

MINUTES 2023 ANNUAL GENERAL MEETING
VSP BODY CORPORATE 509950
Held 5.30pm on Tuesday 11 July 2023
APL Property Meeting Room, Level 4, 35 Ghuznee Street, Wellington & Zoom

1. MEETING FORMALITIES

The meeting opened at 6.10pm due to the delay in reaching Quorum.

- a) Nigel Foster the BC Chair welcomed everyone to the 2023 Annual General Meeting of VSP Body Corporate 509950 and went through general housekeeping matters being what to do in the event of a fire or earthquake as well as voting procedures at this AGM and procedures for the zoom and physical attendees.
- b) The following owners were present at the meeting:

Attended in Person

Owner name(s)	Represented by	Unit(s)
NKC Property Limited	Sernty Lim	PU-1RS
Wellington Diocesan Board of Trustees	Jean Malcolm	PU-1BS & PU-CP36
St Peter's (Wellington) Endowment Fund Trust Board	Jean Malcolm	PU-1S
Pamela Burns		PU-1CS
Yogesh Ramji		PU-2BN, PU-S104 & PU-CP25
Calvin Poy		PU-3BS
Karen Old		PU-3GS & PU-CP47
Sophie Dawson		PU-5GN
Michael Thingnes & Jane Li		PU-5ES, PU-S106 & PU-CP29
Gary McKernan		PU-6BN & PU-CP04
Russell Cole		PU-605N
Aimee Paterson		PU-7CN
The Ngan VSP Family Trust	Les Ngan	PU-8FS & PU-CP62
Charlotte Connell		PU-9GS
Alan and Geraldine Jaques		PI-9BS & PU-CP24
Stuart Mills		PU-10FN & PU-CP28
Nigel & Martine Foster Family Trust	Nigel & Martine Foster	PU-9FS, PU-CP55 & PU-CP48
Very Impressive Family Trust	Stephen & Barbara Marriott	PU-11EN & PU-CP22
Margaret Morell		PU-11DS
Janet King		PU-11CS & PU-S103
Colin Marshall		PU-11FS & PU-CP65
Mable Shirley		PU-12FN & PU-CP18
Allen Keogh		PU-13BN & PU-CP69

Zoom Attendance

Sam Taylor proxy for Blue Hippo Trust	PU-3ES
Natalia Pierce proxy for Parker/Bardwell Family Trust	PU-2AS
Hing Family Trusts	PU-2DS, PU-2FS, PU-4GS & PU-7GS
Jerry Jewett	PU-11AN
Lei Hao	PU 6GS & PU CP46
Alasdair Gardiner	PU-8AN
Graeme Mulligan	PU-10AS & PU-CP38

Also in attendance

Joanne McCracken	APL Property, Director / BC Manager
Helen Brumby	APL Property, BC Manager
Darryl Mahony	APL Property, Facilities Manager
Irene Gibbons	APL Property, BC Manager – as observer

c) Proxies & Postal Votes

Proxy appointment had been received from:

Owner name(s)	Unit(s)	Proxy Granted To
Blue Hippo Trust	PU-3ES	Daniel Tooley or Sam Taylor
Parker/Bardwell Family Trust	PU-2AS	Natalia Pierce
Deanna Brittenden	PU-4BS	Gary McKernan
Katherine Grace Starling	PU-7FN	Gary McKernan
Dos Amigos	PU-13AN, PU-CP14 & PU-CP14	APL Property Limited

Postal votes had been received from:

Owner name(s)	Apt(s)
The Tertiary Education Union Te Hautu Kahurangi o Aotearoa	PU-8BS & PU-CP26
Gene Mitchell	PU-6BS
CSG Properties Limited	PU-9CS & PU-CP34
Taboga Trust	PU-4EN
Hsin-Fen (Sopheia) Lin	PU-8EN, PU-S112 & PU-CP41

d) Apologies - Apologies had been received from the following owners for non-attendance:

Owner name(s)	Apt(s)
The Tertiary Education Union Te Hautu Kahurangi o Aotearoa	PU-8BS & PU-CP26
Gene Mitchell	PU-6BS
Blue Hippo Trust	PU-3ES
Amy Hodgkinson	PU-9ES
CSG Properties Limited	PU-9CS & PU-CP34
Dos Amigos	PU-13AN, PU-CP14 & PU-CP14
Taboga Trust	PU-4EN
Kim Choi Properties Ltd	PU-7DN

Moved: That apologies be accepted.

Moved: Alan Jaques / **Seconded:** Sophie Dawson **Ordinary Resolution: CARRIED Unanimously**

e) Quorum

A quorum for VSP Body Corporate for the Annual General Meeting is not less than 25% of the principal units. With 228 (228 eligible) principal units the quorum required is 57. With 63 eligible principal units represented at this meeting either in person, zoom, proxy or postal vote, it was confirmed that a quorum had been achieved. It is noted that there were a total of 3 units represented that were ineligible to vote due to unpaid levies.

2. SCRUTINEER

The Chair outlined history behind the inclusion of resolution, historically there has been some confusion around the voting process, and MTM had been previously nominated as scrutineer if deemed necessary. Noted that this there is a cost to this service.

Moved: That MTM Accounting be appointed as the scrutineer if required for decisions made at this AGM.

Moved: Nigel Foster / **Seconded:** LAPSED **Ordinary Resolution FAILED**

3. PREVIOUS MINUTES

a) Confirmation of Previous Annual General Meeting Minutes.

The Minutes of Annual General Meeting held 14 July 2022 were taken as read.

Moved: That the minutes from the Annual General Meeting held 14 July 2022 be approved as a true and correct record.

Moved: Stuart Mills / Seconded: Charlotte Connell **Ordinary Resolution CARRIED Unanimously**

b) Matters Arising from Minutes - None

4. BODY CORPORATE REPORTS

a) Body Corporate Chairs Report

The Body Corporate Chairs Report was taken as read.

The Chair clarified that the report was subject to considerable input by the Committee.

Moved: That the report from the Body Corporate Chairperson be accepted and entered into the records of the Body Corporate.

Moved: Nigel Foster / Seconded: Michael Thingnes **Ordinary Resolution CARRIED Unanimously**

5. BODY CORPORATE COMMITTEE

a) Election of Body Corporate Chair

The Body Corporate Chairperson was elected at the Annual General Meeting noting that the Unit Titles Act 2010 (UTA) states that the Body Corporate Chairperson must be an owner. One nomination had been received for Alan Jaques who accepted the nomination. As a nomination was received before the meeting no further nominations were sought from the floor.

Alan Jaques took the floor to introduce himself and provide a brief outline of his business experience, ownership history and engagement with the body corporate.

Moved: That Alan Jaques be appointed as Body Corporate Chairperson until the end of the 2024 Annual General Meeting.

Moved: Nigel Foster / Seconded: Jean Malcolm **Ordinary Resolution CARRIED Unanimously**

b) Election of VSP Body Corporate Committee

The Body Corporate Committee were elected at the Annual General Meeting. The Annual General Meeting must also set the number of committee members and the quorum required for committee meetings.

Moved: That the Body Corporate Committee be comprised of not less than three unit proprietors and not more than ten unit proprietors.

Moved: Jean Malcom / Seconded: Alan Jaques **Ordinary Resolution CARRIED Unanimously**

Moved: That the number required for the quorum of the Body Corporate Committee be set at three to exercise the delegations delegated to it.

Moved: Alan Jaques / Seconded: Colin Marshall **Ordinary Resolution CARRIED Unanimously**

The Chair outlined that under the Unit Titles Amendment Act 2022 the Chair automatically becomes a member of the committee, leaving up to nine positions available to be filled.

Six nominations had been received for committee at the date of distribution of the agenda and the nominees had consented to their nominations. Further nominations were called from the floor, Jerry Jewett was nominated and accepted the nomination and Leslie Ngan nominated himself.

Moved: That Alan Jaques, Jean Malcolm, Nigel Foster, Charlotte Connell, Gary McKernan, Lim Sernty, Sophie Dawson, Jerry Jewett and Leslie Ngan be appointed as Body Corporate Committee members until the end of the 2024 Annual General Meeting.

