



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

Location of meeting: Meeting Room 1, Sanctuary Cove Body Corporate Services, Shop 1A, Building 1, Masthead Way, Sanctuary Cove, QLD, 4212
Date and time of meeting: Thursday 28 November 2024 at 10:00 AM
Meeting time: **10:04am - 12:06pm**
Chairperson: Mr Stuart Shakespeare

ATTENDANCE

The following members were Present in Person at the meeting:

Lot 1702	Cassia GTP 1702	Mr Peter Cohen (PC)
Lot 1703	Washingtonia GTP 1703	Mr David Francis (DF)
Lot 1712	Livingstonia GTP 1712	Mr Brian Earp (BE) – Dep @ 10:20am
Lot 1790	Araucaria GTP 1790	Mrs Caroline Tolmie (CT)
Lot 2504	Colvillia GTP 2504	Mr Robert Nolan (RN)
Lot 107106	Schotia Island GTP 107106	Mr Wayne Bastion (WB)
Lot 107128	Felicia GTP 107128	Mr Stuart Shakespeare (SS)
Lot 107209	Alpinia GTP 107209	Mrs Dianne Taylor (DT)
Lot 107217	Tristania GTP 107217	Mr Mark Winfield (MW)
Lot 107353	Woodsia GTP 107353	Mr Peter Hay (PH)
Lot 107360	Adelia GTP 107360	Mr Gary Simmons (GS)
Lot 107434	Zieria GTP 107434	Mr Hugh Martin (HM)
Lot 107442	Molinia GTP 107442	Mrs Cheryl McBride (CM)
Lot 107488	Darwinia GTP 107488	Mrs Jane Burke (JB)

The following members present by Voting Paper and In Person:

Lot 1712	Livingstonia GTP 1712	(pre-voted)
Lot 1790	Araucaria GTP 1790	(pre-voted)
Lot 107209	Alpinia GTP 107209	(pre-voted)
Lot 107217	Tristania GTP 107217	(pre-voted)
Lot 107353	Woodsia GTP 107353	(pre-voted)
Lot 107442	Molinia GTP 107442	(pre-voted)

The following members present by Voting Paper:

Lot 21	Mulpha Sanctuary Cove (Developments) Pty Limited	Electronic vote
Lot 81	Mulpha Sanctuary Cove (Developments) Pty Ltd	Electronic vote
Lot 83	Mulpha Sanctuary Cove (Developments) Pty Limited	Electronic vote
Lot 1701	Bauhinia GTP 1701	Electronic vote
Lot 2207	Plumeria GTP 2207	Electronic vote
Lot 107509	Alphitonia GTP 107509	Electronic vote
Lot 107045	Harpullia GTP 107045	Electronic vote

Lot 107053	Acacia GTP 107053	Electronic vote
Lot 107278	Banksia Lakes GTP 107278	Electronic vote
Lot 107399	Caladenia GTP 107399	Paper vote
Lot 107406	Corymbia GTP 107406	Electronic vote

The following members were present by Proxy:

Nominee	Representing
Lot 1769 Chery McBride	Roystonia GTP 1769

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

Present by Invitation:

Mrs Jodie Syrett – Manager of Body Corporate (Minute Taker) (JS)
Ms Shanyn Fox – Facilities Manager (SF)

Apologies:

Mr Michael Longes (ML) – Acacia
Mr Stephen Anderson (SA) - Mulpha Lots 21 & 81 and Alphitonia
Mr Andrew Brown (AB) – Banksia Lakes
Mr Richard Sherman (RS) – Bauhinia
Mr Tony McGinty (TM) – Caladenia
Mrs Shawlene Nefdt (SN) – Corymbia
Mr Nabil Issa (NI) – Fuschia
Mr Paul Kernaghan (PK) – Harpullia
Mr Nicholas Eisenhut (NE) – Plumeria
Mrs Simone Hoyle (SH) – Roystonia
Mr Mick McDonald (MM) – Mulpha Lot 83

The following members were not financial for the meeting:

A Quorum was present

Nil Conflict of Interest

The Meeting was recorded.

Motions

1	Approval of Previous General Meeting Minutes - 31 October 2024 (Agenda Item 5.1)	Ordinary Resolution
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Statutory Motion Submitted by Chairperson

Motion CARRIED.

RESOLVED that the Minutes of the PBC Extraordinary General Meeting held on 31st October 2024 be accepted as a true and correct record of the proceedings of the meeting.

