



## MINUTES OF PBC EXTRAORDINARY GENERAL MEETING for Sanctuary Cove Principal Body Corporate GTP 202

**Location of meeting:** Meeting Room 1, Body Corporate Services Office  
Masthead Way, Sanctuary Cove QLD 4212

**Date and time of meeting:** Thursday 8<sup>th</sup> February 2024

**Meeting time:** 09:01AM – 09:57am

**Chairperson:** Chairperson – Stuart Shakespeare

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### ATTENDANCE

**The following members were Present in Person at the meeting:**

Lot: Adelia GTP 107360 Owner: Adelia GTP 107360 Rep: Mr Gary Simmons  
Lot: Alpinia GTP 107209 Owner: Alpinia GTP 107209 Rep: Mrs Dianne Taylor  
Lot: Araucaria GTP 1790 Owner: Araucaria GTP 1790 Rep: Mrs Caroline Tolmie  
Lot: Alyxia GTP 107456 Owner: Alyxia GTP 107456 Rep: Mr Stephen Anderson  
Lot: Alphitonia GTP 107509 Owner: Alphitonia GTP 107509 Rep: Mr Stephen Anderson  
Lot: Justicia GTP 107472 Owner: Justicia GTP 107472 Rep: Mr Stephen Anderson  
Lot: Caladenia GTP 107399 Owner: Caladenia GTP 107399 Rep: Tony McGinty  
Lot: Cassia GTP 1702 Owner: Cassia GTP 1702 Rep: Mr Peter Cohen  
Lot: Colvillia GTP 2504 Owner: Colvillia GTP 2504 Rep: Mr Robert Nolan  
Lot: Corymbia GTP 107406 Owner: Corymbia GTP 107406 Rep: Mrs Shawlene Nefdt  
Lot: Felicia GTP 107128 Owner: Felicia GTP 107128 Rep: Mr Stuart Shakespeare  
Lot: Harpullia GTP 107045 Owner: Harpullia GTP 107045 Rep: Paul Kernaghan  
Lot: Livingstonia GTP 1712 Owner: Livingstonia GTP 1712 Rep: Mr Brian Earp  
Lot: Plumeria GTP 2207 Owner: Plumeria GTP 2207 Rep: Mr Nicholas Eisenhut  
Lot: Roystonia GTP 1769 Owner: Roystonia GTP 1769 Rep: Cheryl McBride  
Lot: Schotia Island GTP 107106 Owner: Schotia Island GTP 107106 Rep: Mr Wayne Bastion  
Lot: Tristania GTP 107217 Owner: Tristania GTP 107217 Rep: Mr Mark Winfield  
Lot: Washingtonia GTP 1703 Owner: Washingtonia GTP 1703 Rep: Mr Anthony Ellingford  
Lot: 20 Owner: Mulpha Sanctuary Cove (Developments) Pty Limited Rep: Stephen Anderson  
Lot: 81 Owner: Mulpha Sanctuary Cove (Developments) Pty Limited Rep: Stephen Anderson  
Lot: 83 Owner: Mulpha Sanctuary Cove (Developments) Pty Limited Rep: Mr Mick McDonald

**The following members present by Voting Paper and In Person:**

Lot: Plumeria GTP 2207 Owner: Plumeria GTP 2207 Rep: Mr Nicholas Eisenhut  
Lot: Roystonia GTP 1769 Owner: Roystonia GTP 1769 Rep: Cheryl McBride  
Lot: Washingtonia GTP 1703 Owner: Washingtonia GTP 1703 Rep: Mr Anthony Ellingford

**The following members present by Voting Paper:**

Lot: Acacia GTP 107053 Owner: Acacia GTP 107053 Rep: Mr Michael Longes  
Lot: Fuschia GTP 107432 Owner: Fuschia GTP 107432 Rep: Mr Nabil Issa  
Lot: Plumeria GTP 2207 Owner: Plumeria GTP 2207 Rep: Mr Nicholas Eisenhut

**The following members were present by Proxy:**

Lot: Darwinia GTP 107488 Owner: Darwinia GTP 107488 Rep: Mrs Jane Burke to Mrs Cheryl McBride

**The following members were present by Proxy however unable to vote:**

**Present by Invitation:**

Mr Dale St George

Ms Jodie Cornish, Manager Body Corporate, SCBCS (Minute Taker)

**Apologies:**

Mrs Jane Burke

Mr Andrew Brown

Mr Peter Game

Mr Nabil Issa

Mr Michael Longes

Mr Gary Peat

Mr Richard Sherman

The following members were not financial for the meeting: **NIL**

A quorum was present.

