

# AGM



## Vegetables New Zealand Incorporated Annual General Meeting for 2024

When | Thursday 8 August at 5pm

Where | Navigation Homes Stadium, Franklin Road, Pukekohe

### Agenda

Welcome and Chair's introduction

2024 remits

Director election result announcement

Future Director announcement

Industry awards presentation

General business, including discussion on Crop Advisory Groups

Close

# Draft minutes of the 2023 Annual General Meeting

## 2023 Annual General Meeting



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**DRAFT** Minutes of the 2023 Vegetables New Zealand Incorporated Annual General Meeting. Held on Wednesday 2 August at 10:15am.  
Venue: Te Pae Christchurch Convention Centre

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Chair, John Murphy, presided over 34 attendees, noting the quorum of 15 attendees was met.

### Welcome

The Chair welcomed members and opened the meeting.

- Housekeeping and Health & Safety matters were covered.
- A Register of Attendees was circulated for signing.
- Board members in attendance were introduced.

There were no items for General Business.

### Apologies

Apologies received from:

Jay Clarke  
John Clarke  
Pip Duncan  
Chris Lambert  
Chris Sinnott

Brendan Balle (Zoom)  
Hamish Alexander  
Bharat Jivan  
Mark O'Connor  
Keith Vallabh

Jeanette Rea

Pam Maurice

**IT WAS RESOLVED** that the apologies be accepted.

*Andrew de Bruin / Robert Lindsay*  
**CARRIED**

### **Obituaries**

- Melvyn Evans - kūmara industry
- Allan Wright - Stuart Wright's father
- Ted Young - Pukekohe

The Chair asked the meeting for a moment's silence as a mark of respect.

### **Meeting Procedures**

Meeting procedures were outlined

- Growers have speaking rights.
- Guests speak with permission of the Chair. (Note: Guest speakers are non-members of VNZI.)
- Three minutes and two minutes for movers and seconders, and two minutes for others.
- Voting on Remits will be by show of hands.

### **Proxy Forms**

Proxies closed at 5pm Monday 31 July 2023. There were no proxies received.

### **General Business**

There were no other items of General Business.

### **Draft Minutes of the 2023 AGM**

The draft minutes of the 2023 AGM had been circulated on pages 19 to 22 of the meeting papers.

### **Remit 1**

That the draft minutes of the Vegetables NZ Inc. combined AGM held on 27 July 2022 be taken as a true and correct record of that meeting.

*VNZI Board / Mike Parker*  
**CARRIED**

There were no matters arising from the draft minutes of 27 July 2022.

### Chairman's 2023 Annual Report

- Chair's report was included on page 8 of the meeting papers and was taken as read.

#### **Remit 2**

That the Chair's report for the year ended 31 March 2023, as published in the Vegetables NZ Inc. AGM papers, be taken as read and adopted.

***VNZI Board / Mike Arnold  
CARRIED***

### Vegetables NZ Inc. Financial Statements 2022-2023

- The VNZI 2022–2023 Financial Statements are presented on pages 25 to 33 of the meeting papers.

Income: \$1,844,800

Biosecurity Income: \$209,704

Interest: \$24,946

Expenses: \$1,819,730

Surplus: \$18,366

Key points of interest:

- Levy income has increased. Note that other income reflects co-fund projects with EECA (Energy Efficiency & Conservation Authority) and ALT (A Lighter Touch). Interest from term deposits has also been managed more effectively.
- Corresponding biosecurity levy increase follows.
- The proposed negative budget has not materialised based on the increase in income.

#### **Remit 3**

That the audited Vegetables New Zealand Incorporated Financial Statements for the year ended 31 March 2023 be adopted.

***VNZI Board / Kirit Makan  
CARRIED***

### VNZI Commodity Levy Rate for 2023–2024

- Remit 4 represents no change to the current commodity levy rate.
- The levy on New Zealand fresh vegetable sales is set under the Commodity Levies Act 1990 – Commodity Levy (Fresh Vegetables) Order 2019. That Order came into effect on 1 April 2019 and remains in place until 2025.

#### **Remit 4**

That the commodity levy rate for fresh vegetables for the coming levy year remain at 0.30% for domestic sales, and 0.20% for export sales (FOB).