Moved: Nigel Foster / Seconded: Geraldine Jaques **Ordinary Resolution CARRIED Unanimously**

6. DELEGATIONS

a) Body Corporate Chair Duties to the Body Corporate Committee

Moved: That the Body Corporate delegates to the Body Corporate Committee under Section 108(1) of the Unit Titles Act 2010 the duties of the Chairperson set out in Regulation 11(1) (a) to (m) of the Unit Titles Regulations 2011.

Moved: Nigel Foster / Seconded: Jean Malcolm Special Resolution CARRIED Unanimously

b) Body Corporate to Body Corporate Committee

Moved: That the Body Corporate delegates its duties, powers and responsibilities to the Body Corporate Committee under section 108 (1) of the Unit Titles Act 2010 in order that the Body Corporate may fulfil duties, powers and responsibilities under the Act and its Regulations.

Moved: Colin Marshall / Seconded: Charlotte Connell Special Resolution CARRIED Unanimously

c) Contract out to APL Property Limited

Moved: That the administrative, accounting and financial functions of the Chairperson under Regulation 11(1) of the Unit Titles Regulations 2011 be contracted out to APL Property Limited as necessary for the Chairperson and Committee to fulfil those duties noting that the Committee may at any time revoke the contracting out of one or more or all of the duties.

Moved: Jean Malcolm / Seconded: Alan Jaques Ordinary Resolution CARRIED Unanimously

d) Bank Account Signatories

Moved: The Body Corporate approves the Body Corporate Committee to nominate authorised signatories for all bank accounts held by the Body Corporate noting that the signing authority must always be any two jointly for payments and any one individually for transfers between body corporate bank accounts.

Moved: Les Ngan / Seconded: Steve Marriott Special Resolution CARRIED Unanimously

7. FINANCIAL

a) 2022/23 End of Year Accounts

Moved: That the financial statements for VSP Body Corporate with after tax operating surplus of \$70,118 and the LTMF surplus of \$83,552 for the 2022/23 financial year ending 31 March 2023 and accumulated funds of \$282,773 (operating funds), \$253,661 (LTMF) as at 31 March 2023 be accepted and approved.

Moved: Alan Jaques / Seconded: Colin Marshall Resolution CARRIED Unanimously

b) Body Corporate Committee to Charge Interest on Unpaid Levies, including Special Levies

Confirmed that APL has advised that action has not been taken to charge interest on unpaid levies during the last two years and current arrears of more than one month are minimal considering the size of the body corporate. Chair advised that the committee prefer to work with owners.

Moved: The Body Corporate delegates to the Body Corporate Committee the power to charge late payment penalty interest at the rate of 10% per annum (which is the limit set by s128(2) of the Unit Titles Act 2010) on any monies owed to the Body Corporate by any unit owner after taking into account all relevant factors related to the debt.

Moved: Stuart Mills / Seconded: Les Ngan Ordinary Resolution CARRIED Unanimously

e) The Body Corporate to on-charge administration or legal fees for work to recover debts, or Unit Titles Act 2010 (UTA) or Body Corporate Operating rule breaches.

Confirmed that this has not needed to be invoked to date.

Moved: That the Body Corporate approves the on-charging administration or legal fees for the cost of the work in relation to breaches of the UTA/BC Operating Rules or recovery of debt (levies) on top of any late payment penalties.

Moved: Jean Malcolm / Seconded: Colin Marshall Special Resolution CARRIED Unanimously

8. INSURANCE

The Chair advised that the body corporate committee completed a review of insurance providers. He noted that AON has been the broker since the inception of VSP and APL introduced Marsh, who they have a business relationship with. The committee met with representatives of both companies and opted to reappointed AON as insurance broker.

a) Body Corporate to Provide Professional Indemnity Insurance for Office Holders

Moved: The Body Corporate authorises the Body Corporate Committee to continue to hold professional indemnity insurance for elected members of the body corporate committee and Body Corporate Chair as the committee considered appropriate and to levy the cost of the insurance in accordance with sections 115 and 121 of the Unit Titles Act 2010.

