



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 August 2025 at 10:00 AM

Meeting time: **10:00am – 12:01pm**

Chairperson: Mr Stuart Shakespeare

ATTENDANCE

The following members were Present in Person at the meeting:

Lot 1701	Bauhinia GTP 1701	Mr Peter Hawley
Lot 1703	Washingtonia GTP 1703	Mr David Francis
Lot 1712	Livingstonia GTP 1712	Mr Brian Earp
Lot 107045	Harpullia GTP 107045	Mr Paul Kernaghan
Lot 107106	Schotia Island GTP 107106	Mr Lee Uebergang
Lot 107128	Felicia GTP 107128	Mr Stuart Shakespeare
Lot 107217	Tristania GTP 107217	Mr David Nelson
Lot 107434	Zieria GTP 107434	Mr Hugh Martin
Lot 107399	Caladenia GTP 107399	Mr Tony McGinty
Lot 107406	Corymbia GTP 107406	Ms Suzi Ledger
Lot 107488	Darwinia GTP 107488	Mr Tony Curtis

The following members present by Voting Paper and In Person:

Lot 107406	Corymbia GTP 107406	Owner present (pre-voted)
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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 1702	Cassia GTP 1702	Electronic vote
Lot 1769	Roystonia GTP 1769	Electronic vote
Lot 1790	Araucaria GTP 1790	Electronic vote
Lot 2207	Plumeria GTP 2207	Electronic vote
Lot 2504	Colvillia GTP 2504	Electronic vote
Lot 7509	Alphitonia GTP 107509	Electronic vote
Lot 107053	Acacia GTP 107053	Electronic vote
Lot 107209	Alpinia GTP 107209	Electronic vote
Lot 107278	Banksia Lakes GTP 107278	Electronic vote
Lot 107353	Woodsia GTP 107353	Electronic vote
Lot 107442	Molinia GTP 107442	Electronic vote
Lot 107456	Alyxia GTP 107456	Electronic vote

The following members were present by Proxy:

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

Present by Invitation:

Mrs Simone Hoyle – Representing Roystonia on behalf of Mrs Cheryl McBride

Mrs Jodie Syrett – Manager of Body Corporate (Minute Taker – JS)

Mrs Brogan Watling – In-House Counsel (BW)

Mrs Cassie McAuliffe – General Manager (CMA)

Apologies:

Mr Michael Longes

Mr Neill Ford

Ms Dianne Taylor

Mr Stephen Anderson

Mr Mick McDonald

Mrs Maxine Monroe

Mrs Andrea Luyckx

Mr Peter Cohen

Mr Robert Nolan

Mr Nabil Issa

Mr Peter Game

Mr Nicholas Eisenhut

Mrs Cheryl McBride

Mr Peter Hay

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 - 31st July 2025 (Agenda Item 5.1)	Ordinary Resolution
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Statutory Motion Submitted by Chairperson

CARRIED

RESOLVED That the Minutes of the PBC Extraordinary General Meeting held on 31st July 2025 be accepted as a true and correct record of the proceedings of the meeting.

Yes	16
No	0
Abstain	10

NOTE: It was noted that a working group for FTTH was to be established within three months; however, this was not recorded.

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia			X	Fuschia			
Adelia				Harpullia			X
Alphitonia			X	Justicia			
Alpinia	X			Livingstonia	X		
Alyxia	X			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 Administrative Fund Budget and Contributions Year ending 31 October 2026 (Agenda Item 5.2)	Ordinary Resolution
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Statutory Motion Submitted by Chairperson

CARRIED

RESOLVED that the Sanctuary Cove Principal Body Corporate's administrative fund budget for the financial year ending 31 October 2026 totalling \$12,785,895.46 (excluding GST) be approved and the administrative fund contribution be determined at a rate of \$7,715.03 per lot entitlement (including GST), with contributions to be levied in 4 instalments as follows:

