DRAFT MINUTES

HORTNZ ANNUAL GENERAL MEETING

Name:	HortNZ
Date:	Tuesday, 26 August 2025
Time:	4:10 pm to 5:15 pm (NZST)
Location:	Takina Wellington Convention Centre, 50 Cable Street, Te Aro, Wellington
Board Members:	Bernadine Balle-Guilleux, Brydon Nisbet, Alistair Petrie, Bruce Campbell, Doug Brown, Hugh Ritchie, Kirsti Lovie, Murray Denyer
Attendees:	Kate Scott, Brendan Eckert, Heidi Hitchman, Phoebe Murphy
Apologies:	Kathryn de Bruin

1. Welcome and Apologies

1.1 Welcome and Apologies

The Chair Bernadine Balle-Gullieux welcomed everyone to the meeting acknowledging growers, members, life members, guests & staff.

Apologies were received from:

- Paul Olsen (Chair Potatoes NZ)
- Julian Raine
- Stuart Davis

2. Voting and Proxies

2.1 Voting and Proxies

Fourteen Proxies were received.

3. Obituaries

3.1 Obituaries

A moments silence was held for those members who had past sine the 2024 Annual General Meeting.

- Elisabeth Stephenson

3.2 Board members Departing & New

The Chair thanked the following Directors of the HortNZ Board standing down at this Annual General Meeting for sharing their extensive knowledge and service to the Board, our growers & the industry:

- Kathryn De Bruin (Director & Chair of the Audit, Risk & Finance Committee)
- Barry O'Neill (Former Chair, who stood down prior to the meeting due to being appointed to the EPA Board)
- Hugh Ritchie (Director)
- Dr Bruce Campbell (Director)

The Chair, on behalf of the Board welcomed the following Directors onto the HortNZ Board

- Dermot Malley
- Simon Cook
- Shaun Vickers

It was noted that there is a current vacancy for an Independent Director.

4. Approved Minutes from the 19th Annual General Meeting

4.1 Approved Minutes from the 19th Annual General Meeting

Motion 1: Confirmation of the 2024 Annual General Meeting Minutes

Motion 1:

That the Minutes of the 19th Annual General Meeting 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 & accurate record of the meeting.

Proposed by the Horticulture NZ Board

Moved: Bernadine Balle-Guilleux

Seconded: Murray Denyer

Decision Date:	26 Aug 2025
Outcome:	Approved

5. Chair and Chief Executive Joint Message

5.1 Chair and Chief Executive Joint Message

Motion 2:

That the combined Chair & Chief Executives message for the financial year ended 31 March 2025, as published in the Annual Report be **taken as read** and **adopted**

Proposed by the Horticulture NZ Board

Moved: Brydon Nisbet

Seconded: Leon Stellard

6. Approve Audited Financial Statements for the year ended 31 March 2025

6.1 Approve Audited Financial Statements for the year ended 31 March 2025

GM Corporate Services spoke to the Annual Financial Statements.

Adoption of the 31 March 2025 Financial Statements (Audited)

Motion 3:

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

Proposed by the Horticulture NZ Board

Moved: Alistair Petrie
Seconded: Richard McPhail

Decision Date: 26 Aug 2025
Outcome: Approved

7. Extraordinary & Ordinary Resolutions (Relating to the Constitution)

7.1 Extraordinary & Ordinary Resolutions

It was noted that Motions 4-10 require 75% majority to be passed, Motion 6 requires 50% to pass.

Horticulture NZ's external legal counsel, Julie Crengle was present for the proceedings of these motions

Extra Ordinary Resolutions in relation to the Constitution

Motion 4:

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

Moved: Murray Denyer
Seconded: Barry O'Neill

Motion 5:

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

Moved: Doug Brown
Seconded: Murray Turley

Motion 6:

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

Moved: Hugh Ritchie
Seconded: Hugh Moore

Decision Date: 26 Aug 2025
Outcome: Approved

Ordinary Resolutions relating to the Constitution

Motion 7:

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

Moved: Murray Denyer

Seconded: John Murphy

Motion 8:

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 Version11.1(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

Moved: Brydon Nisbet
Seconded: Mike Arnold

Motion 9:

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

Moved: Alistair Petrie

Seconded: Liana White

Motion 10:

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

Moved: Doug Brown
Seconded: Liana White

Decision Date: 26 Aug 2025
Outcome: Approved

8. Levy Rate

8.1 Levy Rate

Levy Rate

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.

Propose*d by the Horticulture New Zealand Board*

Moved: Hugh Ritchie

Seconded: John Murphy

Decision Date: 26 Aug 2025
Outcome: Approved

9. Director Remuneration

9.1 Director Remuneration

Director Remuneration

Leslie Wilson joined the meeting as Chair of the Horticulture NZ Remuneration Committee

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

2.2% proposed increase in remuneration recognises the considerable work by the Directors and is in line with the Institute of Directors guidance.

Proposed by the Horticulture NZ Remuneration Committee

Moved: Leon Stellard

Seconded: Gordon McPhail

Decision Date: 26 Aug 2025
Outcome: Approved

10. Approve 2025/26 Budget

10.1 Approve 2025/26 Budget

Budget Endorsement for 31 March 2026

Motion 13:
That the Budget for the year ended 31 March 2026 be endorsed.
Proposed by the Horticulture New Zealand Board

Moved: Hugh Moore
Seconded: Andrew Fenton

Decision Date: 26 Aug 2025
Outcome: Approved

11. Approve Auditors for 2025/26

11.1 Approve Auditors for 2025/26

Motion 14:

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

Proposed by the Horticulture New Zealand Board

Moved: Murray Denyer

Seconded: Gordon McPhail

12. General Business

12.1 General Business

Barry O'Neill thanked the Board for their hard work over the last 12 months

The following topics were discussed in General Business:

- Tasman region's recent flooding and the support provided by Horticulture NZ was appreciated
- Grocery Code of Conduct submissions
- Discussion about 0% GST on fruit & vegetables
- How can Horticulture NZ lean in regarding the narrative of fruit & vegetables being affordable
- Capturing farmers markets and roadside sales in NZGAP, including food safety concerns

13. Next Meeting and Close

13.1 Close the meeting

Next meeting: HortNZ Board (online) - 24 Sept 2025, 8:45 am

Signature:_____________________ **Date:**__________________________