Waitutu Incorporation
Registered Office: 98 School Road, Clive, 4102
Phone: 027 365 4958
Email: Chair@waitutu.co.nz

NOTICE OF ANNUAL GENERAL MEETING 2024

The Annual General Meeting of Owners/Shareholders will be held:

On Saturday, 31 August 2024, at 11am
At the Scenic Hotel Southern Cross, 118 High Street, Dunedin 9016

11am	Start
1pm	Lunch provided
1.30pm	Resume Meeting
5pm	Finish

AGENDA

1. Confirmation of, and matters arising from, previous minutes
2. Appointment of Share Valuer
3. Chairperson's Report for 2023-24
4. Financial Statements
5. Payment of Dividend
6. Presentation from John McCrae, Deloitte Partner
7. Lodge Sub-committee Report
8. Marketing Report
9. Mataitai Report
10. Maori Land Court Case Report
11. Special Resolutions – see attached
12. Ordinary Resolutions – see attached
13. Elections to Committee
    a) The following are available for re-election:
       JANICE CUSHING
       SUSAN MCKENNA

    b) The following nominations have been received and accepted to date:
       Nil

    c) Any other nominations to be in the hands of the Secretary by
       Tuesday, 27 August 2024.
14. General Business

PROXY / ELECTION / RESOLUTION FORM - Page 1 of TWO PAGES – don't forget to sign the bottom

WAITUTU INCORPORATION

STEP 1: APPOINTMENT OF PROXY

For the Annual General Meeting of the Waitutu Incorporation to be held at the Scenic Hotel Southern Cross, 118 High Street, Dunedin 9016 at 11.00am on Saturday, 31 August 2024 or at any adjournment of that meeting.

I, _____ of _____
(Full *Name of shareholder*) (*Full address*)

_____

Being (*cross out "a" OR "b"*) (a) A shareholder
(b) A Trustee on behalf of the _____ Trust,

hereby appoint as my proxy* _____ OR if he/she does not attend
(*enter 1 OR more names*) (*Full name of Proxy 1*)

_____
(*Full name of Other Proxies*) ***(* DO NOT appoint the Chairman, OR a Committee Member, OR any person who has been nominated for election to the Committee, as your Proxy.)***

at the above meeting and any adjournment thereof.

STEP 2: SIGNATURE OF SHAREHOLDER(S) (This MUST be completed)

SHAREHOLDER/TRUSTEE TO COMPLETE:

Signed by: _____
(*Full name of shareholder/trustee*)

Signature: _____
(*Signature of shareholder/trustee*)

WITNESS:

A Resolution was passed in 1975 "That the special requirements for witnesses to proxies be removed."
NO WITNESS IS REQUIRED TO SIGN THIS FORM.

SEE NEXT PAGE for Proxy Page 2

PROXY / ELECTION / RESOLUTION FORM - Page 2 of TWO PAGES

STEP 3: ITEMS OF BUSINESS – VOTING INSTRUCTIONS to Your Proxy

This form is to be used to advise your proxy of your voting choices:

- for the election of Committee of Management Nominees: (*Tick either For, or Proxy Discretion*);
- for the Resolutions: (*Tick either For, Against, Abstain or Proxy Discretion)*

If no box is ticked, the proxy will vote as they think fit.

ELECTION

To elect TWO or fewer of the following people to the Committee of Management: Please indicate with a tick ✔

ELECTION FOR COMMITTEE OF MANAGEMENT VOTE FOR TWO OR FEWER PEOPLE ONLY	FOR	PROXY DISCRETION
That JANICE CUSHING be elected as a member of the Committee of Management	☐	☐
That SUSAN McKENNA be elected as a member of the Committee of Management	☐	☐
That another nominee (later nomination not listed) (specify name) _____ be elected as a member of the Committee of Management	☐	☐

Please indicate with a tick ✔

RESOLUTIONS

To consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTION/S	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. **I move** that the Committee of Management set the time and place of the Waitutu Incorporation annual general meetings as per Clause 5 of the Maori Incorporation Constitution Regulations 1994: *"Clause 5. **Annual general meeting*** *(1) 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."*	☐	☐	☐	☐
2. I move that the number of members of the Committee of Management be fixed at 6 members, with this being implemented commencing with the voting process for the 2025 Waitutu Incorporation Annual General Meeting.	☐	☐	☐	☐
3. I move that the Incorporation will not purchase shares from shareholders.	☐	☐	☐	☐
4. I move that Postal Voting be implemented commencing with the voting process for the Waitutu Incorporation 2025 Annual General Meeting as per Clause 20(1) of the Maori Incorporation Constitution Regulations 1994: *"Clause 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."*	☐	☐	☐	☐
ORDINARY RESOLUTION/S	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
Nil				
Any other instructions for your proxy				

Please return this TWO PAGE Proxy Form when completed, to be in the hands of the Secretary on or before 1:30 pm on Thursday, 29 August 2024.

