

HAU ARIKI MARAE CHARTER

Authorised by Hau Ariki Marae Committee

February 2020

HAU ARIKI MARAE CHARTER

1. BACKGROUND

- 1.1 The 2.63 hectares of general land known as Hau Ariki Marae (being part of Section 1, Wharekākā Block, being also lot 721 on deposited plan 250 as contained in part certificate of title, volume 374, folio 211 (Wellington Registry)), was set aside as a Māori reservation in 1985 (Gazette No 122, page 2720, 27 June 1985) for the common use and benefit of the Māori people of the Martinborough District and the people of New Zealand generally.
- 1.2 Pursuant to s 338(7) of the Te Ture Whenua Māori Act 1993, the Māori Reservation was vested in eight trustees named in 61 Wairarapa MB 241-242 dated 25 January 2010 as responsible trustees of the Hau Ariki Marae.
- 1.3 In this Charter, Hau Ariki Marae may also be referred to as “the Marae”.
- 1.4 The name of the Marae is Hau Ariki. The Whare nui is Te Whare Wānanga o Tūpai. The Whare kai is Ngā Waka a Kupe.
- 1.5 A satellite map of Hau Ariki Marae Reservation and a sketch plan of Hau Ariki Marae incorporating its main facilities and are attached as Schedule 4.

2. GENERAL

- 2.1 This Charter sets out the functions, responsibilities and relationships required to effectively and efficiently govern and administer Hau Ariki Marae.
- 2.2 The trustees of Hau Ariki Marae (the **Trustees**) have legal responsibility for administering Hau Ariki Marae.
- 2.3 The Trustees will work with a committee (the **Marae Committee**) in operating Hau Ariki Marae.
- 2.4 Trustees and the Marae Committee will govern, administer and preserve Hau Ariki Marae with the tautoko of the beneficiaries and the application of any income received in relation to the Hau Ariki Marae, for the maintenance and upkeep of Hau Ariki Marae, or for any related charitable purpose such as the promotion of health, social, cultural, spiritual or educational well-being of the people and the land.

Vision

- 2.5 The Trustees and Marae Committee shall be cognisant of the vision for this Charter in its spiritual and material application which is to care for the treasures of Hau Ariki Marae and its traditions and ensure their use is sensitive to and respectful of cultural aspects of marae tikanga and kaupapa, whānau, hapū, iwi and community.

Beneficiaries

- 2.6 The Beneficiaries are the Māori people of the Martinborough District and the people of New Zealand generally.

Address for service

- 2.7 The physical address for proceedings and service concerning Hau Ariki Marae is 131 Regent Street, Martinborough, 5711.

All postal correspondence should be addressed to:

Hau Ariki Marae
PO Box 165
MARTINBOROUGH

Legislation

- 2.8 The rights and responsibilities of the Marae Trustees and the Marae Beneficiaries shall be subject to the provisions of Te Ture Whenua Māori Act 1993 (the **Act**) and subsequent amendments, the Māori Reservations Regulations 1994 (the **Regulations**), any order issued by the Māori Land Court in relation to the operation of the reservation and to the general law of New Zealand.
- 2.9 The purpose of the Hau Ariki Marae is to provide a marae for the common use and benefit of the Māori people of the Martinborough District and the people of New Zealand generally.
- 2.10 There being no beneficial owners of the land (which is general land), and the beneficiaries of the marae being a large group (the Maori people of Martinborough and the people of NZ), the Trustees have consulted with the beneficiaries of the marae, and reached unanimous agreement among themselves as to the terms of a Charter under which the powers and responsibilities of the Trustees are recorded for the effective and efficient administration of Hau Ariki Marae.

3. TRUSTEES

- 3.1 Trustees who have been duly elected by beneficiaries at a triennial Annual General Meeting (**AGM**), or replacement Trustees who have been duly elected by beneficiaries at a Special General Meeting (SGM), shall on appointment by Order of the Māori Land Court, administer Hau Ariki Marae.
- 3.2 Following election, but prior to appointment by the Māori Land Court, the elected Trustees shall administer Hau Ariki Marae on a caretaker basis.
- 3.3 There are to be a maximum of five Trustees and a minimum of two Trustees.
- 3.4 Trustees must confirm the strategic goals of Hau Ariki Marae, which are attached as the First Schedule.

