

**CONSTITUTION
OF
SANCTUARY LAKES RESORT
SERVICES LIMITED**

Australian Company Number (ACN) 092 610 449

A company limited by guarantee not having a share capital

4 May 2016

Table of contents

Preliminary

- 1 Name of the company
- 2 Type of company
- 3 Limited liability of members
- 4 The guarantee
- 5 Definitions and interpretation
- 6 Reading this constitution with the Corporations Act

Objects and powers

- 7 Object
- 8 Powers
- 9 Application of income
- 10 Amending the constitution

Members

- 11 Membership and register of members
- 12 Who can be a member
- 13 How to apply to become a member
- 14 Directors decide whether to approve membership
- 15 When a person becomes a member
- 16 When a person stops being a member
- 17 Annual membership fee

General meetings of members

- 18 General meetings called by directors
- 19 General meetings called by members
- 20 Annual general meeting
- 21 Notice of general meetings
- 22 Quorum at general meetings
- 23 Auditor's right to attend meetings
- 24 Representatives of members
- 25 Using technology to hold meetings
- 26 Chairperson for general meetings
- 27 Role of the chairperson
- 28 Adjournment of meetings

Members' resolutions and statements

- 29 Members' resolutions and statements
- 30 Company must give notice of proposed resolution or distribute statement
- 31 Circular resolutions of members

Voting at general meetings

- 32 How many votes a member has
- 33 Challenge to member's right to vote
- 34 How voting is carried out
- 35 When and how a vote in writing must be held
- 36 Direct voting
- 37 Proxies

Directors

- 38 Number of directors
- 39 Election and appointment of directors
- 40 Office holders and executive committee
- 41 Term of office
- 42 When a director stops being a director

Powers of directors

- 43 Powers of directors
- 44 Delegation of directors' powers
- 45 Payments to directors
- 46 Execution of Documents

Duties of directors

- 47 Duties of directors
- 48 Conflicts of interest

Directors' meetings

- 49 When the directors meet
- 50 Calling directors' meetings
- 51 Chairperson for directors meetings
- 52 Quorum at directors' meetings
- 53 Using technology to hold directors' meetings
- 54 Passing directors' resolutions
- 55 Circular resolutions of directors

Secretary

56 Appointment and role of secretary

Minutes and records

57 Minutes and records

58 Financial and related records

By-laws

59 By-laws

Notice

60 What is notice

61 Notice to the company

62 Notice to members

63 When notice is taken to be given

Financial year

64 Company's financial year

Indemnity, insurance and access

65 Indemnity

66 Insurance

67 Directors' access to documents

Winding up

68 Surplus assets not to be distributed to members

69 Distribution of surplus assets

Preliminary

1. Name of the company

The name of the **company** is Sanctuary Lakes Resort Services Limited (the **company**).

2. Type of company

The **company** is a public company limited by guarantee not having a share capital.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions and interpretation

5.1 In this constitution:

authorised representative means a natural person who has been appointed in accordance with clause 24 to be the authorised representative of an incorporated member

common property means in relation to each owners corporation, the common areas or property detailed on the respective registered plans of subdivision

company means the company referred to in clause 1

Corporations Act means the *Corporations Act 2001* (Cth)

elected chairperson means a person elected by the directors to be the **company's** chairperson under clause **Error! Reference source not found.**

general meeting means a meeting of members and includes the annual **general meeting**, under clause 20.1

members means the members set out in the Schedule

member present means, subject to clause 22.1, in connection with a **general meeting**, a **member present** in person, whether by its authorised representative or by proxy at the venue or venues for the meeting

new owners corporation means an owners corporation that is constituted after the date of adoption of this Constitution

occupier means any owner, lessee, visitor or occupier of a lot in the Sanctuary Lakes Resort Development

owners corporation means any owners corporation in respect of the Sanctuary Lakes Resort Development, constituted upon the registration of a plan of subdivision under the Subdivision Act

owners corporation operations means all operating services and functions of each owners corporation in relation to the common property including but not limited to the maintenance of the recreation club and the maintenance of any public or common areas

recreation club means the club established for recreation purposes for use by eligible occupiers in the Sanctuary Lakes Resort Development

Sanctuary Lakes Resort Development means the residential resort style development known as Sanctuary Lakes Resort located at Point Cook, Victoria

special resolution means a resolution:

- i. of which notice has been given under clause 21.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

Subdivision Act means the Subdivision Act 1988

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

5.2 In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

6. Reading this constitution with the Corporations Act

- 6.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 6.2 The **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.
- 6.3 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

