

WAIPAPA MARAE TRUST KĀWHIA



Photo: Ngā Tai Whakarongorua – Te Whare Tūpuna

CHARTER

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OUR WHAKAPAPA

Ko Tainui te waka	Tainui the canoe
Ko Ngāti Hikairo te iwi	Ngāti Hikairo is the tribe
Ko Waipapa te marae	Waipapa is the principal marae
Ko Hoturoa te Kaihautū	Hoturoa is the commander
Ko Ngataiwhakarongorua te whare tūpuna	
Ngataiwhakarongorua	is the ancestral house
Kāwhia moana	Kāwhia of abundant oceans
Kāwhia kai	Kāwhia of abundant food
Kāwhia tangata	Kāwhia of abundant people

Waipapa Marae . The Heart of Ngāti Hikairo.

Ngāti Hikairo identify with the arrival of the Tainui canoe to Kāwhia and our tūpuna, Rakataura 1, the Tohunga who brought the canoe to Aotearoa. He and Hoturoa, the captain of the Tainui canoe, erected the tūāhu at Te Ahurei behind the Maketū Marae where the canoe was buried and positioned the stones Hani and Puna that remain today at either end of the canoe.

In descent from Rakataura 1, Hikairo was a Rangatira of Ngāti Apakura from Waipā and he and his Wahine, Rangatira Rangikōpī, had a son Whakamarurangi.

Through his mother's connections, Whakamarurangi was ceded the mana whakahaere of Kāwhia – Ōpārau – Pirongia, giving leadership to the twenty-three (23) hapū of Ngāti Hikairo.

LEGAL DESCRIPTION

1. Waipapa Marae is registered as a Māori Reservation, Kāwhia 02 Section 4 Pt, pursuant with the provisions of section 338 of Te Ture Whenua Māori Act 1993 and the Māori Reservation Regulations 1994.
2. The Title Order for the Marae was dated 22 August 1946. The Marae was set aside as a Marae and Meeting House in 1950.
3. The area of the Marae covers .8119 hectares.
4. The Marae comprises:
 - Nga Tai Whakarongorua – Te Whare Tūpuna
 - Taku Hiahia – Te Wharenuui
 - Te Maru o Hikairo – Te Wharekai
5. Te ingoa o te urupa i Waipapa ko, Te Upoko Riri o Rangiwheua.
Te urupa i Puti ko, Tokitoki.
6. The physical address of the Marae is 5489 State Highway 31, Kāwhia. 3889



Photo: Waipapa Marae complex from entrance to Te Maru o Hikairo to the rear of the Marae 2019

BENEFICIARY CLASS

The beneficiaries are those who whakapapa to Ngāti Hikairo ki Kāwhia and affiliate to Waipapa Marae.

- I. All beneficiaries of Waipapa Marae are entitled to attend and speak at any general meeting of the Marae.
- II. All beneficiaries who have attained the age of 18 years are entitled to vote in person at any General Meeting of the Trust.
- III. Spouses and partners of Beneficiaries can participate and contribute to discussions but do not have voting rights.

2. WAIPAPA MARAE TRUST

Governance

Waipapa Marae Trust is committed to sound governance that will ensure the Marae operates effectively and with full accountability and transparency back to its Beneficiaries. Trustees are responsible for the performance of the Trust, drawing on relevant governance and best practice principles to assist and contribute to the overall performance of the Marae.

As a legal entity, the Trust is responsible for the administration of Waipapa Marae. Whilst the principal focus is on ensuring the Marae is self-sustaining, the Trust is obliged to use its best endeavours to protect and advance the social, cultural, educational, economic, and environmental wellbeing of the Marae and its Beneficiaries.

Obligations & Responsibilities of the Trust

The key functions of the Marae Trust are:

- 1) To be the conveyors of Marae protocol, kawa and tikanga alongside Kaumatua and Kuia.
- 2) Setting and maintaining expected standards of behaviour on the Marae.
- 3) To be Kaitiaki of the Marae and all its assets.
- 4) Authorising activities on the Marae; the exception being for tangihanga which take precedence over all other bookings.
- 5) Issuing permits for activities.
- 6) Appointing and contracting of advisors – lawyer, accountant, professional advisors.
- 7) Keeping and maintaining proper records and accounts.

