

**I TE KOOTI WHENUA MĀORI O AOTEAROA
I TE ROHE O TE TAIRĀWHITI**

*In the Māori Land Court of New Zealand
Tairāwhiti District*

AP-20240000001090

AP-20240000004281

WĀHANGA
Under

Section 67, 19, and 280, Te Ture Whenua Māori
Act 1993

MŌ TE TAKE
In the matter of

Proprietors of Mangatu Blocks Incorporation

I WAENGA I A
Between

MARISE LANT
Te Kaitono
Applicant

ME
And

COMMITTEE OF MANAGEMENT,
PROPRIETORS OF MANGATU BLOCKS
INCORPORATION
Ngā Kaiurupare
Respondents

Nohoanga: 2 May 2025, 132 Tairāwhiti MB 264-316
Hearing (Heard at Gisborne)

Whakataunga: 5 September 2025
Judgment date

TE WHAKATAUNGA Ā KAIWHAKAWĀ N R MILNER

Judgment of Judge N R Milner

Hei tīmatanga kōrero

Introduction

[1] Ms Marise Lant (the **Applicant**) has filed an application under s 280 of the Te Ture Whenua Māori Act 1993 (the Act) seeking an investigation into the affairs of Mangatu Blocks Incorporation (the **Incorporation**).

[2] A hearing was convened in Gisborne on 2 May 2025 to hear submissions from the parties on two issues:

- (a) Whether the threshold of 10% shareholder support required for an investigation under s 280 of the Act has been satisfied by the Applicant; and
- (b) If the 10% threshold has been satisfied, whether the Court ought to conduct an investigation into the Incorporation.

[3] In relation to the first issue, the Applicant says she has the support required to trigger the Court's jurisdiction to investigate per s 280(3) of the Act. The Incorporation opposes the application and says the Applicant has not satisfied the 10% threshold.

[4] In relation to the second issue, the Applicant argues that there are grounds to warrant an investigation into the Incorporation and the Incorporation opposes or rejects the Applicant's argument and says that there is no reasonable ground for the Court to appoint an examining officer under s 280.

Whakataunga

Decision

[5] The Applicant has not provided sufficient evidence that there is the required 10% shareholding support to trigger the Court's jurisdiction to undertake an investigation of the Incorporation under s 280.

Kōrero whānui

Background

[6] The Incorporation is a Māori Incorporation in accordance with, or as defined in, s. 4

of the Act. The Incorporation is the oldest Māori Incorporation in Aotearoa-New Zealand.¹ The Incorporation was formed by the Mangatu No. 1 Empowering Act 1893 to administer the Mangatu No. 1 Block, title for which had been determined in 1881.² There are 856,335 shares in the Incorporation held by 6,500 owners being a combination of individuals and whānau trusts.³

[7] Beginning in 2013 the Incorporation entered the North American lamb market, adopting or seeking to replicate the same “farm-to-plate” business model that Incorporation’s Integrated Foods Limited business in New Zealand relied upon. However, due to a range of factors this venture failed. The Incorporation in these proceedings state that the financial loss to the Incorporation or to the Mangatu Group was \$57.2m.⁴ The Applicant says the financial loss was \$86.7m.⁵

[8] These proceedings formally began as an application filed by the Applicant seeking an injunction, and other orders, against the Incorporation. The Court issued a minute and directions on 15 February 2024⁶ proposing that the Applicant may wish to consider seeking a special resolution at the Incorporation’s forthcoming AGM, scheduled for 17 February 2024, in order to trigger the Court’s jurisdiction to investigate the Incorporation under s 280.

Attempt to put special resolution(s) to AGM

[9] The Applicant asserts that she sought, and had previously sought, to have resolutions put to the AGM as “special resolutions” but that the Committee refused to put any resolutions to the shareholders at the AGM.⁷ The memorandum of counsel for the Applicant, dated 8 May 2024 records, at [4](b) [**emphasis added**]:

¹ Submissions for Respondents, dated 14 February 2025, at [5].