Email: shareholders@waitutu.co.nz Mail: The Secretary, 98 School Road, Clive 4102

Information on Nominees for Committee of Management

Janice Cushing – Election Profile

Kia ora koutou

My name is Janice Cushing and I am re-standing for election to the Waitutu Incorporation Committee of Management.

I have been on the Committee since 2016; being the current Chairperson as elected in November 2022. I am also a member of the Lodge sub-Committee along with Miles Dunnett and Sue McKenna.

My three major visions for Waitutu are:

- to continue implementing strategies to future-proof all Waitutu affairs by shifting the volume of work that the current Committee undertakes, to a permanent business operation that will operate for and in partnership with the shareholders through its Committee. This will enable the business affairs to operate professionally without relying on specific skills being available within the Committee as the abilities on the Committee change as new members are elected. With the change in Committee members, much knowledge is lost.

- for the Lodge to pay it own way, or more. The lodge has almost doubled its occupancy in the last 12 months but has a way further to travel before it is contributing closer to its share of expenses.

- for our shareholders to visit Waitutu to experience its unique atmosphere and feel the connection to their whenua and its taonga.

- to continue educating the Committee of Management on the many Regulations that we, as a Maori Incorporation, must adhere to in the running of the Incorporation.

I enjoy talking with our shareholders and hearing their ideas and I appreciate the opportunities to keep in touch with them.

I have worked at Health NZ for many years, currently as a Business Intelligence Analyst. When not working or Waitutu-ing I enjoy caring for my dogs and horses on a daily basis; with my two adult children and partners being the centre of my universe.

Nga mihi
Janice Cushing

Susan McKenna – Election Profile

My Waitutu Incorporation Committee of Management Election profile:

Kia ora Koutou

My name is Sue McKenna and I am re-standing for election to the Waitutu Incorporation Committee of Management.

I was elected onto the Committee in October 2021 having been nominated by my Skerrett Whanau Trust.

I stood for the committee in 2021 as I felt strongly about the Kaupapa relating to Waitutu Incorporation and the Lodge to ensure both were managed in such a way that enabled them to be protected for future generations to come.

Over the past three years of my term, positive changes have occurred. Having received a $10,000 Grant from Great South, I have been able to carry out the mahi relating to implementing marketing strategies to ensure our Lodge becomes visible therefore improving occupancy.

In order to ensure our rangatahi become connected to their whenua, I have developed a three-day rangatahi programme at the Waitutu Lodge in October. The focus will be centred on whakapapa, tikanga as well as sharing and learning from the past into the future.

I am currently Principal of the New Zealand College of Business in Christchurch. I have huge aroha for the Lodge and the Incorporation. I would value the opportunity to continue the mahi surrounding the development of further programmes for our shareholders, co-marketing opportunities as well developing innovative tourism projects, so the Lodge can continue its journey to becoming a viable and sustainable economic taonga.

Ngā mihi
Sue McKenna

SPECIAL RESOLUTION/S:

1. **Proposed Special Resolution** submitted by the Waitutu Committee of Management, 98 School Road, Clive 4102:

   "I move that the Committee of Management set the time and place of the Waitutu Incorporation annual general meetings as per Clause 5 of the Maori Incorporation Constitution Regulations 1994:

   'Clause *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.' "*

   Statement in support of Special Resolution 1
   This resolution is to write Clause 5 from the Maori Incorporation Constitution Regulations 1994 into the Waitutu Incorporation's Constitution to ensure the Committee of Management holds the Incorporation Annual General Meetings in the most appropriate venue and on the most appropriate date to give all shareholders an opportunity to attend an Annual General Meeting.

2. **Proposed Special Resolution** submitted by the Waitutu Committee of Management, 98 School Road, Clive 4102:

   "I move that the number of members of the Committee of Management be fixed at 6 members, with this being implemented commencing with the voting process for the 2025 Waitutu Incorporation Annual General Meeting ."

