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## Memo

5 April 2018

**To:** Office of Treaty Settlements and Marutūāhu Collective

**From:** Charlotte von Dadelszen / Tony Wilkinson, Partners, Buddle Findlay

### **Advice to the Marutūāhu Collective**

On Friday, 23 March 2018 we met with the Marutūāhu Collective on instruction from the Office of Treaty Settlements (**OTS**) to discuss the following two matters with the Marutūāhu Collective:

1. the Marutūāhu Collective's commercial redress package (ie what it is and how it works); and
2. the structure and governance arrangements for the governance entity approved to receive that redress, being the Marutūāhu Rōpū Limited Partnership (the **Limited Partnership**).

This report summarises the main items covered in our discussion with the Marutūāhu Collective.

### **Overview of commercial redress to be provided to the Marutūāhu Collective**

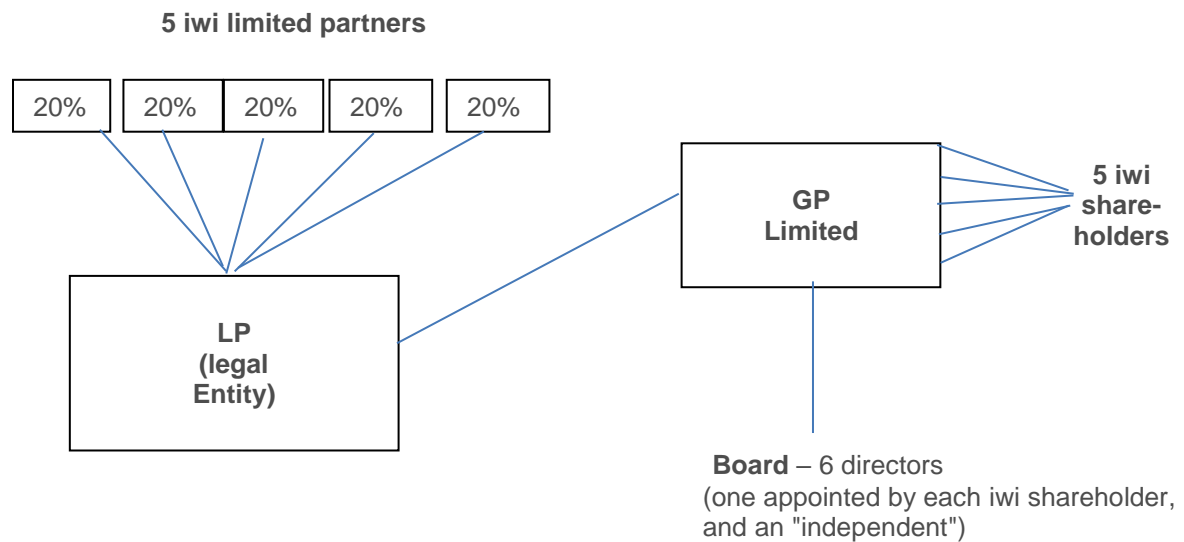
We stepped through the different redress items using the **attached** redress table as a guide. The redline changes to that table that are indicated, reflect the discussions that took place during that overview and the request from the Marutūāhu Collective that the table be updated accordingly.

### **Governance and structure of the Marutūāhu Rōpū Limited Partnership**

We then set out the structure of the limited partnership arrangement established to receive the commercial redress, being:

- a separate legal entity
- comprising:
  - five limited partners with equal economic interests (20% each)
  - one general partner who acts as the decision maker, essentially carrying all the liability but with no economic interest.

It is represented as follows:



The limited partners' roles are limited, and extend to:

1. amending the structure of the limited partnership;
2. amending the limited partnership's purpose; and
3. bringing the limited partnership to an end.

All operational and day to day functions are decided by the general partner, with its Board making all decisions involving \$10,000 up to what would qualify as a "major transaction". The Board is comprised of six directors (one appointed by each iwi limited partner and one independent director) generally making decisions on a 75% majority basis. Decisions which constitute a "major transaction" (broadly being a decision affecting 50% of the limited partnership's assets) require the approval of the directors (on a 75% majority basis) as well as approval of the general partner's shareholders (who must reach a unanimous decision).

There was discussion about the operation of the limited partnership where it will be acting as a postbox for certain redress properties, especially where there is not unanimous agreement on how to proceed.

The Crown has been provided the negotiations-related queries made for response.

We note that with the delivery of this report our brief has concluded.