

Schedule 1
Election process for Board members

1. The Board members shall be elected in accordance with the rules and procedures set out in this Schedule 1.
2. Otherwise than as set out in clauses 7 and 8 Board members shall hold office for a term of 3 years.
3. To be elected, a Board member must as at the closing date for nominations, be recorded in the Ngati Kuri Register as an Adult Registered Member of Ngati Kuri.
4. A Board member shall not hold the position of Chief Executive nor shall a Board member be employed as an employee of the Board. However, a Board member may hold office as a director or trustee within the Ngati Kuri Group subject to clause 8.3 of Appendix B.
5. There shall be 11 Board members, elected by Adult Members of Ngati Kuri as follows:
 - (a) three persons elected by the Adult Members of Ngati Kuri residing within the Ngati Kuri Rohe Electorate; and
 - (b) three persons elected by the Adult Members of Ngati Kuri residing within the Muriwhenua Electorate; and
 - (c) five persons elected by the Adult Members of Ngati Kuri residing within the General Electorate.
6. Each Adult Member of Ngati Kuri may vote once for the election of a nominee standing in the Electorate under which the Adult Member is registered as residing. For the purposes of this Deed an Adult Member of Ngati Kuri resides within the Ngati Kuri Rohe or the Muriwhenua region when he or she has his or her main place of residence within that Rohe or region.
7. At the annual general meeting held in 2011 following the coming into force of these Rules the term in office of four Board members will cease and the following shall apply:
 - (a) Those four Board members, which shall exclude the three members elected at the annual general meeting held in 2010, shall comprise one from each of the Ngati Kuri Rohe Electorate and the Muriwhenua Electorate and two from the General Electorate and be chosen by unanimous agreement between the members of the relevant Electorate or failing agreement by lot between the members of the relevant Electorate;
 - (b) Each Board member elected at that general meeting to one of those three

Electorates will have a term of three years.

8. At the annual general meeting held in 2012 following the coming into force of these Rules the term in office of four Board members will cease and the following shall apply:
 - (a) Those four Board members, which shall exclude both the three members elected at the annual general meeting held in 2010 and the members elected in 2011 under clause 7 of this Schedule 1, shall comprise one from each of the Ngati Kuri Rohe Electorate and the Muriwhenua Electorate and two from the General Electorate and be chosen by unanimous agreement between the members of the relevant Electorate or failing agreement by lot between the members of the relevant Electorate;
 - (b) Each Board member elected at that general meeting to one of those four Electorates will have a term of three years.
9. Clauses 7(a) and 8(a) of this Schedule 1 shall no longer apply following the annual general meeting of 2011 referred to in clause 7 and the annual general meeting of 2012 referred to in clause 8 respectively except to the extent necessary to ensure a rotation policy of Board members continues to apply.
10. A retiring Board member who wishes to stand for re-election shall be subject to the same requirement for nomination as any other candidate.
11. The office of the Board member shall become vacant if that Board member:
 - (a) shall resign office; or
 - (b) shall become of unsound mind; or
 - (c) shall be absent from New Zealand for a period of twelve months without obtaining leave of absence from the other Board members; or
 - (d) shall die; or
 - (e) fails to attend (and give reasonable explanation for not attending) three (3) consecutive Board meetings; or
 - (f) is deemed by a three/quarters majority vote of the Board to have failed to fulfil the duties of trusteeship.
 - (g) is convicted of a criminal offence of dishonesty or punishable by a term of more than 5 years imprisonment.
 - (h) is charged with a criminal offence of dishonesty or punishable by a term of imprisonment of more than 5 years but is discharged without conviction.
 - (i) is engaged in inappropriate and/or immoral and/or illegal behaviour such that he or she may bring the Board or the office of trusteeship into disrepute.