***VNZI Board / Robert Lindsay***

***CARRIED***

### VNZI Biosecurity Levy 2023–2024

- VNZI has been involved in five biosecurity responses in the last 12 months.
- Ongoing biosecurity liabilities within the next six months will diminish biosecurity levy funds by \$100k.

#### **Remit 5**

That the biosecurity levy rate for fresh vegetable domestic and export sales for the coming biosecurity levy year (1 April 2024 – 31 March 2025) be reinstated at 0.05%.

***VNZI Board / Amrut Bhana***

***CARRIED***

### VNZI Budget 2023–2024

Key areas of interest:

- VNZI is showing a conservative income stream based on weather events and disrupted supply chains.
- VNZI has four to five staff, and this is reflected in the increase in cost in this area.
- Vege.co.nz is going to be funded out of reserves and will not call on any funds in 2023–2024 from its parent companies.
- Also note that VNZI is investing in connecting to growers with regional events and extension activities – ALT, HortPlus, NZGAP EMS – this is shown in ‘Other meetings / Conference’.
- Note the negative budget line of -\$11,000.
- Veges.co.nz has ample reserves to support next 12 months’ operations.
- Promotional activity and strategic direction were queried. The Chair acknowledged a wider discussion was required to determine the right type of promotion at an industry level, noting this was in VNZI’s future plans.
- VNZI reserves <\$2m. Decisions will be made in the coming period to address the reserves level.
- District Association grants allocation of \$30k was discussed and it was agreed more financial support is required.
- The A Lighter Touch Project was raised, and more advertising and promotion was required by VNZI.

#### **Remit 6**

That the Vegetables NZ Inc. budget for the year ended 31 March 2024 be endorsed.

*VNZI Board / Mike Parker*  
**CARRIED**

#### **Appointment of Auditors**

#### **Remit 7**

That BDO Wellington be appointed auditors for the financial year ended 31 March 2024.

*VNZI Board / Andre de Bruin*  
**CARRIED**

#### **2023 VNZI Director Election**

- The Chair advised there was one vacancy available for election.
- The VNZI Board nomination process opened on 14 June and closed on 5 July. I can report there were no nominations received.
- This year, one Director retires by rotation, is available for re-election and deemed re-elected as there were no opposing candidates.
- Nick Pollock is re-elected as Director of Vegetables NZ Inc.

The election of the Chair and Vice Chair for VNZI will be conducted at the first VNZI Board meeting following the AGM.

#### **VNZI Future Director Internship**

- VNZI decided to appoint a Future Director internship for the 2023-2024 year.
- The selection panel consisting of Warwick Simpson (Chair), Sue Pickering and Leanne Roberts advised the candidates were a very high calibre and the panel appointed Bobby Lowe, SKL Produce, Auckland to the role.
- The Chair thanked the 2022–2023 Future Director, Jeanette Rea, for her contribution during the year.

#### **Vegetable Life Membership / Industry Service Awards**

- The Chair presented Mike Parker with a Life Membership Award and Industry Service Award. Industry Service Awards were presented to Hamish Alexander and Scott Lawson.

## General Business

- Product group collaboration project update. Scott Champion of Primary Purpose facilitating. Project purpose to improve vegetable product group efficiency and collaboration.
- AUSVEG acknowledged for joining the VNZI AGM, Vegetable speaker sessions and Horticulture Conference.
- Ministry for Primary Industries (MPI) funded project to assist the kūmara seed contingency scheme and kūmara growers was acknowledged.

As there was no further general business the meeting was declared closed at 11:15am.

Read and approved as a true and accurate record and signed

this \_\_\_ day of \_\_\_\_ 2024

.....  
John Murphy - Chair  
Vegetables New Zealand Incorporated

[ends]

## 2024 AGM remits



The following remits will be considered at the Vegetables NZ Annual General Meeting (AGM), being held on 8 August 2024 at 5pm at the Navigation Homes Stadium, Franklin Road, Pukekohe.

### Remit 1

That the draft minutes of the Vegetables NZ AGM held on 2 August 2023 be taken as a true and correct record of that meeting.

