



## **MINUTES OF PTBC EXTRAORDINARY GENERAL MEETING**

### **For Sanctuary Cove Primary Thoroughfare Body Corporate GTP 201**

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

**Date and time of meeting:** Thursday, 27<sup>th</sup> June 2024  
**Start Time:** 9.57am      **Finish Time:** 10.46am

**Chairperson:** Mr Stephen Anderson

#### **ATTENDANCE**

##### **The following members were Present at the Meeting:**

Position: Chairperson Member Name: Mulpha Sanctuary Cove Investments Pty Ltd Lot 6 Rep: Mr Stephen Anderson

Position: Chairperson Member Name: Mulpha Sanctuary Cove Marina Pty Ltd Lot 10 SP308719 Rep: Mr Stephen Anderson

Position: Chairperson Member Name: Mulpha Sanctuary Cove (Developments) Pty Ltd Lot 24 SP320253 Rep: Mr Stephen Anderson

Position: Ordinary Member Name: Mulpha Sanctuary Cove Marine Village Pty Limited Lot 31 Rep: Mr Stephen Anderson

Position: Ordinary Member Name: Mulpha Sanctuary Cove Marine Village Pty Limited Lot 32 Rep: Mr Stephen Anderson

Position: Chairperson Member Name: Mulpha Sanctuary Cove Marina Pty Ltd Lot 34 Rep: Mr Stephen Anderson

Position: Ordinary Member Name: Mulpha Sanctuary Cove Marina Pty Limited Lot 38 Rep: Mr Stephen Anderson

Position: Chairperson Member Name: Mulpha Sanctuary Cove Hotel Investments Pty Ltd Lot 40 Rep: Mr Stephen Anderson

Position: Ordinary Member Name: Sanctuary Cove Golf and Country Club Holdings Limited Lot 1 Rep: Mr Paul Sanders

Position: Ordinary Member Name: Sanctuary Cove Golf and Country Club Holdings Limited Rep Lot 16: Mr Paul Sanders

Position: Ordinary Member Name: Sanctuary Cove Golf and Country Club Holdings Limited Lot 20 Rep: Mr Paul Sanders

Position: Ordinary Member Name: Sanctuary Cove Golf and Country Club Holdings Limited Lot 51 Rep: Mr Paul Sanders

Position: Ordinary Member Name: Sanctuary Cove Golf and Country Club Holdings Limited Lot 52 SP 301179 Rep: Mr Paul Sanders

Position: Ordinary Member Name: Sanctuary Cove Golf and Country Club Holdings Limited Lot 52 SP 327424 Rep: Mr Paul Sanders

Position: Ordinary Member Name: Sanctuary Cove Golf and Country Club Holdings Limited Lot 53 Rep: Mr Paul Sanders

Position: Ordinary Member Name: Sanctuary Cove Golf and Country Club Holdings Limited Lot 54 Rep: Mr Paul Sanders

Position: Ordinary Member Name: Principal Body Corporate GTP 202 Rep: Mr Stuart Shakespeare

The following members were represented at the meeting by voting paper & In Person:

The following members present by Voting Paper:

N/A

The following members were represented at the meeting by Proxy:

Position: Ordinary Member Name: Mulpha Sanctuary Cove (Developments) Pty Limited Lot 10

SP289998 Rep: Mr Barry Teeling

Position: Ordinary Member Name: Mulpha Sanctuary Cove (Developments) Pty Limited Lot 58 Rep: Mr Barry Teeling

Present by Invitation:

Mr Dale St George, Secretary (DSG)

Mrs Tamara Jones, Minute Taker

Apologies:

N/A

A quorum was present.

Nil Conflict of Interest.

The Meeting was not recorded.

## MOTIONS

<b>1</b>	<b>Approval of PTBC EGM Minutes held 29<sup>th</sup> February 2024 (Agenda Item 5.1)</b>	<b>ORDINARY RESOLUTION CARRIED</b>
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Proposed by: Statutory Motion

<b>RESOLVED</b> the Minutes of the PTBC Extraordinary General Meeting held on 29 <sup>th</sup> February 2024 be accepted as a true and correct record of the proceedings of the meeting.	Yes	10
	No	0
	Abstain	9