- (j) has signed a Nomination Form for their election as a Board member which contains false or materially misleading information.
 - (k) is or becomes ineligible to be an officer of a charity under section 16(2) of the Charities Act 2005.
12. Casual vacancies in membership of the Board pending a General Meeting which reduce the number of Board Members to less than the quorum shall be filled by the remaining Board members appointing as soon as practicable the next highest polling candidate who stood for election as a Board member in the last election held in accordance with this Deed in the relevant Electorate to which the vacancy relates. The remaining Board members may make appointments in accordance with this clause for any number of vacancies provided that there is a quorum of Board members on completion of such appointments. Any Board members appointed by the Board under this clause must resign at the Annual General Meeting following the date of their appointment and face election on the same basis as any other candidate and will require nomination. Appointed Board members resigning under this clause will be in addition to any Board members resigning under clauses 7 and 8. If the remaining Board members decline to make such appointments a special general meeting must be called for the purpose of filling the vacancies.
13. The elections for Board members in any given year must, except in the case of elections to fill casual vacancies under clause 12, be concluded by the time of the annual general meeting of the Board in that year.
14. The Board shall give notice calling for nominations for those Board member positions for which elections are required at least 3 months before the annual general meeting of the Board for that year, and in any event in sufficient time for the election to be concluded in accordance with clause 13 of this Schedule. Such notice shall specify the method of making nominations, and the latest date by which nominations must be made and lodged with the Chief Returning Officer.
15. All nominations must be lodged with the Chief Returning Officer no later than 20 Business Days following the date upon which the notice calling for nominations is first given.
16. All notices calling for nominations given under this Schedule shall be given in the following manner:
- (a) By newspaper advertisement published on at least 2 separate days and inserted prominently in any major metropolitan newspapers and/or any provincial newspaper circulating in regions where the Board considers that a significant number of Adult Members of Ngati Kuri reside; and
 - (b) By such other means as the Board may determine.
17. Any notice given under clause 14 of this Schedule shall also invite applications from qualified persons for inclusion of their names in the Ngati Kuri Register.

18. The nomination of a candidate for election as a Board member shall be on the Nomination Form signed by not less than three (3) Adult Registered Members of Ngati Kuri shown on the Ngati Kuri Register as being entitled to vote in respect of the election of that candidate. Any Adult Registered Member of Ngati Kuri is eligible to be nominated as long as that person:
 - (a) is 18 years of age or over; and
 - (b) is not a bankrupt; and
 - (c) has not been convicted of a criminal offence of dishonesty or punishable with a term of imprisonment more than 5 years within the preceding 6 years; and
 - (d) has not been charged with a criminal offence of dishonesty or punishable by a term of imprisonment of more than 5 years and discharged without conviction within the preceding 6 years; and
 - (e) is otherwise eligible to be an officer of a charity under section 16(2) of the Charities Act 2005.

19. The consent of each candidate to his nomination shall be endorsed on the Nomination Form, provided that a candidate may at any time, by notice to the Board, withdraw his or her nomination and shall state the following:
 - (a) The date of the nomination; and
 - (b) The Electorate which the nominated person wants to represent as a Board member; and
 - (c) The full name and full current address of the nominated person; and
 - (d) The full names and full current addresses of the 3 or more nominating persons; and
 - (e) Any other information required from the nominated person on the Nomination Form including a personal profile and confirmation that the nominated person is not precluded from being elected as a member of the Board by clause 18.

20. In the event that the total number of nominations of Board members for an Electorate is equal to the total number of vacancies for that Electorate, no election shall be necessary in respect of that Electorate and the person or persons nominated for that Electorate shall be deemed to have been duly elected.

21. After the closing date for nominations, the Board shall, where an election is required fix a closing date for the election (being the last day upon which a vote may be validly cast in the election).

22. The Board shall give not less than 20 Business Days' notice of the closing date for the elections and details of the method by which votes may be cast.
23. Notice of the election shall be given by:
 - (a) posting notice to every Adult Registered Member and also to any Adult Member of Ngati Kuri who has made a written request for a notice in accordance with clause 22 of Schedule 3;
 - (b) inserting a prominent advertisement on at least 2 separate days in appropriate major metropolitan newspapers and in any provincial newspapers circulating in regions where the Board considers that a significant number of Members of Ngati Kuri reside; and
 - (c) advertising on a radio station or radio stations broadcasting in the district or districts where the Board considers that a significant number of Members of Ngati Kuri reside.
24. Every notice given in accordance with clause 23 (a) and (b) of this Schedule shall contain:
 - (a) a list of the candidates for election as Board members and for which Electorate they are standing; and
 - (b) the method by which votes may be cast.
25. Each notice given in accordance with clause 23 (a) of this Schedule shall also contain:
 - (a) a voting form;
 - (b) details of the procedure to be followed in making a vote by post, including the date by which the voting form must be received by the Chief Returning Officer.
26. Each notice given in accordance with clause 23 (a) and (b) of this Schedule shall also give details about how voting forms may be obtained and where any relevant explanatory documents may be viewed or obtained.
27. Voting at all elections shall be by way of secret ballot. Voting forms must be delivered to the Chief Returning Officer by post and/or by such other method of electronic voting facility as has been established and approved by the Board.
28. Each Adult Member of Ngati Kuri is eligible to vote in an election, provided that:
 - (a) each such Adult Member of Ngati Kuri will only be eligible to cast one vote in an election and only in the Electorate to which he or she is registered (because of their place of domicile); and

