

Reprint  
as at 6 February 2021



# Maori Incorporations Constitution Regulations 1994

(SR 1994/60)

Thomas Eichelbaum, Administrator of the Government

## Order in Council

At Wellington this 18th day of April 1994

Present:

The Hon John Banks presiding in Council

Pursuant to section 284 of Te Ture Whenua Maori Act 1993, His Excellency the Administrator of the Government, acting by and with the advice and consent of the Executive Council, hereby makes the following regulations.

### Contents

	Page
1 Title and commencement	2
2 Constitution of incorporations	2
3 Forms	2
4 Revocations	2
<b>Schedule 1</b>	<b>3</b>
<b>Maori incorporations constitution</b>	
<b>Schedule 2</b>	<b>19</b>
<b>Forms</b>	

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#### Note

Changes authorised by subpart 2 of Part 2 of the Legislation Act 2012 have been made in this official reprint.  
Note 4 at the end of this reprint provides a list of the amendments incorporated.

**These regulations are administered by Te Puni Kōkiri.**

## Regulations

### 1 Title and commencement

- (1) These regulations may be cited as the Maori Incorporations Constitution Regulations 1994.
- (2) These regulations shall come into force on 1 June 1994.

### 2 Constitution of incorporations

Subject to sections 253A and 268(3) of the Act, the constitution set out in Schedule 1 shall be the constitution of every incorporation.

Regulation 2: amended, on 16 September 2011, by section 13(2) of the Te Ture Whenua Maori Amendment Act 2011 (2011 No 76).

### 3 Forms

- (1) The forms set out in Schedule 2 shall be used for the purposes of the Act.
- (2) Such variations may be made in those forms as the circumstances of any particular case may require.

### 4 Revocations

The Maori Incorporations Regulations 1969 (SR 1969/49) and the Maori Incorporations Regulations 1969, Amendment No 1 (SR 1976/108) are hereby consequentially revoked.

## Schedule 1 Maori incorporations constitution

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### Contents

	Page
1 Interpretation	4
<i>General meetings of shareholders</i>	
2 Special general meeting	4
3 Notice of meeting	5
4 Special resolution	5
5 Annual general meeting	6
6 Business of annual general meeting	6
7 Chairperson	7
8 Postponement	7
9 Quorum	7
10 Lack of quorum	8
11 Adjournment	8
<i>Voting</i>	
12 Right to vote	8
13 Voting	8
14 Vote on shareholding	9
15 Disposal of voting papers and other documents	9
<i>Attorneys</i>	
16 Time to lodge power of attorney	10
<i>Proxies</i>	
17 Appointment	10
18 Cancellation and lapse of appointment	10
19 Time to lodge instrument of appointment	11
<i>Postal votes</i>	
20 Postal votes	11
<i>Committee of management</i>	
21 First election of committee	12
22 Term of office	13
23 Election of members to committee of management	13
24 Interested members	14
<i>Meetings of committee of management</i>	
25 Procedure and meetings of committee of management	14
26 Teleconference meeting of committee	15

3

*Shares*

27	Minimum share unit	16
28	Form of transfer	16
29	Form of certificate as to shareholding	16
30	Share register	16
31	Registration of share transfers	17
32	Registration of orders	17
33	Shares held in trust	17
34	Correction to share register	17
35	Suspension of registration	18

*Miscellaneous provisions*

36	Minutes	18
37	Custody of books, records, and seal	18
38	Common seal	18
39	Interests register	18

**1 Interpretation**

- (1) In this constitution, unless the context otherwise requires,—

**the Act** means Te Ture Whenua Maori Act 1993

**committee** means the committee of management of the incorporation

**secretary** means any person appointed to perform the duties of the secretary of the incorporation

**shareholder**, in relation to a Maori incorporation, means every person who is registered as the holder of any shares in the incorporation, whether as beneficial owner, trustee, administrator, or otherwise

**special resolution**, in relation to a Maori incorporation, means a resolution that has been passed at a general meeting of shareholders of the Maori incorporation, being a general meeting of which not less than 21 clear days' notice, specifying the intention to propose the resolution as a special resolution, has been duly given.

- (2) Words or expressions contained in this constitution have the same meanings as in the Act.

*General meetings of shareholders***2 Special general meeting**

- (1) A special general meeting of shareholders may be convened at any time by the committee, and shall be so convened—
- (a) upon an order of the court in the exercise of its powers under section 280 of the Act; or

- (b) upon a requisition in writing signed by shareholders holding in the aggregate not less than 10% of the total shares in the incorporation.
- (2) Any requisition for the calling of a special general meeting shall state the purpose for which the meeting is required, and shall be served on the chairperson or the secretary of the committee, at the registered office of the incorporation.
- (3) On receipt of any requisition made in accordance with subclauses (1) and (2) or any order of the court for the calling of a special general meeting, the committee shall convene, and fix a time and place for a special general meeting to be held within 3 months after the receipt of the requisition or order.

