

**THE MINUTES OF THE ANNUAL GENERAL MEETING OF THE WINDOW
ASSOCIATION OF NEW ZEALAND, HELD AT THE CORDIS HOTEL, 83
SYMONDS STREET, AUCKLAND ON FRIDAY 15 JUNE 2018, COMMENCING
AT 5.30PM**

1. PRESENT

Shane	Walden	APL (President – In the Chair)
Anthony	Wright	Design Windows
Barry	Paterson	Metro Glass
Bill	Knighton	APL
Brett	Woods	Phoenix Windows & Doors
Carolyn	Doidge	Design Windows Westcoast
Chris	Hopper	Technoform-Bautec
Chris	Yugman	Design Windows
Daniel	Roberts	Innovative Glass
Darrell	Gane	Fletcher Aluminium
Darryl	Mac	Glass Relate
Dave	Silverton	ColourWorks
Dave	Burggraaf	Fairview
David	Clephane	Glassforce
Dean	Thornton	ColourWorks
Derek	Fisher	Omega
Dion	Griffin	Fairview Nelson
Dyann	Stewart	Fairview Systems
Gareth	Lewis	G. A, Aluminium
Gary	Walden	Viridian
Geoff	Rasmussen	Metro Glass
Grant	Boyd	Glasscorp
Hamish	Neale	Altherm Taranaki
Haydon	Rogers	Altus
Jamie	Tawhai	Assa Abloy
Janet	Grosse	Altus
Jason	Everett	Design Windows
Laurie	Barker	Life Member
Lynne	McDonald	Shearmac Aluminium
Mark	Fisher	Fairview
Matthew	Hayne	Haynes Glass
Maurice	Earl	Metro Performance Glass
Michael	Petersen	Altus
Murray	Smith	Design Windows Co.
Norm	Facoory	Rylock Canterbury
Paul	Murins	Viridian
Peter	Lloyd	Altus

Peter	Seward	Altus
Peter	Walker	Design Windows
Phill	Brangwynne	Tasman Aluminium
Phillippe	Guerra	Glasscorp
Ray	Gould	Viridian
Rex	Moller	Master Glaziers
Rod	Taylor	NZ Windows
Ron	Holden	Altus
Ronnie	Pocock	Altus
Scott	McMahon	Fairview
Steve	Wynne	Metro Glass
Stu	Smith	Gisborne Glass Ltd
Alister	Murray	WANZ
Brett	Francis	WANZ
Rob	Campion	WANZ

2. APOLOGIES

Apologies were received from:

Nigel	Cattell	Glass Systems (NZ)
Chris	Sai Louie	Steelguard
Geoff	Willis	Metalbilt
Richard	Aiken	Viridian

3. WELCOME

The President welcomed all present to the Annual General Meeting of the Window Association. He noted it had been an important year for the Association with many changes and much to do and discuss.

The President introduced the recently-appointed WANZ CEO, Brett Francis

4. MINUTES

The minutes of the last WANZ AGM held on Friday 16 June 2017, were approved as a true and correct record.

Dyann Stewart/Michael Petersen

5. MATTERS ARISING

There were no matters arising from the previous minutes.

6. UPDATE 2017

WANZ CEO, Brett Francis reported that while the Association committees continued to operate throughout the year, the two significant events for 2017 were;

1. Stewart Knowles retirement as Executive Director after 30 years, and a search for a new CEO.
2. A membership survey about the value for money members feel they do or don't receive from the Association and what other services or products WANZ should offer to improve the value they receive.

The CEO provided a summary of the results of the membership survey, via a data projector. He noted the survey results gave the context for a strategic review of the current state of the organisation as well its future state.

7. UPDATE 2018

The CEO reported the three big themes coming through from the member's survey results were;

1. Members want help to get business, i.e. they believe belonging to the Association gives them credibility. It helps to differentiate them from the cowboys down the road.
2. Advocacy: They want the Association to represent the industry and work with others to improve the standards and regulations they operate within.
3. Members want help with training and information in relation to standards and regulations.

This was the context the WANZ Executive took into a strategic review held in mid-March looking at why the Association exists, how should it be set up to deliver this, what are the benefits provided to members and does the Association have relevance?

The CEO noted that it was within this context that the proposed set of motions to be voted on at the AGM were formed. He noted that within the Association are a number of disparate, small "Associations" which is confusing and complicated and at worst, fractious.