- (b) each such Adult Member of Ngati Kuri is either an Adult Registered Member of Ngati Kuri or has completed and sent with their voting form an application form for registration as an Adult Registered Member of Ngati Kuri.
- 29. Where an Adult Member of Ngati Kuri is not also an Adult Registered Member of Ngati Kuri, and has voted in accordance with clause 28(b) of this Schedule:
 - (a) such vote is provisional until such time as the application form for registration as an Adult Registered Member of Ngati Kuri is approved by the Membership Validation Committee as set out in Schedule 3; and
 - (b) where the application form for registration as an Adult Registered Member of Ngati Kuri is declined in accordance with the Schedule 3, the said vote will be invalidated.
- 30. Each voting form must contain information that is sufficient to identify the elector and the voting documents issued to that elector.
- 31. Votes must be made no later than the closing date for the election of the Board members to which the postal vote relates. Votes otherwise validly cast are valid and able to be counted if they are received by the Chief Returning Officer no later than 3 days after the closing date for the election, but only if the envelope containing the voting form is date stamped on or before the closing date for the election.
- 32. For the purposes of elections the Board shall appoint as required a Chief Returning Officer who shall not be a Board member or employee of the Board, and who shall be a person of standing within the community. The Chief Returning Officer shall be responsible for co-ordinating Board member elections and may appoint such other persons as he or she considers necessary to assist with that task provided that such persons shall also not be Board members or employees of the Board.
- 33. All voting forms must be addressed to the Chief Returning Officer.
- 34. The Chief Returning Officer shall ensure that appropriate measures are in place to ensure that only one vote is cast by each Adult Registered Member of Ngati Kuri and each Adult Member of Ngati Kuri who is eligible to vote, and votes, in the relevant election.
- 35. A record shall be kept by the Chief Returning Officer of all votes received, including separate records of votes received from Adult Registered Members of Ngati Kuri and votes received from Adult Members of Ngati Kuri.
- 36. Upon the expiry of the date for the receipt of postal votes, the Chief Returning Officer shall:
 - (a) provide all votes cast in accordance with clause 28(b) of this Schedule to the Membership Validation Committee; and
 - (b) receive all approved votes from the Membership Validation Committee in accordance with clause 29(a) of this Schedule; and

- (c) record and count all votes validly cast.
37. Once all votes have been counted and the result of the election determined by the Chief Returning Officer, the Chief Returning Officer shall certify the result of the election and communicate the result of the election to the Board within ten business days after the expiry of the date for the receipt of postal votes. The Board shall thereafter advise the candidates of the result and give notice of the same at the annual general meeting of the Board.
 38. The Chief Returning Officer shall, as soon as practicable after he or she has certified the result of the election, place all voting forms and other voting records into a sealed packet. The Chief Returning Officer shall endorse upon the sealed packet a description of the contents of that packet together with the final date for voting in that election. The Chief Returning Officer shall then sign the endorsement and forward the sealed packet to the Board.
 39. The sealed packets received from the Chief Returning Officer shall be safely kept unopened by the Board for a period of 1 year from the closing date for making votes in the election to which the packet relates. At the expiry of that 1 year period the packets shall be destroyed unopened.
 40. Any candidate may, within 10 Business Days after the certification of the election result and the giving of notice by the Board in respect of that election, seek a review of that election.
 41. If required for the purposes of carrying out reviews in respect of any election the Board shall ensure that an Electoral Review Officer is appointed. The Electoral Review Officer shall be the person nominated from time to time by the President of the Auckland Branch of the New Zealand Law Society or his or her nominee.
 42. All reviews shall be carried out by the Electoral Review Officer from time to time.
 43. All applications for a review shall be submitted to the Board and:
 - (a) shall be in writing;
 - (b) shall set out the grounds for the review, which grounds shall be set out with sufficient particularity to enable the Electoral Review Officer to ascertain precisely the basis upon which the review is being sought; and
 - (c) shall be accompanied by any evidence that the applicant for review has to substantiate the grounds given in the application.
 44. The application for review and any accompanying evidence shall also be served upon all other candidates in the election to which the review relates, either at the same time, or as close thereto as is possible, as the review application is lodged with the Board.