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
MSCI - Lot 6 (SA)	X			SCGCC – Lot 16 (PS)			X
MSCM – Lot 10 (BT)	X			SCGCC – Lot 20 (PS)			X
MSCM – Lot 10 (SA)	X			SCGCC – Lot 51 (PS)			X
MSCD – Lot 24 (SA)	X			SCGCC – Lot 52 (PS)			X
MSCMV – Lot 31 (SA)	X			SCGCC – Lot 52 (PS)			X
MSCMV – Lot 32 (SA)	X			SCGCC – Lot 53 (PS)			X
MSCM – Lot 34 (SA)	X			SCGCC – Lot 54 (PS)			X
MSCM – Lot 38 (SA)	X			MSCM – Lot 58 (BT)	X		
MSCHI – Lot 40 (SA)	X			PBC – (SS)			X
SCGCC – Lot 1 (PS)			X				

**2 Approval of PTBC EGM Minutes held 24<sup>th</sup> April 2024 (Agenda Item 5.2) ORDINARY RESOLUTION CARRIED**

Proposed by: Statutory Motion

<b>RESOLVED</b> the Minutes of the PTBC Extraordinary General Meeting held on 24 <sup>th</sup> April 2024 be accepted as a true and correct record of the proceedings of the meeting.	Yes	18
	No	0
	Abstain	1

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
MSCI - Lot 6 (SA)	X			SCGCC – Lot 16 (PS)	X		
MSCM – Lot 10 (BT)	X			SCGCC – Lot 20 (PS)	X		
MSCM – Lot 10 (SA)	X			SCGCC – Lot 51 (PS)	X		
MSCD – Lot 24 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 31 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 32 (SA)	X			SCGCC – Lot 53 (PS)	X		
MSCM – Lot 34 (SA)	X			SCGCC – Lot 54 (PS)	X		
MSCM – Lot 38 (SA)	X			MSCM – Lot 58 (BT)	X		
MSCHI – Lot 40 (SA)	X			PBC – (SS)			X
SCGCC – Lot 1 (PS)							

**3 Approval of PTBC EGM VOC Minutes 26<sup>th</sup> April 2024 (Agenda Item 5.3) ORDINARY RESOLUTION CARRIED**

Proposed by: Statutory Motion

<b>RESOLVED</b> that the VOC Minutes of the PTBC Extraordinary General Meeting held on 26 <sup>th</sup> April 2024 be accepted as a true and correct record of the proceedings of the meeting.	Yes	19
	No	0
	Abstain	0

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
MSCI - Lot 6 (SA)	X			SCGCC – Lot 16 (PS)	X		
MSCM – Lot 10 (BT)	X			SCGCC – Lot 20 (PS)	X		
MSCM – Lot 10 (SA)	X			SCGCC – Lot 51 (PS)	X		
MSCD – Lot 24 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 31 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 32 (SA)	X			SCGCC – Lot 53 (PS)	X		
MSCM – Lot 34 (SA)	X			SCGCC – Lot 54 (PS)	X		
MSCM – Lot 38 (SA)	X			MSCM – Lot 58 (BT)	X		
MSCHI – Lot 40 (SA)	X			PBC – (SS)	X		
SCGCC – Lot 1 (PS)							

**4 Rescind Motion 3 – April PTBC EGM - Village Gates and Road Upgrade (Agenda Item 5.4) ORDINARY RESOLUTION CARRIED**

Proposed by: PBC Representative

**RESOLVED** that the PTBC EGM notes and accepts to rescind motion 3 (below), which was passed at the PTBC EGM meeting held on 24<sup>th</sup> of April 2024:

***THAT** acknowledging the need to align the proposed project works, the PTBC agrees that Mulpha Developments will take on project management responsibilities for the roadworks upgrade of the area, encompassing paving, kerbing, and civil components formerly managed by the PTBC. All costs associated with these works, as mutually agreed upon, will be appropriately allocated and on charged to the PTBC by Mulpha Developments at cost price.*

*Note: The landscaping aspect of the project will be executed by the PTBC upon the project's completion.*

Yes	19
No	0
Abstain	0

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
MSCI - Lot 6 (SA)	X			SCGCC – Lot 16 (PS)	X		
MSCM – Lot 10 (BT)	X			SCGCC – Lot 20 (PS)	X		
MSCM – Lot 10 (SA)	X			SCGCC – Lot 51 (PS)	X		
MSCD – Lot 24 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 31 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 32 (SA)	X			SCGCC – Lot 53 (PS)	X		
MSCM – Lot 34 (SA)	X			SCGCC – Lot 54 (PS)	X		
MSCM – Lot 38 (SA)	X			MSCM – Lot 58 (BT)	X		
MSCHI – Lot 40 (SA)	X			PBC – (SS)	X		
SCGCC – Lot 1 (PS)							