Yes	25
No	1
Abstain	0

<i>\$/lot entitlement (incl GST)</i>	<i>Levy Period</i>	<i>Due Date</i>
\$1,928.76	01/11/2025 to 31/01/2026	30/11/2025
\$1,928.76	01/02/2026 to 30/04/2026	28/02/2026
\$1,928.76	01/05/2026 to 31/07/2026	31/05/2026
\$1,928.76	01/08/2026 to 31/10/2026	31/08/2026

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia				Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia	X			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		

3	Approval of PBC Sinking Fund Budget and Contributions Year ending 31 October 2026 (Agenda Item 5.3)	Ordinary Resolution
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Statutory Motion Submitted by Chairperson

CARRIED

RESOLVED that the Sanctuary Cove Principal Body Corporate's sinking fund budget for the financial year ending 31 October 2026 totalling \$2,515,740.00 (excluding GST) be approved and the sinking fund contribution be determined at a rate of \$1,518.00 per lot entitlement (including GST), with contributions to be levied in 4 instalments as follows:

Yes	25
No	1
Abstain	0

<i>\$/lot entitlement (incl GST)</i>	<i>Levy Period</i>	<i>Due Date</i>
\$379.50	01/11/2025 to 31/01/2026	30/11/2025
\$379.50	01/02/2026 to 30/04/2026	28/02/2026
\$379.50	01/05/2026 to 31/07/2026	31/05/2026
\$379.50	01/08/2026 to 31/10/2026	31/08/2026

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia				Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia	X			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 of PTBC Administrative Fund Budget and Contributions Year Ending 31 October 2026 (Agenda Item 5.4)	Ordinary Resolution
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Submitted by Chairperson

CARRIED

RESOLVED that the Sanctuary Cove Primary Thoroughfare Body Corporate's administrative fund budget for the financial year ending 31 October 2026 totalling \$1,618,400.00 (excluding GST) be approved and the administrative fund contribution be determined at the rate of \$418.88 per voting entitlement (including GST), with contributions to be levied in 4 instalments as follows:

Yes	25
No	0
Abstain	1

<i>\$/voting entitlement (incl GST)</i>	<i>Levy Period</i>	<i>Due Date</i>
\$104.72	01/11/2025 to 31/01/2026	30/11/2025
\$104.72	01/02/2026 to 30/04/2026	28/02/2026
\$104.72	01/05/2026 to 31/07/2026	31/05/2026
\$104.72	01/08/2026 to 31/10/2026	31/08/2026

NOTE: Motion to advise PBC representative for the PTBC on how to vote

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia				Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia	X			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		

5	Approval of PTBC Sinking Fund Budget and Contributions Year Ending 31 October 2026 (Agenda Item 5.5)	Ordinary Resolution
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Submitted by Chairperson

CARRIED

RESOLVED that the Sanctuary Cove Primary Thoroughfare Body Corporate's sinking fund budget for the financial year ending 31 October 2026 totalling \$1,096,500.00 (excluding GST) be approved and the sinking fund contribution be determined at the rate of \$283.80 per voting entitlement (including GST), with contributions to be levied in 4 instalments as follows:

Yes	25
No	0
Abstain	1

<i>\$/voting entitlement (incl GST)</i>	<i>Levy Period</i>	<i>Due Date</i>
\$70.95	01/11/2025 to 31/01/2026	30/11/2025
\$70.95	01/02/2026 to 30/04/2026	28/02/2026
\$70.95	01/05/2026 to 31/07/2026	31/05/2026
\$70.95	01/08/2026 to 31/10/2026	31/08/2026

NOTE: Motion to advise PBC representative for the PTBC on how to vote

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia				Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia	X			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	Approval of engagement and expenditure of Aquip Systems for pressure management system (Agenda Item 5.6)	Ordinary Resolution
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Submitted by Chairperson

CARRIED

RESOLVED that the PBC EGM authorises the expenditure of \$19,751.60 (incl. GST), with 30% (\$5,925.48 incl. GST) on-charged to the PTBC, for the engagement of Aquip Systems to undertake the proposed works as outlined, with funds to be allocated from the Administration Fund - GL Code 12100.