### **3 Notice of meeting**

- (1) A general meeting of shareholders (whether an annual general meeting or a special general meeting) shall be convened by notifying shareholders in writing of the time and place of the meeting and of the business proposed to be transacted at the meeting.
- (2) Where a special resolution will be considered at the meeting, the notice must provide for no less than 21 clear days' notice of the date of the meeting.
- (3) Where no special resolution will be considered at the meeting, the notice must provide for no less than 14 clear days' notice of the date of the meeting.
- (4) The notice of meeting shall be—
  - (a) posted to every shareholder whose postal address is recorded in the share register; or
  - (b) given in such other manner as the shareholders, by special resolution, may have determined at an earlier meeting.
- (5) The notice shall specify that no person shall vote as attorney or proxy at the meeting unless a copy of the power of attorney or notice of appointment is lodged at the office of the incorporation not later than 48 hours before the time fixed for the meeting or such later time as the chairperson of the committee may allow.

### **4 Special resolution**

- (1) The following matters are to be dealt with only by way of a special resolution:
  - (a) the inclusion in the incorporation of the owners of additional land under section 251 of the Act:
  - (b) the amalgamation of the incorporation with any incorporation under section 252 of the Act:
  - (c) the transfer of Maori freehold land under section 254(1)(a)(i) of the Act:
  - (d) the grant in respect of Maori freehold land of any lease or licence for a term of more than 21 years under section 254(1)(a)(ii) of the Act:
  - (e) the sale or gift of Maori freehold land under section 254(1)(b) of the Act:

- (f) declaring, under section 258 of the Act, that the incorporation stands possessed of any part of its property or of any income derived from any specified part of its property on trust for the charitable purposes specified in the declaration:
  - (g) restricting or prohibiting the exercise by the committee of management of any of its rights, powers, or privileges:
  - (h) altering the constitution of the incorporation pursuant to section 253A or 268(3) of the Act:
  - (i) winding up the incorporation:
  - (j) supporting an application for a partition order or an amalgamation order or an aggregation order under section 288(3) of the Act:
  - (k) matters specified in this constitution as matters to be dealt with by special resolution.
- (2) Any shareholder may give notice in writing to the committee of any special resolution that the shareholder intends to move at a specified general meeting or at the next available general meeting of shareholders, and in any such case the written notice of the meeting shall include notice of the intended special resolution.
- (3) No special resolution shall be moved at any general meeting unless notice of the resolution has been included in the written notice of the meeting.
- (4) All special resolutions passed at a meeting of shareholders shall within 21 days after the date of the meeting be delivered, together with particulars of the date and place of the meeting, to the Registrar, who shall record the resolution in the register of Maori incorporations in accordance with section 279 of the Act.
- (5) Subject to section 254(3) of the Act, a special resolution authorising the sale or gift of Maori freehold land under section 254(1)(b) of the Act shall be voted for by shareholders holding not less than 75% of the total shares in the incorporation.

Schedule 1 rule 4(1)(h): amended, on 16 September 2011, by section 13(3) of the Te Ture Whenua Maori Amendment Act 2011 (2011 No 76).

## **5 Annual general meeting**

An annual general meeting of shareholders shall be held in each year, within 6 months after the termination of the financial year of the incorporation, at a time and place fixed by the committee.

## **6 Business of annual general meeting**

The business of the annual general meeting shall be as follows:

- (a) to receive the minutes of the last annual general meeting and any general meeting held since the last annual general meeting:

- (b) to receive and consider the financial statements, and the other reports and statements required by section 276A of the Act to accompany the financial statements, and, if thought fit, to adopt the same after hearing the auditor's report (if any):
- (c) to elect persons to fill vacancies in the membership of the committee of management:
- (d) to appoint an auditor or auditors under section 277 of the Act:
- (e) to appoint a share valuer under section 278 of the Act:
- (f) to authorise, by resolution,—
  - (i) the payment of an amount by way of dividend to the shareholders pursuant to section 259(1)(c) of the Act:
  - (ii) payments for purposes specified in the resolution pursuant to section 259(1)(d) of the Act:
- (g) to consider any proposed special resolution of which notice has been duly given:
- (h) to consider and, if thought fit, dispose of other matters of general business.

Schedule 1 rule 6(b): replaced, on 12 May 2017, by section 26(2) of the Māori Purposes Act 2017 (2017 No 18).

