

SCHEDULE ONE

The COKA Organic Management Committee

1. THE COKA ORGANIC MANAGEMENT COMMITTEE

The members of The COKA Organic Management Committee are:

- a. The Chairperson of the Association;
- b. The Vice Chairperson of the Association;
- c. Three Grower representatives elected in accordance with this Rule 3 of this Schedule 1.
- d. Four Post-Harvest representatives appointed by the Executive Committee representing both post-harvest organic operations and organic grower managers;
- e. The person holding the appointment of the Zespri Organic Marketing Manager;
- f. A Grower Forum representative appointed by NZKGI's Executive Committee;
- g. A Zespri Board Member Representative appointed by the Zespri Board;
- h. A Chairperson who is not a member of the Association appointed by the Executive Committee; and
- i. Additional co-opted members appointed by The COKA Organic Management Committee to either assist with specific projects or to provide for the representation of all stakeholders.

2. TERM ON THE COKA ORGANIC MANAGEMENT COMMITTEE

- a. To provide continuity of informed membership the members of The COKA Organic Management Committee are to be elected or appointed for a two-year term with the exception of the Chairperson, Vice Chairperson and the Zespri Organic Marketing Manager who are to serve on The COKA Organic Management Committee for the term of their appointment. Members retiring shall be eligible for re-election or re-appointment.

3. ELECTION OF THE COKA ORGANIC MANAGEMENT COMMITTEE GROWER REPRESENTATIVES

- a. The Chairperson and Vice Chairperson of the Association are, by virtue of that office, members of The COKA Organic Management Committee
- b. Three Grower representatives are to be elected by Members at the Annual General Meeting or a General Meeting called for that purpose.
- c. Written nominations for election shall be received by the Secretary not less than 14 working days before the date of the Annual General Meeting at which the elections are to be held. Candidates must be financial members and nominated and seconded by a Member and be accompanied by the written consent of the nominee.
- d. Not less than seven working days before the date of the Meeting, the list of candidates and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by each candidate in support of their nomination shall be posted, faxed or emailed to all Members.
- e. If there are insufficient valid nominations received, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- f. Voting shall be by ballot paper. Every Member shall have one vote for each position on the Executive. The candidate or candidates who receive the greatest number of votes shall be elected. In the event of any vote being tied the tie shall be resolved by the incoming Executive.

4. FUNCTIONS OF THE COKA ORGANIC MANAGEMENT COMMITTEE

- a. The COKA Organic Management Committee is to take ownership of the Organic Category on behalf of all organic growers and is to serve the needs of the organic category by providing pan-industry organic leadership.
- b. The COKA Organic Management Committee is to act as a communication link to National Organic Organisations including Biogro and Organic Exporters Association, OANZ, Ministry for Primary Industries (MPI); and other organisations such as Assure Quality.
- c. The COKA Organic Management Committee is to make recommendations to Zespri's Board and Executive, the Industry Advisory Council and the Industry Supply Group on the following key organic issues:
 - i. The Supply Contract.
 - ii. Decisions related to the treatment of, and payment for, organic fruit.
 - iii. Matters with material financial implications for organic growers.
 - iv. Organic logistics and quality issues.
- d. The COKA Organic Management Committee is a forum both for Organic Supply Chain issues to be monitored and discussed and for the support of Zespri's Organic Marketing Manager and the following Zespri teams: Supply Chain; Technical / Certification; Innovation / OPC; Finance / Payments; and Marketing and Market Teams / Customer Support.
- e. The COKA Organic Management Committee is to use the Association's structure to create an effective interface between Growers, Zespri, Post-harvest and the wider industry.
- f. The COKA Organic Management Committee is to focus on organic specific issues (not generic industry issues).
- g. The COKA Organic Management Committee is to act as a communication link between Growers, Marketers, Zespri Board and Staff, Post-Harvest, Supply Entities and the NZ Kiwifruit Growers Forum.