Yes	21
No	0
Abstain	5

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia			X	Fuschia			
Adelia	X			Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia				Molinia	X		
Araucaria	X			Plumeria	X		
Ardisia				Roystonia	X		
Banksia Lakes			X	Schotia Island	X		
Bauhinia	X			Tristania	X		
Caladenia	X			Washingtonia	X		
Cassia	X			Woodsia			X
Colvillia	X			Zieria	X		
Corymbia			X	MSCD Lot 21 (SA)	X		
Darwinia	X			MSCD Lot 81 (SA)	X		
Felicia	X			MSCD Lot 83 (MM)			X

2	Approval of PBC Security Services User Agreement (Agenda Item 5.2)	Ordinary Resolution
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Submitted by Chairperson

Motion CARRIED.

RESOLVED that the Principal Body Corporate (PBC) approves the renewal of the PBC Security Services User Agreement, which expired on October 31, 2024.

Yes	25
No	0
Abstain	1

NOTE: Amended to one (1) year

- Concern was raised about the agreement's lack of information regarding additional services provided to other entities within Sanctuary Cove, such as Mulpha, the Hotel, the Village, and other areas*
- The Chair provided a breakdown:*
 - PBC: 93.66% (\$3,500,000)
 - PTBC: 2.1% (\$78,000)
 - Golf: 0.08% (\$30,000)
 - Admin Zone: 4% (\$18,000)
 - Country Club: 0.08% (\$30,000)
- Additionally, there are separate contracts:*
 - Security for the Harbours: \$33,700 (plus GST per annum)
 - Hotel Zone: Under \$51,000 (plus GST per annum)
- Questions were raised regarding the PBC's plan to present the Administration and Management Agreement (AMA) in June 2025. What options will be considered.*
- The Chair advised a review of the AMA has commenced. Feedback on the progress will be presented to the PBC early in 2025 in readiness for the RBC EGMs in June. The Chairperson suggested a timetable for the upcoming items that require attention for 2025.*

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia	X			Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia				Molinia	X		
Araucaria	X			Plumeria	X		
Ardisia				Roystonia	X		
Banksia Lakes	X			Schotia Island	X		
Bauhinia	X			Tristania	X		
Caladenia	X			Washingtonia	X		
Cassia	X			Woodsia	X		
Colvillia	X			Zieria	X		
Corymbia			X	MSCD Lot 21 (SA)	X		
Darwinia	X			MSCD Lot 81 (SA)	X		
Felicia	X			MSCD Lot 83 (MM)	X		

Submitted by Chairperson

Motion CARRIED.

RESOLVED that in accordance with section 41(4) Sanctuary Cove Resort Act 1985 (Qld), the PBC Executive Committee is to consist of at least 5 and not more than 7 voting members.

NOTE: MN for Zieria mentioned this motion needs to go up earlier, suggestion for October EGM 2025

Yes	24
No	1
Abstain	1

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia	X			Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia				Molinia	X		
Araucaria	X			Plumeria	X		
Ardisia				Roystonia	X		
Banksia Lakes	X			Schotia Island	X		
Bauhinia	X			Tristania	X		
Caladenia	X			Washingtonia	X		
Cassia	X			Woodsia	X		
Colvillia	X			Zieria		X	
Corymbia			X	MSCD Lot 21 (SA)	X		
Darwinia	X			MSCD Lot 81 (SA)	X		
Felicia	X			MSCD Lot 83 (MM)	X		

4	Approval to award interim FTTH Network Management Agreement contract to OptiComm (Agenda Item 5.4)	Ordinary Resolution
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Submitted by Chairperson

Motion CARRIED.

RESOLVED that the PBC award the interim FTTH Network Management Agreement contract to OptiComm at a cost of \$348,700 incl. GST, per annum for the period commencing 01 April 2025 to 31 March 2026, with the option to extend for one additional year by the PBC. All existing pricing and conditions to be the same as the current agreement; and

Yes	23
No	2
Abstain	1

FURTHER RESOLVED that the number of quotes be reduced from three (3) to one (1) due to other providers being unable to support the existing equipment integrated within the network and the need for a short-term interim contract pending the decision on the required upgrades and a form of contract in the long term.