Powers of Trustees

- 3.5 In accordance with clause 3 of the Regulations, the Trustees shall have, during their term as Trustee, in addition to any powers and obligations at law, the powers and obligations contained in the Regulations, except to the extent that such powers and obligations are varied by order of the Māori Land Court made at the time of the Trustee's appointment, or at any later time.
- 3.6 Each Trustee must obtain and familiarise themselves with a copy of the Maori Reservations Regulations 1994, or any such regulations, legislation or other document that replaces them.
- 3.7 Trustees may:
- (a) authorise and/or issue permits of lawful activities on Hau Ariki Marae;
 - (b) apply to the Māori Land Court for directions about the administration of the Hau Ariki Marae and the powers and obligations of the Trustees;

- (c) call meetings of interested persons in relation to the administration of Hau Ariki Marae;
- (d) appoint and employ, on behalf of the Trustees, any advisers that the Trustees think fit for the purposes of enabling the better administration of the Hau Ariki Marae; and
- (e) sign documents that comply with the Act.

3.8 In addition, Trustees, in relation to Hau Ariki Marae, will determine policies for:

- (a) financial matters;
- (b) media and communications;
- (c) matters to be routinely managed by the Marae Committee; and
- (d) any other policies Trustees determine to be necessary.

Eligibility of Trustees

3.9 The Trustees will include at least one of each the following:

- (a) a person of standing on the Marae knowledgeable in matters of kawa and tikanga, and
- (b) a person with such financial, administrative, personal skills, technological, legal or other skills and attributes, and
- (c) a person who has proven to act in good faith being honest and diligent, or
- (d) a person who has demonstrated any or all of the above characteristics

3.10 Persons are unable to be appointed as Trustees or should cease to hold office if he or she:

- (a) is an undischarged bankrupt; or
- (b) a person who is subject to a compulsory treatment order under Part XI of the Mental Health Act 1992; or
- (c) a person convicted of any offence punishable by imprisonment for a term of six months or more, unless that sentence has been served or otherwise suffered the penalty imposed; or
- (d) a person convicted of a crime involving dishonesty.

Conflict of interest

3.11 Marae Trustees are bound to serve the interests of Marae Beneficiaries over their own personal or whānau interests, decisions of the Marae Trust must be based on an open and fair process. A conflict of interest arises when the Trustee or their whānau stand to gain financially, or may be perceived to gain financially, from participation in a discussion or decision. When a conflict of interest, or potential conflict of interest, arises, the following procedure must be followed:

- (a) Every Trustee has an obligation to declare a conflict of interest or potential conflict of interest;
- (b) If necessary or appropriate, the Chair will ask Trustees to declare conflicts of interest to be declared at the beginning of a meeting;
- (c) Conflicts of interest will be recorded in relevant minutes or documents.

- (d) When a conflict of interest arises, the Marae Trustee must declare their interest and not participate in the ensuing discussion or decision;
- (e) Trustees who have declared a conflict of interest must leave the room for the full duration of discussion.

Election of Trustees

3.12 Elections of Trustees will be in accordance with the process in the Second Schedule.

Term of office of Trustees

- 3.13 The term of office of Trustees shall be three years, unless directed otherwise by the Māori Land Court, from the date of the AGM when the Trustee was elected or such other date as is specified in the Māori Land Court order, until the third AGM when the Trustee may stand for re-election.
- 3.14 If the situation arises where a majority of the Trustees is due for re-election at the same time, a rotation (by lot or agreement) process will be implemented to ensure that no more than one-third of the Trustees are replaced each year. This is to be determined by the Trustees prior to the AGM each year.

Official positions

- 3.15 A Chairperson, Secretary and Treasurer shall be official positions for the Trustees. These positions shall be determined by majority vote by the Trustees at the first Trustee meeting following the AGM.

Trustee Chairperson

- 3.16 The Chairperson shall chair all Trustee meetings. If unable to attend, the Trustees present shall select a Chairperson for the meeting who shall exercise all the powers of the elected Chairperson.
- 3.17 At the AGM, the Chairperson shall provide for the approval of the beneficiaries present at the AGM:
- (a) an annual report of the preceding year's affairs; and
 - (b) a proposal outlining planned goals for at least the forthcoming 12-month period.

