



Summerfruit NZ Inc.

Resolutions including Constitutional Changes

For AGM to be held on 7 November 2025

Resolutions 1 – 6 are Producer Member only votes, using the planted hectare vote allocations currently recorded by Summerfruit NZ.

Resolution 1

Confirmation of the previous minutes

Moved that: The minutes of the AGM of Summerfruit New Zealand held on 1 November 2024 be confirmed as a true and correct record of that meeting.

Moved by the Summerfruit NZ Board

Resolution 2

Summerfruit NZ Annual Accounts

Moved that: The Annual Report and audited financial statements for the year ended 31 May 2025 be accepted.

Moved by the Summerfruit NZ Board

Resolution 3

Appointment of auditors for 2025-2026

Moved that: The Board appoint BDO as financial auditors for the 2025-26 year.

Moved by the Summerfruit NZ Board

Resolution 4

Levy Order 2026-27

Moved that: The levy rate for the Commodity Levies (Summerfruit) Order 2020 for the 2026-27 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 the Summerfruit NZ Board

Explanatory information

The [Commodity Levies \(Summerfruit\) Order 2020](#) requires Summerfruit NZ to set the actual levy rates at the annual general meeting held before the start of the levy year to which the levy rate applies. The levy rate for 2025-26 was approved at the November 1 2024 AGM. The 2026-27 financial year starts on 1 June 2026, and this resolution sets the levy rate for 2026-27.

Resolution 5

Reconfirming the Biosecurity Levy rate for the 2026-27 year

Moved that: The Biosecurity (Readiness and Response—Summerfruit Levy) Order 2019 rate shall remain at 0.05% for summerfruit.

Moved by the Summerfruit NZ Board

Resolution 6

Authorising the Board to Adopt a Director Remuneration Structure Based on an Independent Review

Moved that: The Members of Summerfruit New Zealand Incorporated approve and authorise the Board of Directors to adopt and implement the mid-range of the Director remuneration structure (including honoraria and meeting fees) as recommended by the independent review conducted by the Institute of Directors.

Explanatory information

The Society's Rules allow for the Board to pay Directors and sub-committees remuneration by way of honorarium and meeting fees, and to reimburse reasonable costs. However, this must comply with the rule that any such payment must be reasonable and relative to that which would be paid in an arm's length transaction (open market value).

The rules do not require this resolution to be passed by the membership for the Board to set and adjust remuneration. However, given that remuneration is a matter of significant interest to the membership, and to ensure the Board has a clear mandate and acts with the utmost transparency, the Board is voluntarily seeking the support of the Members to adopt the new structure based on the independent review by the Institute of Directors.

A copy of the IoD report is available for members upon request by emailing

dean.smith@summerfruitnz.co.nz

Moved by the Summerfruit NZ Board

Resolution 7

Amending the Rules of the Society

To consider and, if thought fit, pass a special resolution that the rules of the Society (Rules) be amended for the purposes of section 30 of the Incorporated Societies Act 2022 and rule 18.1 of the Rules. The amendments proposed are set out in the form attached.

Moved that: The Members approve the amendments to the Society's current Rules as set out in the form attached with effect from the date of this resolution.

Explanatory information

The Rules require that any amendments to the Rules must be passed by a three-fourths majority of those present in person or by proxy at a general meeting.

The special resolution is a special resolution of the Members to approve that the Society amend its existing Rules (as contained in Appendix A to this Notice of Annual General Meeting). The amended

Rules (in redline against the current Rules) are set out at Appendix A, together with an explanatory note of the changes at Appendix B.

The amendment to the Rules is a result of the planned disestablishment of the Summerfruit Exporters Committee (**SEC**). The purpose of the amendment is to integrate the core functions of the SEC into the Society. The Board also proposes to reduce the size of the Board.

Moved by the Summerfruit NZ Board

APPENDIX A

DRAFT SUMMERFRUIT NZ CONSTITUTION (WITH TRACKED CHANGES)

Please see email attachment or [here](#) for draft SNZ constitution (with proposed changes tracked). The current SNZ constitution can be found [here](#).

APPENDIX B

SUMMARY OF CHANGES

Clause in Rules	Change	Explanatory Note
1.1	Minor changes	To reflect other changes made to the Rules.
3	Amendment of objectives	In accordance with the proposed dissolution of the SEC, this allows the Society to recognise the current objectives of the SEC – for additional context and clarification of these changes please refer to Appendix C.
4.2	Minor change	To reflect the nomination process previously included in Schedule 1.
7.9(c)	Remove voting rights of Associate Members and the Group Associate Membership category.	The Board would like to propose the removal of the voting right of Associate Members and in addition, to remove the Group Associate Membership category. This membership category is historic and is no longer required for the current purposes of the Society.
7.14	New clause	The Incorporated Societies Act allows written resolutions to be passed in lieu of holding an AGM. However, the constitution must explicitly grant this right, otherwise it cannot apply. This new clause grants the right to pass written resolutions in lieu of a meeting.
8.1	Reduce the number of Directors on the Board.	The Rules currently requires the Society to have eight Directors in total. Following a governance

