# MINUTES OF THE ANNUAL GENERAL MEETING OF THE NEW ZEALAND INSTITUTE OF VALUERS

# Meeting held Wednesday 2<sup>nd</sup> July 2014 at The Millennium Hotel, Rotorua Commencing at 3.00pm

Attendees present: Approximately 90 members Chair: Approximately 90 members Mr Terry Naylor (President)

CEO: Mr David Clark
Minutes: Tui Hunter

#### Welcome

The meeting commenced at 3.00pm with the President, Terry Naylor, welcoming all attendees to the AGM of the New Zealand Institute of Valuers and declared the meeting open.

A minute's silence was held in remembrance of two Life Members – Bob McGough and Peter Tierney who had passed away during the year.

## 1. Apologies

Apologies were received from the following:

Chris Stanley, Alex Keyes, John Darroch, Paul Butcher, Sean Molloy, Nigel Lockwood, Malcolm Hanna, Ton Remmerswaal, Rod Jeffries

Motion

That the apologies as listed be received.

Proposed: Terry Naylor Seconded: Blue Hancock

CARRIED

# 2. Minutes of Previous AGM –Wednesday 10<sup>th</sup> July 2013 in Queenstown

The minutes of last year's AGM held on Wednesday 10<sup>th</sup> July 2013 in Queenstown had been previously circulated via the Institute's website.

Motion.

That the minutes of the AGM held on 10th July 2013 be confirmed as a true and correct record.

Proposed: Terry Naylor Seconded: Blue Hancock

CARRIED

# **Matters Arising**

None.

# 3. Receive and Adopt the Annual Report to 31 December 2013

The President referred to the Joint Presidents' Report which summarised the year's activities within NZIV and also PINZ and which had been circulated to all members via the Institute's website and also in the hard copy published Annual Report. He enlarged on the following:

# Occupational Review of the Valuers Act 1948

The Discussion Document from LINZ had been released on 1<sup>st</sup> July 2014. It was a very lengthy document. Submissions were required by the 26<sup>th</sup> August. This included submissions from individuals, firms, branches and any other stakeholders. After LINZ had analysed the submissions and reported to the Minister for Land Information, Cabinet policy decisions will be sought in early 2015. If approved by Cabinet, the repeal and replacement of the Valuers Act 1948 will follow.

Both NZIV Council and PINZ Board would be submitting separately. Terry stressed the need for everyone to get together within Branches over the next two weeks to discuss the submission. There were 31 questions to answer within the submission document and as much feedback as possible was required to give the views of NZIV with one of the important issues being voluntary membership of the organisation.

Terry referred to the proposals as formulated in the LINZ discussion document:

- Changing the governance structure
- Making the disciplinary process more efficient and cost-effective
- Increasing the range of sanctions
- Removing title protection for "public valuer"
- Increasing scrutiny on valuers renewing their registration
- Giving the Minister for Land Information a regulation-making power in case practice standards are inadequate

#### Other issues cited:

- The experience requirements for registration are appropriate
- Specialist training and/or practice standards are required for registered valuers undertaking sum insured valuations
- The lack of specialisation within the profession is problematic and the possibility of introducing, for example, residential-only registration
- Professional indemnity insurance should be mandatory
- Valuation education adequately equips registered valuers to work in all areas of valuation.

The NZIV Council will be meeting in Christchurch within the next 2 weeks to go through the document from which meeting the submission for NZIV will be prepared and voted on by Council and then passed on to LINZ. A very strong, sustained submission was required going forward as there was only one chance for input.

## **Remits to Conference**

Terry referred to the 4 remits which had been received to this AGM and expected robust discussion to take place on each remit.

# Project 23

PINZ had done a lot of work around Project 23 – this was not a quick process and involved the rebranding and re-identifying of PINZ. More on this would be addressed in the PINZ AGM later.

#### Rawlinsons

Following the demise of Rawlinsons, there is a link set up under the PINZ website for input of our own data. This is available for comments and information sharing.

#### Thanks

Terry extended thanks to the NZIV Council members who have worked very hard on behalf of members this year. He particularly mentioned David Paterson who had not made himself available for re-election to Council. David had given exemplary service for many years to NZIV. Darren Bezett had been elected to replace David Paterson and Terry welcomed him on board the Council.