He advised the proposal is that the organisation is one Association with 450 members and one common purpose, not a group of sub tribes. The strategic review looked at this in the context of a new name, new purpose, new structure and constitution, and this is what has informed the motions to be voted on.

8. Motions to be put to the AGM

The following motions were put to the AGM and were voted on.

Motion 1

"That the name of the Association change from "Window Association of New Zealand Incorporated" to "Window & Glass Association New Zealand Incorporated"

- All references to WANZ be deleted or replaced by Window & Glass Association New Zealand. All references to the Window Association be replaced with Association.
- Clause 5A (B) and (c) be updated to replace Window to; Glass/Window/Door.
- Delete Clause 25 (ii); "Each Sector group may establish its own rules and decide levies for its members, providing they are not in conflict with the Constitution and Rules of the Window Association, or the guidelines issued by the Executive Committee"
- Delete the sentence in clause 9; "Sub Groups must operate within Sub Group rules"

- Replace Executive Committee with Board.
- Replace Executive Director with CEO.

**Norm Facoory/Michael Petersen
Carried**

Motion 2

“That clause three of the Constitution and Rules be replaced as follows;

The Association exists to create a better and healthier built environment for New Zealanders. We are our member’s **voice**, a champion of **business** and an advocate for **innovation** in the industry.

As our member’s **voice** we are independent, advocate adherence to standards and best practice, promote the benefits of sustainable buildings, and promote the benefits of dealing with the Association and its members.

As a champion of **business** we are a strong, active, engaged, trade association, promoting training and education within the industry, and attracting a diverse and talented workforce for the future.

As an advocate for **innovation** we are leading participation in the on-going development and improvement of industry standards, and fostering innovation within the industry”.

**Derek Fisher/Dyann Stewart
Carried**

Motion 3

“That the following definition in clause five be updated to remove “Window Manufacturer”:

Existing

Definitions for Window Manufacturer Sales Offices and Branches

A Window Manufacturer with one or more branches and/or one or more sales offices operating under the same business name as the “head office” is included in one membership. The total staff employed determines the appropriate subscription rate.

- i) A branch is defined as 100% shareholding by the head office.
- ii) A sales office is defined as at least 50% shareholding by head office.
- iii) A shareholding less than the above defines the branch or sales office as a separate business requiring an individual WANZ membership.
- iv) In all cases the Executive Committee shall have the discretion to require one or more memberships.

New

Definitions for Sales Offices and Branches

A member with one or more branches and/or one or more sales offices operating under the same business name as the “head office” is included in the one membership. The total staff employed determines the appropriate subscription rate.

- i) A branch is defined as 100% shareholding by the head office.

- ii) A sales office is defined as at least 50% shareholding by head office.
- iii) A shareholding less than the above defines the branch or sales office as a separate business requiring an individual Association membership.
- iv) In all cases, the Board shall have the discretion to require one or more memberships.

**Daniel Roberts/Darryl Mac
Carried**

Motion 4

“That the following clauses are updated;

- 5A e6 by adding Student/Trainee to the individuals list.
- 5A e by adding the sector group **Door Manufacturers (Door manufacturers, Door servicing companies, door installer, door suppliers)**”.

Reasons:

- i) *Allows the introduction of apprentices to membership of the Association and thereby engagement directly with them as an Association.*
- ii) *Includes Doors as a sector (currently missing).*

**Michael Petersen/Jason Everett
Carried**

Motion 5

“That clause 5C (b) be updated by removing the word “cheque”

Reason:

Allows subscription fee and joining fee to be paid by direct credit.

**Shane Walden/Rod Taylor
Carried**

Motion 6

“That the following additions and amendments to the constitution are made;

- Add clause 5(e)
If a member’s business is sold and a new legal entity is created, a new membership (and a new subscription) is required.
- Update clause 13 (iii) by adding a sentence at the end of the paragraph: “Any member resigning shall not receive a refund for the unexpired portion of the subscription that has been paid”.

- Update the last sentence in clause 14 (iv) to read “.....The member disqualified under this clause is not entitled to a refund of the unexpired portion of the subscription that has been paid”.

Reason:

Remove ambiguity re subscriptions when businesses are sold and when members resign or are disqualified.