NOTE:

- *The Chairperson (SS) read an email from John Reid (Plumeria Chair) regarding this motion. Annexure A attached.*
- *The Chairperson stated the intent is to give the PBC additional time to identify an independent specialist.*

Further comments:

- *1. Shany (SF) attended the meeting and advised Harbour One will have emergency buttons ready to be connected to Security.*
- *The PBC will need to charge Harbour One for this security service.*
- *The Chairperson noted that the PBC operates as a cost recovery business and questioned why areas like Harbour One benefit from services when they are not part of the residential zone*

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia	X			Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia				Molinia	X		
Araucaria	X			Plumeria			X
Ardisia				Roystonia	X		
Banksia Lakes	X			Schotia Island	X		
Bauhinia		X		Tristania	X		
Caladenia	X			Washingtonia	X		
Cassia	X			Woodsia	X		
Colvillia	X			Zieria	X		
Corymbia			X	MSCD Lot 21 (SA)	X		
Darwinia	X			MSCD Lot 81 (SA)	X		
Felicia	X			MSCD Lot 83 (MM)	X		

Submitted by Chairperson

Motion CARRIED.

RESOLVED that the PBC EC acknowledges the SRB revetment and gabion rock report and grants Management authorisation to inform individual lot owners/RBC's and take the necessary actions or repairs as recommended.

Yes	26
No	0
Abstain	0

NOTE:

- *The Chairperson stated forward planning is covered within the sinking fund for a portion of work and the other portion may fall on the lot owners.*
- *Shanyn (SF) stated critical issues are quoted, and actions have been undertaken since 01/11/2024 (the new financial year). She clarified some issues fall under the responsibility of the lot owners, not the PBC. Lot receives communications each year.*
- *Shanyn acknowledged some lot owners ignore the notifications but, enforcement remains challenging.*

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia	X			Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia				Molinia	X		
Araucaria	X			Plumeria	X		
Ardisia				Roystonia	X		
Banksia Lakes	X			Schotia Island	X		
Bauhinia	X			Tristania	X		
Caladenia	X			Washingtonia	X		
Cassia	X			Woodsia	X		
Colvillia	X			Zieria	X		
Corymbia	X			MSCD Lot 21 (SA)	X		
Darwinia	X			MSCD Lot 81 (SA)	X		
Felicia	X			MSCD Lot 83 (MM)	X		

6 Emergency Disasters and Outages Guide for Sanctuary Cove Residents (Agenda Item 5.6) Ordinary Resolution

Submitted by Chairperson

Motion CARRIED.

RESOLVED that the Emergency Disasters and Outages Guide for Sanctuary Cove Residents, First Edition dated 18th November 2024 be adopted by the PBC and copies emailed to homeowners and posted on the PBC
www.oursanctuarycove.com.au

Yes	25
No	1
Abstain	0

NOTE:

- ***The Chairperson stated the first point of access to the Plan will be available on the website and an app for residents will be explored.***
- ***A hardcopy in a folder for residents who prefer paper copies.***

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia	X			Harpullia		X	
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia		X	
Alyxia				Molinia		X	
Araucaria	X			Plumeria		X	
Ardisia				Roystonia		X	
Banksia Lakes		X		Schotia Island		X	
Bauhinia	X			Tristania		X	
Caladenia	X			Washingtonia		X	
Cassia	X			Woodisia		X	
Colvillia	X			Zieria		X	
Corymbia	X			MSCD Lot 21 (SA)		X	
Darwinia	X			MSCD Lot 81 (SA)		X	
Felicia	X			MSCD Lot 83 (MM)		X	

7 Approval to pay outstanding Grace invoice: QCAC application for 4638 (Agenda Item 5.7) **Ordinary Resolution**

Submitted by Chairperson

Motion CARRIED

RESOLVED that approval is given to pay the additional amount on the invoice from Grace Lawyers of \$3,351.37 (incl GST) for the preparation of QCAT application against 4638.

Yes	24
No	1
Abstain	1

NOTE:

- *The Chairperson explained the cost increased initially from the \$5,000 approved in a previous meeting.*

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia	X			Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia				Molinia	X		
Araucaria	X			Plumeria	X		
Ardisia				Roystonia	X		
Banksia Lakes	X			Schotia Island	X		
Bauhinia		X		Tristania	X		
Caladenia	X			Washingtonia	X		
Cassia	X			Woodsia	X		
Colvillia	X			Zieria	X		
Corymbia			X	MSCD Lot 21 (SA)	X		
Darwinia	X			MSCD Lot 81 (SA)	X		
Felicia	X			MSCD Lot 83 (MM)	X		

8	PBC instructs shareholder nominee, Stuart Shakespeare to inform the board of extension of the Dispute Resolution Process is extended to 31st January 2025 (Agenda Item 5.8)	Ordinary Resolution
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Submitted by Chairperson

Motion CARRIED.

