

PROCESS VEGETABLES NEW ZEALAND OPERATIONAL RULES & PROCEDURES

(For adoption as bylaws of Horticulture New Zealand in accordance with Clause 6 & 22 of the Horticulture New Zealand Constitution)

1 MEMBERSHIP

- (a) Persons eligible for membership of the Process Vegetables NZ (PVNZ) are Active Grower Members of Horticulture NZ, as defined in the Horticulture NZ Constitution, who are actively involved in the production of the crops listed in Appendix 1 when they are grown for commercial processing by way of artificial drying, evaporating, freezing, canning, bottling or preserving (Note this excludes potatoes, onions and asparagus grown for processing)

2 ELECTION OF PVNZ BOARD

- (a) The management and control of the affairs and business of PVNZ shall be invested in its Board comprising of up to 8 Directors, of whom:
- (i) 5 Directors are elected by postal ballot under paragraph (b) of this Clause 2; and
 - (ii) up to 3 independent Directors appointed by the Board under paragraph (d) of this Clause 2.
- (b) Up to 5 Directors of PVNZ shall be elected as follows:
- (i) In each year, the General Manager will organise for a postal ballot of members to elect new Directors to fill any vacancy in the number of Elected Directors on the Board.
 - (ii) Retiring Directors are eligible for re-election, and there is no maximum number of terms that an individual can be reappointed as a Director.
 - (iii) Retiring Directors shall be deemed to be re-elected if there is no opposing candidate for election.
 - (iv) A Director must retire if they cease to be qualified to hold office as set out in Clause 6.
- (c) The PVNZ Board shall be entitled to appoint as an independent Director any person whom it may think desirable to add to the Board on account of any special skill required by the Board, but:
- (i) May not appoint more than 3 independent Directors; and
 - (ii) No independent Director shall be entitled to vote on the setting of the Commodity Levy rate.
- (d) Each elected Director or independent Director shall hold office for a term of 3 years.
- (e) Any casual vacancy in the number of Elected Directors on the PVNZ Board may be filled by the remaining directors by the appointment of a person duly qualified and any person so appointed to fill such vacancy shall hold office for the balance of the unexpired term of the elected Director in whose place he/she is appointed.

3 ELECTION OF PVNZ CHAIR and VICE CHAIR

- (a) At the first Board meeting held following the AGM, the Directors will elect from amongst the Directors the PVNZ 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.
- (b) At the first Board meeting held following the AGM, the Directors will elect from amongst the Directors the PVNZ Vice 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.
- (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 PVNZ Chair.
- (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 PVNZ Chair.
- (e) A PVNZ Chair and Vice Chair must retire if they cease to be qualified to hold office as set out in Clause 3(f) or Clause 6.
- (f) **Vacancy in office:** If the PVNZ Chair should resign from office, die, become bankrupt, or in some other way become incapable of carrying out his or her duties as Chair for a period of more than 6 weeks, then the PVNZ Vice Chair shall assume the position of Chair and hold office until the appointment of a new Chair.

4 PVNZ BOARD MEETINGS

- (a) **Five members (5)** of the PVNZ Board shall be a **quorum** at any meeting thereof.
- (b) If any Director of the PVNZ Board is unable to attend any meeting of the Board that Director may appoint a substitute for that meeting with full power to attend, speak and vote.
- (c) All acts done by any Directors or by a member of a sub-committee, shall be valid should it be discovered afterwards there was some defect in the appointment of such person.
- (d) A resolution in writing signed by all directors shall be as valid and effectual as if it had been passed at a meeting duly constituted and held.
- (e) Voting at meetings of the PVNZ Board will be on the basis of one director one vote.
- (f) The PVNZ Chair will hold a casting as well as a deliberative vote.

5 SUB COMMITTEES OF PVNZ

- (a) The PVNZ Board may delegate any of their respective powers to sub-committees consisting of such member or members as is thought fit. Any sub-committee shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the PVNZ.

- (b) The meetings and proceedings of any such sub-committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the PVNZ Committee so far as the same are applicable thereto and are not superseded by any regulations made under Rule 4 (a) hereof.

6 VACATION OF OFFICE

The office of Director of the PVNZ Board shall be vacated:

- (a) If the member is absent from two consecutive meetings without special leave; or
- (b) If he be or become bankrupt or suspend payment or compound with his creditors; or
- (c) If he dies or become of unsound mind;
- (d) If he or she would be disqualified to hold office as an officer of an incorporated society under the Incorporated Societies Act 2022; or
- (e) If he or she ceases to be a member of PVNZ.

