

2022 HortNZ AGM.

(Notices of Motion)

These motions will be considered at the Horticulture New Zealand Annual General Meeting (AGM) being held at the Headingly Centre, 2 Headingly Lane, Richmond Nelson on **Wednesday 21 September 2022 at 4.00pm.**

MOTION 1

That the minutes of the 16th AGM of Horticulture New Zealand (HortNZ), held on 6 August 2021 at Mystery Creek, Hamilton 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 2021 AGM is available at www.hortnz.co.nz. If you have any questions or would like hard copies, please email board.secretary@hortnz.co.nz

MOTION 2

That the President's and CEO's Reports for the financial year ending 31 March 2022, 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 board.secretary@hortnz.co.nz

MOTION 3

That the audited financial statements for the year ended 31 March 2022 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 board.secretary@hortnz.co.nz

MOTION 4

That the 2022 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 2022 year to meet the commitments identified in HortNZ's Budget.

MOTION 5

That directors' remuneration be increased by 3.5% taking effect from 1 April 2022 as follows:

Position	Current Figure	New Figure
Director	\$30,413	\$31,477
Vice-President	\$37,775	\$39,097
President	\$81,802	\$84,665

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."

EXPLANATORY NOTE

The Independent Director Remuneration Committee met earlier in the year and conducted a review of Director's remuneration. The Committee recommends to the AGM that an increase of 3.5% is warranted to keep the Director's Fees current, recognise the increase in CPI while acknowledging the current fiscal environment for grower members.

REMUNERATION REVIEW

The terms of reference require the Committee to go to market every three years for a full review of director remuneration. A full review was carried out in 2021 (delayed from 2019). The Committee recommends that with the impact of covid and market challenges the Board should consider bringing forward a full report to 2023 rather than 2024. This will also pull the full review cycle back into line with the terms of reference.

MOTION 6

That the Budget for the year ended 31 March 2023 be endorsed.

Proposed by the HortNZ Board

EXPLANATORY NOTE

A copy of the Budget for the year ended 31 March 2023 is available at www.hortnz.co.nz. If you have any questions or would like hard copies, please email board.secretary@hortnz.co.nz

MOTION 7

That BDO, Wellington, be appointed auditors for the year ended 31 March 2023.

Proposed by the HortNZ Board

MOTION 8

Amendment of Constitution and Rules ("Rules")

Proposed by the HortNZ Board

That the Rules be amended by:

- 1.1 Deleting from clause 2, the words "Level 2, Huddart Parker Building, Post Office Square" and inserting in their place "Level 4, Kiwi Wealth House, 20 Ballance Street".
- 1.2 Deleting clause 8(a) and inserting in its place the following clause:
 - (a) "A general meeting of all members of the society, called the "AGM", shall be held in each year:
 - (i) not later than 6 months after the balance date of the society;

- (ii) not later than 15 months after the previous AGM,
by a quorum of members:
- (iii) being assembled together at the time and place appointed for the meeting; or
- (iv) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
- (v) by a combination of both of the methods described in paragraphs (iii) and (iv)."

1.3 Deleting clause 9(i) and inserting in its place the following clause:

"Quorum: Thirty-five (35) members present in person, or participating in the meeting by means of audio link, audiovisual link, or other electronic communication, or present by proxy shall form a quorum at all AGMs and other general meetings of the society."

EXPLANATORY NOTE:

The reasons for the three proposed changes are:
 Amendment 1.1 - this amendment updates clause 2 to refer to the current registered address of the society.
 Amendment 1.2 - under the current Rules, the AGM must be a physical meeting. This amendment provides that annual general meetings may be physical meetings, or online meetings, or a combination, to enable as many members to attend as possible. The amendment also clarifies the dates by which an annual general meeting must be held (and reflects the new Incorporated Societies Act 2022).
 Amendment 1.3 - the current Rules require 35 members to be present in person for a quorum. The amendment relaxes the quorum requirement to 35 members, present in person, online or by proxy. The amendment is proposed because it better reflects the manner in which meetings might be held in future, and avoids the risk of the annual general meeting being inquorate.