² Mangatu No. 1 Empowering Act 1893 (Private) (57 VICT 1893 No 4).

³ Submissions for Respondents, dated 14 February 2025, at [6]; Affidavit of David Battin, 10 July 2024, at [5]. Submissions of Applicant, dated 31 January 2025 at [5.4] record that there are 856,335.0000 shares in the Incorporation.

⁴ Submissions for Respondents, dated 14 February 2025, at [14]-[16]; Affidavit of David Battin, 10 July 2024, at [27]-[37].

⁵ Applicant’s Outline of Oral Argument, dated 2 May 2025, at [7](a) and fn 12.

⁶ 123 Tairāwhiti MB 210 (123 TRW 210).

⁷ Application, dated 29 May 2024 at [4].

Letters were sent to the Incorporation dated 20 November 2023 and 15 January 2024, **requesting special resolutions to be included on the agenda for the planned AGM in February 2024**, including that the affairs of the Incorporation be investigated.

[10] The letter dated 20 November 2023, from the Applicant to the Incorporation, and titled “Request to hold a meeting with the Committee of Management of Mangatu Blocks Incorporated” does not refer to “special resolutions”, or to resolutions at all, or to putting issues on the agenda for the AGM.⁸

[11] The letter dated 15 January 2024, from the Applicant to the Incorporation, titled: “Letter of Request dated 20th of November 2023 Mangatu Blocks Committee of Management”, sought to have the following resolutions put to the 17 February 2024 AGM:⁹

However, there are still significant concerns to be raised and actions to be taken. We would now like to request the Chairperson of the Mangatu Blocks Annual General Meeting, to be held on the 17th of February 2024. Please add me to the agenda before voting takes place. We ask the following three resolution to be added to the agenda.

The following Committee of Management Members are to temporarily stand down:

Alan PT Haronga Jnr – do not seek re-election.

Pehimana Brown

Tamaruinga Brown

Kingi W Smiler – do not seek re-election.

Jacob Haronga

Diana Cookes-Anderson

Michelle Hippolite

The Shareholders have no faith in the above committee to continue in the best interests to protect their property and assets.

Until an Urgent investigation unto the incorporation affairs under section 280/93 of the Te Ture Whenua Act 1993 is complete.

⁸ Letter date 20 November 2023, attached as “F” to affidavit of Marise Lant, 25 November 2024. Page 527 of Bundle of Documents.

⁹ Letter dated 15 January 2024, attached as “F” to affidavit of Marise Lant, 25 November 2024. Page 528-529 of Bundle of Documents.

That Shareholders at the meeting support an application be file with the serious fraud office by Marise Lant to investigate the Committee of Management.

Trustees have failed to invest prudently, Trustees have failed to act impartially, there is evidence to suggest that a number of Trustees had resigned their positions or had been asked to resign from positions in companies that went into receivership.

(3) There be no compensation of legal costs sort by Mangatu Blocks against Shareholders/beneficiaries requesting an investigation into the affairs of the incorporation.

(4) Mangatu Blocks Incorporated is to pay for any costs associated with conducting the investigation.

[12] This 15 January 2024 letter does not refer to or propose these resolutions to the AGM as “special resolutions.”

[13] The Incorporation says the Applicant only sought to put ordinary resolutions to the 17 February 2024 AGM, but not special resolutions.

[14] The Incorporation also says that, under clause 4(3) of the Maori Incorporation Constitution Regulations, special resolutions require 21 days’ notice, and that notice for the 17 February 2024 AGM had already been provided, on 19 January 2024. Essentially the Incorporation says therefore that the minute and directions of 15 February 2024, proposing or suggesting that the issue be put as a special resolution at the 17 February 2024 AGM, could not be achieved in the time available.

Application filed recording support for investigation

[15] On 29 May 2024 the Applicant filed an application for an investigation into the affairs of the Incorporation, under s 280 of the Act. The application was supported by a schedule recording those shareholders that the Applicant stated had given their support for the application, and their corresponding shares, which the Applicant says, amounted to 91,296.51 shares, or approximately 10.7% of the total shareholding in the Incorporation.¹⁰ In support of the application the Applicant has ultimately filed 326 forms or proxy forms, signed by individual shareholders and trustees of trusts (primarily but not exclusively whānau trusts) holding shares in the Incorporation. These forms vary in terms of their content.