Trustee Secretary

- 3.18 The Secretary shall:
- (a) call Trustee meetings as scheduled or required by the Trustees, giving seven days' clear notice, preferably in writing, to each Trustee;
 - (b) circulate an agenda prior to the commencement of any meeting, ensuring reasonable opportunity for the respective forum to view the same;
 - (c) keep accurate minutes of Trustee meetings and distribute copies to each Trustee within three weeks of the meeting. At the commencement of any meeting, the Secretary shall read the minutes of the previous meeting and seek confirmation of those minutes from those in attendance at the meeting;
 - (d) include in the minutes a list of beneficiaries and Trustees in attendance at any Trustee meeting;
 - (e) receive and action communications for the Trustees, file all documents and make relevant information available to the Trustees;

- (f) retain a copy of the Charter and amendments and make the Charter and amendments available to beneficiaries on request within a reasonable time;
- (g) call the AGM as scheduled by the Trustees, and any SGM, and give 21 clear days' prior notice of the time and place of the AGM or SGM by providing written notice to each Trustee, and notification to beneficiaries by way of a public notice at the Marae and in local media;
- (h) keep an updated schedule listing the Trustees, their contact details and their term of office, to ensure that all correspondence is strictly monitored; and
- (i) apply to the Māori Land Court for ratification of Trustee elections, resignations, or removals as soon as reasonably possible.

Trustee Treasurer

- 3.19 The Treasurer has responsibility for overseeing all financial transactions, commitments and regular reports concerning Hau Ariki Marae for the Trustees.
- 3.20 The Treasurer has responsibility to ensure financial authorisations, processes and policies are accurately monitored and recorded for the Trustees. In particular, the Treasurer is responsible for ensuring that:
- (a) There are authorised signatories for payments and commitments by Hau Ariki Marae;
 - (b) there is a minimum of two signatories to bank accounts (except those maintained as a petty cash account) and signatories are ratified by all the Trustees; and
 - (c) Hau Ariki Marae financial policies are ratified by Trustees.
- 3.21 The Treasurer will submit a set of financial statements to the AGM. The AGM will determine by majority vote whether the statements shall be audited.
- 3.22 The Treasurer may do and perform all such other lawful duties that pertain to the office of treasurer.

Removal of Trustee/s

- 3.23 A Special General Meeting is to be called for the purpose of discussing the removal of a Trustee from office. With the Trustee in attendance, the Special General Meeting shall try to facilitate a resolution about the concern based on:
- (a) the ability of the Trustee to continue to undertake the required duties satisfactorily; and
 - (b) the commitment of the Trustee to attend and participate fully in future Trustee business of Hau Ariki Marae.
- 3.24 Only if the matter cannot be resolved will the Māori Land Court be advised. Where a Trustee vacancy results, the Chairperson at the time shall call for nominations to fill any vacancy and proceed following the election process outlined above at 3.12.

4. MARAE COMMITTEE

Business

- 4.1 The Marae Committee is a working committee responsible for contributing to the general running of Hau Ariki Marae. It is recognised as a management arm of the Trustees acting upon delegation of particular powers and duties provided by the Trustees. The Marae Committee may delegate any

of the above powers to any other person or persons provided that these delegated powers are overseen by the Marae Committee.

- 4.2 The business of the Marae Committee is to ensure that the planning of the day-to-day affairs that contribute to the general running of the Marae and progress towards its strategic goals, are recorded and executed.
- 4.3 The Marae Committee is governed by its own Terms of Reference. These are set out in the Third Schedule.

5. BENEFICIARIES

Accountability

- 5.1 Beneficiaries are formally provided at each AGM with an annual report of activities undertaken in the previous 12-month period and an annual financial report.
- 5.2 Beneficiaries may ask questions of the Trustees.

Rights of Beneficiaries

- 5.3 All Beneficiaries of the Marae shall be entitled to attend and speak at any general meeting or AGM of the Trustees.
- 5.4 All Beneficiaries who have attained the age of 18 years shall be entitled to vote in person at any general meeting or AGM of the Trustees.
- 5.5 Trustee meetings are open to all beneficiaries.