## 7 Chairperson

At every general meeting of shareholders, the chairperson of the committee of management shall preside if present, and, if the chairperson is absent, the committee shall appoint one of their number present to be chairperson of the meeting.

## 8 Postponement

At any time before the time fixed for the holding of any general meeting of shareholders, the chairperson of the committee may postpone the meeting to some other time or may appoint some other place of meeting, as the chairperson may consider expedient, and notice of any such altered time or place shall be duly given in accordance with rule 3.

## 9 Quorum

- (1) The quorum for every general meeting of shareholders shall be 20 shareholders or a number of shareholders equal to two-thirds of the number of shareholders (whichever is the less) or such other number as the shareholders, by special resolution, may have determined at an earlier meeting, and whether in any case the shareholders attend personally or by proxy or by a duly appointed attorney.
- (2) No general meeting shall be deemed to be properly constituted unless at least 3 shareholders are present in person throughout the meeting.

**10 Lack of quorum**

- (1) If a quorum is not present within 1 hour after the time appointed for a general meeting of shareholders or if for any other reason the meeting cannot be held, the meeting shall be adjourned to such other date, time, and place as the committee may appoint and the committee shall give not less than 14 clear days' notice of the meeting by advertisement published twice in 1 or more daily newspapers circulating in the district in which the incorporation's land is situated.
- (2) If at the new time and place, or within 1 hour after such time, there has not been a quorum present the meeting shall lapse.
- (3) If any annual general meeting lapses, the chairperson must promptly transmit the financial statements and the other reports and statements referred to in rule 6(b) to the Registrar.

Schedule 1 rule 10(3): replaced, on 12 May 2017, by section 26(3) of the Māori Purposes Act 2017 (2017 No 18).

**11 Adjournment**

The chairperson may, with the consent of the meeting, adjourn any general meeting of shareholders from time to time and from place to place.

*Voting***12 Right to vote**

- (1) A shareholder may exercise the right to vote either—
  - (a) by being present in person or by proxy or by duly appointed attorney; or
  - (b) if the shareholders by special resolution have so determined at an earlier meeting, by postal vote.
- (2) Any person who is, by virtue of a kai tiaki trust established under section 217 of the Act, the trustee for any shareholder in respect of his or her shares, or who is the duly appointed attorney of any shareholder, may attend, vote, and act at any meeting of the incorporation, either personally, by proxy, or by postal vote, in the same manner and on the same conditions as if that person were the shareholder.
- (3) Where 2 or more persons are registered as the holder of a share, the vote of the person named earliest in the share register and voting on a matter must be accepted to the exclusion of the votes of the other joint holders.
- (4) The chairperson of a general meeting of shareholders is not entitled to a casting vote.

**13 Voting**

Unless a vote on shareholding is demanded,—

- (a) voting at a meeting of shareholders is to be by show of hands:



- (b) every shareholder present in person or by proxy or by duly appointed attorney shall have 1 vote only, and a resolution shall be carried if a majority of the votes is in favour of the resolution:
- (c) a declaration by the chairperson that a resolution has been carried by a majority and an entry to that effect in the minute book of the incorporation shall be sufficient evidence of the fact.

#### **14 Vote on shareholding**

- (1) A vote on shareholding may be demanded either before or after a show of hands is taken on a resolution by—
  - (a) not less than 5 persons present in person at the meeting and having the right to vote at the meeting; or
  - (b) a person or persons entitled to exercise not less than one-tenth of the total votes of those present in person or by proxy at the meeting.
- (2) On a vote on shareholding, the voting powers of any shareholder shall be determined by the number of shares held by that shareholder.
- (3) If a vote on shareholding is taken, it shall be taken in the manner directed by the chairperson. The secretary, with or without some person or persons appointed by the chairperson and approved by the meeting, shall record the voting accordingly and shall compute the aggregate value of votes cast for and against the resolution and report the result to the chairperson.
- (4) The chairperson shall declare the resolution to be carried or to be lost accordingly, and, if the meeting has otherwise finished its business before the computing is concluded, the chairperson may close the meeting, and, on the conclusion of the computing, declare the result of the vote on shareholding by an entry in the minute book of the incorporation signed by the chairperson and the secretary and such other person or persons appointed to compute the votes (as the case may be).

