

## ANNUAL MEETING AGENDA

Date: **Wednesday,  
24 August 2022**

Time: **11:00am**

Venue: **Trustpower Arena,  
81 Truman Lane,  
Mount Maunganui**

### AGENDA ITEMS

- 1 Apologies, Approval of Previous Minutes and Matters Arising
- 2 Annual Report incorporating the Chairman and CEO Reports
- 3 Financial Statements
- 4 Budget
- 5 Set the remuneration of Representatives
- 6-9 Amendments to the NZKGI Rules
- 10 Member Forum
  - Members to raise issues for discussion (*no resolutions can be taken*)

## 2022 RESOLUTIONS AND EXPLANATORY NOTES

### 1 Resolution 1: Previous Minutes

That the minutes of the Annual General Meeting held on Wednesday, 18 August 2021 be approved as a true and accurate record.

#### Explanatory Information

The minutes are available on NZKGI's website [www.nzkgi.org.nz](http://www.nzkgi.org.nz) or by contacting the NZKGI office on 0800 232 505 or [info@nzkgi.org.nz](mailto:info@nzkgi.org.nz).

*The Chairman will invite members to discuss the content of the previous minutes and invite members to ask any questions. The Chairman will then put the above resolution to the meeting. The resolution requires 50 percent of the votes cast.*

### 2 Resolution 2: Annual Report

That the Annual Report incorporating the Chairman and Chief Executive Reports be approved.

#### Explanatory Information

The Annual Report has been distributed with the agenda papers.

*The Chairman will invite members to discuss the content of this report and invite members to ask any questions. The Chairman will then put the above resolution to the meeting. The resolution requires 50 percent of the votes cast.*

### 3 Resolution 3: Financial Statements

That NZKGI's Financial Statements for the period ending 31 December 2021 be approved.

#### Explanatory Information

The summary financial statements have been distributed as part of the Annual Report.

The full audited financial statements along with the auditor's opinion are available on NZKGI's website [www.nzkgi.org.nz](http://www.nzkgi.org.nz) or by contacting the NZKGI office on 0800 232 505 or [info@nzkgi.org.nz](mailto:info@nzkgi.org.nz).

NZKGI's Executive Committee has reviewed the financial statements and recommends that members approve them. *The Chairman will invite members to discuss the financial statements and invite members to ask any questions. The Chairman will then put the above resolution to the meeting. The resolution requires 50 percent of the votes cast.*

### 4 Resolution 4: 2023 Budget

That NZKGI's Budget for the year ending 31 December 2023 be approved.

#### Explanatory Information

The proposed 2022 Year budget allows for expenditure of \$2,064,059 against an expected income of \$2,062,000 (based on 1.1c/tray for 180 million trays) resulting in an operating loss of \$2,059. The 2023 budget has increased expenditure from 2022.

NZKGI's Executive Committee and Forum have reviewed this budget and recommend that members approve it.

*The Chairman will invite members to discuss the content of this report and invite members to ask any questions. The Chairman will then put the above resolution to the meeting. The resolution requires 50 percent of the votes cast.*

### 5 Resolution 5: Set the remuneration of Representatives

That the recommendations of the Remuneration Committee be approved with effect from 1 January 2023.

#### Explanatory Information

The remuneration committee appointed by the Forum (John Bourke, John Cook & Mike Williams) has completed their review. A report from the Remuneration Committee is available on NZKGI's website [www.nzkgi.org.nz](http://www.nzkgi.org.nz) or by contacting the NZKGI office on 0800 232 505 or [info@nzkgi.org.nz](mailto:info@nzkgi.org.nz).

The recommendations of the Remuneration Committee are as follows:

- That the Chairman's fees be adjusted to the levels recommended by the Remuneration Committee of \$73,575.00 for the Chairman and \$37,985.00 for the Vice Chairman per annum.
- That the meeting fees be adjusted to the levels recommended by the Remuneration Committee of \$482.00 a day and \$250.00 per ½ day.
- That the Executive Member fees be adjusted to \$14,000.00 per annum.
- That the Special Allowance at the discretion of the Executive Committee be adjusted to \$15,000.

All other fees remain the same as 2022.

The Chairman will invite the Chair of the Remuneration Committee to present their recommendation. Members will be invited to discuss the recommendation and ask any questions. The Chairman will then put the above resolution to the meeting. The resolution requires 50 percent of the votes cast.