***Proposed by the Vegetables NZ Board***

#### Explanatory note

The above draft minutes were also included with the 2024 Vegetables NZ AGM papers, published here: <https://www.freshvegetables.co.nz/news-and-events/events/2024-agm-agenda-and-remits/>

### Remit 2

That the Chair's report for the year ended 31 March 2024, published in the 2024 Vegetables NZ annual report, be taken as read and adopted: <https://www.freshvegetables.co.nz/assets/About-Us/Annual-reports/FINAL-VNZI-Annual-Report-2024-WEB-DP.pdf>

***Proposed by the Vegetables NZ Board***

### Remit 3

That the audited Vegetables NZ Financial Statements for the year ended 31 March 2024 be adopted.

***Proposed by the Vegetables NZ Board***



Explanatory note

The audited Vegetables NZ Financial Statements were published in the 2024 Vegetables NZ annual report: <https://www.freshvegetables.co.nz/assets/About-Us/Annual-reports/FINAL-VNZI-Annual-Report-2024-WEB-DP.pdf>

**Remit 4**

That the commodity levy rate for Fresh Vegetables for the coming levy year remain at 0.30% for domestic sales, and 0.20% for export sales (FOB).

**Proposed by the Vegetables NZ Board**

Explanatory note

This represents no change to the current levy rate. The levy on New Zealand Fresh Vegetable sales is set under the Commodity Levies Act 1990 – Commodity Levy (Fresh Vegetables) Order 2019.

**Remit 5**

That the biosecurity levy rate for fresh vegetable domestic and export sales for the coming biosecurity levy year remain at 0.05%.

**Proposed by the Vegetables NZ Board**

**Remit 6**

That the Vegetables NZ budget for the year ended 31 March 2025, included in the 2024 Vegetables NZ annual report, be endorsed.

**Proposed by the Vegetables NZ Board**

**Remit 7**

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

**Proposed by the Vegetables NZ Board**

Explanatory note

BDO Wellington was awarded the contract to complete the audit for Horticulture New Zealand and its contracted organisations (including Vegetables NZ) for the 2024–2025 year. Vegetables NZ and Horticulture New Zealand intend to continue this arrangement.

## Remit 8

**A/ That clause 6.1(a) of the VNZ Inc. Constitution & Rules be deleted and replaced with the amended clause 6.1(a) as set out below and that the definition of “Director” in clause 1.1 of the VNZ Inc. Constitution & Rules be updated as set out below.**

**Explanation:** The Board currently comprises between six and eight individuals, elected by Members, and the VNZ Inc Chair, elected from within the Board. The Board would like to increase the number of Directors to cover two independent Board-appointed Directors. The proposed changes will take effect from the date of registration of the changes in Rules following the **2024** AGM. As a consequential amendment, the definition of “Director” needs to be expanded to include a person “appointed” to that position.

Current clause	PROPOSED clause
<p>1.1 “<b>Director</b>” means a person elected as Director of the Board pursuant to these rules;</p> <p>6.1 The Board of VNZ Inc shall comprise:</p> <p>(a) <b>Directors:</b> Between 6 and 8 individuals holding office from time to time as the Directors. Directors are elected by Members as set out in clause 6.2. The persons holding office at the date of adoption of these rules as the Chairs of the respective CAGs shall be the initial Directors; and</p>	<p>1.1 “<b>Director</b>” means a person elected or appointed as Director of the Board pursuant to these rules;</p> <p>6.1 The Board of VNZ Inc shall comprise:</p> <p>(a) <b>Directors:</b> Between 6 and 10 individuals holding office from time to time as the Directors. Between 6 and 10 Directors are elected by Members as set out in clause 6.2. The Board may appoint up to 2 persons as independent Directors from time to time; and</p>

**B/ That clauses 6.2(a) and (b) of the VNZ Inc. Constitution & Rules be deleted and replaced with the amended clauses 6.2(a), (b) and (c) as set out below, with existing clauses 6.2(c), (d), (e), (f) and (g) renumbered as clauses 6.2(d), (e), (f), (g) and (h).**

**Explanation:** Currently at each AGM Directors must rotate, and retire once they have held office for a term of three years. Directors who would like to stand for another term may do so. The Board would like to place a limit on the number of Directors required to rotate in a particular year, capping this at three, even if that means a Director holds office for more than three years. Rotation will not apply to independent Directors who will be restricted to a term of up to three years. The proposed change will take effect from the **2024** AGM.