45. Upon making an application for review the applicant shall also lodge with the Board the sum of \$2,000 in lieu of the costs of undertaking the review. That sum shall be held by the Board pending the outcome of the review application. If the application is successful the \$2,000 shall be refunded to the applicant, otherwise it shall be used to off-set the costs of the review.
46. Upon the receipt of an application for review the Board shall notify the Electoral Review Officer and provide to him or her:
 - (a) a copy of the application and any accompanying evidence; and
 - (b) the sealed packet of voting forms and other voting documents received from the Chief Returning Officer for that election.
47. Subject to compliance by the Electoral Review Officer with the rules of natural justice the Electoral Review Officer shall have the power to inquire into and decide upon any matter relating to a review in such manner as he or she thinks fit and may in particular seek such further evidence or reports as he or she deems necessary including any reports or evidence from the Chief Returning Officer for the relevant election.
48. In reaching his or her conclusion on any review the Electoral Review Officer shall be guided by the substantial merits of the application without regard to legal forms or technicalities, including any technical defect in complying with the requirements of this Deed, the intention being that no election shall be declared invalid by reason of such technical defect if the Electoral Review Officer is satisfied that the election was so conducted as to be substantially in compliance with the requirements of this Deed and that such defect did not materially affect the result of the election.
49. At the conclusion of the Electoral Review Officer's consideration of the review he or she shall determine whether the successful candidate, or any other candidate, was duly elected, or whether the election was void and should be conducted again, and shall forthwith certify his or her decision with reasons to the Board. The Board shall then give notice of the result of the review and advise the candidates of the outcome.
50. All decisions of the Electoral Review Officer shall be final and there shall be no other rights of review or appeal granted by the Board, except that if the Board is also the Mandated Iwi Organisation for Ngati Kuri, then the provisions of Part V of the Māori Fisheries Act 2004 shall apply.
51. Upon the notification of every appointment, retirement, re-appointment or termination of office of any Board member the Board will ensure that an entry is made in the minute book of the Board to that effect.

Schedule 2
Special Resolutions

1. A Special Resolution to:

- (a) amend this Deed in accordance with clause 13.2 of Appendix B;
- (b) sell or transfer Settlement Quota or Income Shares in accordance with clause 8.6 of Appendix B;
- (c) request Te Ohu Kai Moana Trustee Limited treat quota as Settlement Quota or a request for rationalisation of Settlement Quota in accordance with clause 8.6 of Appendix B;
- (d) wind up the Ngati Kuri Trust in accordance with clause 15 of Appendix B;

shall only be passed if it receives 75% or more of the total votes validly cast by Adult Members of Ngati Kuri in favour of the Special Resolution in accordance with this Schedule.

2. Voting on a Special Resolution shall occur either by placing voting forms into a ballot box in person at the special general meeting held for the purpose of considering the Special Resolution, or by returning the voting form by post and/or by such other method of electronic voting facility as has been established and approved by the Board, at the option of the voter.

3. Each Adult Member of Ngati Kuri is eligible to vote, provided that:

- (i) each such Adult Member of Ngati Kuri will only be eligible to cast one vote;
- (ii) each such Adult Member of Ngati Kuri who is not an Adult Registered Member of Ngati Kuri must submit an application form for registration as an Adult Registered Member of Ngati Kuri, at the same time that they complete their voting form;
- (iii) such vote is provisional until such time as the application form for registration as an Adult Registered Member of Ngati Kuri is approved by the Membership Validation Committee as set out in Schedule 3; and
- (iv) where the application form for registration as an Adult Registered Member of Ngati Kuri is declined in accordance with Schedule 3, the vote will be invalidated.

4. A special general meeting of the Board must be called for the purposes of considering one or more Special Resolutions. No business other than the business notified in the notice of the special general meeting may be transacted at such special general meeting.

5. Public Notice of the special general meeting referred to in clause 4 must meet the requirements of clauses 4.1 (a) to (d) of Appendix "B".
6. Private Notice of a special meeting called for the purposes of considering a Special Resolution will be provided in writing and posted to all Adult Registered Members of Ngati Kuri at the last address shown for each such Adult Registered Member of the Ngati Kuri Trust on the Ngati Kuri Register and to any Adult Member of Ngati Kuri who has made a written request for a notice in accordance with clause 22 of Schedule 3 and shall contain:
 - (a) the date, time and place of the special general meeting called for the purposes of announcing the result of the vote on a Special Resolution;
 - (b) details of the proposed Special Resolution;
 - (c) details of the reasons for the proposed Special Resolution and the effect that the Special Resolution will have;
 - (d) details of the procedure to be followed in making a postal vote, including the date postal voting closes;
 - (e) a statement that postal votes may either be delivered to the Chief Returning Officer at the special general meeting, or posted; and
 - (f) a voting form.
7. Each voting form must contain sufficient information to identify the voter and the voting documents issued to that voter.
8. Votes must be cast no later than the closing date for voting. Votes otherwise validly cast are valid and able to be counted if they are received by the Chief Returning Officer no later than 3 days after the closing date, but only if the envelope containing the voting form is date stamped on or before the date for voting closes.
9. Voting forms may be delivered to the Chief Returning Officer at the special general meeting, rather than being posted.
10. For the purposes of the Special Resolution, the Board shall appoint a Chief Returning Officer who shall not be a Board member or employee of the Board, and who shall be a person of standing within the community.
11. Voting forms must be addressed to the Chief Returning Officer.
12. The Chief Returning Officer must be present at the special general meeting. The Chief Returning Officer will be available to collect any completed voting forms at the special general meeting. The Chief Returning Officer shall also ensure that additional voting forms are available at the special general meeting.
13. The Chief Returning Officer must ensure that appropriate measures are in place to ensure that only one vote is cast by each Adult Registered Member of Ngati Kuri

and/or each Adult Member of Ngati Kuri as the case may be who votes on the special resolution.

14. A record shall be kept by the Chief Returning Officer of all votes received.
15. Upon the expiry of the date for the receipt of votes, the Chief Returning Officer shall record and count all votes validly cast, provided that a vote by an Adult Member of Ngati Kuri shall not be counted or valid until clause 14 of Schedule 3 is complied with.
16. Once all votes have been counted and the result of the Special Resolution determined by the Chief Returning Officer, the Chief Returning Officer shall certify the result of the Special Resolution and communicate the result to the Board.

Schedule 3
Register of Members of Ngati Kuri

1. The Board shall administer and maintain the Ngati Kuri Register which is a register of the Members of the Ngati Kuri Trust.
2. The Ngati Kuri Register shall be confirmed and maintained in accordance with the rules and procedures set out in this Schedule 3.
3. The Ngati Kuri Register shall record in it the full names, dates of birth, place of domicile and postal addresses of the Members of the Ngati Kuri Trust.
4. The place of domicile of a Member of Ngati Kuri will determine which Electorate they fall within for the purposes of electing Board members in Schedule 1. The Board shall determine this within their absolute discretion though clause 17 of Appendix B will apply to this decision.
5. The Board will allocate a beneficiary identification number to each Adult Registered Member of the Ngati Kuri Trust. The Board will immediately after allocation, notify the relevant Adult Registered Member of Ngati Kuri of his or her beneficiary identification number.
6. Subject to the Privacy Act 1993 Members of the Ngati Kuri Trust shall have access to their own personal information which is recorded on the Ngati Kuri Register. However, Members of the Ngati Kuri Trust may only view the names of other Members of the Ngati Kuri Trust on the Ngati Kuri Register, and not the personal information of the other Members of the Ngati Kuri Trust contained within the Ngati Kuri Register.
7. All applications for registration as a Member of the Ngati Kuri Trust must be made in writing to the Board on an approved Ngati Kuri Register application form which contains:
 - (a) the full name, date of birth, place of domicile and postal address of the applicant;
 - (b) proof of identity;
 - (c) the name of the primary ancestor to which the applicant claims affiliation;
 - (d) such evidence as the Board may from time to time require as to that applicant's status as a Member of Ngati Kuri and the tupuna to which the applicant claims to affiliate in terms of paragraph (c) of this rule, including details of the whakapapa connection of the applicant to Ngati Kuri and to the relevant tupuna.
8. An application for registration as a Member of the Ngati Kuri Trust may be made by:
 - (a) Adult Members of Ngati Kuri on their own behalf or by their legal guardian;

- (b) Members of Ngati Kuri who are under the age of 18 years:
 - (i) by a person on their behalf who is their parent or legal guardian on their behalf; or
 - (ii) by a Member of Ngati Kuri who is over the age of 18 years and who in the opinion of the Membership Validation Committee stands in the stead of a parent or guardian of that person.