**5 Engagement of Lawyer to advise on dispute with Hydro Vision (Agenda Item 5.5)**

**ORDINARY RESOLUTION  
CARRIED**

Proposed by: PTBC Chairperson

**OPTION A – Committee Recommendation**

**RESOLVED** that the PTBC authorises the engagement of Colin Biggers and Paisely to advise on a dispute that has arisen with a contractor, HydroVision, with initial fees estimated to be around \$3,000 plus GST (to be split 70/30 between the PBC and PTBC) but expenditure approved up to the amount of \$3,000 plus GST with funds to be expensed from Sinking Fund – 222601 Irrigation Control.

Yes	19
No	0
Abstain	0

**OPTION B**

**RESOLVED** that the PTBC authorises the engagement of Marino Law to advise it on a dispute that has arisen with a contractor, Hydro Vision, with initial fees estimated to be between \$1,000 - \$1,500 plus GST (to be split 70/30 between the PBC and PTBC) but expenditure approved up to the amount of \$3,000 plus GST with funds to be expensed from Sinking Fund – 222601 Irrigation Control.

Yes	0
No	19
Abstain	0

**OPTION A**

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
MSCI - Lot 6 (SA)	X			SCGCC – Lot 16 (PS)	X		
MSCM – Lot 10 (BT)	X			SCGCC – Lot 20 (PS)	X		
MSCM – Lot 10 (SA)	X			SCGCC – Lot 51 (PS)	X		
MSCD – Lot 24 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 31 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 32 (SA)	X			SCGCC – Lot 53 (PS)	X		
MSCM – Lot 34 (SA)	X			SCGCC – Lot 54 (PS)	X		
MSCM – Lot 38 (SA)	X			MSCM – Lot 58 (BT)	X		
MSCHI – Lot 40 (SA)	X			PBC – (SS)	X		
SCGCC – Lot 1 (PS)							

**OPTION B**

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
MSCI - Lot 6 (SA)		X		SCGCC – Lot 16 (PS)		X	
MSCM – Lot 10 (BT)		X		SCGCC – Lot 20 (PS)		X	
MSCM – Lot 10 (SA)		X		SCGCC – Lot 51 (PS)		X	
MSCD – Lot 24 (SA)		X		SCGCC – Lot 52 (PS)		X	
MSCMV – Lot 31 (SA)		X		SCGCC – Lot 52 (PS)		X	
MSCMV – Lot 32 (SA)		X		SCGCC – Lot 53 (PS)		X	
MSCM – Lot 34 (SA)		X		SCGCC – Lot 54 (PS)		X	
MSCM – Lot 38 (SA)		X		MSCM – Lot 58 (BT)		X	
MSCHI – Lot 40 (SA)		X		PBC – (SS)		X	
SCGCC – Lot 1 (PS)		X					

**6**      **Removal of two trees between Lot 83 & Lot 91 to enable Energex power & FTTH comms services to be installed (Agenda Item 5.6)**      **ORDINARY RESOLUTION CARRIED**

Proposed by: PTBC Representative

**RESOLVED** that the PTBC agrees to the removal of two trees located on the interface boundary between residential development land Lot 83 SP320252 and primary thoroughfare Lot 91 RP205597 to enable Energex and FTTH comms services to be installed in the standard services alignment of 0mm to 900mm from the interface boundary as shown in attachments – Annexure A.

Yes	19
No	0
Abstain	0

**NOTE:**

- ***Removal of trees to be at the expense of MSCD.***

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
MSCI - Lot 6 (SA)	X			SCGCC – Lot 16 (PS)	X		
MSCM – Lot 10 (BT)	X			SCGCC – Lot 20 (PS)	X		
MSCM – Lot 10 (SA)	X			SCGCC – Lot 51 (PS)	X		
MSCD – Lot 24 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 31 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 32 (SA)	X			SCGCC – Lot 53 (PS)	X		
MSCM – Lot 34 (SA)	X			SCGCC – Lot 54 (PS)	X		
MSCM – Lot 38 (SA)	X			MSCM – Lot 58 (BT)	X		
MSCHI – Lot 40 (SA)	X			PBC – (SS)	X		
SCGCC – Lot 1 (PS)							

**7 Approval of the engagement of TEW to undertake the supply and installation of electrical infrastructure works as required by Energex (Agenda Item 5.7)**

**ORDINARY RESOLUTION  
CARRIED**

Proposed by: PTBC Representative

**RESOLVED** that the PTBC EGM approve the engagement of TEW to undertake the supply and installation of electrical infrastructure works as required by Energex. Costs are to be apportioned between the PBC 70% \$222,778.80 Inc GST and PTBC 30% \$95,476.63 Inc GST with funds to be expensed from Sinking Fund – 222601 Irrigation Control.