Objects and powers

7. Objects

The objects for which the **company** has been established are all or any of the following:

- 7.1 To enforce, for and on behalf of each member, the respective owners corporation rules of that member;
- 7.2 To undertake all management and administration functions for and on behalf of each member, including without limitation the collection of all owners corporation fees due and payable to each member;
- 7.3 To provide the owners corporation operations for which each member, as an owners corporation, would otherwise be responsible, in a manner beneficial to the Sanctuary Lakes Resort Development and in accordance with any applicable legislation, rules and standards agreed upon by the company and the members;
- 7.4 To assume the role of the principal owners corporation in a layered scheme and so provide consistency with fees, benefits and rules across all members which are owners corporations;
- 7.5 To manage, and maintain in good working order, any and all assets obtained by the **company** and held for the benefit of members, including the common property; and

- 7.6 To do all other things and exercise all powers, rights and privileges as a natural person may do or exercise, for the purpose of furthering the above objects.

8. Powers

Subject to clause 10, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 7:

- (a) the powers of an individual, and
- (b) all the powers of a company limited by guarantee under the **Corporations Act**.

9. Application of income

- 9.1 All of the income and property of the **company** must be applied solely towards the promotion of the objects of the **company** as set out in this Constitution and the **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9.2 and 69.

- 9.2 Clause 9.1 does not stop the **company** from doing the following things, provided they are done in good faith:

- (a) paying a member or employee of the **company** for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**,
- (b) paying a director for services rendered by that director to the **company** provided the provision of those services has the prior approval of the directors and, the amount payable is approved by a resolution of the directors and is on reasonable commercial terms
- (c) paying a director in his or her capacity as an employee of the **company**, in return for any services rendered by that employee to the **company**, provided that the terms of his or her employment have first been approved by a resolution of the directors, and
- (d) paying interest on money borrowed from any member and make payment in respect of reasonable and proper rent for premises let by a member to the **company**.

10. Amending the constitution

- 10.1 The members may amend this constitution by passing a **special resolution**.

Members

11. Membership and register of members

- 11.1 The members of the **company** are:

- (a) those members listed in the Schedule;
- (b) any new owners corporations; and
- (c) any other person that the directors allow to be a member, in accordance with this constitution.

- 11.2 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:

- (a) for each current member:
 - i. name
 - ii. address

- iii. any alternative address nominated by the member for the service of notices, and
 - iv. date the member was entered on to the register.
- (b) for each person who stopped being a member in the last 7 years:
- i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. dates the membership started and ended.
- 11.3 The **company** must give current members access to view the register of members.
- 11.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

12. Who can be a member

- 12.1 Each new owners corporation is eligible to be a member of the **company**.
- 12.2 The directors may admit any other person who applies to be a member of the **company** if the directors consider that person would benefit the **company** by becoming a member.
- 12.3 In this clause, 'person' means an individual or incorporated body.

13. How to apply to become a member

- 13.1 A new owners corporation will become a member upon incorporation.
- 13.2 Any other person (as defined in clause 12.3) may apply to become a member of the company by submitting an application in the form prescribed by the directors.

14. Directors decide whether to approve membership

- 14.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.
- 14.2 If the directors approve an application, the secretary must as soon as possible:
- (a) enter the new member on the register of members, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 15).
- 14.3 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

15. When a person becomes a member

- 15.1 Unless otherwise determined by the directors, a new owners corporation will become a member upon the date of its incorporation. The directors will determine the date that any other applicants become a member of the company.

16. When a person stops being a member

- 16.1 A member may resign that member's membership of the company by giving written notice to the secretary. In the case of those members that are natural persons such resignation takes effect on the date of receipt of such notice, or any later date specified in the notice. In the case of those members that are incorporated, such resignation takes effect on the date that is 36 months from the date of the notice unless a later date is specified in the notice.
- 16.2 A person also immediately stops being a member if they:
- (a) die

- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member). or
 - (c) resign, by writing to the secretary,
 - (d) are expelled under clause 16.3, or
 - (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.
- 16.3 A member may be expelled from the **company** if the following occurs:
- (a) If any member wilfully refuses or neglects to comply with the provisions of the constitution or is guilty of any conduct which in the opinion of the directors is unbecoming of a member or prejudicial to the interests of the **company**, the Board may resolve to expel the member from the **company**.
 - (b) The directors must serve on the member a notice of the meeting at which a resolution is proposed to expel a member at least 7 days before the meeting. The notice must contain details of the allegations against the member and of the intended resolution. The member must have an opportunity of giving orally or in writing an explanation or defence at the meeting.
 - (c) If the resolution proposed is passed at the meeting of the directors, the member will cease to be a member at the closure of the meeting.