Thanks were also extended to the PINZ Board, on which he sat as NZIV President and which gave him a bigger picture of the organisations. Also thanks to the National Office staff who had worked hard and had, during the week prior to conference, also moved office premises with the previous premises in Anzac House had been sold by NZIV.

## Motion:

That the 2013 Annual Report to 31 December 2013 be received and adopted.

Proposed: Terry Naylor Seconded: David Paterson

**CARRIED** 

# 4. Review of Financial Performance & Financial Position to 31 December 2013

The President referred to the précis of the accounts showing on the screen and advised that the CEO was available for any queries. He pointed out the current strong position of NZIV.

Motion

That the audited financial statements for the year ending 31 December 2013 be approved.

Proposed: Terry Naylor Seconded: David Paterson

CARRIED

## **Appointment of Auditors**

The recommendation from the Council was that Messrs Grant Thornton be re-appointed auditors for the current financial year ending 31 December 2014.

Motion:

That NZIV reappoint Grant Thornton as its auditors and for each Branch for the ensuing financial year to 31 December 2014.

Proposed: Peter Loveridge Seconded: Kevin Allen

**CARRIED** 

# 5. Confirmation of Council Membership

That following the election process, the Council Members for 2012-2013 are:

Northern Nigel Kenny

Michael Sprague Roger Gordon

Central Ton Remmerswaal

Tim Truebridge Peter Loveridge

Southern Blue Hancock

John Tappenden

Darren Bezett (replacing David Paterson)

Young Leaders Kelly Beckett

Valuer General appointee : Neill Sullivan

President: Terry Naylor

Proposed: Terry Naylor Seconded: Peter Loveridge

**CARRIED** 

## 6. Awards

# Life Membership Award 2014: Gwendoline Petronella Louise CALLAGHAN

This prestigious award would be formally presented at the conference dinner on Thursday 3rd July.

## Fellowships 2014

It was noted that this year's Fellowships will be formally awarded at the conference dinner on Thursday  $3^{rd}$  July. The names of the Fellows are:

Garth David LAING; Marius Damian David OGG; Terrence John NAYLOR; John Alexander

CHURTON; Neill Anthony SULLIVAN

## John M Harcourt Memorial Award 2014: David PATERSON

All awards were confirmed by ACCLAMATION. The President extended congratulations to all awardees.

## 7. Notices of Motion

The President reported that there had been four Notices of Motion received. He outlined the House Rules for Remits in relation to speaking times etc. Voting would be by way of secret ballot, with proxies which had been received by close of business on Monday 30<sup>th</sup> June.

# **Appointment of Scrutineers**

Motion

That Mr Daniel Miles and Ms Debbie Coates be appointed Scrutineers.

Proposed: Terry Naylor Seconded: Blue Hancock

**CARRIED** 

#### Remit 1

Post the review of the Valuers Act 1948, whereby should the NZIV cease to be a statutory body, the Council is directed not to join or merge with any other body unless:

- Its valuer members have control at governance / board level of that body proportional to their membership of that body, and that:
- The newly formed body adopt a name containing the word 'valuer' or 'valuers'.

## Explanation

It was always the intention within the original SLA agreement between PINZ and NZIV that at some point the entities would merge into one. There is now the real possibility that the statutory status of NZIV may be removed within the next 18 months. If that transpires there is an intention that the members of both NZIV and PINZ will come together to form a new single body - be it institute, society or what have you. As the NZIV approaches a time when the Valuers Act is about to be changed, it is imperative that certain key areas of any new organisation be finalised and agreed between both of the existing institutes, before this happens. The two most important matters are:

- 1. The members of a controlling board of any fully merged organisation, following the loss of the NZIV council as a statutory body, needs to be set up so as to reflect the proportional representation to the professional communities represented therein. There are a number of ways the mechanics of this could be accomplished (dedicated board seats for different professions, a number of board appointees directly from a professional community's council, etc)
- 2. To signify the new entity formed by the full and formal merger of the two Institutes, there needs to be a new name that adequately reflects the constituent parts of the new body and in particular 'valuers.' This is needed to ensure the public are aware of who the new organisation represents, (i.e. which professions registered valuers and/or others). Any loss or diminution in the immediate recognition of the word "valuer" should be seen as a retrograde step and an undermining of those whose livelihoods depend on the profession.

