

# 2025 Annual General Meeting

## Notices of Motion



Go to [www.hortnz.co.nz](http://www.hortnz.co.nz) for up-to-date information on the Horticulture New Zealand Annual General Meeting (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 this information, please contact [info@hortnz.co.nz](mailto:info@hortnz.co.nz).

These motions will be considered at the Horticulture New Zealand AGM being held at Tākina Wellington Convention and Exhibition Centre, 50 Cable Street, Wellington on Tuesday, 26 August 2025 at 4pm.

### MOTION 1

That the Minutes of the 19th AGM of Horticulture New Zealand, held on 30 August 2024 at Mercury Baypark Events Centre, 81 Truman Lane, Mount Maunganui be taken as read and confirmed as a true and correct record of that meeting.

Proposed by the Horticulture New Zealand Board

**Explanatory note:** A PDF of the Minutes of the 2024 AGM will be available on the Horticulture New Zealand website [www.hortnz.co.nz](http://www.hortnz.co.nz). If you have any questions or would like a hard copy, please email [info@hortnz.co.nz](mailto:info@hortnz.co.nz)

### MOTION 2

That the combined Chair and Chief Executive's message for the financial year ending 31 March 2025, as published in the Annual Report be taken as read and adopted.

Proposed by the Horticulture New Zealand Board

**Explanatory note:** A PDF of the Annual Report will be available on the Horticulture New Zealand website [www.hortnz.co.nz](http://www.hortnz.co.nz). If you have any questions or would like a hard copy, please email [info@hortnz.co.nz](mailto:info@hortnz.co.nz)

### MOTION 3

That the audited Financial Statements for the year ended 31 March 2025 be adopted.

Proposed by the Horticulture New Zealand Board

**Explanatory note:** A PDF of the Annual Report and Financial Statements will be available on the Horticulture New Zealand website [www.hortnz.co.nz](http://www.hortnz.co.nz). If you have any questions or would like a hard copy, please email [info@hortnz.co.nz](mailto:info@hortnz.co.nz).

### MOTION 4

Extraordinary Resolution (requiring 75% majority to pass)

Revocation of Constitution and adoption of replacement Constitution on reregistration under the Incorporated Societies Act 2022.

That with effect from the date of reregistration 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 replaced in their entirety by the Constitution of Horticulture New Zealand Incorporated (Base Version) in the form attached to the Notice of Meeting.

Proposed by the Horticulture New Zealand Board

**Explanatory notes:** In order to reregister under the Incorporated Societies Act 2022 (which Horticulture New Zealand must do by April 2026), Horticulture New Zealand'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 – but that as a first step, members should be invited to approve only the changes required by the new Act or made to reflect the new Act.

Accordingly, the Constitution is proposed to be amended – with effect from the date of Horticulture New Zealand's reregistration under the Incorporated Societies Act 2022 – by adopting the Constitution (Base Version) circulated with this notice of meeting.

Attached to this Notice of Meeting is:

- a copy of the proposed new Constitution (Base Version)
- detailed explanatory notes relating to the new Constitution (Base Version).

## **MOTION 5**

**Extraordinary Resolution (requiring 75% majority to pass)**

**Revocation of Constitution (Base Version) and adoption of replacement Constitution (Modernised Version) on reregistration under the Incorporated Societies Act 2022.**

That with effect from the date of reregistration of the Society under the Incorporated Societies Act 2022, the Constitution and Rules of Horticulture New Zealand Incorporated adopted at this meeting under Motion 4 be revoked and be replaced in their entirety by the Constitution of Horticulture New Zealand Incorporated (Modernised Version) in the form attached to the Notice of Meeting.

**Proposed by the Horticulture New Zealand Board**

**Explanatory notes:** In addition to updating Horticulture New Zealand's Constitution 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, it is proposed to make certain amendments 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 Horticulture New Zealand's reregistration under the Incorporated Societies Act 2022 - by adopting the Constitution (Modernised Version) circulated with this Notice of Meeting.

Attached to this Notice of Meeting is:

- a copy of the proposed new Constitution (Modernised Version)
- detailed explanatory notes relating to the new Constitution (Modernised Version).

## **MOTION 6**

**Extraordinary Resolution (requiring 75% majority to pass)**

**Amendment of Constitution (Base Version or, if Motion 5 passes, Modernised Version) - Horticulture Industry Forum**

That with effect from the date of reregistration of the Society under the Incorporated Societies Act 2022, the Constitution and Rules of Horticulture New Zealand Incorporated adopted at this meeting under Motion 4 or, if it passes, Motion 5, be amended by:

Deleting the following clause:

### **Horticulture Industry Forum**

The Society will, by its Chief Executive, convene a meeting, to be called the Horticulture Industry Forum (the Forum), at least three times per year.

The Chief Executive will invite to the Forum the Board of the Society and representatives of Affiliated Member Organisations.

In developing the agenda for each Forum the Chief Executive will seek input from the Board and Affiliated Member Organisations.

