

### SUBSTANTIAL AMENDMENTS TO NGATI KOATA TRUST DEED

Number	Clause Amended	Amendment Detail	Reason for Amending
1	1.1 Interpretation	Insertion: Ahi Kaa Trustee definition	Resident trustees (at least two) to reside within Te Tau Ihu.
2	1.1	Insertion: Kaumatua Council definition	Clarifies Kaumatua Council position.
3	1.1	Amendment: Major Transaction definition	Changes to major transaction provision, giving Trust more flexibility but still with accountability.
4	1.1	Amendment: Members of Ngati Koata clarification	Amended to include whangai. Also amendment to be consistent with MFA (you do not need to be a fully adult registered member to vote at meetings however you will need to be eligible to register as an adult registered member). Members of Ngati Koata also include children (18 years of age requirement taken out).
5	1.1	Insertion: Registrar definition	For clarification of role as Registrar.
6	1.1	Insertion: Special Resolution definition	Clarification of requirements for Special Resolution.
7	1.1	Insertion: Te Pataka a Ngati Koata definition	For Post Settlement Governance Entity provisions.
8	1.1	Insertion: Te Tau Ihu (boundary) definition	Determined by Kaumatua Council for purposes of Resident Trustees.
9	1.1	Insertion: Trust Entity definition	For clarification and provides to clarity that other new settlement entities will be included.
10	1.1	Insertion: Trust Group definition	Entities for purposes of Governance Review.
11	1.1	Insertion: Whangai definition	For inclusion and clarity, consistent with Kaupapa 6 of Maori Fisheries Act 2004.
12	3.1 Purposes	Amendment: deletion of "community generally"	No requirement for Trust to be for community generally.
13	3.5 Strategic Governance	Amendment: include five year plan provision, governance review provision.	Consistency of drafting, and clarifying strategic planning.
14	4.6-7 Term of	Insertion: Term clause.	Clarification of terms: two year terms, for two consecutive terms unless

	Trustees		extraordinary circumstances (three terms maximum). Also provides for extra ordinary circumstances.
<b>15</b>	4.8 Cessation of Office	Amendment: clarification of reasons for ceasing to be a Trustee.	Clarification, with Ahi Kaa Trustees.
<b>16</b>	4.11 Management of Trust	Insertion: general management of Trust	Clarifies management responsibilities of Trustees, given new assets acquired by Trust post-settlement phases.
<b>17</b>	4.12(h) Meetings	Amendment: remote meetings or teleconferences.	Clarification that remote meetings and teleconferences also may constitute meeting of Trustees.
<b>18</b>	4.13 Chairperson, Deputy and Secretary	Amendment: changes to Chairperson, Deputy Chairperson and Secretary	To provide Chairperson and Deputy Chairperson to reside within Aotearoa and both must not be whangai to Ngati Koata.
<b>19</b>	4.21 Interest in common	Insertion: Interested Trustee – Te Pataka a Ngati Koata Trust	Trustees are not to be interested trustees for the reason of being trustees on both entities.
<b>20</b>	4.23 No pecuniary profit	Amendment: trustees not to profit, nor be employed or control an entity employed by Trust.	Strengthens Trustee accountability and protects Trust Assets from control of Trustees. Board to decide remuneration by unanimous resolution.
<b>21</b>	4.27 Seal	Deletion: deleted common seal provision.	Trust does not require seal.
<b>22</b>	5 Kaumatua Council	Insertion: Kaumatua Council powers and provisions.	Clarifies roles, responsibilities and powers of Kaumatua Council in relation to Trust.
<b>23</b>	6.12 Registrar	Insertion: appointment of Registrar.	Clarification of appointment by Trustees and role in Membership Committee.
<b>24</b>	8.2(f) Five Year Plan	Insertion: five year plan.	Ensures relevance of Trust activities over time, strategising and planning.
<b>25</b>	8.3 General Meetings	Amendment: Special Meetings can be requested by 10 members of Kaumatua Council, and 30 adult registered	Allows SGM's to be called.

		members.	
<b>26</b>	9.5 Commercial Entities	Insertion: Trust may establish other corporate entities.	Allows Trust to establish entities for post-settlement governance, given asset base will increase.
<b>27</b>	9.6-9.8 Governance Review	Insertion: Governance review provisions.	As requested by Board, to provide for good governance practices.
<b>28</b>	10 Notice	Amendment: Notice to Members of Ngati Koata	Notice provisions are clarified for various purposes.
<b>29</b>	11.4 Membership Committee	Amendment: Membership Committee for registration disputes.	Clarification of process of registration disputes proceeding to Membership Committee.
<b>30</b>	12.5 Major transactions	Amendment: 10% value of assets to 30% value of assets.	Limit must not exceed 30% value of Trust.
<b>31</b>	14.3 Amendments to Constitutional documents	Insertion: no amendments made to constitutional documents of Trust entities without Trustees approval.	Ensures consistency among Trust entities for post-settlement governance.
<b>32</b>	Sched 1 Para 3	Insertion: Alternate Trustees clause.	Clarifies position of alternate Trustees, replacing vacant Trustee positions.
<b>33</b>	Sched 1 Para 4-5	Amendment: cessation of office of Trustee.	Clarifies for consistency in Trust Deed.
<b>34</b>	Sched 1 Para 2	Deletion of Alternates.	Already clarified in paragraph 3.
<b>35</b>	Sched 1 Para 6	Amendment: public notification of nomination of Trustees.	Consistency with Trust Deed.
<b>36</b>	Sched 1 Para 7-8	Insertion: Ahi kaa/Residential Trustees.	Clarification of Ahi Kaa/Residential Trustees provision.
<b>37</b>	Sched 1 Para 12	Insertion: clarification of iwi members voting who are eligible to register.	Clarifies position that you do not need to be registered to vote at General Meetings, however you must be eligible to register. Ensures consistency with Maori Fisheries Act 2004 kaupapa.
<b>38</b>	Sched 2	Insertion of entire Schedule 2: Governance Review provisions.	Introduces Governance Reviews, to ensure Trust maintains Trust governance, for good governance practices and regulates reviews.

Note: There are consistency, minor grammar and formatting changes which are not recorded on this table of changes.