Yes	19
No	0
Abstain	0

**FURTHER RESOLVED** that it is noted that due to the contractor's responsibility for the engineering and submission of the electrical application to Energex, only one (1) quote was sourced. Therefore, approves the reduction in the mandated number of quotes to be obtained from three (3) to one (1).

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
MSCI - Lot 6 (SA)	X			SCGCC – Lot 16 (PS)	X		
MSCM – Lot 10 (BT)	X			SCGCC – Lot 20 (PS)	X		
MSCM – Lot 10 (SA)	X			SCGCC – Lot 51 (PS)	X		
MSCD – Lot 24 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 31 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 32 (SA)	X			SCGCC – Lot 53 (PS)	X		
MSCM – Lot 34 (SA)	X			SCGCC – Lot 54 (PS)	X		
MSCM – Lot 38 (SA)	X			MSCM – Lot 58 (BT)	X		
MSCHI – Lot 40 (SA)	X			PBC – (SS)	X		
SCGCC – Lot 1 (PS)							

**8 PTBC to request that the Directors for the Company, move to instruct the Company Secretary (SCCSL) to commence recruitment of an Independent Director and Chair (Agenda Item 5.8)**

**ORDINARY RESOLUTION  
CARRIED**

Proposed by: PTBC Representative

**RESOLVED** that the PTBC, as a 50% shareholder in Sanctuary Cove Community Services Limited (the Company), requests that the PTBC Directors to propose the Company Secretary propose a motion to immediately commence the process of recruiting an Independent Director and Chair.

Yes	19
No	0
Abstain	0

**FURTHER RESOLVED** that the Company Shareholders Agreement outlines the necessary qualifications for the role of Independent Director and Chair. The position will be advertised in the Australian Newspaper, Gold Coast Bulletin and on Seek. All enquiries and applications should be addressed to the Company Secretary in confidence. Directors will conduct final interviews and recommend the preferred candidate to the shareholders.

**NOTE:**

- *SS advised that the Board has agreed to a 12-month moratorium on this issue whilst a Governance Review is undertaken, and the decision is ultimately at their discretion. SS further noted that he is content with voting on this issue again given there is extra detail in the motion.*

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
MSCI - Lot 6 (SA)	X			SCGCC – Lot 16 (PS)	X		
MSCM – Lot 10 (BT)	X			SCGCC – Lot 20 (PS)	X		
MSCM – Lot 10 (SA)	X			SCGCC – Lot 51 (PS)	X		
MSCD – Lot 24 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 31 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 32 (SA)	X			SCGCC – Lot 53 (PS)	X		
MSCM – Lot 34 (SA)	X			SCGCC – Lot 54 (PS)	X		
MSCM – Lot 38 (SA)	X			MSCM – Lot 58 (BT)	X		
MSCHI – Lot 40 (SA)	X			PBC – (SS)	X		
SCGCC – Lot 1 (PS)							



**9 PTBC rejects the motion of the PBC EGM held 30<sup>th</sup> May 2024, seeking to remove Mr Stephen Anderson from the SCCSL board (Agenda Item 5.9)**

**ORDINARY RESOLUTION  
WITHDRAWN**

Proposed by: PTBC Representative

**RESOLVED** that the PTBC rejects the motion of the PBC EGM held on the 30<sup>th</sup> of May 2024, which seeks to remove Mr Stephen Anderson from the Sanctuary Cove Community Services Limited (Company) Board and requests the PBC withdraw the motion.

Yes	0
No	0
Abstain	0

**FURTHER RESOLVED** that the PTBC wishes to move a vote of confidence in the integrity, honesty, and ongoing support of Mr Stephen Anderson in his role as PTBC Chair, along with Mr Barry Teeling as Directors of the PTBC to the Board of the Company.