This remit does not intend to dictate precisely how these goals could be accomplished, but rather is intended to give advance notice to PINZ or any other new organisation that after the Valuers Act review, registered valuers will require proportional representation so as to control the future direction of the valuation profession.

I understand that the NZIV Council has for some time been in discussion with the PINZ Board regarding these matters, given that PINZ expects valuers will continue to make up the majority of its membership in the event the NZIV ceases to exist after the review. To date the NZIV Council and PINZ have not reached an amicable arrangement on either of these issues despite attempts to achieve the same.

Due now to the impending Valuers Act review (meaning that this AGM of the NZIV as a statutory body under the present Act may be its last), it is prudent the NZIV Council (as the representative of all valuers), requires the above of PINZ, or any other new body which may replace or merge with the NZIV post review. The purpose of this remit is to provide the Council of the NZIV with guidance on these two matters by way of resolution out of this AGM.

Proposed: Hamish Bills Seconded: Richard Arlidge

## Discussion:

Hamish Bills spoke to the tabled remit and commented that he expected positive discussion and feedback.

<u>Blue Hancock</u> – agree with the discussion point being raised but believed it was a little early. He referred to Project 23 and what was happening to deliver and achieve this for the benefit of members. There needed discussion over branding and members' views on the makeup of a new Board going forward. He pointed out that the current Board was made up of 10 members which included regional members to which valuers could elect to within the region. There was also representation from each professional community. The President of NZIV sat, as of right, on the Board. There was an independent Board member together with the past President of the Institute (who may also be a valuer). With NZIV having the opportunity through election, to have 5 positions on the Board, he believed that the first part of the remit had already been met. The second part of the remit required vigorous debate and his recommendation was that this debate take place before getting into other issues.

<u>Phil Curnow</u> – not entirely sure I support the wording of the remit as I don't think it is quite right. The sentiment is more the issue which is there for debate. With respect to Blue Hancock, I think we have waited too long and I think this is crunch time for these types of discussions to take place. Unsure whether the name change is what we are looking for but rather what the organisation is about and what it is delivering for valuers now and in the future. To support the sentiment, rather than the wording, I would certainly support the remit going forward.

<u>Tony Culav</u> – I would like to say that I have a little bit of concern over the wording in the remit and its outcome and that is because in the past the Institute has tried to take on other professional groups and assistance other than valuers and I wonder whether having a requirement of one to a group is really not where we want to go. I am a valuer and just going on from Blue Hancock's comments, I don't know about Project 23 and what has been happening. I will be supporting this motion and I want to see it pushed forward and go on.

<u>Brian Stafford-Bush</u> – The proportional representation is one that had me a little confused from Blue Hancock's explanation. I think that every community that is part of the Institute needs to have representation and if it only a small community then it still needs one voice on the Board. I cannot see how we can dispute this representation at the same time as having regional positions, because how are we going to say which person is going to stand for a particular region. I think this will have problems. The whole regional aspect needs to be looked at. I am in support of the motion.

<u>Brett Smithies</u> – No particular conflict between Blue Hancock and the remit. The remit is clearly for the NZIV Council for guidance and nothing more.

<u>Graeme Horsley</u> – I was disappointed in these various remits, the quality of them, the wording of them and the direction which came through with them. In 2000 this Instituted voted by way of postal vote, significantly in favour of the formation of PINZ. It disturbs me to read in the narrative attached to the remit comments such as "PINZ or some alternative body". We have already as an Institute made the commitment to move to PINZ in the event that the statutory status of NZIV was removed and in fact, many of you will recall in 2004 in Queenstown, Rod Jeffries and I tried to pre-empt that statutory removal and put a vote to the meeting to be exercised at that time. In other words pre-empting where the government might have gone with regulation. In 2004 there was a massive turnout of remits – over 300. We withdrew the remit and we have continued on for the last 10 years – no common coming together has happened!