5. MEETING PROCEDURES

- a. The COKA Organic Management Committee is to meet early in February, later in March, late April, late May, early in July, late August, mid-September, October and early December and at such other times and places and in such manner (including by phone, video link and other means) as it may determine and otherwise where and as convened by the Chairperson or the Secretary.
- b. All The COKA Organic Management Committee meetings are to be chaired by the Chairperson of The COKA Organic Management Committee or in his or her absence by some other member elected for that purpose by the meeting. The Chairperson is to have a deliberative and casting vote.
- c. The COKA Organic Management Committee may co-opt any person to the Committee for a specific purpose until the next Annual General meeting.
- d. No COKA Organic Management Committee is to be held unless more than half of the members are in attendance including any co-opted member.
- e. Only COKA Organic Management Committee members and co-opted members who are present in person or by telephone, video link or other means are to be counted in the quorum and entitled to vote. Each member and each co-opted member shall have one vote.

- f. The COKA Organic Management Committee may act by resolution approved by not less than 50% of the Committee members and co-opted members through a written ballot conducted by mail, fax or email.
- g. Other than as prescribed by statute or by these Rules the COKA Organic Management Committee may regulate its proceedings as it thinks fit.
- h. The Chairperson of the COKA Organic Management Committee may receive such honoraria as may be set by resolution of a General Meeting.
- i. The COKA Organic Management Committee may reimburse members for expense incurred by them including air travel and accommodation.
- j. Each COKA Organic Management Committee member shall within one month of submitting a resignation or ceasing to hold office deliver to the Executive all books, papers and other property of the Society.
- k. A grower casual vacancy or vacancies on the COKA Organic Management Committee may be filled by the remaining members of the COKA Organic Management Committee appointing a financial Member who shall hold office only until the next Annual General Meeting.
- l. At any meeting of the COKA Organic Management Committee there may be present by invitation of the Executive any other person.

6. FUNCTIONS OF THE CHAIRPERSON OF THE COKA ORGANIC MANAGEMENT COMMITTEE

- a. The Chairperson is to manage and facilitate the meetings of the COKA Organic Management Committee.
- b. The Chairperson is to record the resolutions and action items of all Meetings

7. FUNCTIONS OF THE ZESPRI ORGANIC MARKETING MANAGER OF THE COKA ORGANIC MANAGEMENT COMMITTEE

- a. The Zespri Organic Marketing Manager is to arrange the agenda for each meeting in conjunction with the Chairperson and is to arrange the meeting venue and presenters for each meeting.

8. CONSULTATION

- a. The Chairperson of the COKA Organic Management Committee is responsible for seeking the Association's opinion on all matters put before The COKA Organic Management Committee that have a material financial implication for organic growers.
- b. The Chairperson or any grower representative may seek the Association's opinion on any issue being considered by The COKA Organic Management Committee.
- c. The opinion of the Association is to be first sought by email. If the issue warrants more detailed consideration it is to be raised at either a scheduled or special Association meeting.

9. CODE OF CONDUCT AND REMOVAL FROM OFFICE

- a. The Grower Representative Members of The COKA Organic Management Committee (including the Chairperson and Vice Chairperson) are to adhere to the following code of conduct in the discharge of their duties:
- b. All Grower Representative Members are to promote the interests of organic kiwifruit growers and shall do nothing to bring the Association, The COKA Organic Management Committee or growers into disrepute.

- c. All Grower Representative Members, the Chairperson and Vice Chairperson are to implement the policies and decisions of the Association.
- d. All Members of The COKA Organic Management Committee are to prepare for and contribute at COKA Organic Management Committee meetings.
- e. All Members are to keep all items of business and papers that are commercially sensitive or confidential protected from any disclosure not authorised by The COKA Organic Management Committee.
- f. Any Grower Representative Member of The COKA Organic Management Committee may be called to account at the Annual General Meeting or a General Meeting for an alleged breach of this Rule or for any action or lack of action attributable to that member. After the member has been given the opportunity of being heard by the Meeting, the Meeting may remove that member from The COKA Organic Management Committee and declare the Member's position vacant by resolution passed by a two-thirds majority of Members present and entitled to vote - no proxy votes shall be counted.
- g. Any other member of The COKA Organic Management Committee may be called to account by The COKA Organic Management Committee may be called to account for an alleged breach of this Rule or for any action or lack of action attributable to that member. After the member has been given the opportunity of being heard by The COKA Organic Management Committee Meeting, the Meeting may remove that member from The COKA Organic Management Committee and declare the Member's position vacant by resolution passed by a two-thirds majority of The COKA Organic Management Committee Members present.