Current clause	PROPOSED clause
<p>6.2 The Directors of VNZ Inc shall be elected as follows:</p> <p>(a) Each Director shall hold office for a term of 3 years, or any earlier date of retirement or death.</p> <p>(b) Retiring Directors are eligible for re-election, and there is no maximum number of terms that an individual can be reappointed as a Director.</p>	<p>6.2 The Directors of VNZ Inc shall be elected as follows:</p> <p>(a) Each Director shall hold office for a maximum term of 3 years, or any earlier date of retirement or death subject to the rotation rules set out below.</p> <p>(b) Retiring Directors are eligible for re-election, and there is no maximum number of terms that an individual can be reappointed as a Director. However, no more than 3 Directors shall be required to retire by rotation in any particular year, and if more than 3 such Directors wish to stand for re-election then the Board shall determine by majority vote which 3 of the Directors shall be required to retire by rotation. Any Director who the Board determines by vote not to be required to retire by rotation may continue in office for up to a further 1-year period and then retire at the conclusion of the next AGM (and be eligible for re-election).</p> <p>(c) The above clause 6.2(b) does not apply to independent Directors. For the avoidance of doubt, independent Directors are not eligible for re-election and may only hold office for one term of up to 3 years.</p>

**C/ That clauses 6.3 to 6.6 and clause 8.4 of the VNZ Inc. Constitution & Rules be amended as set out below.**

**Explanation:**

The Board would like the option to appoint independent Directors to the Board, to fill gaps in governance experience and/or to add specialist expertise as required. The decision to appoint an independent Director will be at the discretion of the Board and will be for a maximum term of three years. As an appointed Director of VNZ Inc, an independent Director can also be elected as the Chair of VNZ Inc, if the Board so decides.

Clause 6.3 sets out how the VNZ Inc Chair and Vice Chair are elected. Clause 6.4 sets out who is eligible to be elected as a Director. Clause 6.5 currently states that a Chair must be a Grower Member. Clause 6.6 requires the office of Director or VNZ Inc Chair to be vacated in certain situations.

The Board wishes to provide for the appointment of up to two independent Directors (who would not be Members) and to allow for the VNZ Inc Chair or Vice Chair to be an independent Director as from the 2024 AGM. The Board also wants to ensure that the vacation rules (as regards ceasing to be a Member) will not apply to independent Directors. The new wording permits these changes.

The change to clause 8.4 (quorum for Board meeting) would require that a minimum of three Directors who are Grower Members or related to Grower Members as set out in clause 6.4, together with the VNZ Chair or Vice Chair, be present or represented by an alternative in order for business to proceed at the meeting.

Current clause	PROPOSED clause
<p>6.3 The VNZ Inc Chair and Vice Chair shall be elected as follows:</p> <p>(a) At the first Board meeting held following the AGM, the Directors will elect from amongst the Directors the VNZ Inc Chair, to hold office from the conclusion of the Board meeting at which they are elected until the conclusion of the Board meeting held following the next AGM, subject to these rules.</p> <p>(b) At the first Board meeting held following the AGM, the Directors will elect from amongst the Directors the VNZ Inc Vice Chair, to hold office from the conclusion of the Board meeting at which they are elected until</p>	<p>6.3 The VNZ Inc Chair and Vice Chair shall be elected as follows:</p> <p>(a) At the first Board meeting held following the AGM, the Directors will elect from amongst the Directors the VNZ Inc Chair, to hold office from the conclusion of the Board meeting at which they are elected until the conclusion of the Board meeting held following the next AGM, subject to these rules.</p> <p>(b) At the first Board meeting held following the AGM, the Directors will elect from amongst the Directors the VNZ Inc Vice Chair, to hold office from the conclusion of the Board meeting at which they are elected until the</p>