17. Annual membership fees

- 17.1 The directors of the **company** shall prepare a budget each year which, in their opinion, is appropriate for the management of the **company**, the maintenance of its assets, and the delivery of services contracted with the members. The annual membership fee for each member that is an owners corporation shall be its proportion of that budget, having regard to the number of lots in the owners corporation, and counting each lot within the Sanctuary Lakes Resort Development as a single and equal lot.
- 17.2 The **company** may also recover from each owners corporation any costs directly attributable to a lot within that owners corporation that can legally be on charged by the owners corporation to the relevant lot owner.
- 17.3 Unless otherwise determined by the directors, there is no annual membership fee for a member that is not an owners corporation.

General meetings of members

18. General meetings called by directors

- 18.1 The directors may call a **general meeting**.
- 18.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 18.3 The percentage of votes that members have (in clause 18.2) is to be worked out as at midnight before the members request the meeting.
- 18.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and

- (c) give the request to the **company**.
- 18.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

19. General meetings called by members

- 19.1 If the directors do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 19.2 To call and hold a meeting under clause 19.1 the members must:
 - (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within three months after the request was given to the **company**.
- 19.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

20. Annual general meeting

- 20.1 A **general meeting**, called the annual **general meeting**, must be held at least once in every calendar year.
- 20.2 Even if these items are not set out in the notice of meeting, the **company's** annual financial report, directors' report and auditor's report must be laid before the annual **general meeting**.
- 20.3 The business of the company's annual **general meeting** may also include:
 - (a) a review of the **company's** activities
 - (b) a review of the **company's** finances
 - (c) any auditor's report
 - (d) the election of directors, and
 - (e) the appointment and remuneration of auditors, if any.
- 20.4 Before or at the annual **general meeting**, the directors must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 20.5 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

21. Notice of general meetings

- 21.1 Notice of a **general meeting** must be given to:
 - (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 21.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.

- 21.3 Subject to clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 21.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 21.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member of the **company**
 - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
- 21.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

22. Quorum at general meetings

- 22.1 For a **general meeting** to be held, at least five members (a quorum) must be present (in person, which for incorporated members will be via their authorised representative) for the whole meeting.
- 22.2 The holder of a proxy, if a member, will only be counted once for the purposes of establishing whether a quorum is present. The holder of a proxy who is not a member will not be counted for the purposes of establishing whether a quorum is present.
- 22.3 No business may be conducted at a **general meeting** if a quorum is not present.
- 22.4 If there is no quorum present within 15 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 22.5 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Auditor's right to attend meetings

- 23.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 23.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

24. Representatives of members

- 24.1 An incorporated member must appoint a natural person acceptable to the **company** to be the member's authorised representative who will:
- (a) act for and on behalf of that member in respect of anything done or required to be done by the member under this constitution; and
 - (b) represent the member at meetings (including voting); and
 - (c) sign documents including proxy appointments, and circular resolutions under clause 31.
- 24.2 The appointment of a representative by a member must be notified to the **company** and must be a valid appointment in accordance with the process outlined by the directors from time to time.

25. Using technology to hold meetings

- 25.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 25.2 Anyone using this technology is taken to be present in person at the meeting.

26. Chairperson for general meetings

- 26.1 The **elected chairperson** is entitled to chair **general meetings**.
- 26.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:
- (a) there is no **elected chairperson**, or
 - (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
 - (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

27. Role of the chairperson

- 27.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 27.2 The chairperson does not have a casting vote.

28. Adjournment of meetings

- 28.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 28.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

29. Members' resolutions and statements

- 29.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 29.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 29.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 29.5 The percentage of votes that members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 29.6 If the **company** has been given notice of a members' resolution under clause 29.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 29.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

30. Company must give notice of proposed resolution or distribute statement

- 30.1 If the **company** has been given a notice or request under clause 29:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.
- 30.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1 000 words long
 - (b) the directors consider it may be defamatory
 - (c) clause 30.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

31. Circular resolutions of members

- 31.1 Subject to clause 31.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 31.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 31.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 31.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.5 or clause 31.6.
- 31.5 Members may sign (via their authorised representatives if incorporated):
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 31.6 The **company** may send a circular resolution by email to members and members may agree by their authorised representative if incorporated sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

32. How many votes a member has

Each member has one vote.