9. All Members of Ngati Kuri who apply to register and are registered on the Ngati Kuri Register are, by their application and registration, deemed to agree to the terms of this Deed, including the disputes procedure set out in clause 17 of Appendix B.
10. The Board shall establish a Membership Validation Committee to make decisions on all applications made pursuant to clause 7 of this Schedule by any person for the recording in the Ngati Kuri Register of that person's membership of Ngati Kuri.
11. The Membership Validation Committee shall comprise 3 Adult Members of Ngati Kuri, appointed by the Board from time to time, with the expertise and knowledge of Ngati Kuri whakapapa necessary to make determinations regarding membership applications. Board members with the required expertise and knowledge of Ngati Kuri whakapapa may be appointed to the Membership Validation Committee.
12. All applications for membership pursuant to clause 7 of this Schedule together with any supporting evidence shall be forwarded by the Board to the Membership Validation Committee.
13. Upon receipt of an application for membership in accordance with clause 7 of this Schedule the Membership Validation Committee shall consider the application and shall make a decision as to whether the application should be accepted as to the applicant's status as a Member of Ngati Kuri.
14. In the event that the Membership Validation Committee decides that the application should be accepted then such decision shall be notified in writing to:
 - (a) the Chief Returning Officer, in the event of an election or vote on a Special Resolution, within 5 business days of receiving the application for membership; or
 - (b) the Board, which shall in turn notify the applicant and enter the applicant's name and other relevant details in the appropriate part of the Ngati Kuri Register.
15. In the event that the Membership Validation Committee decides to decline the application (as to the status of the applicant as a Member of Ngati Kuri) then such decision shall be conveyed in writing to the Board together with the reasons for the decision. The Board shall then notify the applicant in writing of the decision together with the reasons given for the decision.

16. Any applicant whose application has been declined may at any time seek to have his or her application reconsidered by the Membership Validation Committee provided that such application for reconsideration may only be made on the basis of new evidence (being evidence that was not submitted or considered as part of the initial or, if more than one, any previous application) as to the applicant's status as a Member of Ngati Kuri.
17. The Board shall take such steps and institute such policies as are necessary to ensure that the Ngati Kuri Register is maintained in a condition that is as up to date, accurate and complete as possible in recording the Members of Ngati Kuri, including taking steps to ensure that, upon the receipt of appropriate evidence, removing (or otherwise filing elsewhere) the names of any deceased Members of the Ngati Kuri Trust.
18. In maintaining the Ngati Kuri Register the Board shall include in the policies that it develops policies for assisting in the identification and registration of those Members of Ngati Kuri that are not for the time being on the Ngati Kuri Register. Such policies shall include policies as to the nature of the assistance that the Board will provide to those persons that believe that they are Members of Ngati Kuri but for whatever reason are not able to establish such membership.
19. Notwithstanding clauses 1, 2 & 3 of this Schedule it shall be the responsibility of each person who is a Member of the Ngati Kuri Trust (or in the case of those persons under 18 years, the parent or guardian of that person) to ensure that his or her name is included in the Ngati Kuri Register and that his or her full postal address and place of domicile for the time being is provided and updated.
20. In the absence of fraud registration of any person in the Ngati Kuri Register as a Member of the Ngati Kuri Trust shall be conclusive evidence of that person's status as a Member of Ngati Kuri.
21. The Board shall develop a policy to deal with the rights of whangai, including those who whakapapa from outside the iwi.
22. Any Adult Member of Ngati Kuri may at any time make a written request to receive a Private Notice for general meetings and postal ballot papers relating to:
 - (a) the election of Board members; or
 - (b) any amendment to this Deed or the constitutional documents of any Asset Holding Company; or
 - (c) the disposal of Income Shares or Settlement Quota; or
 - (d) the conversion of quota into Settlement Quota.