



26 May 2021

To Summerfruit NZ Members

Notice of Annual General Meeting of Summerfruit New Zealand Incorporated

Notice is hereby given that the Twenty Seventh Annual General Meeting of Summerfruit New Zealand Incorporated will be held at Napier War Memorial Centre, 48 Marine Parade on 9 June 2021. Alternatively, if preferred, members can register to attend via Zoom. The AGM will start at 3.30pm and conclude at 5.00pm. More information on how the meeting will proceed on the day will be provided when you complete the registration process.

What you need to know

If you are attending the AGM **in person**:

- Please advise if you will be attending in person by completing and emailing the enclosed RSVP form.
- As per clause 10 of Schedule 1 of the Companies Act please confirm on the RSVP form who is appointed to represent the organisation at the meeting in the same manner as you would appoint a proxy (ie the vote holder).
- Voting on the day will be by a web-based voting app accessible from your smart phone or tablet. More information on the app will be provided when we receive your AGM registration. If you wish to use paper-based voting on the day please indicate so on your registration form.

If you are attending the AGM **via Zoom**:

- Given the technology issues managing an AGM via Zoom you will need to pre-register for the Zoom meeting using the link below or from the AGM page on the website.
<https://us02web.zoom.us/meeting/register/tZwrdu6rqj8qGtSqF1ZlqW6PASHhL2wPwBt2>
- If you have not pre-registered, you will be unable to join the Zoom meeting on the day.
- Voting will be by a web-based voting app accessible from your smart phone or tablet. More information on the app will be provided when we receive your AGM registration.

We suggest that you don't use the same device for voting that you are using to view the Zoom meeting, ie Zoom on laptop or tablet, voting via smart phone.

All AGM registrations will close at 9.00am, Friday 4 June to allow sufficient time for effective administration of the AGM.

Unable to attend the AGM

Should you be unable to attend the meeting, a proxy form is enclosed. If you have multiple membership entities and require additional proxy forms, they are available to download from the AGM website page <https://www.summerfruitnz.co.nz/about-us/2021-agm/>.

Proxies can be emailed in pdf format to admin@summerfruitnz.co.nz. Please ensure that all proxies are returned **no later than 3.30pm on 8 June 2021**.

Business

1. To receive and consider the minutes of the previous AGM, 15 July 2020.
2. To receive and consider the Chairman's report.
3. To receive the Apricot Co Interim Board report.
4. To receive and consider the Summerfruit NZ Inc Annual Accounts (2020).
5. To approve the appointment of an auditor for Summerfruit NZ Inc (2020-21).
6. To receive the proposed 2021-22 projected receipts and expenditure.
7. To set the commodity levy rate for the 2021-22 year.
8. To receive the Biosecurity report 2020-21 and set a biosecurity levy rate for the 2021-22 year.
9. To receive and consider changes to the Summerfruit NZ Inc Constitution.

The resolutions from the Summerfruit NZ Board are listed below, no resolutions were received from members.

Resolutions 1 – 5 are Producer Member only votes, using the planted hectare vote allocations currently recorded by Summerfruit NZ.

Resolutions 6 – 8 are for all Summerfruit NZ members. Each member, including Producer Members, is entitled to one vote.

Please note: The Summerfruit NZ Inc Constitution clauses 7.4 and 7.9 indicate that new or amended resolutions **cannot** be proposed on the day of the AGM, unless the amendments are purely technical or non-material.

RESOLUTIONS

Resolution 1

That the minutes of the AGM of Summerfruit New Zealand held on 15 July 2020 be taken as read and confirmed as a true and correct record of that meeting.

Moved by: Summerfruit NZ Board

Resolution 2

That the Annual Report and audited financial statements for the year ended 31 August 2020 be accepted as tabled.

Moved by: Summerfruit NZ Board

Resolution 3

That the Board appoint BDO as financial auditors for the 2020-21 year.

Moved by: Summerfruit NZ Board

Explanation

BDO were first appointed in 2019 and conducted the 2019-20 audit.

Resolution 4

That the levy rate for the Commodity Levies (Summerfruit) Order 2020 for the 2021-22 year shall remain:

- i. 1.5% (plus GST) for peaches, nectarines, plums, apricots and the hybrids thereof;
- ii. 0.75% (plus GST) for cherries; and
- iii. 0.5% (plus GST) for processed fruit excluding fruit sold to Heinz Wattie's Ltd for processing.

Moved by: Summerfruit NZ Board

Resolution 5

That the Biosecurity Levy rate shall remain set at 0.05%.

Moved by: Summerfruit NZ Board

Resolution 6

That the following alteration to the Constitution and Rules of Summerfruit New Zealand Inc be adopted.