Moved: Mable Shirley / Seconded: Geraldine Jaques **Ordinary Resolution CARRIED Unanimously**

b) Landlord Chattels, Loss of Rents, Alternative Accommodation Cover

As agreed at the 2021 AGM the Body Corporate does NOT include Landlord Chattels, Loss of Rents and Alternative Accommodation Cover in the insurance policy, HOWEVER, if there was an opportunity for owners to opt-in for landlord chattels and loss of rents for a one-off charge for individual units then that option would be offered to owners (note that is at the discretion of the insurer, that it is not guaranteed that this option would be available). This additional cost would be on-charged to the unit owners who opt-in with an administration fee of \$25 from APL Property Limited.

c) Valuation for Insurance Purposes

Under the Unit Titles Act Bodies Corporate must insure and keep insured all buildings and other improvements on the base land to their full insurable value. An insurance proposal will be forwarded to the Body Corporate Committee for approval prior to the insurance renewal date of 22 November 2023. A valuation for insurance purposes is recommended annually and any increase to the sum insured would take effect at renewal date. It was noted that the insurance valuation completed by AON, in connection with the 2023 renewal, saw an increase in proposed sum insured from \$89.7m to \$93.6m.

Moved: That a valuation for insurance purposes is prepared annually and any increase to the sum insured will take effect at renewal date.

Moved: Nigel Foster / Seconded: Alan Jaques **Ordinary Resolution CARRIED Unanimously**

d) Insurance Excess on Claims & Costs Incurred Not Covered by Insurance Policy

Moved: That the owner and not the Body Corporate is to pay any excess (and any costs not covered by the insurance policy) in the event of a claim, except where a claim relates to common property in which case the Body Corporate will pay the excess. If damage being claimed is attributable to actions, or inaction, of an owner or their resident then the owner of the unit is to pay the excess and any costs incurred that were not covered by the insurer.

Moved: Colin Marshall / Seconded: Les Ngan **Ordinary Resolution CARRIED Unanimously**

9. LONG-TERM MAINTENANCE PLAN (LTMP)

The long-term maintenance plan and health & safety plan were taken as read.

The body corporate is obligated under the Unit Titles Amendment Act 2022 to extend the current 10 year LTMP to 30 years. The Chair advised that the Committee considered a quote from an alternative consultant, but the decision was made to reappoint Plan Heaven Limited. It was also noted that the \$85,000 annual contribution over the period of the plan is not going to leave a lot of room for error. The outgoing committee did not have a lot of time to consider the LTMP and health & safety plan prior to circulation for the AGM, therefore advise that the incoming committee will need to further examine and ensure the implementation of the plans.

Action Point #01 – Incoming BCC to further review and implement LTMP and H&S plan.

Moved: The body corporate approves the long-term maintenance plan and health & safety plan as prepared by Plan Heaven with contribution of \$85,000 in the 2024/25 budget with subsequent year contributions to be confirmed in the annual budgets.

Moved: Les Ngan / Seconded: Nigel Foster **Ordinary Resolution CARRIED Unanimously**

It was raised from the floor that the LTMP does not provide for remedial repainting of common areas, particularly corridors, outside the ten yearly LTMP repainting, starting in 2028. APL advised that minor repainting is included under repairs and maintenance within the annual operational budget. Committee and APL to work together to identify areas in need of attention and prepare a plan for those works to be undertaken within the operational budget.

Action Point #02 – FM and Committee to inspect building and identify areas that require repaint.

Moved: That this AGM recommends to the incoming body corporate committee that more attention be paid to day to day maintenance with particular interest in the common areas on each tower.

Moved: Stuart Mills / Seconded: Charlotte Connell **Ordinary Resolution CARRIED Unanimously**

10. BUDGET & LEVY SCHEDULE & AUDIT REQUIREMENTS

a) Appointment of an Auditor for 2023/24 Financial Year

The Chair outlined the Unit Titles Act requirements that the financial statements be either:

- i. Submitted to an independent auditor for auditing, or;
- ii. Submitted to an accountant for review, or;
- iii. Undertake specific verification procedures as determined by the Body Corporate by special resolution at a general meeting,

Unless agreed by special resolution, not to complete any of the above options.