6. MEETINGS

Conduct of Meetings

- 6.1 A Hau Ariki Marae Meeting (that is not a Trustees meeting) is either an AGM or a SGM.
- 6.2 Subject to any Order of the Māori Land Court, the AGM shall be held once every year no later than five months after the Marae's balance date. The Trustees shall determine when and where the meeting shall be held within those dates.
- 6.3 21 clear days' notice of the AGM shall be issued by way of written notice to Trustees, a notice at the Marae, and by local media.
- 6.4 Special General Meetings may be called by the Trustees. The Trustees must call a SGM if the Secretary receives a written request signed by at least eight Beneficiaries.
- 6.5 A quorum of eight Beneficiaries, plus a majority of Trustees, is required at any AGM or SGM.
- 6.6 All Trustees must be in attendance, unless an apology has been received in advance by the Secretary of the Trustees.
- 6.7 The Secretary shall:
 - (a) Give Beneficiaries at least 21 days' notice in writing to Trustees, at the Marae, and by local media of the business to be conducted at any Marae Meeting
 - (b) Additionally, the Secretary will provide, as appropriate:

- (i) A copy of the Chairperson's Report on the Marae's operations and of the Annual Financial Statements as approved by the Trustees,
 - (ii) A list of Nominees for the Trustees, and information about those Nominees if it has been provided. (The Secretary must not provide information exceeding one side of an A4 sheet of paper per Nominee)
 - (iii) Notice of any motions and the Trustees recommendations about those motions.
- 6.8 If the Secretary has provided notice in good faith, the Meeting and its business will not be invalidated simply because one or more Trustees or beneficiaries do not receive the notice.
- 6.9 All Beneficiaries may attend and vote at Marae Meetings.
- 6.10 All Marae Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Trustees shall elect another Trustee to Chair that meeting. Any person Chairing a Marae Meeting has a casting vote.
- 6.11 On any given motion at a Marae Meeting, the Chairperson shall in good faith determine whether to vote by:
 - (a) Voices;
 - (b) Show of hands; or
 - (c) Secret ballot.
- 6.12 However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting, that is, second vote.
- 6.13 The business of an Annual General Meeting shall be:
 - (a) Receiving any minutes of the previous Marae's Meeting(s);
 - (b) The Chair/President's report on the business of the Marae;
 - (c) The Treasurer's report on the finances of the Marae, and the Annual Financial Statements;
 - (d) Election of Trustees (if applicable);
 - (e) Motions to be considered;
 - (f) General business.
- 6.14 The Chairperson or their nominee shall adjourn the meeting if necessary.
- 6.15 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Trustees, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Marae Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Motions at Marae Meetings

- 6.16 Any Beneficiary may request that a motion be voted on ("Beneficiary's Motion") at a particular Marae Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Beneficiary may also provide information in support of the motion ("Beneficiary's Information"). The Trustees may in their absolute discretion decide whether the Marae will vote on the motion. However, if at least eight beneficiaries sign the Beneficiary's Motion:
- (a) It must be voted on at the Marae Meeting chosen by the Beneficiary; and
 - (b) The Secretary must provide on request the Beneficiary's Information to all beneficiaries at least 14 days before the Marae Meeting chosen by the Beneficiary; or
 - (c) If the Secretary fails to do this, the Beneficiary has the right to raise the motion at the following Marae Meeting.
- 6.17 The Trustees may also decide to put forward motions for the Marae to vote on ("Trustee Motions") which shall be suitably notified.

Trustee Meeting

- 6.18 The Trustees shall convene regularly as required, and no fewer than three times per year.
- 6.19 Seven clear days' notice shall be given to Trustees stating the purpose of the meeting, and an agenda will be provided,
- 6.20 The quorum shall be three Trustees.

Voting

- 6.21 The Chairperson, whose ruling shall be final, shall have a casting vote in the event of tied voting.
- 6.22 Voting at all meetings shall be on voices or by show of hands and the declaration of the Chairperson that any resolution has been carried, unless a poll is demanded immediately following such a declaration. All elections of Trustees at AGMs, where nominations exceed the total number of vacancies, shall be by secret ballot.