		review, the Board would like to propose a reduction in the number of Directors on the Board. The Board is of the opinion that seven Directors are sufficient to effectively represent the Members and to manage the Society in an effective and efficient manner. Reducing the number of Directors would not, in the Board's opinion, reduce the ability of the Board to act in the benefit or furtherance of the Society's objects.
8.2	Clarify position of seconded Directors.	It was not previously clear whether the seconded Directors were in addition to / part of the Directors required under rule 8.1. The changes clarifies that the seconded Directors are in addition to the Directors elected under rule 8.1.
8.3	New clause	To clarify the term of seconded directors and insert a requirement that seconded directors are reappointed by the Board annually.
8.5	Clarify the nomination and voting process for Producer Directors.	With the removal of Associate Directors, this makes it clear that only Producer Members can nominate and vote on Producer Directors and makes the voting processes for both Exporter Directors and Produce Directors consistent.
8.6	Addition of a nomination and voting process for Exporter Directors.	Previously, Exporter Directors were appointed by the recommendation of the SEC. This addition sets out the process for nominations and voting by all Exporter Members and closely follows the process set out for the nomination and voting for Producer Directors.

9(c)	Reduce the quorum for Board meetings	To align with the reduction in Board size, the quorum for Board meetings have been reduced from five to four.
11.3	New clause	One condition to the disestablishment of the SEC is that the Society must include rule 3.10 of the current Rules of the SEC. The rule would effectively require the Board to maintain recognition of the Society as a product group under the Horticulture Export Authority Act and to manage the interests of exporters in the development and review of the export marketing strategy. We note that the existing Rules cover this in rule 3.1(b) but we have made minor changes to this clause and added a new rule 11.3 to reflect the inclusion of the relevant SEC rule.
Schedule 1 (2)	Minor change	To reflect disestablishment of the SEC.
Schedule 1 (4)	Clause deleted	To reflect the removal of the Group Associate Membership category.
Schedule 1 (5)	Clarify Life Membership qualifications	To align drafting with other clauses in Schedule 1 and to reflect current appointment practices.

APPENDIX C

Summary of Changes to Objects of Society

Object No.	Current Object	Proposed Object	Comment
a	To represent the interests of the New Zealand Summerfruit industry across all aspects of the industry. This includes the interests of Producer Members, Exporter Members and Associate Members.	To represent and advocate for the collective interests of the New Zealand Summerfruit industry, encompassing all participants including growers, exporters, and associated members. This includes fostering collaboration and unity across the industry.	Tweaked to move the organisation from a broad representative role to a more proactive and strategic position that actively advocates for collective interests and explicitly aims to foster industry unity – this incorporates required elements of the SEC rules
b	To act as a recognised product group under the HEA Act, and to formulate and implement an export marketing strategy under that Act.	To act and maintain recognition as a product group under the HEA Act, and to formulate and implement an Export Marketing Strategy.	Includes specific reference to EMS.
c	To comply with the Commodity Levies Act 1990 and any relevant Summerfruit Commodity Levy Order under that Act.	To comply with the Commodity Levies Act 1990 and any relevant Summerfruit Commodity Levy Order.	No change
d	To co-ordinate, develop, promote and improve the Summerfruit industry both domestic and export.	To co-ordinate, develop, promote and improve the Summerfruit industry both domestic and export.	No change
e	To undertake research and development in the interests of the Summerfruit industry in New Zealand both domestic and export and to facilitate transfer of technology.	To undertake and facilitate research, development, and technology transfer for the benefit of the New Zealand Summerfruit industry in both domestic and export sectors.	No change

f	To liaise and co-operate with all relevant organisations.	To liaise and co-operate with all relevant organisations.	No change
g	To initiate, organise and publicise seminars, workshops, conferences and meetings for the education and development of participants in the Summerfruit industry.	To facilitate the education and development of Summerfruit industry participants through the collection and dissemination of relevant information, and the organization of seminars, workshops, conferences, and meetings.	No change
h		To foster orderly marketing practices for Summerfruit in all markets.	New clause
i		To maximise the monetary returns of New Zealand growers and exporters of Summerfruit.	New clause
j		To serve as a forum for discussing and addressing issues impacting the New Zealand Summerfruit industry.	New clause
k	To provide financial support in pursuance of the objects set out above.	To provide financial support consistent with the achievement of these objects.	No change
l	To do all things and make such arrangements whatsoever which are incidental or conducive to the objects of the Society and which in the opinion of the Board can advantageously be carried out, performed, done or executed for the benefit of the Society or the furtherance of its objects.	To do all things and make such arrangements whatsoever which are incidental or conducive to the objects of the Society and which in the opinion of the Board can advantageously be carried out, performed, done or executed for the benefit of the Society or the furtherance of its objects.	No change