   Statement in support of Special Resolution 2
   There are currently 7 members on the Committee of Management. The Maori Incorporation Regulations state that there must be between 3 – 7 members. Committee meetings held since the last AGM show that approximately 50% of meetings were attended by 7 members; 50% of meetings were attended by 6 members. The recommended number of members us 6 and the Incorporation can function well with 6 members.

3. **Proposed Special Resolution** submitted by the Waitutu Committee of Management, 98 School Road, Clive 4102:

   "I move that the Incorporation will not purchase shares from shareholders."

   Statement in support of Special Resolution 3
   Shares in Maori land belong to the whanau. In Maoridom the current holders of those shares are caretakers of them until they are handed on to the next generation. It would be against these principles if the Incorporation was to purchase shares from the current shareholder and remove the right of inheritance ownership of them from future generations.

4. **Proposed Special Resolution** submitted by the Waitutu Committee of Management, 98 School Road, Clive 4102:
   "I move that Postal Voting be implemented commencing with the voting process for the Waitutu Incorporation 2025 Annual General Meeting as per Clause 20(1) of the Maori Incorporation Constitution Regulations 1994:

   'Clause 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.' "

   Statement in support of Special Resolution 4
   Last year we introduced the ability for shareholders to "tick the boxes" on the proxy form in order to instruct their proxy on what they wished to vote for/against.
   This year we wish to move a step further and enable shareholders to cast their own votes via postal / email voting.
   By implementing postal voting shareholders will be able to fill in their own voting forms and post / email them to the Incorporation Office prior to the Annual General Meeting. This will remove their need to rely on a proxy to cast their vote.
   Proxy votes will still be available to those who wish to use this process.

Chairperson's Report

1 April 2023 – 31 March 2024

Ko Jan Cushing tōku ignoa
Ko Ngai tahu tōku iwi
Ko Ngai Te Ruahikihiki Ngai Tuahuriri tōku hapu
Ko Moeraki tōku marae
Tena koutou katoa

The Current Committee of Management is:

Janice Cushing (Chairperson)	Susan McKenna
Dene Cole	Miles Dunnett
Terry Nicholas	Tim Dyer
Kurt Scoringe	

Last year at our Annual General Meeting we welcomed three new members to our Committee of Management; Terry Nicholas, Tim Dyer and Kurt Scoringe. Our three new members have spent the last year learning about the Incorporation, and there is a lot to learn. I have been the Chairperson since November 2022 and am in phone contact with one or more Committee members on most days.

I thank the Committee and Maria Elstone our Secretary for their ongoing mahi. They are a very responsive Committee who are accustomed to receiving my many emails and information in regard to all that is happening within our Incorporation. They are fully informed and look forward to meeting with you at our upcoming AGM.
All decision making comes from the Committee after sharing all information and holding full and open discussion.

The Committee also thanks Alan McLeod (Lodge Manager) for his work at the Lodge. Alan is a wonderful host and we receive positive feedback from guests who have had a great experience at the Lodge.

Committee Meetings

Committee meetings are scheduled at one per month. Since October 2023 (10 month period following the last AGM) the Committee have held: 10 monthly Committee meetings;
12 additional Special Committee; and
6 sub-Committee or other meetings.

The attendance rate for the proper Committee meetings is:
50% full attendance of 7 members
40% attendance of 6 members
10% attendance of 5 members.

The whole Committee is the "Finance Committee" rather than being a sub-committee. The Committee have attended several zoom meetings with both Craigs Investments and Forsyth Barr for the purposes of education, information sharing and decision making. Financial decisions are made by the whole Committee.

Management of Incorporation Affairs

The Committee are currently meeting with Ashton Wheelans, Business Advisors & Accountants in order to place the management of the Share Register and some administration tasks with them. Ashton Wheelans currently provide services to a number of Maori Incorporations, so are experienced with the legislative requirements that we must adhere to.

The reason we are progressing this move is to future-proof the management of Waitutu affairs in order to cover the extreme risk of having people elected to the Committee who do not possess the required skills to make informed decisions on the running of such an important Incorporation. This will also eliminate the need for handover of operational information, processes and procedures that require a significant amount of time for new Committee members to learn.

This has been a goal of mine since being elected to the Committee in 2016 and more so since becoming the Chairperson in November 2022. Now we have a progressive Committee we can proceed with this implementation.

Achievements During the Year

Deloitte Governance Training

The Committee have undertaken Governance Training this year.

- The Governance Training Programme has been funded by Te Puni Kokiri (Ministry of Maori Development) to the amount of $98,000; with the Incorporation contributing $2,000 to bring the total cost to $100,000. We feel fortunate to have been able to secure this funding via Te Puni Kokiri.
- The Training Programme was delivered by "Deloitte" with the first wananga being held in November 2023. John McCrae, partner in Deloitte, will be speaking at our upcoming AGM. We look forward to his report.

The Committee thanks Sue McKenna for the hours of work she has contributed to this initiative to organize and, in conjunction with myself, document and implement the outcomes of the project. The outputs of this programme of work will be posted on our website when completed. We have, via the programme, produced a strategic plan, a range of policies and a final output document.

Maori Land Court Application

There have been three Judicial Hearings for this application. At the latest hearing the judge has instructed the applicants to submit a more defined application as the scope of their current application is too general.
We await further direction from Judge Reeves.

Resignation of Secretary
Our secretary Linda Te Nahu resigned late 2023. Linda let us know that she had enjoyed working for the Incorporation but due to other family and trust commitments she was unable to commit the time required as secretary of the Incorporation.
We were sorry to lose Linda who had been such a support to myself and the Committee of four in running the Incorporation through the 2023 AGM. We wish her well with her future endeavours.

Appointment of New Secretary
Maria Elstone was appointed as secretary following Linda's resignation and is proving to be an asset to the Committee.

Share Register
The share register is now published on the website for all shareholders to access
The share register is now published on our website (www.waitutu.co.nz) and can be accessed with the password of "KiaOra2024". The Share Register is published as two separate files:
1. Known Owners/Shareholders
2. Unknown Owners/Shareholders.

You are able to have a look at the Unknown list and possibly identify and contact those who may be known to you.

Zoom and Communication with our Owners/Shareholders
This year our AGM is to be streamed via Zoom. This makes it possible for our Owners/Shareholders to log into Zoom on their computer/device to watch and listen to the AGM. The link for the Zoom meeting will be sent out with the Financial Report shortly.
The Committee will be continuing to communicate with Owners/Shareholders via panui (newsletters).

Financial Accounts
The Financial Accounts are sitting with our accountants. We will forward them to you prior to the AGM as soon as they are finalized.

Waitutu Land Management in Partnership with DoC
The Department of Conservation manages our land as per our Deed of Settlement.
DoC carried out a predator control bait drop in June 2024 in order to control predators in the Waitutu Forest. This is a major task for DoC and involves the coordination of many people, transport, helicopters, GPS tracking and monitoring of all bait dropped, trucks and vehicles for transporting the prepared bait, communications to the public, communication and permission from any land owners, and updates to all stakeholders. The proposed dates always change due to weather conditions being unsuitable for helicopters to fly, resulting in a roll-on effect of date changes. To list but a part of the whole operation.
We are fortunate that this is funded by DoC as the Incorporation could not afford to carry out operations like this ourselves.

DoC's overall helicopter bait drops in this area covered 32,000 hectares (80,000 acres).

Over 4,000 hectares of forest (including our 2,171 hectares) are under constant stoat trapping – again no cost to our Incorporation.

Manaaki Whenua (Landcare Research)
Scientists from Manaaki Whenua are conducting a three year Carbon Monitoring Project in our Waitutu Forest. It involves the use and development of new technology to measure carbon storage using remote censoring without going into the forest. This technique uses satellite imagery called LiDAR. LiDAR uses laser technology.
The scientists first lay markers in a 1 hectare area of forest; then a helicopter gathers data in flight. Data gathered from the ground and the air is stitched together creating digital images of the forest structure. It creates a high definition 3D image of all the trees in the block, without being in the block to create the high definition 3D image. After the imagery is created, scientists return to the block and manually map and measure every tree; then a comparison is carried out to ensure the aerial data has mapped every tree.
In this way the trees in the block can be measured and the amount of carbon they store is calculated

Prior to this technology trees were measured by people in the forest with tape measures by selecting a sample block some 20 x 20m.

The Lodge
The Lodge occupancy for the 2022-23 year was 7%. This year the occupancy rate is 13.8% and we forecast this to increase in the next five years as the Great Walk status is given to the forest track in the Humpridge area. This is focus area for the Committee and we look forward to seeing more visitors in the future. Lodge information is addressed in the lodge report.

Do not forget to bring your minutes from the 2022-23 AGM for your reference.