#### **15 Disposal of voting papers and other documents**

- (1) Where any vote on shareholding is taken, or any vote is taken to elect members to the committee of management, or any proxy or attorney is appointed, the voting papers, notices of appointment, copies of powers of attorney, or certificates of non-revocation (as the case may be) shall be retained intact by the incorporation for 2 months. Thereafter the voting papers and other documents described above shall be disposed of as the chairperson directs.
- (2) If within that 2 months, the incorporation receives any written notice that an application has been made to the court to investigate the conduct of any vote on shareholding or election or appointment of any proxy or attorney, it shall file in the court all the voting papers and other documents described in subclause (1) to be disposed of as the court directs.

*Attorneys***16 Time to lodge power of attorney**

- (1) No person shall vote as attorney at a meeting unless—
  - (a) a copy of the power of attorney is lodged at the office of the incorporation not later than 48 hours before the time fixed for the meeting or such later time as the chairperson of the committee may allow; and
  - (b) the person appointed as attorney signs, at the meeting, a certificate of non-revocation of the power of attorney and lodges it with the chairperson of the meeting; and
  - (c) the chairperson of the meeting is satisfied that the appointment is prima facie in order.
- (2) If any power of attorney or certificate of non-revocation is ruled by the chairperson to be out of order, the reason for the ruling shall be certified on the copy of the power of attorney or the certificate of non-revocation (as the case may be), and the attorney shall not vote at the meeting of shareholders.
- (3) The chairperson of the meeting shall, on request, give to any person entitled to vote at the meeting an opportunity to inspect any power of attorney or any certificate of non-revocation that has been lodged and to raise any objection to it.

*Proxies***17 Appointment**

- (1) A proxy for a shareholder is entitled to attend and be heard at a meeting of shareholders as if the proxy were the shareholder.
- (2) A proxy must be appointed by notice in writing in form 1 of Schedule 2 or to the like effect.
- (3) The notice must be signed by the shareholder and witnessed.
- (4) The notice must state the particular meeting for which the proxy is appointed.
- (5) Any person of full age and capacity, other than a member of the committee or a person who has consented to be nominated for election as a member of the committee, may be appointed as the proxy of any shareholder or any trustee of any shareholder.

**18 Cancellation and lapse of appointment**

- (1) An appointment as proxy may be cancelled in writing by the shareholder who made the appointment and either lodged at the office of the incorporation before 10 o'clock in the morning of the last working day before the day of the meeting or lodged with the chairperson of the meeting.
- (2) An appointment as proxy shall lapse in accordance with the terms of appointment or on the death of the person giving the proxy or on the cancellation of the appointment as provided in subclause (1).

- (3) If a person who has appointed a proxy attends the meeting personally and notifies the chairperson that he or she is present and the chairperson notifies the meeting accordingly, the proxy shall not vote on behalf of that person after the chairperson's notification; but the validity of voting that has already been completed before that notification to the meeting shall not be affected thereby.

#### **19 Time to lodge instrument of appointment**

- (1) No person shall vote as proxy at a meeting unless the notice of appointment is lodged at the office of the incorporation not later than 48 hours before the time fixed for the meeting or such later time as the chairperson of the committee may allow and unless the chairperson of the meeting is satisfied that the appointment is prima facie in order.
- (2) If any notice of appointment is ruled by the chairperson to be out of order, the reason for the ruling shall be certified on the notice and the proxy shall not vote at the meeting of shareholders.
- (3) The chairperson of the meeting shall, on request, give to any person entitled to vote at the meeting an opportunity to inspect any notice of appointment that has been lodged and to raise any objection to the notice.

#### *Postal votes*

#### **20 Postal votes**

- (1) If the shareholders, by special resolution, have so determined at an earlier meeting, a shareholder may exercise the right to vote at a meeting by casting a postal vote in accordance with the provisions of this rule.
- (2) A postal vote shall be in form 2 of Schedule 2 or to like effect, signed by the shareholder and witnessed.
- (3) The notice of a meeting must state the name of the person authorised by the committee of management to receive and count postal votes at that meeting.
- (4) If no person has been authorised to receive and count postal votes at a meeting, or if no person is named as being so authorised in the notice of the meeting, the secretary of the committee is deemed to be so authorised.
- (5) A shareholder may cast a postal vote on all or any of the matters to be voted on at a meeting by sending a notice of the manner in which his or her shares are to be voted to a person authorised to receive and count postal votes at that meeting. The notice must reach that person not less than 48 hours before the start of the meeting.
- (6) A shareholder who casts a postal vote shall not be counted for the purposes of determining whether a quorum is present at the meeting.
- (7) It is the duty of the person authorised to receive and count postal votes at a meeting—

