

Potatoes New Zealand Inc.

Minutes of Annual General Meeting of Potatoes New Zealand Inc. being held via zoom due to covid-19 restrictions in the Auckland area, AGM was originally to be held at Pukekohe Indian Association Centre, Pukekohe Auckland. Thursday 14th August 2020, 12:30pm.

Present: Stuart Wright (Chair) presided over representative from the following members:

A. S Wilcox - Rakaia	McCain Foods (NZ) Ltd	MCG
Annat Farms	Bailey Farming Co Ltd	Balle Bros – Pukekohe
Balle Bros – Matamata	Balle Bros – Ohakune	Balle Bros – Onewhero
Balle Bros – Highbrook	Balle Bros – Heretaunga	Balle Bros - Pukekawa
Freshpik Farms Ltd	Hira Bhana & Sons Ltd	Olsen Agri
Parlato Farming Co	Jon Davison	A. S Wilcox

Also in attendance:

Chris Claridge (CEO, Potatoes NZ Inc.).

Gemma Carroll (Comm's, Potatoes NZ Inc.).

Nicola Loach (Administration, Potatoes NZ Inc.).

- **Welcome**

The Chair welcomed attendees and thanked them for giving up their time to partake on the AGM via zoom due to covid restrictions making it impossible to hold in person in Pukekohe.

- **Apologises**

Apologises were received from:

- **Voting and Proxies for AGM Resolution**

The CEO advised that no proxies were received.

- **Notices of Motion.**

Motion 1

That the minutes of the AGM of Potatoes New Zealand Inc. held 14th August 2019 be taken as read and confirmed as a true and correct record of that meeting.

Mike Moleta/Tony Parlato

Carried

Motion 2

That the audited financial statements for the year ended 31st March 2020 be approved.

John Jackson/Bharat Bhana

Carried

Motion 3

That either Grant Thornton Wellington, PricewaterhouseCoopers New Zealand or BDO Spicers, be appointed auditors for the financial year ended 31st March 2021.

Jon Davison/Mike Moleta

Carried

Motion 4 Notice of Alteration of PNZ Rule & Constitution.

“That clause 9(d)(i) be deleted and replaced with the following:

- (i) Any person holding the office of director (including any co-opted director) shall be entitled to hold the office for a period not exceeding 3 years. At the end of the term that person shall stand down, but will be eligible for re-election (or co-option) for further 3-year terms pursuant to clause 9(e) provided that no person shall serve more than:
 - A. 3 consecutive 3-year terms (i.e. a maximum of 9 years) as a director; or*
 - B. 3 consecutive 3-year terms (ie. 9 years) plus such additional part period the director has held office before retiring and being re-elected to office (i.e. a maximum of 11 years) as a director.**

A person who has served 3 consecutive 3-year terms as a director will become re-eligible for election after having retired for at least one 3-year term. This provision shall be deemed to have applied as from the date of incorporation of the society.”

Proposed by the PNZ Inc Board

Dacey Balle/Bharat Bhana

Carried

Motion 5 Notice of Re-Election

“That, notwithstanding that the change to clause 9(d)(i) will not take effect until registration of the change of rules, the members confirm that Stuart Wright and John Jackson are eligible for re-election for a further (and final) 3-year term as if the change to clause 9(d)(i) had been enacted immediately prior to the AGM.”

Proposed by the PNZ Inc Board

Paul Olsen/Bharat Bhana

Carried

Motion 6 New Clause 7(n)

An AGM may be held by a number of members, who constitute a quorum:

- (i) being assembled together at the place, date and time appointed for the meeting; or*
- (ii) participating in the meeting by means of an audio, audio and visual, or electronic communication; or*
- (iii) by a combination of both the methods described in clauses (i) and (ii).*

The society is not required to hold AGMs in the manner specified in paragraphs (ii) or (iii). Meetings will be held in that manner only if the notice of meeting so specifies or the board otherwise decides that the society should do so. To avoid doubt, if a meeting is held in the

manner specified in paragraphs (ii) or (iii), a member participating in a meeting by means of audio, audio and visual, or electronic communication is present at the meeting and part of the quorum.

Proposed by the PNZ Inc Board

John Jackson/Jon Davison

- **2020 Chairman & Operational Reports**

The report on pages 4 – 8 of the AGM papers provided (mailed out to all members late July 2019) be taken as read. The Chair discussed the challenging year 2019 – 2020 had been with Plan Changes across 3 main growing regions and the start of Covid-19 at the end of this financial year.

The Chair thanked the members for their support of the continuation of the Potato Commodity Levy.

That the reports on pages 4 – 8 to be accepted.

Jon Davison/Paul Olsen

Carried

- **Election Results**

The Chair announced the results of the election of Directors to the Board of Potatoes New Zealand Inc. Chair thanked the board for their input during the year.

Two members of the board (Dacey Balle and Tony Parlato) stood down by rotation and both were deemed re-elected for a three-year term.

Paul Olsen/Bharat Bhana

Carried

The following are the current board:

Grower Members

Bharat Bhana

Mike Moleta

Tony Parlato

David Redmond

Stuart Wright

Paul Olsen

Trade Members

John Jackson

Dacey Belle

Independent

Jon Davison.

- **General Business**

Chair thanked everyone for their time and being able to adapt to a electronic AGM at last minute due to Covid-19 travel restrictions in Auckland.

The meeting closed at 1.04pm