7 CONFERENCE

- (a) The PVNZ Board shall convene an Annual General Meeting of members affiliated with it, called the "Process Vegetables NZ AGM".
- (b) The AGM may be attended by all members.
- (c) The business to be conducted at the AGM shall be such matters as members or affiliated member associations representing members or the PVNZ Board may by notice in writing require to be included, pursuant to the remit process set out in clause 7(g).
- (d) **Initial notice:** The Business Manager shall notify all members and affiliated member associations of the proposed date and place of the AGM and the general nature of the business proposed to be conducted at that AGM at least 8 weeks prior to the proposed date. The AGM shall be held on the date and at the place proposed unless the Board determines on reasonable grounds that the AGM cannot be held on the proposed date or at the proposed place.
- (e) **Formal notice:** At least 21 days' notice of every AGM, including notice and the full text of any remit, shall be given to every member
- (f) **Entitlement to vote:** Voting entitlements at the AGM will be determined at 5pm on the day before the date on which notice of the AGM is given. Persons whose name and address are recorded in the membership list of Process Vegetables NZ at that time will be the only persons entitled to vote at the AGM.
- (g) **Remits:** In the event that a member or affiliated member association representing members or the PVNZ Board wishes to have a certain matter considered at the AGM pursuant to clause 7 (c) of these Rules, the relevant person ("the Proposer") shall give notice in writing to the Business Manager of the PVNZ Remit not less than 28 days prior to the proposed date of the AGM.
- (h) **Notice of remit:** If the notice referred to in clause 7(g) is received by the Business Manager not less than 28 days prior to the proposed date of the AGM, then notice of the PVNZ Remit and the text of any proposed resolution shall be given with the notice of meeting in accordance with clause 7(e).

- (i) **Written proposal:** If the PVNZ Board intends that members may vote on a PVNZ Remit by proxy or by postal vote, it must give the Proposer the right to include in or with the notice referred to in clause 7(g) a statement of not more than 1,000 words prepared by the Proposer in support of the Remit, together with the name and address of the Proposer.
- (j) The Business Manager will not be required to include in or with the notice of a Remit a statement prepared by a Proposer which the Business Manager considers to be defamatory, frivolous or vexatious.
- (k) Notwithstanding anything else in this clause, any matter may, with the consent of a majority of those present at an AGM, be accepted for discussion at the AGM, but shall not be put to a resolution.
- (l) **Voting:** Unless otherwise provided by these Rules, voting at an AGM shall be by show of hands on the basis of one vote per member present in person or represented by proxy.
- (m) **Proxies** If any member is unable to attend an AGM, that member may by notice in writing delivered to the Business Manager not later than forty-eight (48) hours prior to the time fixed for the AGM appoint any other person entitled to attend the AGM to be the proxy of that member and any proxy so appointed shall be entitled to exercise the vote available to that member under these Rules.
- (n) **Quorum: Nine (9)** members present in person, by proxy or by participating in the Meeting by means of audio link, audiovisual link, or other electronic communication shall form a quorum at the PVNZ AGM and other general meetings of the PVNZ.
- (o) **Casting Vote:** Chairman of the PVNZ AGM shall be entitled to a casting as well as a deliberative vote.

8 FINANCIAL YEAR

The financial year of PVNZ shall end on the 31st day of March in each year.

9 EXTRAORDINARY GENERAL MEETINGS

- (a) **Thirty (30)** members may by requisition addressed to the Business Manager demand that an extraordinary general meeting of the PVNZ shall be called to consider any matter set out in such requisition and upon receipt of such requisition the Business Manager shall proceed to call such a meeting with not less than 21 days notice to members entitled to attend the same.
- (b) All provisions relating to operation of the AGM contained in these Rules shall, to the fullest extent possible, apply to any extraordinary general meeting called pursuant to clause (a).

10 MANNER OF HOLDING MEETINGS

Any meeting of members under these Rules must be held by a quorum of members:

- (a) being assembled together at the time and place appointed for the meeting;
- (b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
- (c) by a combination of both of the methods described in paragraphs (a) and (b).

11 REMUNERATION OF COMMITTEES

Directors of PVNZ may be paid such remuneration by way of an honorarium as may be determined by the PVNZ at their General Meetings and may also be paid travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the PVNZ or any sub-committee thereof respectively or any General Meetings of the PVNZ or in connection with the business of the PVNZ and in addition may be paid such sum as may be determined by prior resolution of the PVNZ thereof in respect of any extra service performed by any such member within New Zealand or elsewhere either in respect of his attendance at any meeting or in respect of any special exertions in going or residing abroad or otherwise for any of the purposes of the PVNZ.

12 ALTERATION OF PROCESS VEGETABLES NZ OPERATIONAL RULES & PROCEDURES

The Board of Horticulture NZ will not approve any alteration to these rules unless that alteration has been first approved by the Process Vegetables NZ Conference.

APPENDIX 1

| <i>List of vegetables produced by members of Process Vegetables New Zealand</i> |
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| Beans |
| Beetroot |
| Broccoli |
| Brussel Sprouts |
| Carrots |
| Cauliflower |
| Kumara |
| Parsnips |
| Peas |
| Silverbeet |
| Spinach |
| Sweetcorn |
| Tomatoes |