- 8) Ensuring financial and tax obligations are met.
- 9) Considering and recording how income is to be distributed.
- 10) Compliance against legislative and regulatory responsibilities.
- 11) Meeting regularly

Membership

The Trust will comprise no more than nine (9) Trustees.

- 1) Trustees are elected at an Annual General Meeting
- 2) The term of office for a Trustee is three (3) years.
- 3) At each Annual General Meeting, three (3) Trustees will retire.
- 4) The three (3) vacant positions will be filled by way of an election process. Retiring Trustees may be nominated and re-appointed to the Trust.
- 5) The term of office for new Trustees does not commence until their appointments have been endorsed by the Māori Land Court.

Eligibility

To be nominated as a Trustee, a nominee must:

- 1) be a beneficiary of the Marae
- 2) be over the age of eighteen (18) years
- 3) on being elected, attend Trustee training organised by the Māori Land Court

Demonstrate the following attributes:

- a) a person of standing on the Marae, knowledge in matters of tikanga and kawa relating to the Marae and the Hapū.
- b) proven acts of diligence and common sense
- c) proven track record of acting in good faith and honesty
- d) sound administrative, financial and communication skills A nominee **cannot be:**
 - 1) guilty of misconduct of the administration of a business
 - 2) an undischarged bankrupt
 - 3) convicted of a crime of dishonesty
 - 4) of unsound mind.

Election process

- 1) A candidate shall submit a nomination form that is signed by both a nominator and the person being nominated. The nominator must also be a beneficiary.
- 2) The completed form is to be received by the Secretary of the Trust, seven (7) clear days before the Annual General Meeting is convened.
- 3) Late nominations will be disqualified: nor will nominations be received on the day of the Annual General Meeting.
- 4) Candidates will be invited to speak to their nomination and / or provide a resume of their experience and qualifications for beneficiaries.
- 5) The method of voting to elect a new Trustee is by a show of hands.

Designated roles of Trustees

- 1) Following the Annual General Meeting and up until the appointment of newly elected Trustees has been endorsed by the Māori Land Court, the remaining Trust members, including the Chairman, Secretary and Treasurer, will remain in place.
- 2) At the next Trust meeting, once the new Trustees have been endorsed by the Court, the Trust will either approve the re-appointment of the incumbent roles OR conduct an election to appoint Trustees into the key roles:

The Chairman will:

- a) Provide leadership to the Trust
- b) Plan and conduct all meetings effectively, including Special General and Annual General Meetings
- c) Ensure the Trust focuses on its key tasks
- d) Engage the Trust in assessing and improving its performance
- e) Oversee the induction and development of new Trustees
- f) Be the official spokesperson for all matters concerning the Marae

The Secretary will:

- a) Call all Trust meetings as scheduled or required by the Trust
- b) Call and give notice of the Annual General Meeting and Special General meeting as scheduled.
- c) For Trust meetings, prepare an agenda in consultation with the Chairman and circulate to Trustees at least five (5) working days prior to the meeting

- d) Keep accurate minutes of all Trust and General (Annual and Special) meetings
- e) Distribute minutes to Trustees within two (2) weeks of a Trust meeting.
- f) Receive and action communications regarding the Marae and copy to Trustees as requested.
- g) Retain a copy of the Charter with amendments and make available to beneficiaries upon request.
- h) Keep an updated schedule of Trustees and their contact details, date of appointment and term of office.
- i) Apply to the Māori Land Court for endorsement of Trustee elections or removals, or other Trust business, as soon as is reasonable.

The Treasurer will:

- a) Service both the Marae Trust and Marae Committee
- b) Prepare an annual budget of expected income and expenditure that has been allocated under a set of headings, for the next financial year. The two key purposes of a budget are:
 - I. to demonstrate the financial implications of the Trust's proposed annual strategy and plans
 - II. to be used as a basis for managing and controlling the Trust's financial position
- c) Be responsible to receive all monies due to the Marae and deposit into the Trust's bank accounts
- d) Table all accounts payable for approval by the Trust, at the next Trust meeting.
- e) Keep a full and accurate record of all financial transactions of the Marae and report to Trust meetings
- f) Submit an audited end of year Financial Report to the Annual General Meeting and agenda the appointment of an Auditor for the forthcoming year.

