]	<p><i>That this Annual General Meeting (AGM) of Omapere Taraire E & Rangihamama X3A Ahu Whenua Trust receives this report and endorses the following recommendations.</i></p> <p>Moved: Raniera Tau Seconded: Ngaire Pera Carried</p> <p>Against: Rose Dudley (for the Ngatote Eruera Pirini & Ngawai Erika Akuhata Whanau Trust), Taukiri Dudley, Toko Tahere, Caroline Nicolas Josephine Nicolas, Vance Andrews, Pauline Bishop Whanau Trust, Elisabeth Sofa & Valda Tahere</p>	Carried
Community Report Motion [6]	<p><i>That the Community Report as presented by Colleen Bermingham-Brown be accepted</i></p> <p>Moved: Colleen Bermingham-Brown Seconded: Te Aroha Reihana Ruka</p> <p>Against: Rose Dudley (for the Ngatote Eruera Pirini & Ngawai Erika Akuhata Whanau Trust), Taukiri Dudley & Toko Tahere</p> <p>Discussion point to note: The development of policy ORT Housing policies is reliant on feedback and comment from shareholders</p>	Carried

<p>Omapere Farm Report</p> <p>Motion [7]</p>	<p><i>That the Omapere Farm Report as presented by Bruce Cutforth be accepted</i></p> <p>Moved: Bruce Cutforth Seconded: David Parsons</p> <p>Against: Rose Dudley (for the Ngatote Eruera Pirini & Ngawai Erika Akuhata Whanau Trust), Toko Tahere, Vance Andrews, Elizabeth Sofa & Grant Tahere</p> <p><i>Discussion points to note:</i> Was consent given by the Lake Omapere Trust to take water. The council has no jurisdiction because Ngāpuhi own it.</p> <p>Response We held two meetings with the Lake Omapere Trust. The first meeting ORT offered \$2000.00 to assist LOT to run their operations At the second meeting and by letter, ORT was told to remove the water supply pipes from the lake. We have not broken any law and we offered continue to take water from the same place that the FNDC did for years as the Kaikohe water supply at no cost to the Council. Beneficial owners are all descendants from Hapu who own Lake Omapere.</p>	<p>Carried</p>
<p>Rangihamama Dairy Farm Report</p> <p>Motion [8]</p>	<p><i>That the Rangihamama Dairy Farm Report as presented by Bruce Cutforth be accepted</i></p> <p>Moved: Bruce Cutforth Seconded: Te Aroha Reihana Ruka</p> <p>Against: Rose Dudley (for the Ngatote Eruera Pirini & Ngawai Erika Akuhata Whanau Trust), Toko Tahere & Ropata Tahere</p> <p><i>Discussion points to note:</i> The Limited Partnership with Te Tumu Paeroa and the Trust The Trust is leasing its land to itself.</p> <p>Response ORT did not have sufficient capital to fund infrastructure for the dairy farm conversion as well as the purchase of cattle, Fonterra shares and machinery. ORT entered into a 50/50 Joint Venture with Te Tumu Paeroa, the Rangihamama Dairy Limited Partnership (RDLP) which owns the cows, shares and machinery. RDLP pays a lease to the Trust for the use of the land. The intention is to buy out Te Tumu Paeroa’s share of RDLP in the fullness of time and ORT can own this operation outright</p>	

Forestry Report Motion [9]	<i>That the Forestry Report as presented by Dr Te Tuhi Robust be accepted</i> Moved: Te Tuhi Robust Seconded: David Parson	<i>Carried Unanimously</i>
Honey Report Motion [10]	<i>That the Honey Report as presented by Dr Te Tuhi Robust be accepted</i> Moved: Te Tuhi Robust Seconded: David Parson	<i>Carried Unanimously</i>
Financial Report Motion [11]	<i>That the Financial Report as presented by John Parmenter be accepted.</i> Moved: John Parmenter Seconded: Taari Nicholas Against: 1 x shareholder (was unable to hear the name)	<i>Carried</i>
Scholarship Recipient Presentation	Introduced by Colleen Bermingham-Brown as the Portfolio holder for the distribution of the Trust scholarships. Anne Tau and Heidi Tau then presented to the meeting on how the ORT scholarships had assisted them into tertiary studies and their aspirations for the future.	
Early Departures	Bruce Cutforth (Trustee) and Rose Dudley (beneficiary) notified of their departure. This was before the financial report was presented and prior to the end of the meeting. Despite some attendees leaving the meeting early, a quorum was maintained throughout the meeting. This is evidenced by the number of beneficial owners/ shareholders who were physically handed beneficial owners/shareholders vouchers (koha) at the end of the meeting. There were 50 beneficial owners/ shareholders vouchers issued on the day.	
Closing Mihi/Karakia	Rev Kuini Matene	
Meeting Closed	6.25pm	
Confirmed		
Date		