- (a) to collect together all postal votes received by him or her or by the incorporation; and
  - (b) in relation to each resolution to be voted on at the meeting, to count—
    - (i) the number of shareholders voting in favour of the resolution and the number of votes cast by each shareholder in favour of the resolution; and
    - (ii) the number of shareholders voting against the resolution, and the number of votes cast by each shareholder against the resolution; and
  - (c) to sign a certificate that he or she has carried out the duties set out in paragraphs (a) and (b) (which certificate shall set out the results of the counts required by paragraph (b)); and
  - (d) to ensure that the certificate required by paragraph (c) is presented to the chairperson of the meeting.
- (8) If a vote is taken at a meeting on a resolution on which postal votes have been cast, the chairperson of the meeting must—
- (a) on a vote by show of hands, count each shareholder who has submitted a postal vote for or against the resolution:
  - (b) on a vote on shareholding, count the votes cast by each shareholder who has submitted a postal vote for or against the resolution.
- (9) Where the chairperson of a meeting believes that the postal votes cast in relation to a resolution are such that if a vote on shareholding were to be taken the result might differ from the result that would be obtained on a show of hands, he or she must call for a vote on shareholding on that resolution.
- (10) The chairperson of a meeting must ensure that the certificate of postal votes held by him or her is annexed to the minutes of the meeting.

### *Committee of management*

#### **21 First election of committee**

- (1) At the first annual general meeting of shareholders of the incorporation, the shareholders shall—
- (a) fix the number of members of the committee of management, being not less than 3 nor more than 7; and
  - (b) elect the members of the committee.
- (2) The number so fixed may from time to time be varied by resolution of the shareholders, but in no case shall the number be reduced below 3 nor increased above 7.

## **22 Term of office**

- (1) Subject to subclauses (2) to (4), every member of the committee shall hold office for a term of 3 years expiring at the end of the annual general meeting held in the third calendar year after the calendar year in which the member was elected, unless the member sooner dies or resigns or is sooner removed from office.
- (2) Notwithstanding subclause (1), the shareholders may, by special resolution, determine that the term of office of any member of the committee shall expire at such other date as will provide for the rotation of retirement dates.
- (3) If in any calendar year the annual general meeting at which a committee member is due to retire is not held for any reason, the term of office of that member shall expire at the end of that calendar year.
- (4) Every member who is elected to fill any extraordinary vacancy caused by death, resignation, or removal from office of any member shall hold office for the remainder of the term for which his or her predecessor was elected.
- (5) In this rule **calendar year** means a period of 12 months ending with 31 December.

## **23 Election of members to committee of management**

- (1) The election of persons to fill vacancies in the committee shall be conducted at the annual general meeting unless the court in any particular case orders the holding of a special general meeting for this purpose, or unless the committee decides to submit the filling of a vacancy to a special general meeting convened for that or any other purpose.
- (2) Subject to subclause (3), nominations for any election of persons to fill vacancies in the committee shall be made in writing signed by the shareholder making the nomination and accepted in writing by the person nominated, and shall be lodged at the registered office of the incorporation or such other address as may be specified by the committee from time to time.
- (3) A member of the committee who, pursuant to rule 22, is due to retire at the meeting at which the election is to be conducted shall be deemed to have been nominated for the election in accordance with this regulation unless that member lodges at the registered office of the incorporation, not less than 7 clear days before the date fixed for the meeting, written notice to the effect that the member does not accept nomination for the election.
- (4) No nominations shall be received later than 3 clear days before the date fixed for the meeting.
- (5) If the number of eligible persons so nominated does not exceed the number of members to be elected, the chairperson of the meeting shall declare the persons nominated to be elected.
- (6) Subject to subclause (4), if the number of eligible persons so nominated exceeds the number required to be elected, the chairperson shall call upon the

meeting to elect from the persons nominated the number required, and the secretary, with or without some person or persons appointed by the chairperson and approved by the meeting, shall count the votes cast for each person nominated and report the results to the chairperson.

- (7) Where the secretary has been nominated to fill a vacancy in the committee and an election is required pursuant to this rule, the chairperson shall appoint some person approved by the meeting (other than the secretary) to carry out the duties of the secretary under subclause (6).
- (8) The chairperson shall declare those persons (being not more than the number of persons required to be elected) who have received the highest number of votes to be elected. The result shall be declared by entry in the minute book.
- (9) If the number of eligible persons nominated in accordance with this rule is less than the number required to be elected, the chairperson shall declare the persons nominated to be elected and shall invite nominations from the meeting to fill the remaining vacancies.
- (10) No person nominated from the meeting shall be eligible for election unless that person accepts the nomination in writing.
- (11) A list of the persons elected shall forthwith be prepared by the chairperson in form 3 of Schedule 2 or to the like effect and signed by the chairperson.
- (12) The list shall be countersigned by the secretary who shall then forward it to the Registrar.

