



TERMS OF REFERENCE FOR THE NEW ZEALAND GAP COMMITTEE

1. Name and Legal Authority

- 1.1 These are the Terms of Reference for the New Zealand GAP (“NZGAP”) Committee (“the Committee”).
- 1.2 The HortNZ Board re-constituted the Committee on 20 December 2016 as a subcommittee of HortNZ under Rule 14 of the HortNZ Constitution and Rules and approved these Terms of Reference as the conditions under which the Committee is to operate.
- 1.3 The meetings and proceedings of the Committee are to be governed by the provisions of the HortNZ Constitution and Rules unless specifically varied by these Terms of Reference.
- 1.4 The HortNZ Board by establishing the Committee under these Terms of Reference expressly acknowledges that although NZGAP is legally owned by HortNZ, HortNZ holds NZGAP on trust for its beneficial Foundation and Industry members and growers. The HortNZ Board also acknowledges VegetablesNZ’s contribution to NZGAP over the last 20 years from its foundation.

2. Objects of the NZGAP Programme and Powers of the Committee

The objects for which NZGAP is established and the powers the Committee may exercise are:

- 2.1 To maintain market acceptance for NZ grown fresh produce.
- 2.2 To promote Good Agricultural Practice standards for the safe and sustainable production of fresh produce in New Zealand.
- 2.3 To ensure that the NZGAP programme remains accessible to growers by maintaining the programme at the most efficient cost and by requiring the most practicable and uncomplicated compliance regime.
- 2.4 To carry on negotiations with the Government, or other authorities, on any topic or development likely to affect the interests and welfare of those engaged in Good Agricultural Practice.
- 2.5 To ensure the ongoing regulatory and market approval of NZGAP and ensure it retains the ability to contribute to other food safety, sustainability and social practice programmes.
- 2.6 To maintain the credibility of the NZGAP assurance framework.
- 2.7 To enter into, do and perform all contracts, acts, matters and things in any way connected with the objects of NZGAP subject to the approval of the HortNZ Board.

- 2.8 To make grants-in-aid to any person or organisation for purposes likely to further the interests of good agricultural practice.
- 2.9 Generally to do anything that the Committee considers to be in furtherance of these objects.

3. Delegation to the Committee

The HortNZ Board delegates to the Committee the following powers:

- 3.1 To give full effect to the objectives set out in Term of Reference number 2.
- 3.2 To govern, manage, administer and run the NZGAP programme for HortNZ reporting to the Members and the HortNZ Board as required by these Terms of Reference.

4. Reports to Members and the HortNZ Board

- 4.1 The Committee shall make an annual report to the Members and the HortNZ Board detailing the activities of the Committee in the previous year and reporting on the financial affairs of NZGAP.
- 4.2 Minutes of all committee meetings shall be kept and circulated to the HortNZ Board within two weeks of the Committee meeting.

5. Approval of the NZGAP Budget and Financial Management

- 5.1 The annual NZGAP Budget shall first be approved by the Committee and then approved by the HortNZ Board prior to the commencement of the financial year to which that budget applies.
- 5.2 The budget shall also be tabled at the Annual Meeting of the Members prior to the commencement of the financial year to which that budget applies.
- 5.3 The Committee shall manage the financial affairs of NZGAP in accordance with the approved Budget reporting any variances greater than 5% to the HortNZ Board within two weeks of the Committee meeting.
- 5.4 NZGAP revenue and expenses shall be accounted for separately from other HortNZ entities.

6. Audit

- 6.1 There shall be no requirement for the activities of NZGAP to be audited separately from the audit of HortNZ

7. Review and Amendment to the Terms of Reference

- 7.1 The Committee shall undertake an annual self-review of its Terms of Reference and recommend to the HortNZ Board any changes.
- 7.2 The HortNZ Board may amend the Terms of Reference at any time having first consulted with the Committee.

8. Management and Administration of the NZGAP Programme

- 8.1 Section One of these Terms of Reference provides for the Committee to hold an Annual Meeting of the Members to report on its activities. Special Meetings as required and Membership are also provided for.
- 8.2 Section Two of these Terms of Reference provides for the role of Foundation Members.
- 8.3 Section Three of these Terms of Reference provides for the establishment and the operations of the Committee and its Business Manager.

Section One

Meetings of Members and Membership

9. Annual Meeting of the Members

- 9.1 An Annual Meeting shall be held once in each financial year at a time and place to be determined by the Committee within nine months of the end of the financial year.
- 9.2 The business of the Annual Meeting shall be:
- To give notice of Proxies.
 - To approve the minutes of the previous Annual Meeting and any Special Meeting.
 - To receive and consider the annual report of the Committee.
 - To receive and consider the annual financial statements.
 - To receive and consider the budget for the following year.
 - To hold the Committee elections for those positions that are subject to election.
 - To consider motions and other business of which notice has been given or is accepted by the majority of Members entitled to voted who are present.

10. Special Meetings of the Members

- 10.1 Special Meetings of the Members may be called by the Committee or by written requisition to the Committee signed by not less than a quarter of either the Foundation Members or the Members.
- 10.2 Special Meetings may also be called by the HortNZ Board at any time for any reason.

11. Notice of Meetings

- 11.1 At least 21 clear days before any Annual or Special Meeting the NZGAP Manager shall post, fax or email to all Members written notice of the date, time and location of the meeting.
- 11.2 At least 14 clear days before any Annual or Special Meeting the NZGAP Manager shall post, fax or email to all Members written notice of the business to be conducted at the Meeting. The failure by any Member to receive such notice shall not invalidate the meeting or its proceedings.

12. Meeting Procedure

- 12.1 Any Member may attend and speak at an Annual or Special Meeting.
- 12.2 At all Annual and Special Meetings the quorum shall be 6 Members.
- 12.3 At any Meeting the NZGAP Committee Chairperson shall serve as Chair of the meeting and in their absence the meeting shall elect a Chair for that meeting.
- 12.4 Full Members have one vote at Annual and Special Meetings.
- 12.5 Associate Members shall have one vote per member.
- 12.6 A Member entitled to vote may be represented by a proxy. The Proxy shall be in writing and signed, and must be handed to the Chairperson prior to the meeting.

13. NZGAP Members

- 13.1 Full Members: The Members of NZGAP are the groups and associations affiliated to HortNZ under Rule 7 of the HortNZ Constitution and Rules.
- 13.2 Associate Members: The Committee may in its discretion admit into Associate Members any person or organisation that is involved with NZGAP or contributes to the Objectives of NZGAP at Term of Reference 2.
- 13.3 The Committee is to set an annual fee for Associate Members. Any Associate Member who has not paid that fee shall not be recognised as a member.
- 13.4 The Committee in its sole discretion following the procedures set out in HortNZ Constitution and Rules remove from membership held by an Associate Member with the removed member having a right of appeal to the HortNZ Board. The HortNZ Board shall have the final decision on whether or not the Associate Member retains membership.
- 13.5 Collectively the Members and Associate Members in these Terms of Reference are called “the Members”.

Section 2

Foundation members

14. Foundation members

- 14.1 The Foundation members of NZGAP are listed at Schedule 1.

15. Role of Foundation members

Foundation members shall have the following functions:

- 15.1 To review the Objectives of NZGAP set out at Term of Reference 2.
- 15.2 To ensure that ownership of NZGAP remains with growers.
- 15.3 To consider the categories of Associate Membership.
- 15.4 On winding up of NZGAP to recommend to the HortNZ Board how the assets of NZGAP can be distributed.

16. Meetings of Foundation members

- 16.1 Any five Foundation members, the Committee or the HortNZ Board can call a meeting of the Foundation members.
- 16.2 The Terms of Reference applying to the meeting of Members in the previous section are to regulate that meeting as if it were a Special Meeting of Members.
- 16.3 The resolutions passed by the Foundation members at their meetings are to be forward to the HortNZ Board for their consideration within two weeks of the meeting concluding.

Section 3 **Committee and its Business Manager**

17. Committee Membership

- 17.1 The members of the Committee are:
- Up to four Committee members nominated and elected by the Members, three of whom are to be growers.
 - Up to one independent position recommended by the Committee for appointment by the HortNZ Board.
 - Two positions appointed by the HortNZ Board one of whom is to be a grower and one nominated by VegetablesNZ in recognition of its contribution to NZGAP.
- 17.2 One of the Committee members shall be appointed the Chairperson of the Committee by the HortNZ Board.
- 17.3 Each member of the Committee shall serve for a three year term except on the occasion of the first election the four candidates polling with the lowest votes shall serve a one year term.
- 17.4 Casual vacancies shall be filled by the HortNZ Board and those appointed shall hold office until the next Annual Meeting of Members.

18. Committee Election

- 18.1 Voting for the Committee members elected at the General Meeting of Members shall be conducted as follows:
- Written nominations for election shall be received by the Secretary not less than 14 working days before the date of the Annual Meeting at which the elections are to be held. Candidates must be Members and nominated and seconded by a Member and be accompanied by the written consent of the nominee.
 - Not less than seven working days before the date of the Meeting, the list of candidates and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the NZGAP Manager by each candidate in support of their nomination shall be posted, faxed or emailed to all Members.
 - If there are insufficient valid nominations received, but not otherwise, further nominations may be received from the floor at the Annual Meeting.
 - Voting shall be by ballot paper.
 - Every Member shall have one vote for each position on the Committee.
 - The candidate or candidates who receive the greatest number of votes shall be elected in each category of Committee members: growers and their representatives and non-growers.
 - In the event of any vote being tied, the tie shall be resolved by the HortNZ Board.