Delegation to a subcommittee

- 1) The Trust may delegate work to a subcommittee to deal more effectively with complex or specialised issues and to use Trustees' time more efficiently. A Committee might also involve non-Trustees.

- 2) A **committee** makes recommendations for action back to the Trust; a delegation does not absolve the Trust of its responsibility. The Trust retains collective responsibility for all decision making across the Marae.

Removal of a Trustee

- 1) A Trustee may be removed where:
 - a) The Trustee is no longer able to contribute as a Trustee and provides a letter or a verbal resignation at a Trust meeting.
 - b) The Trustee has not attended three consecutive meetings with a reasonable excuse
 - c) Is declared bankrupt after taking office
 - d) Is convicted of a criminal offence during a term of office
- 2) An application is then submitted to the Māori Land Court to have the Trustee formally removed.

Meetings

Trust Meetings

- 1) The Marae Trust shall convene monthly meetings.
- 2) At least three (3) of the meetings will be open to attendance by beneficiaries. The dates for these meetings will be advertised on the official Waipapa Marae website.
- 3) Additional meetings may be scheduled by the Trust as required.
- 4) The Trust may meet using alternative electronic means (such as Zoom and teleconferencing)
- 5) The quorum for a Trust meeting is 50% + 1 Trustees.

Annual General Meetings

- 1) The Trust shall hold an Annual General Meeting in each year, following the end of the previous financial year
- 2) 21 days' notice shall be issued to beneficiaries through the Waipapa Marae website, a notice in a local newspaper and any other means of communication including social media and electronic mailing.
- 3) A quorum of 9 beneficiaries plus Trustees, is required at an Annual General Meeting
- 4) All Trustees must be in attendance unless an apology has been received.

- 5) At the Annual General Meeting, the Chairman and Treasurer will present the following to beneficiaries:
 - a) Annual Report of the previous financial year
 - b) Annual Operations Plan for the forthcoming year
 - c) Annual Audited Financial Statement for all committees across the Marae

Special General Meeting

- 1) A Special General Meeting can be called for a specific purpose as and when required by Trustees and as requested by a Beneficiary.
- 2) 14 clear days' notice as a minimum, shall be given using the same communication strategy as for an Annual General Meeting.
- 3) A quorum of 9 beneficiaries and all Trustees is required at any Special General Meeting.

Proxy Voting

- 1) Proxy voting is permitted at **all general meetings** using the official form available from the Secretary of the Trust.
- 2) The form appoints another person to represent the interests of an absent beneficiary and must be signed and dated by both parties.
- 3) The authorised proxy holder must also be a beneficiary of Waipapa Marae.
- 4) The completed proxy form must be in the hands of the Secretary of the Trust, five (5) clear days prior to the date of a general meeting.
- 5) Failure to follow these instructions will invalidate the proxy from being used.



Photo: Looking down towards Te Maru o Hikairo with Taku Hiahia to the right. 2019

3. GENERAL PROVISIONS

Duty to avoid Conflicts of Interest.

All Trustees have a duty to recognise and manage conflicts of interest and conflicts of duties; Trustees are obliged to carry out their duties fairly and free from prejudice.

- 1) A conflict of interest may occur when a Trustee has multiple interests, one of which will / could impact on the interests of the Marae Trust.
- 2) Once a real or potential conflict of interests has been identified and declared, the Trust will determine what course of action should be taken.
- 3) As good practice, the Trust will maintain a declaration of interest register as a standard meeting agenda item. **General duty to act prudently**

The Trust is obliged to:

- 1) Exercise a duty of care, due diligence, and prudence to make informed decisions when considering an action or initiative on behalf of the Marae.
- 2) Obtain the necessary advice (such as from a lawyer, accountant or financial advisor) especially when investigating the the use of Trust assets for a commercial transaction, or a transaction that incurs a large amount of risk or involves a large sum of the Trust's money.