RESOLVED that the PBC, as a shareholder of SCCSL, instructs its shareholder nominee, Stuart Shakespeare, to inform the board that the negotiation period of the Dispute Resolution Process is extended to the 31st of January 2025.

NOTE:

Yes	22
No	2
Abstain	2

- *The Chairperson stated that the Directors have a reasonable understanding of the options and process. He explained the negotiation process was approached with the Board Directors and included discussions on dispute resolution. He noted this process is mandatory under the Shareholders Agreement. If no agreement is reached, arbitration would be the next step, though it would be costly for both parties. Additionally, he emphasised the importance of establishing a process to prevent similar issues in the future.*
- *The motion passed to remove Stephen Anderson, as PTBC Nominee Director of SCCSL was raised.*
- *The Chairperson responded that a process had been followed. He noted that the negotiation phase had been stalled by increased workload for Paul K and himself following the CEO's departure.*
- *It was suggested the motion should remain active until next year, as it would be premature to rescind it at this stage. The current motion is to seek more time to maintain the process.*
- *Concern was expressed about the potentially high costs of legal fees and agreement amendments. Should the PBC consider dissolving the company, reforming it, and running it in a way that aligns better with residents' goals? The cost may be comparable to the escalating costs of continued disputes with Mulpha.*
- *The Chairperson acknowledged that this could be an option worth exploring.*
- *It was noted the Governance Review was not intended to assess SCCSL. The auditors consulted with Mulpha employees on several occasions and are pursuing Barry Teeling (Mulpha Sanctuary Cove) to provide input on communication and interface with the PBC. The PBC Directors recommended that the company conduct its own governance review. This was accepted by the PTBC Directors with a view to concluding a scope.*

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia	X			Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia				Molinia	X		
Araucaria	X			Plumeria	X		
Ardisia				Roystonia	X		
Banksia Lakes	X			Schotia Island	X		
Bauhinia	X			Tristania	X		
Caladenia	X			Washingtonia	X		
Cassia		X		Woodsia			X
Colvillia	X			Zieria	X		
Corymbia			X	MSCD Lot 21 (SA)	X		
Darwinia	X			MSCD Lot 81 (SA)	X		
Felicia	X			MSCD Lot 83 (MM)		X	

Correspondence for Information:

Governance Review

The MN for Molinia reported the initial blueprint from the Governance Review was included in the PBC booklet and would be updated following consultations (November) with several PBC EC members and stakeholders. Directors Australia is expected to deliver an update on the progress of the review to the MNs after the AGM on December 9, 2024. Following the presentation there will be time for Q & A.

- Jodie (JS) to send out meeting invite regarding the Governance Review to determine the numbers for the meeting.

Correspondence for Action:

Tristania letter regarding Dog Christmas Event on Schotia Island:

- MN for Schotia Island raised several issues:
- 1. There is no ability for the organiser to ensure all dogs would be on lead throughout the event thereby causing neighbourhood dogs to bark and exposing residents to potential injury.
- 2. Could the event be held on Mulpha land i.e. the football field well away from disturbing the residents?
- 3. The PBC EC should refuse permission for the event to be held as it is likely to encourage the breach of several bylaws.
- The Chairperson clarified that the PBC EC does not have the authority to deny any resident the use of a park. Instead, they can only remind residents of the RZABLs and the necessity of always adhering to them.

General Business:

Asset Improvement Update:

- Is the irrigation at Sanctuary Greens included in the projects and budget for 2024/2025. The Chairperson will follow up and provide a report.

Skip for Residents:

- Will a skip be provided for residents to dispose of refuse. Jodie will follow up with Shanyn (SF).

Alpinia Common Property transfer to PBC:

- There is a substantial amount of common property to evaluate before deciding the PBC's responsibility for the common property of any specific RBC.

LPR Delay:

- Is there an update regarding the reason for the LPR time delay.