The Committee looks forward to seeing you at the AGM in person, or via Zoom.

If you are receiving this notice by post: PLEASE advise us of your email address so we can keep in touch with you and ensure you easily receive all communications from us. You can send your email address to **admin@waitutu.co.nz**

Janice Cushing
Chairperson

LODGE REPORT 2024

It has been an exciting year at the lodge with increased bed nights, good progress made on the south coast track for easier access for our owners and the tramping fraternity.

Alan, our lodge manager, has had a gas Califont put in his cottage so he now has hot water without having to light a fire as the hot water cylinder was attached to a wet-back and this will save on firewood as well.

As this is going to print, we are organising to have the front porch of Alan's cottage reclad in clearlite as well as new doors and windows with fly screens installed. This will then look like the lodge and look fantastic. We will put a new windbreak around the garden area as to accomplish the recladding, the old green house has been dismantled.

A septic tank upgrade is also required. We have a consultant going into the lodge to look at what is required for this upgrade as with increased occupancy we need the sewerage system to be able to keep up.

The recladding work and septic tank upgrade are just a number of maintenance projects that the committee is undertaking as maintenance has never really been conducted in a consistent fashion. Now that Alan and I have a strong functional working relationship he is able to recommend to me what is needed and I, as his line manager report back to the committee and then we decide, as a committee, which jobs need to be prioritised and look at getting tradesmen into the lodge to quote on these jobs.

A predator bait drop occurred in late June. No deer sign or deer have been sighted on the beach front since, but they are not the main target for the bait drop; that would be possums, rats, mice and mustelids (stoats). Alan's dog Jess is having a holiday with my wife and myself on the farm until it is safe for her to go back into the lodge.

With the ongoing challenge of finding dry firewood to keep the boiler burning for guests to have hot water, and radiators going to keep them warm, we are investigating the possibility of having hydro power coming from the stream that runs behind the lodge manager's cottage. If this were to happen, then instead of radiators we could run heat pumps to heat the lodge and put in hot water cylinders or gas califonts to heat the hot water.

With the lodge becoming increasingly busy and with more guests wanting to buy linen packages we need to be able to run the washing machine and dryer at the same time.

The present solar system works hard to keep up with demand especially in winter without the sunlight hours needed to charge the solar batteries so the diesel-powered generator is having to be used more and this is also starting to need more work done on it as it is aging.
If the hydro system went ahead, we would save on diesel as well as transport costs of getting the diesel into the lodge. It also a lot more environmentally friendly.

Nga Mihi
Miles
Thanks Alan for your input

MARKETING REPORT 2024

Over the past few months, I've learnt that marketing isn't just about advertising and promoting our product, but more about creating a relationship with customers/guests and delivering value to them. From here, word of mouth comes into play.

With the Lodge very visible both nationally and internationally through our social media exposure, we're finding our guests are hugely impressed with the fact that their Waitutu experience "looks just like the pictures" and what they read on social media about Waitutu – is what they get – good southern hospitality, impressive podocarp forest and a Lodge that provides the unique accommodation experience we all love to have.

And so our Brochures, which are placed in various outlets throughout the south island, are literally "going out the door". Roffy, one of our Jet Boat drivers, distributes our Brochures throughout the Otautau catchment and has needed to replenish stocks on a regular basis. While flying on an Air NZ flight recently, I browsed through the Inflight magazine "Kia Ora" which triggered me into writing to the Editor, Virginia Larson suggesting she may like to run a feature on the Lodge. Here was her response:
"I'm hoping to get someone back to Southland later in the year for the Humpridge Track's elevation to our Great Walks. Maybe we could add a trip to Waitutu Forest Lodge and the forest".
Needless to say, I'll certainly be following up on that.

UPDATE ON RANGATAHI PROGRAMME

Applications for the rangatahi programme, to be held in October, have reached a pleasing number with a wonderful group of rangatahi having applied. We will continue to receive applications until end of August. The finer aspects of the programme are being finalised to ensure we are on track to offer our rangatahi a wonderful experience.

Ngā mihi
Sue McKenna

Kaka Feeding Stations

Two years ago, I donated five Kaka feeding stations to Waitutu Lodge which were made by Menzshed in Invercargill. Last week, Alan McLeod our Lodge Manager, secured the feeding stations in various locations close to the Lodge so the behaviour of the birds using the stations could be observed.
Alan has reported the Kaka call was recently heard as they announced their arrival into the Forest.
Ngā mihi
Sue McKenna