## 6 Resolution 6: Amendments to Rule 8: New Zealand Kiwifruit Grower Forum Membership:

That Rule 8.12 be amended to provide for by-elections where any vacancies of Regional Forum Members occur more than six months prior to each election.

### Explanatory Information

To provide for by-elections for casual vacancies in the NZKGI Forum, so that Members have more choice over nominees for these roles, rather than these vacancies being filled by an individual appointed by the NZKGI Forum. A by-election will occur except where a vacancy occurs within six months of a full election, to reduce costs.

The Chairman will invite members to discuss this proposal and invite members to ask any questions. The Chairman will then put the above resolution to the meeting. The resolution requires 50 percent of the votes cast.

## 7 Resolution 7: New subclauses inserted in Rule 10 (The Executive Committee) and 9 (Meetings of Forum Members):

That the following Rule amendments be made:

- 7.1 New Rule 10.5(g) inserted to allow the Executive Committee to refer, as it sees fit, any decision within the powers and functions of the Executive Committee (as set out in Rule 10.5) to the NZKGI Forum, except for the power to call meetings of the NZKGI Forum and meetings of the Members; and
- 7.2 as a consequence of Rule 10.5(g) (if passed), new Rule 9.4(e) be inserted so the functions and powers of the NZKGI Forum include making a decision on any matter referred to it by the Executive Committee under new Rule 10.5(g).

### Explanatory Information

To allow the Executive Committee to refer decisions to the NZKGI Forum where it sees fit.

The Chairman will invite members to discuss this proposal and invite members to ask any questions. The Chairman will then put the above resolution to the meeting. The resolution requires 50 percent of the votes cast.

## 8 Resolution 8: Amendments to Schedule 1 relating to the elections of NZKGI Representatives on Industry Committees:

That the following amendments be made to Schedule 1 of the Rules:

- 8.1 New Rule 3(c) inserted to set the number of NZKGI Representatives for the ISG, KPG, Hail Committee and Share Committee as set out in the table below, as this is currently not specified in the Rules;

- 8.2 Rule 4(a) amended to establish timeframes for the election of NZKGI Representatives in accordance with the above table;
- 8.3 Rule 4(b) inserted to provide for the election of two IAC Representatives and a single NZKGI Representative on each of the ISG, KPG, Share Committee and Hail Committee on or as soon after 1 July 2023 as possible, to provide for a transition to the new rotation timetable;
- 8.4 Rule 5(a) amended to specify the terms of office of NZKGI Representatives on the IAC, ISG, KPG, Share Committee and Hail Committee in accordance with the above table; and
- 8.5 new Rules 5(b) and (c) inserted to provide for the transition of the term of office of existing representatives into the new rotation timetable, by allowing them to nominate their retirement or, failing that, for the NZKGI Forum to determine retirement dates.

### Explanatory Information

To provide for the rotation of the elections of NZKGI Representatives on Industry Committees to promote succession planning. The timetable for this is shown as Resolution 8 - table 1 below.

The Chairman will invite members to discuss this proposal and invite members to ask any questions. The Chairman will then put the above resolution to the meeting. The resolution requires 50 percent of the votes cast.

## 9 Resolution 9: Various consequential and minor changes:

That the following Rule amendments be made:

- 9.1 New Rule 8(a) of Schedule 1 inserted to confirm that appointments made to the Remuneration Committee are to be made in accordance with the Terms of Reference for that Committee, approved by the NZKGI Forum, and that Committee will run in accordance with the Terms of Reference, as this is not currently specified in Schedule 1; and
- 9.2 various amendments to the Rules and Schedule 1 be made as a consequence of the above changes and to improve clarity of the Rules.

The Chairman will invite members to discuss this proposal and invite members to ask any questions. The Chairman will then put the above resolution to the meeting. The resolution requires 50 percent of the votes cast.

## 10 Member Forum – No resolutions to be considered

The Member Forum is an open forum where any issue or question can be raised.

Resolution 8 - table 1

Committee	No. of NZKGI elected representatives	Term of representatives	Rotations
IAC	3	2 years	2 retiring representatives every two years, other representative retires in alternate years
ISG	2	3 years	1 retiring representative every 18 months
KPG, Share Committee and Hail Committee	3	3 years	1 retiring representative every year