

# 2024 RESOLUTIONS AND EXPLANATORY NOTES

## ANNUAL MEETING AGENDA

Date:

**Wednesday,  
21 August 2024**

Time:

**11:00am**

Venue:

**Mercury 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 Set the levy rate
- 7 Rule changes required by the new Incorporated Societies Act
- 8 New Balance Date for annual accounts
- 9 Co-opted Executive Committee members
- 10 Other substantive changes to the NZKGI Rules
- 11 Other tidy-up changes to the NZKGI Constitution
- 12 Registration of New Constitution
- 13 Member Forum

### 1 Resolution 1: Previous Minutes

That the minutes of the Annual General Meeting held on Wednesday, 23 August 2023 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 is available on the NZKGI website [www.NZKGI.org.nz](http://www.NZKGI.org.nz).

*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 2023 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: 2025 Budget

That NZKGI's Budget for the year ending 31 December 2025 be approved.

#### Explanatory Information

The proposed Revised Budget 2025 allows for expenditure of \$2,494,662 against an expected income of \$2,534,000 (based on \$0.013 cent/tray for 194 million trays) resulting in an operating surplus of \$39,338.

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 2025.

### Explanatory Information

The remuneration committee appointed by the Forum (John Bourke, Mike Williams and John Scrimengor) 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 \$77,250.00 for the Chairperson and \$39,884.00 for the Vice Chairperson per annum.
- That the meeting fees be adjusted to the levels recommended by the Remuneration Committee of \$500.00 a day.
- That the Executive Member fees be adjusted to the levels recommended by the Remuneration Committee of to \$20,000.00 per annum.
- That the Off Orchard time for those representatives residing outside of BOP be adjusted to the levels recommended by the Remuneration Committee of \$250.00 per day.

All other fees remain the same as 2024.

*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: Set the levy rate

That the 2025 levy rate for the purposes of the Commodity Levies (Kiwifruit) Order 2024 be set at 1.3 cent per tray (\$0.0036/kg).

### Explanatory Information

The Commodity Levies (Kiwifruit) Order 2024 allows a maximum rate of \$0.015 cent per tray (\$0.0042/kg). At each NZKGI AGM, kiwifruit growers may set any rate up to the maximum for the next calendar year. Note the current 2024 Year rate is \$0.011 cent per tray (\$0.0031/kg). A small net operating profit of \$39,338 is anticipated if the levy rate increases to \$0.013 cent per tray. At the end of 2023 there was \$829,100 in retained earnings.

At the end of 2024, retained earnings are budgeted to decrease to \$818,287 which is 33% of the required operating cost for the organisation. The Executive Committee and Forum agree that in order to maintain retained earnings and to continue current the work activities, a levy rate increase to \$0.013 cent per tray is required.

The NZKGI Executive Committee and Forum recommends to members that the levy rate for 2025 be increased from the current year rate of \$0.011 cent per tray (\$0.0031/kg) to \$0.013 cent per tray (\$0.0036/kg).

*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: Rule changes required by the new Incorporated Societies Act

That the amendments to the Rules of NZKGI (including to change the Rules to be entitled the "Constitution") required for re-registration under the new Incorporated Societies Act 2022, as set out in the marked-up version of NZKGI's constitution and summarised in the overview of the changes, be approved.

### Explanatory Information

The new Incorporated Societies Act 2022 requires existing incorporated societies to re-register under the Act or they will cease to exist. Societies must review and amend their constitutions to ensure they can successfully re-register under the new Act. Societies that do not re-register by 5 April 2026 will cease to exist as legal entities.

An overview of the changes required by the new Incorporated Societies Act as well as a mark-up of these amendments in NZKGI's Rules can be found with the AGM papers on the NZKGI website.

*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: New Balance Date for annual accounts

That the amendments to rules 9, 10.1 and 12 of the Rules of NZKGI (to be called the "Constitution" if Resolution 7 is passed) to provide a new balance date for NZKGI of 31 March, as set out in the marked-up version of NZKGI's constitution and summarised in the overview of the changes, be approved.