Relevant external organisations and speakers may be invited to attend a Forum but will have no voting rights in respect of matters under consideration at the Forum.

The Forum may make recommendations for consideration by the Board. Nothing in this clause requires the Board to take any action in respect of such recommendations, and the Board remains the governing body of the Society subject to this Constitution.

Decisions at the Forum will be made by consensus or, if required, will be put to a vote. Voting will be based on one vote per Affiliated Member Organisation present at the Forum. Individual directors will have no personal voting rights and there will be no proxy votes permitted.

Inserting in its place the following clause:

### **Horticulture Industry Consultation**

The Society shall, from time to time, convene a Horticulture Industry Forum (HIF), and any other such meetings of Members and other persons involved in the horticulture industry as it considers necessary or desirable.

The purpose and process of the HIF shall be set out in the HIF Policy Document. The Board shall lead an annual review of the HIF Policy Document in consultation with HIF participants. The initial HIF Policy Document and any subsequent amendments to it shall be approved by an ordinary resolution of the Society at its AGM or at a Special General Meeting (SGM).

Active Grower members and Affiliated Member Organisations present at any meetings called pursuant to this clause may make recommendations for consideration by the Board. Such recommendations are non-binding, and the Board is not required to take any action in respect of such recommendations.

Proposed by the Horticulture New Zealand Board

**Explanatory notes:** The Board has consulted with members, including at Horticulture Industry Forums, on how Horticulture Industry Forums might be held in the future. Taking member feedback into account, the Board is now recommending changes that allow for some flexibility in the number of Forums held each year, as well as the ability to convene other meetings on an as required basis. The mechanism for setting the number, purpose and process of the HIF is proposed to be addressed outside of the Constitution in the form of a HIF Policy Document to enable the purpose and process to be amended more easily as the need arises.

The HIF Policy Document must be approved each year at the AGM or at a SGM, and the first proposed HIF Policy Document is the subject of Motion 7.

## MOTION 7

Ordinary Resolution (requiring more than 50% to pass)

(This Motion will be withdrawn if Motion 6 fails to pass)

### Approval of HIF Policy Document

That the HIF Policy Document in the form attached to the Notice of Meeting be approved with effect from the date of registration of the Society under the Incorporated Societies Act 2022.

Proposed by the Horticulture New Zealand Board

**Explanatory notes:** The proposed HIF Policy Document provides for three forums to be held per year, unless otherwise agreed by a majority of the core expected participants. The core expected participants are representatives of Product Groups and District Associations, and their chief executives. The Horticulture New Zealand Chief Executive is responsible for setting the agenda (working with Product Group Chief Executives (or equivalent office holder) in that regard) and will be based on current industry needs, emerging trends and topics identified by the core participants and stakeholders.

Attached to this Notice of Meeting is a copy of the proposed HIF Policy Document.

## MOTION 8

Extraordinary Resolution (requiring 75% majority to pass)

**Amendment of Constitution (Base Version or, if Motion 5 passes, Modernised Version) – Director Selection Group**

That with effect from the date of reregistration of the Society under the Incorporated Societies Act 2022, the Constitution and Rules of Horticulture New Zealand Incorporated adopted at this meeting under Motion 4 or, if it passes, Motion 5, be amended by amending the following clause in the manner shown below:

### Appointment of Appointed Directors

The Society will establish a Director Selection Group comprising the Chairperson (or another Director nominated by the Chairperson) and two members independent of the Board who are appointed by an ordinary resolution of the Society at its AGM or at a SGM.

If a vacancy in the number of independent members arises on the Director Selection Group, the Board may appoint such person as it thinks fit to fill the vacancy until the next AGM.

The Director Selection Group will advertise, screen and recommend to the Board persons suitable to be Appointed Directors pursuant to clause [Base Version 12(a)(ii)] [Modernised Version 11.1(a)(ii)].

The Board must take into account the recommendations of the Director Selection Group but the appointment of an Appointed Director is ultimately a matter for the Board, so that:

- (i) the Board may not appoint a person as an Appointed Director unless they have been recommended by the Director Selection Group; but
- (ii) the Board is not required to appoint a person as an Appointed Director even though they have been recommended by the Director Selection Group.

Once a person has been appointed by the Board as an Appointed Director (following a recommendation by the Director Selection Group), the person may be reappointed by the Board as an Appointed Director without further recommendation by the Director Selection Group.

The Board may at any time remove from office any Appointed Director.



#### Proposed by the Horticulture New Zealand Board

**Explanatory notes:** The Board proposes that the Director Selection Group – which recommends people for appointment to the Board as independent Directors – be appointed by ordinary resolution of Members at the AGM. If a vacancy arises in the Director Selection Group, the Board is able to fill that vacancy, but only until the next AGM.

The appointment was previously made by the HIF, but best practice (and in line with all other governance role appointments) this should sit with all members voting at the AGM or SGM.