Moved: That the accounts for the 2022/23 financial year not be audited or reviewed nor undergo a specific verification process.. MTM Accounting would continue to be engaged to compile the 2023/24 end-of-year financial statements which would include a number of checks and verifications.

Moved: Nigel Foster / Seconded: Steve Mariott **Special Resolution CARRIED, 2 Abstaining**

b) 2024/25 Budget

The proposed Operating Budget & Levy Schedule for 2024/25 was taken as read.

It was noted that insurance makes up approximately 70% of the total operational budget. Chair advised that APL approached AON to seek commentary on likely premium rates for renewals in November 2023. The feedback of an expected increase of around 20%+ in 2023 was alarming, but not surprising. The resulting budget for 2024/25 has come from informed advice.

Moved: That the 2024/25 budget with levies of \$1,069,900 (Operational Fund) and \$85,000 (Long-Term Maintenance Fund) and levy schedule be approved with payments in advance on the first day of each quarter (April, July, October & January) by automatic payment, commencing 1 April 2024 and continuing until further notice.

Moved: Nigel Foster / Seconded: Colin Marshall **Ordinary Resolution CARRIED, 2 Against**

It was raised from the floor that the operational surplus is not “carried forward” in order to reduce levy invoicing in the following year. Instead, it is held as accumulated funds within the accounts. Those present felt that there should be a policy in place around the level of retained funds and treatment of surplus / deficit funds.

Moved: That this AGM instruct the incoming body corporate committee to consider and propose a policy for retention of funds within the Body Corporate accounts with the intention that funds not required to operate may be used to offset future levies.

Moved: Nigel Foster / Seconded: Barbara Mariott **Ordinary Resolution CARRIED Unanimously**

c) Appointment of an Auditor

Discussion from the floor that financial accounts have not been audited to date, and that the committee should seek pricing for the different audit/verification options.

Action Point #2 – 3 quotes for each of the three different levels of financial verification and audit be obtained by the BCC and be brought to the AGM.

Moved: That this AGM require the incoming body corporate committee seek three quotes for each of the three differing levels of financial assurance assessments for consideration at the 2024 AGM.

Moved: Nigel Foster / Seconded: Charlotte Connell **Ordinary Resolution CARRIED Unanimously**

11. GENERAL BUSINESS

- a) **EV Charging in Carpark Areas** – Noted that EV charging was discussed at previous AGM’s, Chair advised that the previous Chair is an electrician, and his advice was that the existing electrical circuits are not suitably designed to cater for EV charging. Agreed that there should be a way of providing EV charging into the carpark to make it equitable for unit owners. Need to look at what other similar developments have done. Committee to consider further.

- b) **On-going lift faults, notifications to unit owners** – APL advised that there have been some major faults with the lift, and a broken glass panel in one lift. All controls have been replaced in the south tower and parts are brought in from overseas. Explained that the lift contractors receive an automatic notification when there is a fault, ensuring quick reaction times, they then provide a report to APL advising the issue. Discussed that it can be difficult to effectively communicate to all owners using a single method, but conscious of over communicating, seek unit owner feedback on what are the best methods of communication; some prefer email, whereas others prefer Facebook or notifications on the lift.
- c) **Inner City Wellington** – Fliers were available at the meeting for the Inner City Wellington group who encourage people residing within the city to feel a sense of ownership, not only for the buildings in which they reside, but also the surrounding areas. They can provide resources to assist with keeping building surrounds tidy.
- d) **Thank you to outgoing Chair, Nigel Foster** – Alan Jaques proposed a vote of thanks to Nigel Foster for Chairing the body corporate for the last year, bringing his chairing skills and a sense of calm authority to meetings.

The BC Chair thanked all owners for their attendance at this meeting and also thanked owners and the committee for their support during his time as VSP BC Chair.

Meeting closed at 7.52pm

Dated: _____

Signed: _____

Draft until approved at the NEXT