Meeting Report distributed by the Chairperson (Annexure B):

- The Chairperson provided an update on the meeting with Mulpha, confirming the installation of a 2-metre-high solid fence along the new Village Road. Additionally, there was a discussion regarding the conversion of the new Village Road and Vardon Lane to Secondary Thoroughfare, to which Mulpha raised no objections.
- The Chairperson also addressed concerns about boundary setbacks with Harbour One. The Project Manager assured that the development complies with the National Construction Code, confirming adherence to all required standards.
- At the end of the meeting, Mulpha advised the completion and opening of the new Village Gates has been delayed until May 2025. Please note: the road leading to the gates will be open earlier.

An annual calendar listing significant events and anticipated contracts/budgets etc will be constructed in 2025 for the PBC (as per recommendation from the Governance Review).

PBC Motions for January 2025:

None anticipated as yet.

There being no further business the chairperson declared the meeting closed.

MEETING CLOSED at 12:06 PM

Chairperson: X.....

ANNEXURE A

Jodie Syrett

From: PBC
Sent: Monday, 2 December 2024 8:59 AM
To: Jodie Syrett
Subject: PBC EGM 28 November 2024, Motion 4 Approval to award interim FTTH Network Management Agreement contract.

From: John Reid <jfreid@bigpond.net.au>
Sent: Wednesday, 27 November 2024 9:12 AM
To: Jodie Syrett <Jodie.Syrett@scove.com.au>
Cc: PBC <pbc@scove.com.au>; Nick Eisenhut <nickel123@outlook.com.au>; Neil Taylor <ataylor6270@gmail.com>; Braydon Winch <braydon.winch@hotmail.com>; jmleeson <jmleeson@telairmail.com.au>
Subject: PBC EGM 28 November 2024, Motion 4 Approval to award interim FTTH Network Management Agreement contract.

Hi Jodie,

Plumeria is voting against Motion 4 at tomorrow's meeting. As Nick Eisenhut is travelling and unable to attend in person it will be greatly appreciated if, on his behalf, you could ensure Plumeria's following reasons are made known to the meeting at time of the vote:

It appears this contract has not been exposed to the process of a formal tender since February 2019. **Comment:** The 2019 contract has a 3yr term within options for 3-one-year extensions. The relevance of making retrospective comments on a contact that was approved by the PBC back in 2019 is difficult to understand.

Available information excludes insight to the company's service performance, measured against established KPI's, over the term of the agreement. **Comment:** The 1tyr term of this interim agreement is going to be used to investigate these matters plus the broader considerations about the future of the system and the entity that manages it. This involves a substantial amount of work and the input of independent consultants. While this is happening, our system needs to keep servicing our community beyond the expiry of the contract next April.

PBC notes, in support of Motion 4, contain the statement "It's understood that Opticomm are the last service provider to support this Calix equipment". Opinion reaching Plumeria contradicts this advice, emphasising the importance of exposing this contract to the expertise of the market. **Could you please provide the source of this information that reached Plumeria. This information will then be investigated.** Our Faculties Manager has looked into this carefully. Her advice accords with the information provided with the motion.

Regards and thanks for your help.

John

ANNEXURE B

MEETING REPORT – meeting at 9am 21 November 2024 in Mulpha meeting room

Attendees: Stuart Shakespeare (PBC), Shany Fox (SCCSL), Stephen Anderson (Mulpha/PTBC), Barry Teeling (Mulpha), Greg Boevink (Mulpha/H1), and Geoff Ray (Mulpha/Village entry & subdivision),

Fencing off of new Village entry Road

- To the carpark – 2m high painted precast concrete similar to Vardon Lane.
- To the lane way of the adjacent subdivision - 2m high painted precast concrete similar to Vardon Lane then to a 2m high black picket fence from the end of the laneway to match the entry road fence.
- To H1 – stone clad masonry fence 2m high.

H1 Boundary setbacks

Mulpha advised that all the setbacks are compliant with the National Construction Code or have been fire engineered in accordance with the National Construction Code.

New Village Entry Status

The completion and opening of the new gates and associated works has been delayed to May 2025 to coincide with the delayed completion of the H1 due to the interfaces between the two projects.

Village Subdivision

The laneway will be registered as Secondary Thoroughfare servicing about half of the lots. The other lots will access directly onto the Primary Thoroughfare.

Conversion of new Village entry road and Vardon Lane to Secondary Thoroughfare

No Objections in principle to the proposal being investigated and followed through.

Stuart Shakespeare

PBC Chairman