¹⁰ Application for investigation into the affairs of an incorporation, dated 29 May 2024, at [7].

Te Ture
The Law

[16] Section 280 of the Act provides [**emphasis added**]:

280 Investigation of incorporation's affairs

(1) The court may appoint 1 or more persons (in this section referred to as examining officers) to investigate the affairs of a Maori incorporation and to report to the court in such manner as the court directs.

(2) The person or persons so appointed may (with the consent of the chief executive) be officers of the Ministry.

(3) The court's jurisdiction under subsection (1) may be exercised—

(a) on the application of shareholders together owning not less than one-tenth of the shares; or

(b) pursuant to a declaration by special resolution passed by a general meeting of shareholders that the affairs of the incorporation should be investigated.

(c)[Repealed]

[17] In *Manning v Waitutu Incorporation – Waitutu Incorporation* when considering the Court's jurisdiction and the threshold in s 280(3), Her Honour Judge Reeves observed:¹¹

[7] Prior to 2002, the Māori Land Court had a wider jurisdiction under s 280(3)(c) to initiate an investigation on its own motion. Amendments to the Act in 1993 and again in 2002, gave more power to incorporations to regulate their own affairs and restricted the Court's oversight. The Act now shows a clear intention that shareholders and not the Court exercise powers of intervention, at least in the first instance.

[8] The Act grants limited jurisdiction to the Court to consider applications for investigations into the affairs of incorporations. The threshold requirement in s. 280(3) is a strict necessity.

[18] Later in *Manning*, in relation to evidence of whānau trust support for an investigation under s 280, an issue relevant to the present application, Judge Reeves stated:

[25] The onus is on the Applicants to provide the evidence to establish that the s 280(3)(a) threshold has been met. An investigation can be a time-consuming and costly process for all parties. I must be satisfied that the evidence offered is sufficient to establish the support of the whānau trust shareholders. For the reasons given I am not satisfied there is sufficient evidence that the threshold in s 280(3)(a) has been reached.

¹¹ *Manning v Waitutu Incorporation – Waitutu Incorporation* (2023) 80 Te Waipounamu MB 101 (80 TWP 101).

[19] Finally, by way of preliminary comment, as was observed by Judge Reeves in Manning the Court has a wide discretion to receive any evidence the Court considers will assist in dealing with a matter before it.¹²

Kōrerorero

Discussion

[20] The Applicant says that the forms or proxy forms filed in support of the application constitute 104,158.72772 shares, or 12.16% of the Incorporation's total shareholding¹³ and exceed the 10% shareholding threshold in s 280(3) of the Act and, therefore, the Court has jurisdiction to appoint an examining officer (or officers) under s 280(1).

[21] The Incorporation argues that the forms or proxy forms filed in support of the application do not satisfy the requirement of support for an investigation, as prescribed in s. 280(3), for various reasons.

[22] There were a range of forms or proxy forms filed in support of the application. Counsel for the Applicant acknowledged that the forms developed or "varied slightly over time." Some of the later (in terms of time) forms or proxy forms signed, after the Applicant received legal advice, contain more explicit and direct wording, as discussed below.¹⁴ The forms fit into two categories: those signed prior to the Applicant receiving legal advice (**the Majority Forms**) and those provided after the Applicant received legal advice (**the Revised Forms**)

The Majority Forms

[23] It is agreed between the Applicant and the Incorporation that the origin of the large majority of these forms, is that these are forms prepared by the Incorporation for the appointment of proxy to attend, and vote at, a general meeting of shareholders, in accordance

¹² At [11] and [23]. See also s 69, the Act.

¹³ Applicant's Outline of Oral Argument, 2 May 2025, at [1]. Note: the shareholding in support claimed or asserted by the Applicant by the time of the 2 May 2025 hearing had increased from the level recorded in the application filed on 29 May 2024 and cited in [15].