Current clause 7.9 to be deleted and replaced with the proposed clause 7.9 following.

Current clause

- 7.9 Any instrument appointing a proxy shall be deposited with the Society at its registered office at least 24 hours prior to the meeting to which the proxy relates. The form of proxy shall be in the form attached hereto as Schedule 2, or in similar form thereto.

Proposed clause

- 7.9 *Any instrument appointing a proxy shall be submitted to the Society by electronic means, to the email address provided at Schedule 2, at least 48 hours prior to the meeting to which the proxy relates. The form of proxy shall be in the form attached hereto as Schedule 2, or in similar form thereto.*

Note

Schedule 2 shall be amended to include the admin@summerfruitnz.co.nz email address for email and timing to allow for lodgement of proxies.

Moved by: Summerfruit NZ Board

Explanation

The receipt of proxies, to be deposited at the Society's office at least 24 hours before a meeting currently requires staff to be in the office up to 24 hours prior to an AGM or SGM, to receive proxies and clear the post box. The addition of email and change to 48 hours allows suitable time to prepare the proxy list and avoid the need for staff attendance at the Society's office immediately prior to such meetings.

Resolution 7

That the following alteration to the Constitution and Rules of Summerfruit New Zealand Inc be adopted.

Current clause 8.1 to be deleted and replaced with the proposed clause 8.1 following.

Current clause

- 8. THE BOARD OF DIRECTORS
- 8.1 The Board shall comprise eight Directors, being five Producer/Associate Directors and three Exporter Directors. The committee shall not comprise of more than one Associate Director at any one time.
 - (a) Producer and Associate Directors shall be elected by postal ballot, conducted amongst all members across those classes.
 - (b) Exporter Directors shall be appointed by the Summerfruit Exporters Committee.

Proposed clause

- 8. THE BOARD OF DIRECTORS
- 8.1 The Board shall comprise eight Directors, being five Producer/Associate Directors and three Exporter Directors. The committee shall not comprise of more than one Associate Director at any one time.
 - (a) *Producer and Associate Directors shall be elected by electronic ballot, conducted amongst all members across those classes.*
 - (b) Exporter Directors shall be appointed by the Summerfruit Exporters Committee.

Moved by: Summerfruit NZ Board

Explanation

A proposal to amend clause 8.1(a) to modernise the voting practice by using electronic means rather than postal votes. This will have the effect of reducing costs for both Summerfruit New Zealand and voters, while ensuring timely communication of votes to get an accurate result.

Resolution 8

That the following alteration to the Constitution and Rules of Summerfruit New Zealand Inc be adopted.

Current clause 8.2 to be deleted and replaced with the proposed clause 8.2 following and the addition of a new clause as 8.3 as proposed.

Current clause

- 8.2 The Board shall have the power to second any person or persons, whether a Member or not, to serve on the Board. That Member shall act in an advisory capacity only, shall have no voting rights, nor be counted in any quorum required for any meeting of the Board.

Proposed clause

- 8.2 *The Board shall have the power to second any person or persons, whether a Member or not, to serve on the Board, to a maximum of three seconded Directors. That Member shall have full Director's Rights, including voting rights, and shall be counted in any quorum required for any meeting of the Board.*

Proposed NEW clause

- 8.3 *The Board shall have the power to second any person or persons, whether a Member or not, to serve on the Board, as an observer or specialist. Such secondees shall act in an advisory capacity only, shall have no voting rights, nor be counted in any quorum required for any meeting of the Board.*

Moved by: Summerfruit NZ Board

Explanation

Proposal to amend clause 8.2 which allows for secondment of non-voting Directors onto the Summerfruit NZ Board. The Board is proposing to amend this to include a voting entitlement, reflecting the true nature of the seconded Director and their worth to the governance of Summerfruit NZ. Currently Summerfruit NZ has a seconded Domestic Market Director who holds all Director's responsibilities but no voting rights. This first rule change is intended to address that shortfall.

The second amendment is to provision separately, and without full rights, for a Board observer, the objective of which is to introduce potential Director candidates to the governance of Summerfruit NZ.

Annual Report

The 2020 Annual Report containing the Chairman, Interim Chief Executive, Chief Executive and Biosecurity reports, plus a summary of the 2020 audited accounts, can be found on the website at <https://www.summerfruitnz.co.nz/publications/annualreport/>

If you have any questions about the AGM, please feel free to contact me.

Best regards



Kate Hellstrom
Chief Executive
Summerfruit NZ

Encl: RSVP form/Proxy form/2020 AGM minutes.