I could understand how, as an Institute, and as a membership promoting the tenor of this remit, but to put it into a formal status that is here today and with some of the wording around it, I believe it goes too far and it is also disappointing that this remit and one or two of the others did not follow a process of going out to a postal vote because the real effect is we are wasted sitting here today and those who have got proxies from around the country is not fair. They don't get to hear the debate and therefore cannot make a fully informed decision. They are relying on you and the remit as it was drafted. I think it is actually time that the remit should be withdrawn and let the discussion be recorded by PINZ and NZIV and taken on board and then come back to you once the regulation, the Review of the Valuers Act is completed.

<u>Peter Mahoney</u> – I sympathise and agree with Graeme Horsley's view. The process is quite clear. If you come to a meeting like this and hold a proxy that is the way it is. I support the remit and I accept there is misgivings about some of the wording. The remit clearly states it is to provide the Council guidance. It is time that this remit is indeed appropriate for the Council to take on board if it goes to the next round. I support the remit.

Hamish Bills – in reply – thanks to everyone for input and comments. Everyone is entitled to their opinion and I think it has been largely positive. This remit is not at all anti-PINZ. I am proud to be a member of NZIV since 1986 and on branch committee several times. I am passionate about NZIV and I believe we can work with an umbrella organisation very well. I concur that this is guidelines for Council to take on board. I think progress has been too slow for many people and that a lot of people don't know about Project 23. People are very frustrated and see a fast closing window with the Valuers Act review.

The President then thanked all for their input and intimated that voting would now take place on this remit.

Voting papers were collected with the following result:

**FOR - 287** 

AGAINST - 120

The Motion was CARRIED

# Remit 2

That this meeting votes not to renew the SLA agreement with PINZ until an appropriate review of structure representation, voting rights and members' rights are held, by an appropriate committee appointed for that purpose.

## Explanation

Over recent years it has become clear that our current governance/professional representation structures have become less responsive and inclusive. While younger members are very active at branch level, there is little in our structure to encourage participation at higher levels of council and standing committees.

Recent activity on the LINZ/PWA guidelines, clearing houses and on the new standard referring to advocacy have been handled in an unresponsive manner and serious member concern paid lip service to. As we approach the likelihood of voluntary membership, we need to review and bring out governance/structures up to date and encourage participation.

Proposed: Nigel Dean Seconded: Jack Charters

# **Discussion**

Nigel Dean spoke to the remit and said that the remit was directed at valuers to produce for the future, the blueprint that will be better than the one we have got. Our current blueprint was dated 1948! It is recognised that the remit proposed does not go far enough as it doesn't say how a committee would be appointed and what would happen to deliverables being undertaken. It may need amendment. Our Branches are working particularly well and involvement from young people. I look around the room and see the past of the profession rather than the future. We have to review our structures whether in NZIV or whatever comes next. We do little in our Institute other than the young professional issue, to actually encourage people to join our committees and participate in our governance.

We are a dying profession. I think the remit is an attempt to review our structures and it is necessary to do so in the form of not renewing the SLA agreement until such time as the agreement going forward can be reviewed if the review of the Valuers Act is not carried out but if so, a lead in to the sort of policies and governance going forward. I had not heard of Project 23 until today.

<u>Graeme Horsley</u> - This remit is fiscally irresponsible. It wold mean that PINZ would be without a significant cash flow and put that back on PINZ. The meeting should vote that the NZIV Council undertake an appropriate review of structure, representation, voting rights and members' rights to be held by the appropriate committee for that purpose. It needs to be turned back to Council to do the work and not withdraw the funding line going from this Institute to PINZ in order to run the day to day expenses of the Institute.

Mark Dow - When is the SLA up for renewal?

Terry Naylor – 31 December 2014.

<u>Tim Truebridge</u> – the December date is the backup date for notice of renewal. The review day is August.

Terry Naylor – it was renewed last in 2011 by myself and Nicola Bilbrough (President at that time).

<u>Blue Hancock</u> – I think Graeme Horsley has hit the nail on the head. It is something that us valuers should do i.e. review the structure etc. I refer back to Project 23 which is underway and on-going though not as fast due to resource constraints. We want debate on this and full discussion. It is an issue we have got that has been pointed out to Council and the Board. We are communicating but not connecting. How can we do this so you are informed. If you were informed this motion would not be going forward. We are moving and looking at all the issues around valuers' representation in the new structure and what the name may be etc.