Yes	25
No	0
Abstain	1

Further **RESOLVED** that it is noted that only one quotation was sourced, as Aquip Systems is the original installer recommended by the design engineers GHD and is the authorised agent for the site's i2o instrumentation, ensuring continuity and specialist knowledge of the system.

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia				Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia	X			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		

7	Authority for Stuart Shakespeare to remain a director beyond term as Chair (Agenda Item 5.7)	Ordinary Resolution
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Submitted by Chairperson

CARRIED

RESOLVED that, pursuant to clause 5.11 of the Shareholders Agreement dated 4 November 2019 and amended by way of Deed of Variation dated 19 August 2025, the PBC authorises Stuart Shakespeare to continue to hold office as a director of Sanctuary Cove Community Services Limited, Sanctuary Cove Security Services Pty Ltd, Sanctuary Cove Body Corporate Services Pty Ltd and Resort Body Corporate Services Pty Ltd beyond his term as Chair of the PBC.

Yes	22
No	2
Abstain	2

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia			X	Fuschia			
Adelia				Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia	X			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	Engagement of lawyer to advise on amendments to the Residential Zone Activities By-laws (Agenda Item 5.8)	Ordinary Resolution
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Submitted by Chairperson

CARRIED

RESOLVED that the PBC engages a lawyer to advise on and draft appropriate Residential Zone Activities By-laws (RZABLs) to address the concerns relating to RZABL 3.1 and 4.4, and to draft a new RZABL to address the mooring of vessels, and that one of the below two law firms be engaged to provide those draft by-laws in accordance with their fee proposals circulated with the agenda.

Yes	25
No	0
Abstain	1

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia				Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia	X			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		

Alternatives for Engagement of lawyer to advise on amendments to the Residential Zone Activities By-laws (Agenda Item 5.8) Alternatives

Motion Alternatives

(Option A) That Chambers Russell Lawyers be engaged pursuant to their fee proposal dated 19 August 2025 at a fee estimate of \$3,000 – 4,000 plus GTS and disbursements.

(Option B) THAT Bugden Allen Graham Lawyers be engaged pursuant to their fee proposal dated 18 August 2025 at a fee estimate of \$10,300 plus GST and disbursements.

'OPTION A' has been selected with the highest votes.

Votes: A : 25 B: 0

Inv: 1

Members Name	A	B	Abstain	Members Name	A	B	Abstain
Acacia	X			Fuschia			
Adelia				Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia	X			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

CARRIED

RESOLVED that the PBC approves under Section 36 of the Sanctuary Cove Resort Act 1985, the following fees (in the column titled "proposed") that represent the reasonable cost to the PBC in doing or providing one or more of the following things:

Yes	24
No	0
Abstain	2

	BCCMA	Current fee	Proposed
Inspect the records:			
Lot owner -	\$ 20.00	\$ 19.35	\$ 21.35
Not a lot owner -	\$ 38.45	\$ 37.20	\$ 42.05
Body Corporate Certificates:			
1. Fee for body corporate certificate	\$ 84.10	\$ 75.45	\$ 84.10
2. Same request within 3 months	\$ 71.50	-	\$ 71.50
3. Certificate within 24 hours of requesting it	\$114.10	\$ 98.75	\$114.10
Details of each person who is a member of the Executive Committee	-	-	\$ 42.05
Copies of body corporate records per page -	\$0.70	\$ 0.70	\$ 0.70

NOTE: Additional information below, regarding the reason for the fees.

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia				Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia	X			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		

10	Approval to engage Origin Energy to supply electrical services to the PBC for a term of 2 years (Agenda Item 5.10)	Ordinary Resolution
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Submitted by Chairperson

CARRIED

RESOLVED that the PBC engages Origin Energy generally in accordance with the tender submission dated 19 August 2025 for electricity supply services to the PBC for a term of 2 years. Further, that the PBC notes the tender submission is valid to 28 August 2025 and that the prices may change at the time the contract is ready to be entered into. And that any two Executive Committee members may sign the contract with Origin Energy.