7. CONFLICT RESOLUTION PROCESS

- 7.1 In the event of any conflict or dispute within the Marae, the Trustees shall, within one month of receiving written notice of such conflict or dispute, convene and facilitate at least one hui with all parties concerned, including kaumatua/kuia, to attempt to achieve a resolution. More hui may be convened and facilitated by agreement of all parties.
- 7.2 Neither party may commence proceedings relating to the dispute at any Court until:
- (a) The party raising the dispute (Party 1) has given written notice to the other party (Party 2) specifying the nature of the dispute ("the Dispute Notice");
 - (b) The parties undertake in good faith to use all reasonable endeavours (including meeting kanohi ki te kanohi on at least one occasion) to resolve the dispute within 28 days of Party 2 receiving the Dispute Notice (or longer by mutual agreement);
 - (c) If the dispute has not been resolved to the satisfaction of both parties within 28 days (or longer by mutual agreement), Party 1 may issue a Further Notice to Party 2 within 14 days requiring that the matter be referred to a mediator from one of the following organisations:

- (i) in the first instance, the Hau Ariki Marae Trust, or by mutual agreement, a qualified and experienced Mediator;
- (ii) in the second instance, the Māori Land Court; or by mutual agreement, a qualified and experienced Mediator.;

7.3 The Parties undertake in good faith to use all reasonable endeavours (including meeting on at least one occasion with the mediator) to resolve this dispute within 28 days of Party 2 receiving the Further Notice.

8. **PROCEDURE TO ALTER CHARTER**

8.1 The provisions of this Charter shall be reviewed from time to time and any amendments made shall be voted on by beneficiaries as agreed by the majority and minuted at an AGM or a SGM.

8.2 Any Beneficiary of the Marae may put forward proposals for constitutional change to the Marae Charter:

- (a) Any such amendments are to be in writing and submitted to the Chairperson or Secretary of the Marae Trust 28 days prior to the Marae Meeting.
- (b) Any amendments to the Charter must be notified by written notice to Trustees, a notice at the Marae, and by local media 21 days prior to an AGM or Special General Meeting of the Marae.

FIRST SCHEDULE

Strategic Goals of Hau Ariki Marae

1. Build a community of well-being in Hau Ariki Marae as users, caretakers, trustees, administrators, leaders, teachers, and role models of tikanga, kawa and Te Reo.
2. Ensure Hau Ariki Marae buildings, taonga and grounds are culturally and environmentally well maintained and cared for, and the risk of damage to buildings and taonga from fire, water or other natural disasters are minimised.
3. Fashion Hau Ariki Marae finances to ensure its operations are sustainable and goals are achieved.

SECOND SCHEDULE

Elections

A. Nomination of Trustees

- A.1. Nominations for Trustees shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by beneficiaries and agreed to by the person nominated. The completed nomination must be delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting.

B. Voting on Trustees

- B.1. The Beneficiaries shall vote on the nominations.

- B.2. The Trustees shall in good faith determine whether voting will be by:

B.2.1. Voices;

B.2.2. Show of hands; or

B.2.3. Secret ballot.

C. Application to the Māori Land Court

- C.1. Following the AGM, application is to be made to the Māori Land Court to appoint the new Trustees.

D. Retiring Trustees

- D.1. All retiring Trustees shall be eligible for re-election.

E. Vacancies

- E.1. If the position of any Trustee becomes vacant between Annual General Meetings, the Trustees may nominate another Trustee to fill that vacancy until the next Annual General Meeting, and seek their appointment by the Māori Land Court.

- E.2. If any Trustee is absent from three consecutive Trust meetings without leave of absence the provisions of the removal process at 3.23 of the Charter are triggered.