<u>Richard Arlidge</u> – What Blue Hancock has said is very moving but I know nothing on Project 23 and it is the first I have heard of it. Many members know nothing at all whatsoever. I have no faith in our Council which has been diminished in my view. A lot of things happen without any clear mandate from our membership e.g. the QAAS system with no putting that to the membership as such. It became a fait accompli when it was pushed out and as a practising valuer, it was unnecessary and expensive and it may now be unnecessary because of what may transpire down the track. Simply, we need to think carefully about the way forward. We have been waiting a long time and a lot of things go on behind the scenes. We have gained no ground whatsoever.

Nigel Dean in reply - summed up.

The President then thanked all for their input and intimated that voting would now take place on this remit.

Voting papers were collected with the following result:

FOR - 283

AGAINST - 101

The Motion was CARRIED

## Remit 3

That this meeting requires NZIV as a matter of urgency to review its conflict of interest processes so that conflicts are recognised up front, and Councillors / Committee members step aside on all matters upon which they are conflicted.

## **Explanation**

On the recent clearing house issue, input has been forthcoming from some who are directly conflicted, either by employment by one of the owners, or having signed up to a clearing house.

Proposed: Nigel Dean Seconded: Jack Charters

#### Discussion

Nigel Dean spoke to the remit.

Nigel Kenny – I am personally of the view having been on Council for a while and seeing some taking a walk when they have a conflict of an opinion. I think the people raising this have an inflated opinion of PIQ and what is involved. I don't see an issue which senior members of the profession on the Council have a problem with making a rational decision in the best interests of members. If you took the members of Council who have some relationship with PIQ there would not be much of a Council left. It is not a rational position. We could recognise conflicts and I think this is a minor issue and too much made out of it.

<u>Earl Gordon</u> – I speak against Nigel Kenny's comments. I think it is a matter of perception and not a matter of conflict with PIQ or anything else. It is a perception of those outside of the Council that is important. We have discussion within the VRB where we would appear to be not conflicted. I support the remit. I think it is a very simple remit for guide lines so that Council members know when they are conflicted.

<u>David Grubb</u> – I support the remit. We have to make sure that conflicts are addressed and up front as at the end of the day these committees are representing all members. A single hearing for both sides of the argument needs to be heard and if no-one is conflicted that they step down at the time.

<u>Brett Smithies</u> – During April of this year I called a meeting in Auckland along with other senior people because we were concerned that the input into the way in which controls were being conducted was not necessarily what we wanted. It came from the influence of the Public Works Act and various guidelines that did not match the Act itself. The meeting also addressed the issue of clearing houses, PIQ etc. It was agreed at that meeting and supported by PINZ and NZIV that we would approach an independent person of legal status to give a legal opinion as to where we stand before discussing with other Bodies. We have met with Harry Waalkens who has been appointed and he has given an undertaking to come back within 4-6 weeks on a clear position as to where we stand on that point so the PINZ Board and NZIV Council can move forward with a degree of authority.

<u>Brian Stafford-Bush</u> – what happens is that we now seem to have evolved into a discussion on clearing houses and PIQ. We are part of the PIQ system and if you go back to the remit on SLA and look at the whole organisation, NZIV missed an opportunity to set up a clearing house made up of valuers and governed by valuers. We could have set up a clearing house and controlled our quality etc. We could have done that ourselves – we didn't need others to come and do it.

Roger Malthus – the first part of the remit is satisfactory. It is the word "so that conflicts are recognised up front" I have a difficulty with. It would be more robust if the first part of the remit was identified and in turn the other people of that committee would decide as to how the conflicts are going to be dealt with.

## Amended motion to read

This meeting requires NZIV as a matter of urgency to review its conflict of interest processes and councillors/committee members step aside on all matters upon which they are conflicted.

Proposed : Roger Malthus Seconded: Phil Curnow

# The amendment was put to a show of hands and LOST

The original motion was then put to the vote.

Voting papers were collected with the following result:

**FOR - 292** 

**AGAINST - 114** 

The Motion was CARRIED

#### Remit 4

That this meeting require that the rules be amended as follows:

'That members appointed to standing committees (as opposed to branch committees) serve no more than six years before standing down for three years before being reappointed.'