#### **24 Interested members**

- (1) No person shall be disqualified from being elected or from holding office as a member of the committee by reason of his or her employment as a servant or officer of the incorporation, or his or her being interested or concerned in any contract made by the incorporation.
- (2) No member of the committee shall vote or take part in the discussion on any matter before the committee that directly or indirectly affects that person's remuneration or the terms of his or her employment as a servant or officer of the incorporation, or that directly or indirectly affects any contract in which that person may be interested or concerned.

#### *Meetings of committee of management*

#### **25 Procedure and meetings of committee of management**

- (1) Subject to the provisions of the Act and subject to any conditions imposed by resolution passed at a general meeting of shareholders, the members of the committee may meet together for the dispatch of business, adjourn, and otherwise regulate their procedures as they think fit.
- (2) A quorum at such meetings shall be a majority of the members for the time being in office, but not less than 3 members.

- (3) A committee shall, as required by section 273 of the Act, elect a chairperson of the committee, appoint a secretary of the incorporation, and appoint some place to be the registered office of the incorporation, and from time to time thereafter shall in the same manner fill any vacancy in the office of chairperson or secretary and may change the registered office.
- (4) Particulars of such elections and appointments and all changes therein shall be supplied to the Registrar in form 4 of Schedule 2 or to the like effect.
- (5) Meetings of the committee shall be called by the chairperson or may be held at such times and places as may be fixed by resolution of the committee.
- (6) Any 2 members may at any time require the chairperson or the secretary to summon a meeting.
- (7) Unless convened with consent of all the members, not less than 3 clear days' notice of any meeting shall be given to every member of the committee.
- (8) A notice sent to a member's usual residential address, within the prescribed time, shall be sufficient notice for the purposes of subclause (7).
- (9) If at any meeting the chairperson is not present at the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson, and the person so chosen shall have and may exercise at that meeting all the powers of the chairperson.
- (10) Questions arising at any meeting shall be decided by a majority of the members present, but 3 members at least shall concur in every act of the committee.
- (11) In the case of an equality of votes, the chairperson shall, in addition to a deliberative vote, have a casting vote.
- (12) The proceedings of every meeting shall be recorded in a minute book.

## **26 Teleconference meeting of committee**

- (1) The contemporaneous linking together by telephone or other means of instantaneous audio (or audio and visual) communication of a number of the members of the committee of management not less than the quorum, whether or not any 1 or more of the members is out of New Zealand, shall be deemed to constitute a meeting of the committee and all the provisions in this constitution as to meetings of the committee shall apply to such meetings so long as the following conditions are met:
  - (a) all the members for the time being entitled to receive notice of a meeting of the committee shall be entitled to notice of a meeting by telephone or other means of communication and to be linked by telephone or such other means for the purposes of such meeting;
  - (b) each of the members taking part in the meeting by telephone or other means of communication, and the secretary, must throughout the meeting be able to hear each of the other members taking part.

- (2) A member may not leave a meeting conducted pursuant to this rule by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the chairperson of the meeting and a member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the chairperson of the meeting to leave the meeting as aforesaid.
- (3) A minute of the proceedings at such a meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting or by the secretary.

### *Shares*

#### **27 Minimum share unit**

- (1) The shareholders may from time to time, by special resolution, fix a specified number of shares as the minimum share unit for the incorporation.
- (2) No shareholder shall transfer to any person any number of shares that would reduce the number of shares of the transferor to less than the minimum share unit.
- (3) No shareholder shall transfer to any other person any number of shares less than the minimum share unit unless—
  - (a) the shares being transferred comprise all the shares of the transferor; and
  - (b) the shares are being offered to—
    - (i) an existing shareholder, or
    - (ii) the incorporation, or trustee, on behalf of a putea trust or whanau trust.

#### **28 Form of transfer**

- (1) A share transfer shall be in form 5 of Schedule 2 or to the like effect, and shall be signed by the transferor and witnessed.
- (2) The witness shall add, after his or her signature, his or her occupation and address.

#### **29 Form of certificate as to shareholding**

Any certificate as to shareholding issued under section 263(4) of the Act shall be in form 6 of Schedule 2.

#### **30 Share register**

- (1) The share register of the incorporation shall be kept at the registered office of the incorporation.



- (2) The register shall, during office hours, be open to the inspection of, or on behalf of, any shareholder without charge and any other person on payment of such amount (if any) as may be determined by the shareholders by special resolution.