19. Committee Meetings

- 19.1 Every member of the Committee in New Zealand shall be given notice of a meeting of the Committee either by facsimile, letter, email or by telephone by the NZGAP Business Manager.
- 19.2 The Committee quorum shall be five member present either in person or by electronic means and shall meet at least every four months.
- 19.3 Each Committee member shall have one vote.
- 19.4 A resolution in writing signed by a majority of the members of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 19.5 Committee members who without apology fail to attend either in person or by electronic means for three consecutive meetings are to be asked for an explanation and if the circumstances so warrant shall be replaced until the next Annual Meeting by the HortNZ Board.

20. Working Groups

- 20.1 The Committee may establish working groups on such conditions and for such purposes as it sees fit provided the working group's conditions are not in contravention of these Terms of Reference and the provisions of the HortNZ Constitution and Rules.

21. Code of Conduct and Removal from the Committee

- 21.1 Committee members shall are to adhere to the following code of conduct in the discharge of their duties.
- 21.2 Committee members are to promote the NZGAP Objectives and shall do nothing to bring HortNZ and/or NZGAP into disrepute.
- 21.3 Committee members shall keep all items of business and papers that are commercially sensitive or confidential protected from any disclosure not authorised by the Committee.
- 21.4 In the event that a majority of the Committee are of the view that a Committee member has breached this Code of Conduct or whose conduct has been inconsistent with the character and interests of the NZGAP or repugnant to any of its objects, the Committee shall first present its concerns to the Committee member concerned and permit that member to answer the allegations of the Committee.
- 21.5 The HortNZ Board may in its sole discretion replace any member of the Committee at any time who, in the opinion of the Board after hearing from the Committee member concerned and receiving the advice of the majority of the Committee, is found to be guilty of wilful disobedience of these Terms of Reference, or of conduct inconsistent with the character and interests of the NZGAP, or repugnant to any of its objects.

22. Conflicts of Interest

- 22.1 Committee members shall fully disclose all relationships they have with the horticulture industry organisations, and relevant private or other business interests to the Chairperson upon their election or appointment as a Committee member.
- 22.2 Committee members should only be excluded from NZGAP's and/or Committee business when it is clear that they may have or could appear to have an incentive to act in a way which may not be in the best interests of NZGAP or the Committee.
- 22.3 To determine whether there is an actual or potential conflict exists the following question shall be asked: Does the interest create an incentive for the Committee member to act in a way which may not be in the best interests of NZGAP or the Committee?
- 22.4 A Conflicts Register shall be run by the Business Manager. At the start of each meeting Committee members are to identify any conflicts of interest they have with the agenda items and these are to be recorded in the Conflicts Register.
- 22.5 This information shall be held by the Business Manager and shall be available to Members on request.

23. Management of Conflict of Interest

- 23.1 On a case-by-case basis at the point when a disclosure of interest is made or the matter attracting the conflict is under consideration, the meeting is to consider the level of involvement of the conflicted Committee member. The various levels are:
Direct Involvement: conflicted Committee member must leave the room and not participate in discussion on the item of business, must not receive papers about it and must not vote on it.
Indirect involvement: the meeting decides whether the conflicted Committee member can:
 - Attend the meeting and be included in the quorum, and/or;
 - Be included in the discussions on the conflict agenda item, and/or;
 - Vote on the agenda item.
- 23.2 The Chairperson shall determine the level of involvement of the conflicted Committee member, but on the request of two Committee members, a vote of those attending the meeting (with the conflicted Committee member not taking part in the voting) shall be taken to determine the level of involvement of the conflicted person.

24. Business Manager

- 24.1 The Chief Executive of HortNZ shall appoint a Business Manager.
- 24.2 The Business Manager shall be the secretary of the Committee and the administrative officer of New Zealand GAP but need not be a member of New Zealand GAP.
- 24.3 The Business Manager shall carry out such responsibilities as the Committee may from time to time decide in consultation with the Chief Executive of HortNZ.
- 24.4 The Business Manager shall be jointly managed by the Chairperson of the Committee and the Chief Executive of HortNZ.

Schedule One
Foundation Member Organisations

As at 19 June 2015

Organisation	Contribution
NZ Avocado Growers' Association Incorporated	2.7%
New Zealand Citrus Growers Incorporated	1.3%
NZ Kiwifruit Growers Incorporated	1.3%
Nashi NZ Incorporated	1.3%
NZ Asparagus Council	1.0%
NZ Feijoa Growers Association	1.3%
Onions New Zealand Incorporated	13.2%
NZ Passionfruit Growers Association	1.3%
Persimmon Industry Council	1.3%
Pipfruit NZ Incorporated	5.5%
Potatoes New Zealand Incorporated	5.9%
Summerfruit NZ	5.5%
NZ Tamarillo Growers Association	1.3%
TomatoesNZ Incorporated	3.6%
Vegetables New Zealand Incorporated	52.8%