Proposed: Nigel Dean Seconded: Jack Charters

## **Explanation**

Our professional body has struggled for a considerable period, with renewal and empowering younger members to become engaged in governance. For any organization to renew and upgrade itself, it requires constant injections of new ideas and new blood. Our current structure (other than branch committees) are a disincentive and found by many to be irrelevant. Changing representation as proposed will give more opportunity for new blood and new ideas. The same sentiment should also be carried through to Council on similar terms. Were the Valuers Act to remain, we should seek amendments to this end, and the policy should be carried forward after the Valuers Act has been repealed.

Most members have no idea how standing committees are formed and members appointed, so members have little opportunity to offer services.

#### Discussion

Nigel Dean spoke to the remit.

Brian Turner - Is this not part of Remit 2 and the review under that remit?

Terry Naylor – possibly and also Project 23 as well.

In discussion the following minor amendments to the motion were agreed to by the proposer (Nigel Dean) and seconder (Jack Charters).

That the word 'rules' be replaced with the word 'processes' and prior to the word 'reappointed' the following be included.... 'available for being' ....

The amended motion to read as follows:

That this meeting require that the processes be amended as follows:

'That members appointed to Standing Committees (as opposed to Branch committees) serve no more than six years before standing down for three years and before being available for reappointment.'

Two queries from the floor were raised

- (i) Are we throwing away expertise with not having to reappoint these people? These people have saved us a lot of money in the past and I am wondering whether or not we need to make a slight adjustment.
- (ii) Does anyone know what the impact of applying that process tomorrow would have on the existing Standing Committees?

<u>Terry Naylor</u> – asked Nigel Dean to clarify what committees he was talking about with Nigel responding that it was all NZIV Standing Committees.

Tony Culav – all Standing Committees are appointed by PINZ – none by NZIV.

The President then indicated that voting would take place.

Voting papers were collected with the following result:

FOR - 272

AGAINST - 136

The Motion was CARRIED

#### 8. General Business

# 1. Discussion Point - Raised by Phil Curnow

Given that a new Act for Registered Valuers is closer than ever before, and that NZIV's present legal status is likely to cease under a new Act, under NZIV Rules, members will be required to vote on the "likeminded body" which will receive the NZIV assets. As such, how do members wish NZIV assets to be dealt with in the event the Valuers Act 1948 no longer exists.

<u>Terry Naylor</u> – we have discussed for some time about the NZIV Foundation. During the process with LINZ it was considered that maybe they wanted some input and discussion in their paper in relation to the NZIV assets. There is actually nothing in there at all. We now want to move forward with the NZIV Foundation with Council agreeing to do so. Council will be getting legal and financial advice to set this in motion and will keep members up to speed with progress.

# 2. Transparency - Tony Culav

Today's meeting has been very important for three reasons:

- (i) You need to involve members more
- (ii) There needs a lot more transparency
- (iii) We now know that PINZ appoint the Committees and it is hoped that PINZ will take this meeting's view on board

## 3. John Truss, Taupo

As valuers a lot of people are a bit despondent as to what the Institute is doing to promote us as valuers in the Property Institute as opposed to the Valuers Institute. There is no-one promoting us as valuers and our needs. What is the point of being promoted in a job but not being promoted out there. There is nothing being done to give confidence in valuers. We need someone to be a voice for us and put valuers in front of people. If we lose the word "valuer" what is it going to be? What is the Institute going to do to promote valuers?

<u>Terry Naylor</u> – in conjunction with Project 23 this issue is part of the involvement in the whole re-branding exercise.

<u>John Truss</u> – the horse has bolted over the last 7 years and Property IQ has pulled the rug from under us. The Institute has let everyone in this room down!

<u>Terry Naylor</u> – this point is taken on board but we have to look forward - look at it from a legal point of view, what our legal standing is and move forward from there.

## 4. Action with Commerce Commission

In answer to a query, CEO David Clark said that a complaint was put forward by one or more members. He was not sure where this was at. The Commission had asked PINZ some questions which have been answered back to them. He was not sure what they were doing. It was not the Institute who complained but one or two members – he did not know who.

# 9. Closure of Meeting

The President then formally closed the meeting and thanked members for their attendance and input into the 2014 AGM.

The meeting closed at 4.55pm