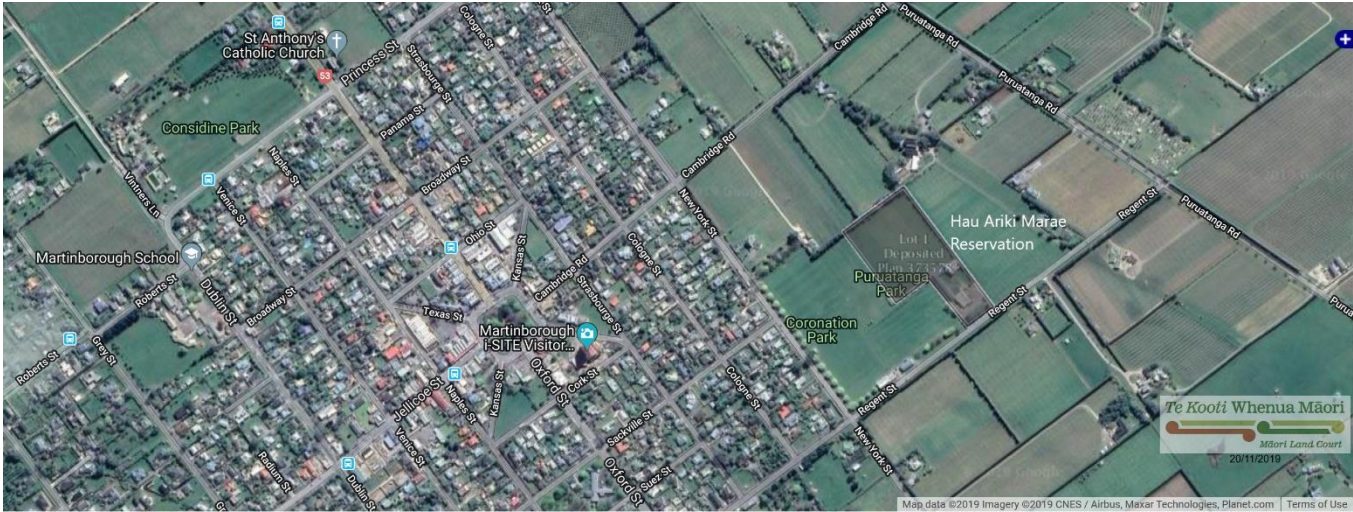
THIRD SCHEDULE

Marae Committee Terms of Reference

1. The Marae Committee will be recognised by any interested parties as a sub-committee of the Trustee Body, functioning in relationship to the administration and day-to-day operating of the Marae and that they act upon delegation of particular powers and duties as provided by the Trustee Body.
 - a. The Marae Committee shall consist of a Chair, Secretary and Treasurer.
 - b. It is not a requirement for the positions to be filled by a Responsible Trustee nor a beneficiary of the Marae. Taking into consideration their official duties, it is acceptable that individuals of expertise and ability be appointed.
 - c. The Marae Committee are governed by their own Terms of Reference, and will keep their own bank accounts, in consultation and co-operation with the Trust Body.
 - d. The Marae Committee is accountable to the Trustee Body in matters relating to the managerial and financial administration of the marae.
 - e. The Marae Committee will submit an Annual and Financial report for presentation at each Annual General Meeting.
 - f. Officers of the Marae Committee shall be elected by a Special General Meeting called for that purpose, at which time their term of office shall also be determined. An officer may be removed from the Committee upon majority vote at a Special General Meeting, called for that purpose.
 - g. The Marae Committee shall meet as often as is necessary. The quorum for such meetings shall be 3.
 - h. The main functions of the Marae Committee will be to prepare the Marae for all hui, including but not limited to:
 - i. Use by beneficiaries or members of the public of any facilities on the Marae
 - ii. Tangihanga
 - iii. School visits
 - iv. Inter Marae visits
 - v. Cultural exchanges
 - vi. Sports Festivals
 - vii. Celebrations, functions and entertainment
 - viii. To organise catering, provisioning, cleaning, transportation and entertainment for the Marae.
 - ix. To maintain the Marae grounds and facilities ensuring that the same is kept in clean and tidy condition.
 - x. To perform such other functions as may be requested in writing by the Trustee body.
 - xi. The Marae Committee may co-opt assistance from beneficiaries.

FOURTH SCHEDULE

Satelite map of Martinborough and boundary of Hau Ariki Marae Reservation
(Source: <http://www.maorilandonline.govt.nz/gis/map/search.htm#> - google satelite)



Sketch plan of Hau Ariki Marae and main facilities

