

2024 Annual General Meeting.

Notices of Motion



Please visit www.hortnz.co.nz for up-to-date information about the Horticulture New Zealand (HortNZ) AGM and related documents. A proxy form and AGM information will be provided to eligible growers by email and by post where we do not hold an email address for voting members. If you do not receive the information, please contact info@hortnz.co.nz.

These motions will be considered at the Horticulture New Zealand Annual General Meeting (AGM) being held at Mercury Baypark Events Centre, 81 Truman Lane, Mount Maunganui on Friday 30 August 2024 at 8.00am.

MOTION 1

That the minutes of the 18th AGM of Horticulture New Zealand, held on 3 August at Te Pae Christchurch Convention Centre be taken as read and confirmed as a true and correct record of that meeting.

Proposed by the HortNZ Board

Explanatory Note: A PDF of the Minutes of the 2023 AGM is available at www.hortnz.co.nz. If you have any questions or would like hard copies, please email info@hortnz.co.nz.

MOTION 2

That the President's and CEO's Reports for the financial year ending 31 March 2024, as published in the Annual Report, be taken as read and adopted.

Proposed by the HortNZ Board

Explanatory Note: A PDF of the Annual Report will be available at www.hortnz.co.nz. If you have any questions or would like hard copies, please email info@hortnz.co.nz.

MOTION 3

That the audited financial statements for the year ended 31 March 2024 be adopted.

Proposed by the HortNZ Board

Explanatory Note: A PDF of the Annual Report and Financial Statements will be available at www.hortnz.co.nz. If you have any questions or would like hard copies, please email info@hortnz.co.nz.

MOTION 4

That the 2024/25-year levy rate for the purposes of the Commodity Levies (Vegetables and Fruit) Order 2019 remain and be set for domestic sales at 0.14% of the price received at the first point of sale, for export sales remain and be set at 0.14% of the price received after the deduction of all offshore costs and for processed sales remain and be set at 0.14% of the notional process value.

Proposed by the HortNZ Board

Explanatory Note: The Commodity Levies (Vegetables and Fruit) Order 2019 allows a maximum rate to be set for vegetables and fruit at 0.15% for domestic sales and processed sales taken at the first point of sale and at 0.15% for export sales at the first point of sale after all offshore costs (including international freight) have been deducted. For processed vegetables and fruit, the levy is deducted from the notional process value, which is defined in the Order. At the AGM levy paying growers may set any rate up to the maximum for the next calendar year. The current rate for vegetables and fruit is 0.14%. This levy funds the activities of HortNZ. The Board recommends that the levy rate be set and remain at 0.14% for the 2024/25 year to meet the commitments identified in HortNZ's budget.

MOTION 5

That directors' remuneration increases by 2.5% from the 2023/24 level for the 2024/25 financial year as follows:

Position	Current	Proposed
Director	\$31,477	\$33,051
Vice-President	\$39,097	\$41,052
President	\$84,665	\$88,898

Proposed by the HortNZ Board

Explanatory Note: The Independent Board Remuneration Committee reviewed Director remuneration data and considered a modest increase of 2.5% was in line with Institute of Directors guidance for an organisation of the size and nature of HortNZ.

Director fees are all inclusive; therefore, no additional per diem fees will be paid for Board sub-committee meetings, and regional or industry committee meetings attended on behalf of the Board.

MOTION 6

That the Budget for the year ended 31 March 2025 be endorsed.

Proposed by the HortNZ Board

Explanatory Note: A copy of the Budget for the year ended 31 March 2025 is available on request. If you have any questions, please email info@hortnz.co.nz.

MOTION 7

That BDO, Wellington, be appointed auditors for the year ended 31 March 2025.

Proposed by the HortNZ Board

Explanatory Note: BDO have acted as auditors for HortNZ since the year ended 31 March 2017. A new partner from BDO was assigned from the year ended 31 March 2024.

MOTION 8

Revocation of Constitution and adoption of replacement Constitution on re-registration under the Incorporated Societies Act 2022. That with effect from the date of re-registration of the Society under the Incorporated Societies Act 2022, the Constitution and Rules of Horticulture New Zealand Incorporated as last amended on 22 September 2022 be revoked and be replaced in their entirety by the Constitution of Horticulture New Zealand Incorporated in the form attached to the Notice of Meeting.

Proposed by the HortNZ Board

Explanatory Note: In order to re-register under the Incorporated Societies Act 2022 (which HortNZ must do by April 2026), HortNZ's constitution needs to be updated to reflect the requirements of the new Act. The Board has resolved that the opportunity should also be taken to modernise the constitution. As such, there are two types of changes proposed – those required by the new Act or made to reflect the new Act, and those that the Board recommends for the more efficient operation of the Society.

Accordingly, the constitution is proposed to be amended – with effect from the date of HortNZ's re-registration under the Incorporated Societies Act 2022 – by adopting the constitution circulated with this notice of meeting and via the HortNZ weekly update on 12 July 2024.

Attached to this Notice of Meeting is a copy of the proposed new constitution.

MOTION 9

That ALL voting rights for the Horticulture New Zealand AGM is aligned with the commodity levy voting of, total production value of the Grower Members, present in person or by proxy.

The proposal is to amend sections: 9. MATTERS RELATING TO THE OPERATION OF CONFERENCES subsection (j) Voting: (i) Voting at the AGM and at all other general meetings of the society will be on the basis of one vote per Active Grower Member, unless a dual vote is required pursuant to clause 9(g). AND SECTION 12. MANAGEMENT OF THE SOCIETY subsection (e) The election of directors will take place as follows: (v) Voting for the election of the Board will be on the basis that each Active Grower Member will have one vote.

Proposed by Mr Apple Limited

Explanatory Note provided by Mr Apple Limited: As was illustrated at the last commodity levy vote in July there was a significant increase in votes via value at 97% when numbers represented 86%. Historically there has been debate that lower value voters will feel disenfranchised by a value weighted vote. This latest levy vote has illustrated that this is and would not be the case. It also illustrates that larger voters are engaging better with the outcomes and strategic direction of the organisation. Also, many *Grower Members* are now either vertically integrated entities, or closely affiliated with larger integrated entities. Therefore, we put this motion to the AGM for further discussion.

Additional explanatory note regarding motions 8 and 9:

Both MOTIONS 8 AND 9 relate to changes to the Horticulture New Zealand Incorporated constitution and will be considered separately.

MOTION 8 (proposed by the HortNZ Board) will be considered first, and if passed, will result in the constitution being amended in the form presented and will be used for re-registration of HortNZ under the new Incorporated Societies Act.

MOTION 9 (proposed by Mr Apple Limited) will then be considered separately and subsequently. If MOTION 9 is passed, HortNZ in consultation with Mr Apple Limited would prepare further amendments to the constitution which would then be put to a subsequent meeting for approval.

If you require any further information about the AGM or would like a hardcopy of any of the AGM documents, please visit the HortNZ website www.hortnz.co.nz or call us on 0508 467 869 or email info@hortnz.co.nz