Yes	26
No	0
Abstain	0

NOTE: It was discussed that the contract should have been before the CSC before the PBC EGM.

Members Name	Yes	No	Abstain	Members Name	Yes	No	Abstain
Acacia	X			Fuschia			
Adelia				Harpullia	X		
Alphitonia	X			Justicia			
Alpinia	X			Livingstonia	X		
Alyxia	X			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		

11	Approval of expenditure for Strip/Grate Drain - Stormwater drainage within Darwinia Park (Agenda Item 5.11)	Ordinary Resolution
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Submitted by Chairperson

WITHDRAWN

RESOLVED that the PBC EGM approves the proposed Option A – Strip/Grate Drain - Stormwater drainage remediation works within Darwinia Park (secondary thoroughfare), and that one of the following contractors be engaged to undertake the works in accordance with their quotations circulated with the agenda. Funds to be allocated from the Sinking Fund – GL Code 224961 (Stormwater Line).

Yes	0
No	0
Abstain	0

NOTE: Withdrawn to readdress the scope of work.

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

**Alternatives for Approval of expenditure for Strip/Grate Drain
- Stormwater drainage within Darwinia Park (Agenda Item
5.11) Alternatives**

Motion Alternatives

(Option A)

Contractor 1

Smartstone Group - \$24,145.00 (Inc GST), quotation dated 16th June 2025

(Option B)

Contractor 2

Solutions + Co - \$71,457.14 (Inc GST), see quotation Rev A

Motion lapsed as Approval of expenditure for Strip/Grate Drain - Stormwater drainage within Darwinia Park (Agenda Item 5.11) was WITHDRAWN

Correspondence for Information:

CFI 1 Newsletter - FTTH:

- It was discussed and agreed where the connections exist for FTTH, agreements need to be in place.
- At any time, if the PBC chooses to end the agreements, reasonable time would have to be given to the users.
- **Action:** BW to check when the network was sold to the PBC, there were conditions relating to right of access for the entities.
- **Action:** It was decided formal correspondence be sent from PBC to Mulpha requesting discussions on the future of FTTH connections to users outside of the Residential Zone.
- **Action:** Start process of creating agreements with users outside of the Residential Zone.

CFI 6 & 7 Tenure as Director & Shareholder Communication Detailing the Proposed Governance Review by the Company:

- The letter received from Stephen Anderson regarding the change in the balance of the Board was discussed.
- An enquiry was raised in relation to the email from MN of Cassia requesting further information just prior to this meeting.
- The Chairperson explained that this late information was not provided because issuing complex information of this kind two days prior to the meeting would create last minute confusion for the members.
- The Chairperson further noted that Stephen's letter appears to be a positive offer, as it provides PBC with an opportunity to have greater influence with Barry Teeling stepping down. It was also highlighted that, should the matter proceed to arbitration, there may be questions as to why Stephen's offer was not considered a favourably by the PBC.
- It was raised that the PBC had understood Stephen intended to resign; however, it now appears he wishes to remain as a director. The letter could be viewed as presenting an ultimatum.
- It was noted that if the PBC were to pursue arbitration, it could involve significant costs, and the outcome would be binding.
- Simone (Governance Project Leader) mentioned she is supportive of Stephen Anderson's proposal from a governance point of view as it is moving the PBC forward in a direction that is compatible with the GR objectives and the ongoing improvements in the structure and relationship of the parties.
- She explained that having the balance of power is important for the PBC moving forward.
- Consideration needs to be given to future Directors and how they are chosen.
- There was a consensus by a show of hands that the Chairperson had the support of the MNs to vote in favour of the motion supporting the proposal at the PTBC EGM later today.
- The provided outline of the proposed governance review of the company was discussed and favourably received by the members,

CFI 8 Governance Review Update – Simone Hoyle:

- The PBC Governance Improvement Plan and Blueprint recommended adoption of refreshed Code of Conduct (CoC) and Conflict of Interest (COI) Policy as Phase 1 priorities. These documents are now circulated for review with RBCs. After consultation, they will be presented to the PBC in a motion to vote on for adoption.
- **Conflict of Interest – 3 key points:**
 - 1. Outlines Disclosure expectations**
 - All conflicts (actual, potential, structural, or perceived) should be disclosed.
 - Can be declared verbally in meetings, privately to the Chair, or via the Annual Declaration form.
 - 2. Participation Rules and guidelines**
 - Clear guidance on when a member can remain, abstain, or step away entirely.
 - Provides consistency for Chairs to manage conflicts.
 - 3. Practical Guidance**
 - Real and relevant local community examples included (e.g. financial gain, family connections, dual roles).
 - Supported by education and annual declarations to normalise good practice.
- **Code of Conduct – 3 Key Points:**
 - 1. Clear Standards and expectations for All Forums**
 - Applies consistently to PBC, EC, RBCs, Sub-Committees & working groups.
 - Sets expectations for respectful conduct, preparation, and confidentiality.
 - 2. Accountability**
 - Establishes benchmarks for managing repeated breaches under SCRA.

- Protects the integrity and credibility of PBC decision-making.

3. Attendance and Participation

- Exploring options to encourage attendance and engagement standards are specified.
- Ensures each RBC is properly represented at PBC.

- **PBC MN consultation question: Encouraging attendance and engagement at PBC meetings:**
 - The refreshed Code of Conduct highlights the importance of active participation in PBC meetings to ensure RBCs are properly represented in both discussion and decision-making.
 - While electronic voting via StrataVote allows for efficiency, concerns have been raised that some MNs rely on voting without attending meetings, which limits contribution to discussions and reduces transparency for their RBC.
- **Question for PBC MN and RBC Feedback:**
 - Which of the following approaches would best encourage and support PBC MNs to actively attend and participate in PBC meetings (in person or virtually), rather than only submitting electronic votes?
 - **Options for consideration:**
 - A.** Introduce a minimum attendance expectation for PBC MNs each year.
 - B.** Provide greater transparency by publishing annual attendance records to RBCs.
 - C.** Improve practical supports (e.g., hybrid attendance, earlier circulation of papers, adjusted meeting times).
 - D.** Leave it to individual RBCs to manage their PBC MN's participation expectations.
 - E.** Other (please specify).
- **Next steps for Member Nominees:**
 1. Review both documents with RBCs
 2. SH to provide a one-page briefing note for MNs post the meeting for MNs to assist in their discussions with RBCs.
 3. Capture any feedback or suggested refinements.
 4. Proposing to vote on adoption of the final drafts post-consultation at end of September for COC and COI.
- PBC Governance Liaison Group is currently working on terms of reference, roles and responsibilities and delegation authorities.
- **Action:** Simone to provide JS with 2 documents to include in minutes.

General Business:

Village Gate Closure:

- **Action:** SF to follow up on the installation of a temporary fencing to ensure security is maintained along the temporary buggy path whilst the upgrade is happening. Also to check on the provision of temporary signage.

Additional information regarding fee increase (Motion 9):

- The *Building Units and Group Titles Act 1980* (Qld) and the *Body Corporate and Community Management Act 1997* (Qld), set prescribed fees for accessing body corporate records and obtaining a body corporate certificate.
- The *Sanctuary Cove Resort Act 1985* (Qld) does not set prescribed fees. It leaves this decision up to the PBC to determine by way of resolution – see section 36(1).
- The “proposed” fees in the table, reflect the prescribed fees that are set under the *Building Units and Group Titles Act 1980* (Qld).

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

MEETING CLOSED at 12: 01 PM

Chairperson: Mr Stuart Shakespeare X.....

Sanctuary Cove PBC – Code of Conduct: Key Messages for MNs to Share with RBC

1. Why This Matters?

- The Code of Conduct sets the standards of behaviour and responsibility expected of everyone in PBC forums.
- It strengthens trust, accountability, and respectful culture across Sanctuary Cove.
- The Code aligns with the Sanctuary Cove Resort Act (1985), BUGTA (1980) and modern governance practice.