¹⁴ At 132 Tairāwhiti MB 282:

Mr Orpin-Dowell: ...You will see Sir that after Ms Lant had secured some legal assistance that different forms of wording were used and some of those are in the bundle. There is a group of them that starts at 326 **which directly confirms the point that the people that are signing these forms support the investigation and support ensuring the application had been filed by Ms Lant**, and that the document would be provided to the Court for the purposes of establishing support.

with clause 17(2), and Form 1, Schedule 2, of the Maori Incorporation Constitution Regulations.¹⁵

[24] The majority of these forms, being 313 forms, recording 76,916.48772 shares (the **Majority Forms**):

- (a) are titled “Proxy Form for Mangatu Blocks Shareholders”;
- (b) at [1] record either:
 - (i) IN THE MATTER of an informal meeting of the shareholders of the Proprietors of Mangatu Blocks Incorporation to be held at the Emerald Hotel in Gisborne, on the 6th of April 2024 at 10am and any adjournment of the that meeting; or
 - (ii) IN THE MATTER of a requisition of a special general meeting of shareholders of the Proprietors of Mangatu Blocks Incorporation to be held in Gisborne at a time and place fixed by the Committee within 3 months after the receipt of the requisition or order.
- (c) at [2]-[3] record the name of the shareholder or trustee of trust that is a shareholder and the number of shares held;
- (d) at [4] record:

I HEREBY APPOINT as my proxy Marise Marisa Lant at the above hui or any adjournment of that meeting.
- (e) at [5] record:

This form is to be used for requisition of a special general meeting of shareholders of the Proprietors of Mangatu Blocks Incorporation in support of an application for an investigation into the Mangatu Incorporation’s affairs.
- (f) at [8] record that the proxy appointed my (a) vote as he or she decides; or (b) vote in favour of the resolution.

¹⁵ Affidavit of Marise Lant, 25 November 2024, at [3.14]; Submissions for the Applicant, 31 January 2025, at [2.6]; Applicant’s Outline of Oral Argument, 2 May 2025, at [4](a); Submissions for the Respondents, 14 February 2025, at [34].

The Revised Forms

[25] At the 2 May 2025 hearing counsel for the Applicant referred to a set of forms [totalling 13 forms and representing, the Applicant says, 26,870.23 shares,] (the **Revised Forms**) prepared after the Applicant received legal advice.¹⁶ These forms are titled: “Support for investigation into affairs of Mangatu Incorporation” and “Resolution of trustees in support of investigation into affairs of Mangatu Incorporation” and include the following:¹⁷

As a current shareholder, I confirm that I:

- (1) Support an investigation into the affairs of Mangatu Incorporation;
- (2) Support and join the application filed by Marise Lant pursuant to s 280 of the Te Ture Whenua Maori Act 1993 asking the Court to make orders for such an investigation; and
- (3) Authorise this document being provided to the Maori Land Court for the purposes of establishing that more than 10 percent of the shareholders in Mangatu Incorporation request the Court out an investigation into the Incorporation’s affairs.

[26] For the Applicant it was explained that the Revised Forms “expressly confirm the shareholders “support and join” this application.”¹⁸

[27] On behalf of the Applicant it was explained that the Incorporation’s forms or proxy forms were adopted and then edited on the basis of the Applicant’s understanding that she would need to requisition a special general meeting to demonstrate shareholder support for an investigation under s 280.¹⁹

¹⁶ Applicant’s Outline of Oral Argument, 2 May 2025, at [4](d) and fn 11 record that these forms are in the Bundle of Documents at pages 326-332, 340-341 and 343-344 and, in respect of trustee resolutions, at pages 325 and 346.

¹⁷ Applicant’s Outline of Oral Argument, 2 May 2025, at [4](d).

¹⁸ Applicant’s Outline of Oral Argument, 2 May 2025, at [4](d).