### Explanatory Information

NZKGI proposes moving its balance date from 31 December to 31 March upon successfully re-registering the amended Rules (to be called the "Constitution" if Resolution 7 is passed) under the new Incorporated Societies Act 2022. The reason for this is that under the

new Incorporated Societies Act 2022, the AGM must be within six months of the balance date and we wish to keep our AGM in August in line with current practice.

An overview of these changes as well as a mark-up of these amendments in NZKGI's Rules can be found with the AGM papers on the NZKGI website.

*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: Co-opted Executive Committee members

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To approve a new rule in the Rules of NZKGI (to be called the "Constitution" if Resolution 7 is passed) for Co-opted Executive Committee members to be elected to the Executive Committee.

### Explanatory Information

A new rule is proposed to allow the Executive Committee to appoint co-opted committee members. The purpose will be to give board experience and develop new talent. Co-opted Executive Committee members will still need to come from the Forum. They will have full voting rights. Definition of "Co-opted Executive Committee Member" has been added to the Rules.

An overview of this change as well as a mark-up of these amendments in NZKGI's Rules can be found with the AGM papers on the NZKGI website.

*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 Resolution 10: Other substantive changes to the NZKGI Rules

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To approve rule changes the Rules of NZKGI (to be called the "Constitution" if Resolution 7 is passed), as set out in the marked-up version of NZKGI's constitution and summarised in the overview of the changes, allowing for:

- Requirement to update appointment of Supply Entity representatives
- Additional reporting obligations on NZKGI

### Explanatory Information

- Requirement to update appointment of Supply Entity representatives: Rule 6.8 has been added to require that every three years, to coincide with the election of Regional Representative Forum members, the Executive Committee will ask Supply Entities to confirm the appointment of their representatives under Rule 6. This will ensure the requirements of Rule 6.7 are checked.

- Additional reporting obligations on NZKGI: New rules to provide:
  - for NZKGI to provide an annual report to Members summarising the activities undertaken by NZKGI in furtherance of its objects; and
  - for NZKGI to consult Members annually on its plans.

An overview of these changes as well as a mark-up of these amendments in NZKGI's Rules can be found with the AGM papers on the NZKGI website.

*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.*

## 11 Resolution 11: Other tidy-up changes to the NZKGI Constitution

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To approve the various tidy-up changes to the NZKGI Constitution as set out in the marked-up version of NZKGI's constitution and summarised in the overview of the changes.

### Explanatory Information

Various minor changes to NZKGI's Rules are proposed to tidy up the Rules and make them easier to understand.

An overview of these changes as well as a mark-up of these amendments in NZKGI's Rules can be found with the AGM papers on the NZKGI website.

*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.*

## 12 Resolution 12: Registration of New Constitution

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To approve that NZKGI register the changes to NZKGI's Rules (including the renaming of the Rules to be entitled "Constitution") approved in accordance with the above resolutions by:

- a) registering a version of NZKGI's Rules incorporating those changes (with any necessary amendments if a resolution is not approved); and
- b) applying for registration upon reaching agreement with Zespri on arrangements to obtain the consent of new members to joining NZKGI (if that is required by the amended Rules) but, in any case, in sufficient time to enable the amended Rules to be registered by 5 April 2026.

### Explanatory Information

It is proposed to register the new Constitution by submitting a clean (i.e. not marked-up) version of the new Constitution incorporating all the amendments approved at the AGM.

The new Incorporated Societies Act 2022 requires NZKGI to obtain consent of new members to becoming members of NZKGI. At present, membership occurs automatically on a person or entity becoming a grower and paying a levy. NZKGI is working constructively with Zespri to incorporate a consent process into the new Grower registration process.

It is expected that this will be completed this year, in which case the new Constitution should be able to be registered in time for the new financial year timing to start from 1 April 2025. If this is not possible, registration will be delayed, and the new Constitution will come into effect on either 1 April 2026 (to enable the new financial year to start from that date) or after that date but no later than 5 April 2026 (in which case the new financial year dates will apply from 1 April 2027).

*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.*

### **13 Member Forum – No resolutions to be considered**

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