Dispute Resolution

For disputes that occur on Waipapa Marae, the Trust is obliged to undertake a resolution process that deals with the issues at an early stage. The disputing parties will be more cooperative and productive if they know their grievances will be taken seriously by the Marae Trust, with the option of introducing an independent party to facilitate the dispute resolution process.

Ensuring the sustainability of the Trust

The Trust must actively promote and ensure the long-term sustainability and financial wellbeing of the Marae for the benefit of its present and future Beneficiaries. This includes ensuring the Trust's assets are not subjected to any risk.

Considering the views of Beneficiaries

The Trustees must consider the support or opposition to a given matter concerning the Trust as expressed by the resolutions of Beneficiaries at a General or Special meeting of Beneficiaries. The Trustees are not bound by the resolutions of Beneficiaries at such meetings but must consider Beneficiaries views.

3. WAIPAPA MARAE COMMITTEE

The Marae Committee is established by the Trust and is responsible for the day to day operations of the Marae.

Duties:

- 1) To provide oversight of any activity or event on the Marae, on behalf of the Trust
- 2) To take bookings for the hireage of the Marae, noting that tangihanga will always take precedence over any other booking.
- 3) To maintain the marae grounds, facilities and equipment ensuring the complex and assets are well maintained and in good working condition.
- 4) To implement the Annual Operating Plan and manage the accompanying budget
- 5) To ensure the marae complies with the Health & Safety at Work Act 2015
- 6) To perform other such duties as requested by the Marae Trust

Membership

The Marae Committee comprises up to nine (9) members

- 1) Membership is not restricted to Marae beneficiaries
- 2) The executive comprises two positions – Chairman and Secretary. These roles will be assigned at the first meeting of the Committee.

Chairman

- a) leads and chairs the Marae Committee, as directed by the Trust
- b) ensures administrative and financial accountabilities are delivered to full expectation, on time and within budget
- c) ensures roles and responsibilities of the Committee are carried out in a professional manner
- d) represents the Marae Committee at Trust meetings, but without voting rights.
- e) submits quarterly (3 monthly) reports to the Trust, against the Annual Operating Plan

Secretary

- a) prepares agenda and documents for Committee Hui
 - b) keeps minutes of Committee meetings
 - c) attends to all correspondence to and from the Marae Committee
- 3) The remaining members complete the Committee; additional members can be coopted to the Marae Committee as required.

Election Process

- 1) The term for a Marae Committee member is three (3) years.
- 2) The appointment of Marae Committee members is by election at the Annual General Meeting.
- 3) Nominations can be received in writing or taken from the floor.
- 4) Nominations are to be seconded and agreed by the person being nominated.
- 5) Nominations from less than nine (9) people or less will be automatically endorsed by the Annual General Meeting as Marae Committee members
- 6) If there are more than nine (9) people contesting a role on the Committee, the election process will be by a show of hands.

Meetings

- (1) The Marae Committee will meet at least bi-monthly to ensure the day to day operations of the marae are being managed effectively.
- (2) Otherwise meeting dates are at the discretion of the Chair and Committee.
- (3) A quorum for a committee meeting is 50% + 1 of elected members.

Removal of Marae Committee member

The removal of a Marae Committee member can be forwarded to the Marae Trust, if the Committee member:

- 1) is no longer able to continue in the role and offers his / her resignation at a Committee meeting
- 2) has not attended three consecutive meetings without offering a reason for nonattendance prior to the meeting
- 3) is recently deceased

5. CHARTER REVIEW & POLICY MANUAL

Review of Charter

The provisions of the Charter may be altered and amended when considered and agreed at an Annual General Meeting or Special General Meeting. If the meeting votes in favour of the proposed changes, the amended Charter is submitted to the Māori Land Court with the minutes of the meeting, for that purpose.

Accompanying Policies & Procedures Manual

The accompanying Policies and Procedures Manual underpins the Charter. It describes the practices, processes, and standards for how work by both the Marae Trust and Marae Committee are expected to be performed. The ongoing and regular review of the Manual is to ensure the processes, methods, and practices are as efficient, accurate, and effective as possible.



Photo: Northern end of Kāwhia Moana – view from the terrace at the rear of Te Maru o Hikairo 2019