<p>the conclusion of the Board meeting held following the next AGM, subject to these rules.</p> <p>(c) A retiring Chair is eligible for re-election, and there is no maximum number of terms that an individual can be re-elected as a VNZ Inc Chair.</p> <p>(d) A retiring Vice Chair is eligible for re-election, and there is no maximum number of terms that an individual can be re-elected as a VNZ Inc Vice Chair.</p>	<p>conclusion of the Board meeting held following the next AGM, subject to these rules.</p> <p>(c) An independent Director may hold office as VNZ Inc Chair or Vice Chair but only for one term, for a maximum of 3 years provided that, at the Board's discretion the independent Director's term may be extended for a maximum period of 1 year.</p> <p>(d) A retiring VNZ Inc Chair is eligible for re-election, and there is no maximum number of terms that an individual can be re-elected as a VNZ Inc Chair, subject to clause 6.3(c).</p> <p>(e) A retiring Vice Chair is eligible for re-election, and there is no maximum number of terms that an individual can be re-elected as a VNZ Inc Vice Chair, subject to clause 6.3(c).</p>
<p>6.4 The following persons shall be eligible for election as Directors:</p> <p>(a) Any Member who is a natural person; or</p> <p>(b) Any director or shareholder of a Member that is a company; or</p> <p>(c) Any partner, employee or nominated representative of a Member that is a partnership or joint venture (whether incorporated or not); or</p> <p>(d) Any member of a committee of management of a Member that is a Māori incorporation; or</p> <p>(e) Any trustee of a Member that is a trust (including a Māori Trust Board); or</p> <p>(f) any employee of a Member;</p>	<p>6.4 The following persons shall be eligible for election as Directors pursuant to clause 6.2:</p> <p>(a) Any Member who is a natural person; or</p> <p>(b) Any Director or shareholder of a Member that is a company; or</p> <p>(c) Any partner, employee or nominated representative of a Member that is a partnership or joint venture (whether incorporated or not); or</p> <p>(d) Any member of a committee of management of a Member that is a Māori incorporation; or</p>

<p>being the person nominated as the principal representative of that Member in respect of dealings with VNZ Inc.</p> <p>6.5 In addition to the requirements in clause 6.4, a candidate for election as the VNZ Inc Chair must be a Grower Member, or related to a Grower Member in the same way as set out in clause 6.4.</p> <p>6.6 The office of Director or of VNZ Inc Chair shall be vacated:</p> <ul style="list-style-type: none"> <li>(a) if the person is absent from two consecutive Board meetings without special leave; or</li> <li>(b) if the person is or becomes bankrupt or suspends payment or compounds with his or her creditors; or</li> <li>(c) if the person dies or loses mental capacity; or</li> <li>(d) if he or she ceases to be a Member.</li> </ul> <p>8.4 Three Directors and the VNZ Inc Chair (or Vice Chair) present or represented by an alternate shall constitute a quorum.</p>	<ul style="list-style-type: none"> <li>(e) Any trustee of a Member that is a trust (including a Māori Trust Board); or</li> <li>(f) any employee of a Member;</li> </ul> <p>being the person nominated as the principal representative of that Member in respect of dealings with VNZ Inc. For the avoidance of doubt, these eligibility requirements shall not apply to the independent Directors appointed by the Board pursuant to clause 6.1(a).</p> <p>[Clause 6.5 is deleted]</p> <p>6.6 The office of Director or of VNZ Inc Chair shall be vacated:</p> <ul style="list-style-type: none"> <li>(g) if the person is absent from two consecutive Board meetings without special leave; or</li> <li>(h) if the person is or becomes bankrupt or suspends payment or compounds with his or her creditors; or</li> <li>(i) if the person dies or loses mental capacity; or</li> <li>(j) if he or she ceases to be a Member (unless the Director or VNZ Inc Chair is an independent Director).</li> </ul> <p>8.4 Four Directors who are Grower Members or who are related to Grower Members in the same way as set out in clause 6.4, together with the VNZ Inc Chair (or Vice Chair) present or represented by an alternate shall constitute a quorum.</p>
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**Director election result announcement**

**Future Director announcement**

**Industry awards presentation**

**General business, including discussion on Crop Advisory Groups**

**Close**