2. Who It Applies To?

- PBC Member Nominees (MNs)
- PBC Executive Committee members
- Sub-Committee members
- RBC Committees
- Advisors, observers, and PBC related working groups.

3. Core Expectations

Act with integrity and respect

- Always act in the best interests of the whole community.
- Be prepared, attend, and participate constructively.
- Treat others with courtesy; avoid bullying, intimidation, or personal attacks.

Keep confidence and fairness

- Maintain confidentiality of sensitive matters that you don't have permission to share.
- Do not misuse position for personal gain or influence decisions for family/friends.
- Declare conflicts of interest (see COI Policy).

Support good governance

- Respect meeting processes to enable an efficient and productive meeting.
- Contribute to debate without disruption or repetition.
- Accept final decisions once made and avoid undermining them

5. Breach Process – What Happens if Standards Are Not Met?

1. **Informal Discussion** – concern raised by Chair/Secretary with observer present.
2. **Formal Warning** – written notice of required change.
3. **Mediation** – independent support to resolve issues.
4. **Referral** – to PBC General Meeting for serious or repeated breaches.
5. **Escalation** – external authority for legal or statutory breaches.

Re-engagement may occur after conditions are met (e.g. training, time away)

6. Key Takeaways for RBC Members

- This Code applies equally to all governance participants.
- It is about creating a respectful, fair, and effective culture, not just rules.
- Clear expectations reduce disputes, improve decision-making, and protect confidence in PBC governance.

Resources available:

- Full Code of Conduct (2025 Revision), One-Page “What You Need to Know” Summary, Conflict of Interest Policy

Sanctuary Cove PBC – Conflict of Interest Policy: Key Messages for PBC MNs to Share with RBC

1. Why This Matters

- Conflicts of interest (COI) can undermine trust and decision-making.
- The law may not always require disclosure, but good governance absolutely does.
- This policy sets clear, consistent rules for declaring and managing COI across all PBC forums.
- Aim: protect transparency, integrity, and fairness for all lot owners.

2. What is a Conflict of Interest? A COI arises when personal, financial, or professional interests (or duties to another group) could:

- Interfere with your duty to act in the best interests of the Sanctuary Cove community, or
- Lead others to reasonably question your impartiality.

Types of COI

- **Actual** – Current conflict interfering with duties.
- **Potential** – Could arise in future circumstances.
- **Structural** – From holding multiple roles across entities.
- **Perceived** – Where a reasonable person might think a conflict exists.

3. Your Responsibilities

- **Disclose early:**
 - Verbally at meetings,
 - Privately to the Chair before a meeting,
 - Or in writing (including Annual Declaration Form).
- **Follow advice:** The Chair (or Secretary if Chair is conflicted) will guide next steps.
- **Document:** All disclosures are recorded in minutes and in the COI Register.
- **Precautionary approach:** When in doubt – declare. Being cautious is the right thing to do

4. Examples

Scenario	Is it a Conflict?	What to Do
Voting on a drainage issue that benefits only your lot	Yes – Actual	Disclose, step away
Supporting funding for an event you are organising	Likely – Perceived	Disclose; Chair decides
Spouse owns company contracted by PBC	Actual/Material	Disclose, step away
Voting on your RBC's general budget	No	Duty of role – no action unless personal gain exists

5. Key Takeaways for RBC Members

- **It is normal to have conflicts.** What matters is how they are disclosed and managed.
- **Declaring builds trust.** Silence on a material conflict erodes it.
- **This policy applies to everyone** involved in PBC forums (MNs, EC, RBCs, sub-committees, advisors).
- **Annual COI Declaration Forms** will be required by all members.

6. Next Steps for RBCs

- Review the policy and examples.
- Discuss within your RBC, share with PBC Governance Lead any questions or feedback.
- Provide feedback to your MN by 16th September, to capture feedback in PBC September booklet.
- Remember: Adoption of the COI policy will be voted on by the PBC after consultation.

7. Resources available:

- Full COI Policy, One-page “What You Need to Know” guide, Annual Declaration Form & Register template