¹⁹ Applicant’s Outline of Oral Argument, 2 May 2025, at [4](a); Affidavit of Marise Lant, 25 November 2024, at [3.14].

Is this evidence sufficient?

[28] As I acknowledged at the 2 May 2025 hearing, it is clear from the materials filed in support of the application, efforts to engage with the Incorporation, attendance at the hui facilitated by the Applicant and those that attended Court in support of the application, that the Applicant has put significant effort and time into this application. The Applicant unquestionably has staunch and unshakeable views of the current management of the Incorporation. I also acknowledge counsel for the Applicant's submissions that the forms or proxy forms prepared by the Applicant, at least initially, were without the assistance of legal advice.

[29] However I do not accept that the Majority Forms express clear support for the signatories to these Forms for an investigation under s 280 of the Act. Those who have signed the Majority Forms may support such an investigation. But the Majority Forms are not clear evidence of that support.

[30] The Majority Forms, on my reading, appoint the Applicant as a proxy, for the purposes of voting on the requisition of, or for, a special general meeting. On this point I agree with the submissions for the Incorporation.²⁰ The Applicant, in her evidence, confirms these forms were intended to be used to requisition a special general meeting, believing such a meeting was needed to show support for an investigation.²¹

[31] The Revised Forms however are clear and explicit support for an investigation under s 280. I agree with counsel for the Applicant's statement that the Revised Forms: "directly confirms the point that the people that are signing these forms support the investigation." But the shares represented by the Revised Forms, approximately 26,870.23 shares, is below the 10% required by s280(3)(a).

[32] The fact that, following the engagement of counsel, the Revised Forms were adopted suggests a recognition on behalf of the Applicant and/or her advisors that the Majority Forms did not record clear support for an investigation under s 280.

²⁰ Submissions for the Respondents, 14 February 2025, at [41].

²¹ Affidavit of Marise Lant, 25 November 2024, at [3.14].

[33] I wish to deal briefly with one point raised in submissions for the Applicant which be relevant in the future. For the Applicant it was submitted that: “Formal resolutions of whānau trust trustees are not necessary where a majority of trustees have signed the forms and can be verified as trustees.”²² Manning, at [16]-[19], is cited in support of this submission. I disagree with this reading of Manning. At [18] in Manning Judge Reeves stated:

[18] I would have expected a trustees’ resolution for each whānau trust. If less than three trustees, then a unanimous resolution is required. **Where there are three or more trustees, s 227(3) of the Act allows trustees to act by majority, but this would also be required to be documented. Otherwise, trustees’ support can be evidenced by having all trustees sign a document to that effect.** Basically, no verifiable evidence has been provided with any of the declarations that the application is supported by a quorate group of trustees.

(emphasis added)

[34] Where trustees seek to act by majority this is required to be documented. Similar to the adoption of the more direct wording of support for an investigation in the Revised Forms, the Revised Forms signed on behalf of, or in relation to, whānau trusts satisfy this requirement by documenting the trustees’ decision, by recording the date of the meeting of trustees, and the outcome of the vote or resolution on this issue.²³

Te otinga *Conclusion*

[35] For the reasons stated, the Applicant has, to date, failed to establish the necessary level of support to trigger the Court’s jurisdiction to investigate as required by s 280(3)(a) of the Act.

[36] The parties requested I deliver a judgement on both issues.²⁴ However, because of the conclusion I have reached on the threshold issue it is not necessary or appropriate to address the question of whether, if the threshold had been satisfied, the Court should appoint examining officers.

[37] The Applicant has 2 months to offer further evidence, if they wish, in light of the discussion in this decision.

²² Submissions of the Applicant, 31 January 2025, at [5.6].

²³ See, for example page 346 of Bundle of Documents in relation to the Wiremu Kerekere Whanau Trust.

²⁴ Joint memorandum of counsel, 11 April 2025.

I whakapuaki i te wā 12pm i Te Whanganui a Tara, i te 5 o ngā rā o Mahuru i te tau 2025.
Pronounced at [12pm] in Wellington, this 5th day of September 2025.

N R Milner
JUDGE