**NOTE:**

- *Motion withdrawn subject to special EGM being held on 25 July after PBC at 1pm.*
- *In the meantime, SA (in his capacity as PTBC Chairperson) is to write to SS (in his capacity as PBC Chairperson) to request that a motion be presented to the PBC to formally withdraw the motion seeking to remove SA from the SCCSL Board.*
- *PS requested that documentation supporting the PBC Members motion be provided to the PTBC stakeholders at next month's PTBC EGM.*

**10 PTBC approves the lease of the Ventrac Diesel Tractor with mulching equipment to control the Corella population (Agenda Item 5.11)**

**ORDINARY RESOLUTION  
WITHDRAWN**

Proposed by: PTBC Representative

**RESOLVED** that the PTBC authorises the Manager to proceed with the Lease of a Ventrac Diesel tractor with mulching attachments to assist with additional measures in the control of the Corellas at Sanctuary Cove. This would add to the proposed program by Biodiversity.

Yes	0
No	0
Abstain	0

The cost per month over a four-year lease period will be \$1,859.95 / month (non). At the end of the four years the lease will end, equipment returned or upgraded. The lease will be held by the Sanctuary Cove Golf and Country Club Pty Ltd. The outright purchase of the Ventrac Tractor 4520 would be \$75,989.10.

The Sanctuary Cove Golf and Country Club will provide the necessary labour, fuel, and maintenance costs. Should the mulching deck need to be replaced due to heavy wear and damage, the PTBC and the SC Golf and Country Club will jointly undertake to find a solution to fund a replacement deck.

Since 2019, the PTBC has spent \$99,279 (ex) or \$16,546 per year and the results have been limited. This combined program is a two-pronged attack, which targets the pest's food source.

It is expected that the Corella maintenance program with Biodiversity will cost \$23,738 and the lease of the Ventrac tractor mulcher - \$22,319– Total cost 2024/2025 - \$46,057 (ex).

**NOTE:**

- *Motion withdrawn and to be tabled again at next month's meeting to allow SS to consult with the PBC EC and review the proposal from Biodiversity.*

**PREAMBLE:**

**Background**

Easement B was created in 2011 in the below referenced lots in former golf course land for the PTBC to maintain the easement of the land for the purpose of ensuring the high standard of aesthetic appearance of the entrance to Sanctuary Cove Village.

Ownership of the subject lots has reverted to Mulpha Sanctuary Cove (Developments) Pty Ltd (MSCD) and will be developed into residential precincts in the next few years. MSCD has undertaken to maintain the easement land as per attached letter from MSCD dated.

<b>11</b>	<b>PTBC partially surrender Easement B on SP236703 as far as it encumbers Lot 52 SP327424, Lot 58 SP314518 and Lot 83 on SP320252 (Agenda Item 5.12)</b>	<b>ORDINARY RESOLUTION CARRIED</b>
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Proposed by: PTBC Representative

**RESOLVED** that the PTBC resolve by **resolution without dissent** that:

- (a) the PTBC partially surrender Easement B on SP236703 insofar as it encumbers Lot 52 on SP327424, Lot 58 on SP314518 and Lot 83 on SP320252; and
- (b) the PTBC sign and provide all documents necessary to surrender Easement B on SP236703 insofar as it encumbers Lot 52 on SP327424, Lot 58 on SP314518 and Lot 83 on SP320252, including:
  - (i) Form 10 partial surrender of Easement B on SP236703 insofar as it applies to Lot 52 on SP327424 to Sanctuary Cove Golf and Country Club Holdings Limited.
  - (ii) Form 10 partial surrender of Easement B on SP236703 insofar as it applies to 58 on SP314518 and Lot 83 on SP320252 to Mulpha Sanctuary Cove (Developments) Pty Ltd; and
- (c) a copy of this resolution to lodge with each Form 10.

Yes	19
No	0
Abstain	0

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
MSCI - Lot 6 (SA)	X			SCGCC – Lot 16 (PS)	X		
MSCM – Lot 10 (BT)	X			SCGCC – Lot 20 (PS)	X		
MSCM – Lot 10 (SA)	X			SCGCC – Lot 51 (PS)	X		
MSCD – Lot 24 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 31 (SA)	X			SCGCC – Lot 52 (PS)	X		
MSCMV – Lot 32 (SA)	X			SCGCC – Lot 53 (PS)	X		
MSCM – Lot 34 (SA)	X			SCGCC – Lot 54 (PS)	X		
MSCM – Lot 38 (SA)	X			MSCM – Lot 58 (BT)	X		
MSCHI – Lot 40 (SA)	X			PBC – (SS)	X		
SCGCC – Lot 1 (PS)							

**Next meeting to be held on Thursday, 25<sup>th</sup> July 2024 @ 1:00pm**

**Meeting Closed at 10.46am.**

**Chairman .....**