**Hamish McNeil/Norm Facoory
Carried**

Motion 7

“That clause 11 regarding the use of the Association logo and names is updated to allow IGUMA to continue to use the logo and name of that group but deletes the reference to all sector groups”

Reason:

At this point in time, IGUMA is the only sector group that continues with its own rules and Logo. The Association is still working through the role of IGUMA and what its future is.

**Darryl Mac/Michael Petersen
Carried**

Motion 8

“That clause 15, Officers and Executive Committee be updated to read:

The Association shall be governed by a Board comprising as follows:

- Up to Four Proprietary System Supplier representatives (cannot be from the same company)
- Up to Three window **or door** manufacturer representatives (cannot be from the same company)
- Up to Four glass industry representatives (cannot be from the same company)
- One Component supplier representative.

Total = 12

Reason:

To ensure all sectors are represented appropriately on the Board.

**Brett Woods/Daniel Roberts
Carried**

Motion 9

“To clause 5A (e) (list of sector groups) – sector group 2 – Glass Industry;

- Change Glass and Glazing Merchants to “Glass and Glazing”
- Add “Glass Processors”

To Sector group 3 – Primary System Window Manufacturer, add the words; “and Door Manufacturers”.

Rex Moller/Rob Taylor
Carried

9. Adoption of Accounts/Appointment of Auditor

Financials – 2017

The following summary of the financials for 2017 was presented;

Revenue (\$369k) decreased by \$15k compared to the previous year.

The net loss for the year was \$114k (the 2016 loss was \$53k).

Expenses were \$474k for the year with a number of one-off's contributing to increased expenses for the year:

- Recruitment fee
- Increased secretarial fees (paying out leave balances for two part time Wellington staff).
- Loss on sale of car (sale value vs book value)
- Amortisation

At 31 December 2017 the Association's current assets were \$947k (includes \$222k for quarantined ex JITO and IGUMA funds), i.e. \$725k.

Motion:

“That the 2017 Financial Statements be accepted, and KPMG be reappointed as the Association's auditors for the 2018 financial year”

Mark Bishop/Ronnie Pocock
Carried

10. FINANCIALS

Financials – 2018

In the interests of transparency regarding the financials for the current year, the CEO advised of the following additional expenditure in 2018:

1. CEO transition	\$95k
2. Accounting transition	\$10k
3. Strategic refresh and website development	\$95k
4. PR	\$25k
5. New resource for half year	\$75k
6. Additional travel spend	\$15k
	\$315k

Financials – 2019 budget

The CEO presented a budget for 2109.

The CEO commented that usual annual spending averages around \$400k. He noted a new Technical Manager, additional travel, new Awards spending including PR and new spending on developing a Training Programme (an Association priority), were the main reasons for the increase beyond the usual budget figure.

He noted it's the budget figure of \$589k that sets the scene for membership subscriptions in 2019.

11. ANNUAL SUBSCRIPTIONS

The CEO spoke of the complexity of the existing subscription arrangements and the variances in subscription levels between the sectors. He spoke of the need for all members to be on the same subscription schedule based on incremental increases of staff numbers per company.

He noted that for the last 10 years some members have paid just \$357 and that next year subscriptions will start at \$650 with the introduction of a new group with 1-3 staff.

The CEO presented the following schedule of the proposed subscriptions for **2019**.

Associate	\$650
1-3 staff	\$650
4-10 staff	\$950
11-20 staff	\$1,450
21-30 staff	\$1,950
31-40 staff	\$2,450
41-50 staff	\$2,950
51-75 staff	\$3,450
76-100 staff	\$3,950
101-150 staff	\$4,450
151-200 staff	\$4,950
201-300 staff	\$5,450
301-400 staff	\$5,950
401-500 staff	\$6,450
500 + staff	\$6,950

There followed a discussion about the level of the increase in subscriptions and the need for members to receive value for money.

It was reported there was no option other than to increase subscriptions to the level indicated above, in order for the Association to provide the services, effectiveness and relevance expected by members. Failure to do so would see a rapid decline in these things and the demise of the Association.

Motion:

“That the above schedule of subscriptions is agreed for the year 2019”.

**Norm Facoory/Chris Hopper
Carried**

12. OTHER BUSINESS

There was no other business.

13. CONCLUSION

The AGM concluded at 6.43pm with thanks to everyone in attendance for their participation in the discussion and their continued support of the industry through the now Window & Glass Association NZ.

Minutes Confirmed: Date: