

Summary of the Executive Minutes



Minutes of the ONZ Annual General Meeting 11 October 2009, 9.00 am Intercontinental Hotel Wellington

Introduction

1. Brian Milne welcomed members to the 2009 Annual General Meeting. He asked the meeting that we all focus on looking to the future and working together.

Apologies

2. Apologies from the floor were requested. The following were provided.

Wayne and Maureen Startup	Ian Manson
Ron Irwin	Colin Baruch
John McNaught	Susan and Trevor Lowe
John and Anne Summerhays	
Moved the apologies be Accepted	Paul Moralis
Seconded	Alan Fraser

Minutes of the 2008 Annual General Meeting

3. The Chair noted that the minutes of the 2008 Annual General meeting were included in the members' conference packs and that copies had been provided to members that were not attending the conference.
4. The Chair requested a member who had attended the last AGM move that the minutes a true and accurate record.

Moved the minutes were a true and accurate record	Gillian Preece
Seconded	Joy Cooper
Carried	

Matters Arising

5. Nil

President's Report

6. In the absence of a President, Brian Milne tabled a verbal report on behalf of the Executive for the reporting period. At the end of the report Brian moved that his report be taken as read and adopted. Seconded Paul Moralis. **Carried**

Treasurer's Report

7. Graham Keen presented the Treasurer's Report for the 2008-2009. He spoke to the report and noted: Membership had decreased since the last AGM, Expenses were outside the norm, Cash flow was down, The Sustainable Farming Fund fee was included in the outturn but had yet to be paid, The accounts had been audited, and

re variations in the report were noted.

8. Questions were then taken from the floor.

A member from the floor queried the late rendering of annual subscriptions. The Treasurer responded and confirmed that subs were paid in advance as per previous years. Although the accounts were rendered in mid July they were for the period 1 July 2009 to 30 June 2010 as per previous years.

Subscriptions received to date – 231.

A member from the floor queried the \$4,444 dollars for legal fees; the Treasurer advised that no account had yet been received but that a proviso for it had been made in the accounts. The member then asked if the work had been carried out “pro bono”. The treasurer advised no and re-iterated his previous advice.

Point of Order

9. At this point in the meeting a “Point of Order” was raised from the floor by Gayle Sheridan stating there had been an email circulated that should any of the current members of the old Executive be re-elected that the parties to the email would resign. Answered by another member that parties had no intention of doing so. No discussion or ruling from the Chair followed.

Election of Officers

10. The Chair announced the details of the new Board. Nominations for the executive were called for. Only one nomination for each of the President and Vice President positions was received. Six nominations were received for the other positions. A postal vote conducted.

11. The following were elected to the Executive:

- | | |
|-------------------|---------------|
| a. President | Andrew Taylor |
| b. Vice President | John Arthur |
| c. Treasurer | Graham Keen |
| d. Elected Member | Steve Clark |
| d. Elected Member | Ross Legh |
| e. Elected Member | Chris Moore |

12. The Regional Chairs meeting elected the following to the Executive.

- | | |
|--------------------|--------------------------|
| f. Regional Member | Ian Juno – Wairarapa |
| g. Regional Member | David Walshaw – Kapiti |
| h. Regional Member | Roger Armstrong – Nelson |

Point of Order

13. At this point in the proceedings a “Point of Order” was raised by Anne Opie. She advised that she had not received Voting Papers and therefore had been unable to vote. The Executive Officer advised that voting papers had only been sent to those who had renewed their membership at the time the voting papers were sent out, and this would be the reason she had not received them. No discussion or ruling from the Chair followed.

Appointment of Auditor

14. Graham Keen moved the appointment of Parker Chartered Accountants Limited as auditors for the forth coming year.. Seconded John Arthur. **Carried.**

Remits

15. The Chair noted that remits received from the regions had not been sent to members within the 28 day time frame. The Chair asked for a show of hands for the meeting to consider the remits noting that the requisite 28 day notification had not been received by members. The show of hands agreed to proceed.

16. A member queried why the 28 day notification had not been met. New Executive to ensure that this does not re-occur.

17. Grant O’Donnell put forward a resolution that the remits be resolved by postal vote. **Seconded: Karen Juno Carried**

18. Remits from each of the regions were considered by the AGM with each Regional Chair speaking to the remits that had been submitted from their region.

Otago Remit

19. The following remit is submitted to amend the Constitution

Renumber clause 13.5.3 as 13.5.4 and insert a new clause 13.5.3 to read as follows

13.5.3 To ensure continuity between successive Executive Committees, Officers and Elected Executive Committee members shall retire by rotation in alternate years. The President, and two Elected Executive

Rationale

This year the election of officers will result in a new President, a new Vice President and potentially three new Elected Executive Committee Members. If this situation came to pass it would create an Executive Committee with little or no knowledge of the recent business of and issues facing the

Committee members shall retire one year and the Vice President, Treasurer and the remaining one Elected Executive Committee member shall retire in the alternate years. If eligible the retiring Officers and Elected Executive Committee members may offer themselves for re-election.

Executive Committee.

While the situation in 2009, with its four resignations, may be regarded as unique it is conceivable that a similar situation could arise again in the future. To guard against this and to provide continuity between successive Executive Committees retirement by rotation should be introduced. Retirement by rotation is a common practice on Boards of Directors in New Zealand. Continuity on the Executive Committee should result from planned action and not left to chance.

20. **Action** – The Chair noted the discussion and requested the Incoming Executive reword the remit and put it to a post vote.

Canterbury Remits

Rule 13.2

Delete the requirement for the election of 'The Treasurer'.

If this is accepted all reference to 'The Treasurer' in the 'Rules' of Olives New Zealand Inc must be suitably amended or deleted.

Rationale

The position of Treasurer undertakes a very important role within any organisation. Therefore, it is felt the requirement to elect 'The Treasurer' is now inappropriate for Olives New Zealand Inc.. 'The Treasurer' should be an appointed position with **the** Executive Committee calling for interest from the membership and making the final decision on the appointment. The appointed person/company must have the necessary financial/accountancy background to provide the services expected of our industry.

21. The remit was with-drawn by Chris Moore.

Remits Marlborough Hawkes Bay and Wairarapa

22. Three similar remits were received from the regions on the topic of the commodity levy.

Hawkes Bay

That the ONZ Executive discuss issues surrounding equitable payment liability and benefits while undertaking a fully consultative evaluation with olive growers at meetings, to obtain grower buy-in of a commodity levy.

Marlborough

That the ONZ Executive discuss and efficiently resolve issues surrounding equitable liability and benefits while undertaking a fully consultative evaluation with olive growers at regional meetings, to obtain grower support of a commodity levy and full transparency is maintained.

Wairarapa

That the ONZ Executive discuss issues surrounding equitable payment liability and benefits while undertaking a fully consultative evaluation with olive growers at meetings, to obtain grower buy in of a Commodity levy.

23. **Action** - The Executive to review the procedure and process for a levy for the industry, review equity over voting, and report back to the members.

Remits Hawkes Bay and Marlborough

24. Two similar remits were received on the topic of effective representation on the Executive

Hawkes Bay

That the ONZ Executive investigates and report back to the membership on how mechanisms or representation can be developed that will more effectively represent the membership on the Executive.

Marlborough

That the ONZ Executive investigates and report back to the membership on how mechanisms or representation can be developed that will more effectively represent the membership on the Executive.

25. **Action** - The ONZ Executive investigates and report back to the membership on how mechanisms or representation can be developed that will more effectively represent the membership on the Executive.

Remits Hawkes Bay, Marlborough and Wairarapa

26. Remits were received from three regions on the need for the ONZ Executive and Regional Chairs to meet together twice a year.

Hawkes Bay

That the ONZ Executive and Regional Chairs meet in March and August in combined meetings.

Marlborough

That the ONZ Executive and Regional Chairs meet in March and August in combined meetings and that enough time is allowed to properly deal with each agenda.

Wairarapa

That the ONZ Executive and Regional chairs meet in March and August in combined meetings, and

That the ONZ Executive and Regional Chairs meet no less than twice a year, in addition to the AGM meeting.

27. **Action** - The Executive and Regional Chairs to meet in the March timeframe and at suitable date after harvest and prior to the AGM and annual conference in October, and to review the effective use of teleconference calls for meetings.

Remits Hawkes Bay, Marlborough and Wairarapa

28. Similar remits were received from three regions on judges as exhibitors and their ability to influence the assessment of oils.

Hawkes Bay

No judge who is an exhibitor or provides blending or related sensory services to an exhibitor is ever in the position to assess or influence the assessment of those oils.

Marlborough

Any person who is an entrant or provides blending or related sensory services to an entrant is not able to officiate in Olives NZ National Extra Virgin Olive Oil Awards.

Wairarapa

No judge who is also an exhibitor or provides blending or related sensory services to an exhibitor is ever in a position to assess or influences the assessment of those., and

No person may act as a judge or be in apposition to assess or influence the assessment of oils if they are an exhibitor or have provided blending or related sensory services to any oil being exhibited.

29. It was noted that these remits had been superseded by the new conditions of entry which had been posted to the website.

Remit Marlborough

Marlborough

A code of ethics for all sensory panel members and judges is to be written and implemented by the ONZ Executive and Regional Chairs before the 2010 sensory and awards process.