The Board further proposes that the clause be amended to clarify that an Appointed Director is eligible for reappointment at the end of their term, without having to be re-recommended by the Director Selection Group – which reflects current practice.

#### MOTION 9

**Extraordinary Resolution (requiring 75% majority to pass)**

**Amendment of Constitution (Base Version or, if Motion 5 passes, Modernised Version) – Term of Office of Appointed Directors**

That with effect from the date of reregistration of the Society under the Incorporated Societies Act 2022, the Constitution and Rules of Horticulture New Zealand Incorporated adopted at this meeting under Motion 4 or, if it passes, Motion 5, be amended by amending the following clause in the manner shown below:

An appointed Director shall hold office for such term determined by the Board from time to time but not exceeding three years. At the end of the term that person shall be eligible for reappointment for a further term, but no Appointed Director shall hold office for more than nine consecutive years.

#### Proposed by the Horticulture New Zealand Board

**Explanatory notes:** The Board considers that it is in the interests of the Society to be able to reappoint an excellent Appointed Director for a total term of up to nine years rather than six.

In Horticulture New Zealand's experience, it has often been a challenge to identify candidates whose skills and experience align well with the needs of the organisation as well as filling any skills gaps among the Elected Directors. Having the ability to keep an

excellent Appointed Director on for a third term provides additional flexibility while at the same time keeping open the option to make replacements as other candidates come along and/or as the make-up of the remainder of the Board changes. The Board notes that the Constitution continues to permit the Board, or for Members at the AGM or SGM, to remove any Appointed Director who the Board or Members no longer consider to be serving the organisation well.

#### MOTION 10

**Extraordinary Resolution (requiring 75% majority to pass)**

**Amendment of Constitution (Base Version or, if Motion 5 passes, Modernised Version) – Director Remuneration Committee**

That with effect from the date of registration of the Society under the Incorporated Societies Act 2022, the Constitution and Rules of Horticulture New Zealand Incorporated adopted at this meeting under Motion 4 or, if it passes, Motion 5, be amended by inserting the following clauses in the Remuneration clause:

##### Remuneration

The Society will establish a Director Remuneration Committee comprising three Active Grower Members who are independent of the Board and who are appointed by an ordinary resolution of the Society at its AGM or at a SGM.

If a vacancy arises on the Director Remuneration Committee, the remaining members of the Committee may appoint another Active Grower Member who is independent of the Board to fill the vacancy until the next AGM.

The Director Remuneration Committee will investigate, consider and recommend to the Society the level of remuneration by way of honorarium to be paid to Directors and members of Board sub-committees.

#### Proposed by the Horticulture New Zealand Board

**Explanatory note:** The Society currently has a Director Remuneration Committee that is appointed at each AGM and that makes recommendations in relation to remuneration – the proposed new clauses formalise this practice.

## MOTION 11

That the 2026/27 year levy rate for the purposes of the Commodity Levies (Vegetables and Fruit) Order 2024 remain and be set for the domestic sales at 0.14% of the price received at the first point of sale, for export sales to remain and be set at 0.14% of the price received after the deduction of all offshore costs and for processed sales to remain and be set at 0.14% of the notional process value.

Proposed by the Horticulture New Zealand Board

**Explanatory note:** The Commodity Levies (Vegetables and Fruit) Order 2024 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 processed 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 levy year. The current rate for vegetables and fruit is 0.14%. This levy funds the activities of Horticulture New Zealand. The Board recommends that the levy rate be set and remain at 0.14% for the 2026/27 year; this will commence on 1 April 2026 and continue through to 31 March 2027.

## MOTION 12

That the directors' remuneration increases by 2.2% from the 2024/25 level for the 2025/26 financial year as follows:

Position	Current	Proposed
Director	\$33,051	\$33,778
Vice-chair	\$41,052	\$41,955
Chair	\$88,898	\$90,854

Proposed by the Horticulture New Zealand Board

**Explanatory notes:** The Independent Board Remuneration Committee reviewed Director remuneration data and considered a modest increase of 2.2% was in line with Institute of Directors guidance for an organisation of the size and nature of Horticulture New Zealand.

The Director's 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 13

That the Budget for the year ended 31 March 2026 be endorsed.

Proposed by the Horticulture New Zealand Board

**Explanatory note:** A copy of the Budget for the year ending 31 March 2026 is available on request. Please email [info@hortnz.co.nz](mailto:info@hortnz.co.nz).

## MOTION 14

That PKF Kendons, be appointed auditors for the year ending 31 March 2026.

Proposed by the Horticulture New Zealand Board

**Explanatory note:** PKF Kendons were selected after a competitive process was run for external audit services. This was the first time Horticulture New Zealand have gone to market for these services since BDO Wellington were appointed for the year ended 31 March 2017.

If you require further information about the AGM or would like a hard copy of any of the AGM documents, go to the Horticulture New Zealand website [www.hortnz.co.nz](http://www.hortnz.co.nz) or call us on 0508 467 869 or email [info@hortnz.co.nz](mailto:info@hortnz.co.nz).