### **31 Registration of share transfers**

- (1) An application for registration of a share transfer shall be made in writing to the committee of management and accompanied by a completed share transfer form.
- (2) No share transfer shall be registered in the share register except on the direction of the committee of management, which shall be entitled first to require further evidence as to the authenticity of any share transfer and to satisfy itself that—
- (a) the transferor is the registered holder of the shares; and
  - (b) the transferee is a person to whom the shares may be alienated in accordance with Part 7 of the Act.

### **32 Registration of orders**

Upon receipt of any order of the court for the vesting in any person of any shares in the incorporation, the secretary shall, as soon as is practicable, amend the share register in accordance with the terms of the order and notify the committee of management that the amendment has been made.

### **33 Shares held in trust**

- (1) The trustees of a putea trust or a whanau trust to which any shares in the incorporation belong may have their names entered in the share register as the owners of the shares upon the direction of the committee of management, which shall be entitled first to require further evidence that—
- (a) the shares belong to the trust; and
  - (b) they are duly appointed as trustees of the trust.
- (2) Where any person holds any shares in the incorporation in a representative capacity, that fact shall be recorded beside that person's name in the share register, but it shall not be necessary for the incorporation or any officer of the incorporation or any other person to go behind that entry in respect of any matter relating to the shares.

### **34 Correction to share register**

No correction shall be made to the share register except with the approval and on the direction of the committee, which shall be entitled first to require further evidence as to the authority for any proposed correction, and an indemnity against claims consequential upon any such correction.

**35 Suspension of registration**

The registration of transfers and orders of the court may be suspended from time to time for such period (not exceeding 30 days in any year) as the committee may determine.

*Miscellaneous provisions***36 Minutes**

- (1) The proceedings of every general meeting of shareholders and of every meeting of the committee of management shall be recorded in a minute book.
- (2) Minutes which have been signed correct by the chairperson of the meeting are prima facie evidence of the proceedings.

**37 Custody of books, records, and seal**

The books and records of the incorporation and of the committee and the common seal of the incorporation shall be kept in the custody of the secretary or such other person or persons as the committee shall appoint.

**38 Common seal**

The common seal of an incorporation shall consist of a stamp or die approved by the committee whereon is engraved or impressed in legible characters the name of the incorporation.

**39 Interests register**

The incorporation's interests register must be kept in a physical or an electronic form, and made available, in accordance with section 274B of the Act.

Schedule 1 clause 39: inserted, on 6 February 2021, by section 103 of Te Ture Whenua Maori (Succession, Dispute Resolution, and Related Matters) Amendment Act 2020 (2020 No 51).

## Schedule 2 Forms

r 3

### Form 1 Meeting of shareholders of incorporation Appointment of proxy

r 17(2)

*Te Ture Whenua Maori Act 1993*

#### ***[Specify] Incorporation***

For office use only.

No of shares:

**In the matter** of a general meeting of the shareholders of *[specify]* Incorporation to be held at *[place]* on *[date]*, and any adjournment of that meeting.

I, *[name]*, being a person whose name is entered on the share register as a shareholder (or the trustee of *[name]*, a shareholder) in the said incorporation **do hereby appoint** as my proxy\* *[at least 1 name to be filled in]*

*[insert name]* *[insert name]* or if he/she does not attend

*[insert name]* *[insert name]*

at the above meeting and any adjournment thereof.

This form is to be used in favour of/against\*\* the resolution to *[details of the resolution]*

Date:

Signed by: *[full name of shareholder/trustee]*

Signature:

In the presence of: *[full name of witness]*

Signature:

Occupation:

Address:

\*Any person of full age and capacity (other than a member of the committee of management or a person who has consented to be nominated as a member of the committee of management) may be appointed as the proxy of a shareholder.

\*\*Strike out whichever is not desired. Unless otherwise instructed, the proxy will vote as he or she thinks fit.

**Note:** This proxy form when completed must be lodged at the office of the incorporation not later than 48 hours before the time fixed for the meeting or such later time as the chairperson of the committee of management may allow.

Form 2  
Meeting of shareholders of incorporation  
Postal Vote

r 20(2)

*Te Ture Whenua Maori Act 1993*

***[Specify] Incorporation***

For office use only.

No of shares:

**In the matter** of a general meeting of the shareholders of [*specify*] Incorporation to be held at [*place*] on [*date*], and any adjournment of that meeting.

I, [*name*], being a person whose name is entered on the share register as a shareholder (*or* the trustee of [*name*], a shareholder) in the said incorporation **do hereby vote** on the proposed resolution(s) as follows:

1 **Resolution to** [*details of resolution*]

\*In favour of/against:

Date:

Signed by: [*full name of shareholder/trustee*]

Signature:

In the presence of: [*full name of witness*]

Signature:

Occupation:

Address:

**Notes**

- 1 A shareholder, or the trustee of a shareholder, may cast a postal vote if the shareholders, by special resolution, have so determined at an earlier meeting.
- 2 The postal vote must be signed and witnessed.
- 3 A postal vote may be cast on any or all of the proposed resolutions to be voted on at the meeting by specifying the manner in which the shares are to be voted.