The Meeting was recorded.

**Motions**

Proposed by: PBC Chairperson

**RESOLVED** that pursuant to S47AB (1) of SCRA, the PBC gives written notice to the Manager that, pursuant to clause 6 of the AMA, the expenditure approval process and invoice approval process will require two (2) signatories to approve any expenditure and invoices at a cost over \$5,000. The approval process below is to be adopted:-

Yes	930
No	613
Abstain	0

- 1) The Manager is required to seek the approval in writing of the PBC Treasurer for any PBC expenditure item that exceeds \$5,000 in total, or that is likely to exceed \$5,000 in total across more than one invoice.
- 2) Approval from the PBC Treasurer for expenditure referred to in 1) does not apply to expenditure for:
  - i. the payment of utilities such as electricity, water, and telecommunications.
  - ii. meeting agreed and within budget payments under a duly executed contract; and
  - iii. arranging for emergency repairs.
- 3) When presenting proposed expenditure to the PBC Treasurer for approval, comparable quotations are to be presented based on the value of the proposed expenditure as follows:-

<u>Value of Proposed Expenditure</u>	<u>Minimum No. of Quotes to be Presented.</u>
\$5,000 - \$50,000	2 quotations
\$50,001 - \$250,000	3 quotations
\$250,001 & over	A competitive tender process is required.

- 4) Expenditure that is unbudgeted, or is valued at more than \$100,000, or has a value impact of more than \$100,000, must be supported by a duly resolved PBC general meeting resolution recommended by the PBC EC. A copy of the resolution must be attached to any documents signed by the Manager and the PBC Treasurer to commit to the expenditure.
- 5) In the case where the PBC Treasurer is unavailable, or the PBC Treasurer is a non-voting committee member and employee of the Manager, approval in writing should be obtained from the PBC Chairperson or any other Committee Member as nominated by the PBC Executive Committee.

**NOTE:**

*Poll Vote called by Washingtonia and the PBC Secretary, vote carried (Annexure 1 attached)*

**Yes: 930 (51.01%)**

**No: 613 (33.63%)**

*Note: Discussion about the motion occurred encompassing –*

- *the relationship between this motion and the current Purchasing Policy (PP).*
- *recent non-conformances with the PP during 2023*
- *evidence of non-conformances*
- *the auditor's role, if any, in detecting non-conformances*
- *SCCSL's position*
- *adequacy of information flow*

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia	X		
Adelia	X			Justicia		X	
Alpinia	X			Harpullia	X		
Alyxia		X		Livingstonia	X		
Alphitonia		X		Molinia			
Araucaria		X		Plumeria	X		
Ardisia				Roystonia	X		
Banksia Lakes				Schotia Island		X	
Bauhinia				Tristania		X	
Caladenia		X		Washingtonia	X		
Cassia	X			Woodsia			
Colvillia	X			Zieria			
Corymbia	X			MSCD Lot 20 (S)		X	
Darwinia	X			MSCD Lot 81 (S)		X	
Felicia	X			MSCD Lot 83 (M)		X	

<b>2</b>	<b>Body Corporate - PBC Appointment of Additional Nominee Director to Board of SCCSL &amp; Subsidiaries (Agenda Item 5.2)</b>	<b>POLL VOTE CARRIED</b>
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Proposed by: PBC Chairperson

**RESOLVED** that per Clause 5.6 of the SA, the PBC give notice to the Company (SCCSL), and the PTBC as 50% shareholder, of the intent to appoint an additional Nominee Director (Paul Kernaghan), to the Board of SCCSL and Subsidiaries. The notice includes a copy of Paul’s detailed resume, with a date for the appointment (Notice of Appointment) to take effect 4 weeks from the date of the passing of this resolution.

Yes	1512
No	31
Abstain	0

**NOTE:**

*Poll Vote called by Washingtonia and the PBC Secretary, vote carried (Annexure 2 attached)*

**Yes: 1512 (82.94%)**

**No: 31 (1.70%)**

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia	X		
Adelia	X			Justicia	X		
Alpinia	X			Harpullia	X		
Alyxia	X			Livingstonia	X		
Alphitonia	X			Molinia			
Araucaria	X			Plumeria	X		
Ardisia				Roystonia	X		
Banksia Lakes				Schotia Island	X		
Bauhinia				Tristania	X		
Caladenia		X		Washingtonia	X		
Cassia	X			Woodsia			
Colvillia	X			Zieria			
Corymbia	X			MSCD Lot 20 (S)	X		
Darwinia	X			MSCD Lot 81 (S)	X		
Felicia	X			MSCD Lot 83 (M)	X		