30. As the member of the Executive responsible for the 2009 Awards process Ross Legh was asked by the Chair to comment. Ross advised that for 2009:

All judges involved had declared any association/involvement with any oil or blends, and Rule 6.5 had been scrutinized and no member of the judging panel had submitted oil in the competition.

31. A member from the floor then requested to speak to a proposal for a Code of Ethics.

32. A "Point of Order" was raised by Grant O'Donell. He requested that the speaker not continue. This was seconded by Karen Juno. The Vote was carried by the members present.

33. **Resolution** - Grant O'Donell moved to avoid further media coverage the Executive review a need for a Code of Ethics. Seconded Karen Juno. Resolution was carried.

Remits Wairarapa

34. Nine further remits were submitted

Wairarapa

35. Ian Juno spoke to the Wairarapa Remits, noting that these had been discussed at the Regional Chairs meeting:

Remit	Description	Response
Remit 2 (a)	That all members standing for a position on the National Executive must advise of all policies and practices pertaining to the industry that they will seek to advance during their tenure on the committee.	The Regional Chairs considered this remit and recommend that the Executive seek, as part of the election process, details from candidates of all the policies and practices pertaining to the industry that they will seek to advance during their tenure on the committee
Remit 2 (b)	That all members standing for the position on the National Executive demonstrate their experience in a governance body and that they advise of their strengths and their vision, as it pertains to the industry, that they seek to advance during their tenure on the committee.	The Regional Chairs considered this remit and recommended to the Executive that personal resumes/Curriculum Vitae are provided for those seeking election to the National body and to include their experience in a governance body and that they advise of their strengths and their vision, as it pertains to the industry, that they seek to advance during their tenure on the committee.
Remit 4 (a)	That ONZ be required to undertake a review of the cost of membership and report back to the membership within four months on where costs could be cut and with what effect.	The Regional Chairs considered this remit and recommend that the Executive conducts a review of the cost of membership and report back to the membership, on where costs could be cut and with what effect by the next AGM.
Remit 4 (b)	That ONZ be required to undertake a review of the cost of membership and report back to the membership to the first combined meeting on	The Regional Chairs considered this remit and recommend that the Executive and the Regional Chairs include as a topic on the agenda for their

	where costs could be cut and with what effect.	next combined meeting.
Remit 6 (a)	In order to facilitate communication between members, ONZ establish an email network system and associated processes to be managed by a designate person.	The Regional Chairs considered this remit and recommend that the Executive that review the communication channels used to disseminate information to members.
Remit 6 (b)	In order to facilitate better communications amongst/between members, ONZ establish a communications network system and associated processes to be managed by a designated person.	As per Remit 6 (a)
Remit 7 (a)	In the event of a member raising an issue with or asking for a response to a question from the National Executive that this must be responded to in a manner that addresses the expressed issues within seven working days.	The Regional Chairs considered this remit and recommend that the Executive implement Service Levels for the Executive Officer and Executive Members responsible for issues that ensures that enquiries are addressed within a suitable timeframe.
Remit 7 (b)	In the event of a member raising an issue through the Executive Officer, or asking for a response to a question, a member of the National Executive must respond in a manner that expressed issues within seven working days.	As per Remit 7 (a)
Remit 8	That the Executive Officer, as the only paid member of ONZ , be required to provide monthly and annual reports on the work the EO has specifically carried out over the reporting period and that these be included in the minutes of the Executive that are posted on the web.	The Regional Chairs considered this remit and recommend that the Executive enforce the requirement for the Executive Officer to provide monthly and annual reports on the work the EO has specifically carried out over the reporting period and that these be included in the minutes of the Executive that are posted on the web.

ONZ Affiliation Waiheke and Olivetti

36. **Action** Incoming Executive Committee to consider a branch association for Waiheke & Olivetti in Northland as they are not presently a Branch of ONZ Inc.

Committee Reports and General Business

Committee Reports

37. Nil.

General Business

38. Grant O'Donell raised a point of order that there was no provision for General Business at an AGM unless items had been put forward prior to the meeting. Agreed and then ruled by the chair.

Informal Discussion

39. Alistair Bridge proposed a vote of thanks to Margaret Edwards for her contributions to the industry during her tenure on the Executive

40. Margaret responded and thanked everyone for their support.

41. Steve Clark advised that the outgoing Executive had passed a resolution to bestow Honorary Membership of Olives New Zealand Incorporated to Margaret Edwards and presented Margaret with a Certificate of Honorary Membership.

42. Andrew Taylor addressed the meeting briefly as incoming President

43. Alan Hart proposed a vote of thanks to Ross Legh and to Margaret for their work on the 2009 Awards.

Meeting Closure

44. The meeting was formally closed at 1005 hours.