- 
- 4 The secretary of the incorporation (*or [specify]*) is the person authorised to receive and count postal votes for the meeting of shareholders.
  - 5 No postal vote is effective unless it is received by the secretary (*or [specify]*) at the address entered below, not less than 48 hours before the start of the meeting.
  - 6 Shares voted by postal voting do not count toward the quorum requirements.
  - 7 The address to which postal votes are to be sent is—  
[*address*]

Form 3

Notification of the results of an election for the committee of management

r 23(11)

*Te Ture Whenua Maori Act 1993*

***[Specify] Incorporation***

We hereby certify that at an election held at the (Annual) General Meeting of Shareholders on *[date]* at *[place]* the following person(s) was/were elected to the committee of management to replace the person(s) who has/have ceased to hold office for the reasons set out.

<b>Name, occupation and address of new member</b>	<b>Replaced member</b>	<b>Reason for vacancy</b>
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Chairperson:

Secretary:

Date:

To the Registrar of the Maori Land Court,  
*[name of District]*

## Form 4

Particulars of chairperson, secretary, and registered office and changes therein

r 25(4)

*Te Ture Whenua Maori Act 1993****[Specify] Incorporation***

Name	Occupation	Address	Change
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of Chairperson:

of Secretary:

The period for which the chairperson is to hold office is:

The registered office is situated at:

Date:

To the Registrar of the Maori Land Court,

[*name of District*]

**Note:** This form should be completed in full upon any change, and filed with the Registrar not later than 2 weeks after the meeting at which the election or appointment is made, so that the return most recently filed is a complete statement of officers and registered office at the date of filing.



Form 5  
Transfer of shares in Maori incorporation

r 28(1)

*Te Ture Whenua Maori Act 1993*

***[Specify] Incorporation***

I, *[name]* of *[full postal address]* born *[date of birth]* being a shareholder in the above-named incorporation, **in consideration of** the sum of *[specify]* (*or of natural love and affection,*) (*or in pursuance of* the trusts of the will or of the intestacy of *[name]*, *[occupation]* of *[last postal address]*) hereby agree to transfer *[specify]* shares in the incorporation, to *[name]*, *[occupation]* of *[full address]* born *[date of birth]* (“the Transferee”).

The Transferee is (*or is not*) a member of the preferred classes of alienees within the meaning of the Act.

Signed: *[date]*

Signature of transferor:

Witness to the signature of the transferor:

Signature of witness:

Name of witness:

Occupation:

Address:

Form 6  
Certificate as to shareholding at *[date]*

r 29

*Te Ture Whenua Maori Act 1993*

***[Specify] Incorporation***

**This is to certify** that *[name]*, of *[address]* *[occupation]*, holds *[specify]* shares in the above-named incorporation at the date of this certificate.

At that date the total number of shares in the incorporation is:

Dated at: *[place, date]*

**The common seal** of *[specify]* Incorporation was hereunto affixed in the presence of:

Signature:  
Committee member

Signature:  
Secretary/Committee member

***This certificate shall not be construed as evidence of title otherwise than at the date hereof***

Marie Shroff,  
Clerk of the Executive Council.

Issued under the authority of the Legislation Act 2012.  
Date of notification in *Gazette*: 21 April 1994.

## **Reprints notes**

### **1    *General***

This is a reprint of the Maori Incorporations Constitution Regulations 1994 that incorporates all the amendments to those regulations as at the date of the last amendment to them.

### **2    *Legal status***

Reprints are presumed to correctly state, as at the date of the reprint, the law enacted by the principal enactment and by any amendments to that enactment. Section 18 of the Legislation Act 2012 provides that this reprint, published in electronic form, has the status of an official version under section 17 of that Act. A printed version of the reprint produced directly from this official electronic version also has official status.

### **3    *Editorial and format changes***

Editorial and format changes to reprints are made using the powers under sections 24 to 26 of the Legislation Act 2012. See also <http://www.pco.parliament.govt.nz/editorial-conventions/>.

### **4    *Amendments incorporated in this reprint***

Te Ture Whenua Maori (Succession, Dispute Resolution, and Related Matters) Amendment Act 2020 (2020 No 51): section 103

Māori Purposes Act 2017 (2017 No 18): section 26

Te Ture Whenua Maori Amendment Act 2011 (2011 No 76): section 13