## 6. Correspondence for Information

- SS (Chairperson) read out and tabled a statement (*Annexure A*) – Comment on Correspondence for Information. A discussion followed encompassing -

- further clarification on the statement
- PBC records of correspondence being available to an owner upon request

## 7. Business Arising

- SS (Chairperson) read out and tabled statements (*Annexure B*) - Comment on newly appointed In-House Counsel and (*Annexure C*) - Statement on the role of a SCCSL Independent Director. A discussion followed encompassing -

- opinions about the advantages and disadvantages of having an independent director
- 2023 conduct of the SCCSL board.

**7.1 Next meeting to be held 29 February 2024 @ 11:00.**

**MEETING CLOSED @ 09:57am**

Chairperson: .....  .....





I want to make a comment on the Correspondence for Information contained in today's meeting book.

My understanding is that the original reason for incorporating correspondence in the agenda was to inform PBC members of written communications received or sent on behalf of the PBC. The intent was not to include internal communications between the Chair and the EC and the manager.

I am disappointed and concerned the selected documents in today's meeting book are not the only communications on the subjects they relate to and that some of the contents in these communications are inaccurate and therefore misleading.

It must be remembered that the distribution of selected internal communications of this kind to all the RBC committee members is potentially damaging to the reputations of the individuals involved.

For example, I refer to a communication from Dale to me where he states that the motion the EC passed agreeing that the election of EC members be an open ballot was unlawful because it's only PBC who is empowered to do this. The motion Dale refers to actually states that the EC agreed to there being an open ballot but the motion also states that the question be referred to the PBC for its consideration.

The other example I wish to mention is the letter addressed to me from Brogan Watling (the inhouse counsel) on behalf of the manager regarding the calling of today's meeting. The contents of this letter are, in my opinion, inaccurate, misleading and damaging to me personally. It infers that I have little knowledge or respect for procedures, the workload of the management staff and that I demanded action by them.



There are a number of emails and other correspondence dating back to early last December that don't support the contents of this letter and which have not been included in the meeting book for this meeting.

I'm not suggesting that these examples are deliberate but the outcome and consequences are unfair to those affected.

I therefore request that the Secretary, Brian Earp, conduct a review with the manager of the types of correspondence that should be included in the meeting book and to consider the introduction of a procedure requiring his review of the meeting book contents before distribution.

## Annexure B

8 February 2024

I want to make a brief comment on the role of the newly employed in-house counsel, Brogan Watling.

I've received comments that having Brogan on board is a good idea because this should reduce the PBC's legal costs compared to outsourcing to external law firms.

My understanding is that this is not her role.

Our manager (SCCSL) has employed Brogan on a part-time basis to look after the wellbeing and interests of its employees only. This role includes written communications to PBC representatives, on behalf of its employees.

Brogan is not employed to provide legal advice to the PBC, because if she did, the company would be effectively providing legal advice to the PBC as a separate entity, which I understand it's not permitted to do, for regulatory reasons.

It should be noted, that based on the ratio of funds that the PBC contributes to the company, the PBC effectively pays over 80% of Brogan's wages and associated costs.

Brogan has kindly provided some information on her role to the EC, which is appreciated. For clarity and to avoid any ongoing misunderstanding, the EC is going to ask whether it's possible to obtain Brogan's full job description.

If members have any comments or questions, I'll allow time after the meeting is closed for a general discussion on this or any other matter related to the meeting.

## Annexure C

8 February 2024

Secondly, I want to make a statement on the appointment of an independent director to Sanctuary Cove Community Services Limited

This is my understanding of the process for the appointment.

Part 7 of the Shareholders Agreement means that the shareholders may, but are not obliged to, have an independent director on the board.

So firstly, it's the shareholders who need to agree that they wish to have an ID, by way of a shareholders meeting.

If the shareholders agree to have an ID then it's the Directors who need to agree on the process for finding and appointing the ID.

The intent on the PBC side is to take a motion to the next EGM to decide if they want to have an ID on the board. The outcome of this motion will determine how the PBC nominees vote at the shareholders' meeting.

So, this is an early notice to the PBC members of this forthcoming motion at our next EGM. I will issue a communication to you regarding this motion.

At tomorrow's PTBC EGM there is a motion that requests the SCCSL directors consider advertising externally for an ID.

I've sent an email to the PTBC chair (Stephen Anderson) requesting he consider my opinion on the required process and that he also consider a rewording of the proposed motion.