33. Challenge to member's right to vote

- 33.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 33.2 If a challenge is made under clause 33.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

34. How voting is carried out

- 34.1 Unless a proxy has been appointed by a member, only authorised representatives will be permitted to cast the vote of incorporated members,
- 34.2 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 34.3 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 34.4 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 34.5 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

35. When and how a vote in writing must be held

- 35.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five **members present**
 - (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 35.2 A vote in writing must be taken when and how the chairperson directs, unless clause 35.3 applies.
- 35.3 A vote in writing must be held immediately if it is demanded under clause 35.1:
- (a) for the election of a chairperson under clause 26.2, or
 - (b) to decide whether to adjourn the meeting.
- 35.4 A demand for a vote in writing may be withdrawn.

36. Direct voting

- 36.1 The directors may determine that, at any general meeting of members of the **company**, a member who is entitled to attend and vote at that meeting is entitled to a direct vote.
- 36.2 A direct vote includes a vote delivered to the **company** by post, facsimile transmission or other electronic means approved by the directors.
- 36.3 The directors may prescribe rules to govern direct voting including rules specifying the form, method and timing of giving the direct vote in order for the vote to be valid, including requiring that authorised representatives must sign the direct voting documentation for incorporated members.

37. Proxies

- 37.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 37.2 A proxy does not need to be a member.
- 37.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 35.1.
- 37.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy (or its authorised representative if the member is incorporated) and must contain:
- (a) the member's name and address
 - (b) the **company's** name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 37.5 A proxy form must be in a format that is similar to the following form, or as the directors may otherwise permit:

"SANCTUARY LAKES RESORT SERVICES LTD ACN 092 610 449__

Proxy

OC _____, being a member of Sanctuary Lakes resort Services Limited, HEREBY APPOINTS [insert name].

Of

as the proxy vote for OC.....at the General Meeting of the Company to be held on [insert time and date] and at any adjournment of that meeting.

This form is to be used in favour of/against [strike out whichever is not desired] the following resolution(s):

[insert resolution (s)]

Signed this day of _____ [insert name and signature of the authorised representative of the member who has been appointed in accordance with clause 24 of the Constitution]

- 37.6 A proxy appointment may be standing (ongoing).
- 37.7 Proxy forms must be received by the **company** at the address stated in the notice under clause 21.5(d) or at the **company's** registered address at least 48 hours before a meeting.
- 37.8 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 37.9 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 37.10 A proxy appointment may specify the way the proxy must vote on a particular resolution.
- 37.11 A proxy is only entitled to vote in accordance with the proxy form appointing the proxy.
- 37.12 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 37.13 If the proxy is also a member or holds more than one proxy, the member may cast the votes held in different ways.

Directors

38. Number of directors

- 38.1 The company must have at least three and no more than nine directors, including any director appointed under clause 39.7.

39. Election and appointment of directors

- 39.1 The members may elect a director by a resolution passed in a **general meeting**.
- 39.2 Each candidate standing for election as a director shall be proposed by a member and shall be seconded by another member, both of whom shall be current members of the **company** at the time of nomination.
- 39.3 The directors shall call for nominations for election or re-election as a director at least 14 days prior to the deadline for receiving such nominations under clause 39.4. Any nomination for election or re-election as a director shall be in writing and shall be signed by the candidate and by the authorised representatives of the proposer and the seconder.
- 39.4 The nomination for election as a director must be received by the secretary not later than 5:00 p.m. on the date being thirty (30) days before the date of the annual general meeting at which the candidate seeks election or re-election.
- 39.5 A list of the candidates' names in respect of the election of the directors, with the proposers and seconders' names, shall be posted in a conspicuous place in the office of the main business address of the **company** in alphabetical order for at least twenty-one (21) days immediately preceding the annual general meeting at which the candidate seeks election or re-election.
- 39.6 Each of the directors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 39.7 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- (a) gives the **company** their signed consent to act as a director of the **company**, and
 - (b) is not ineligible to be a director under the **Corporations Act**.
- 39.8 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

40. Office holders and executive committee

- 40.1 The directors shall include a chair and vice-chair. The holders of such offices in the **company** shall be elected from the directors amongst themselves, and together with the chief executive officer shall constitute the executive committee of the **company**.

41. Term of office

- 41.1 Subject to clause 42 and other than those directors appointed under clause 39.7 to fill a casual vacancy or as an additional director, each director is appointed for a term until the end of the annual general meeting held two years after the director was appointed.
- 41.2 A director appointed to fill a casual vacancy or as an additional director shall hold office until the next annual general meeting of the **company** at which time the director shall retire, and is eligible for re-election.
- 41.3 At each annual **general meeting**:
- (a) any director appointed by the directors since the previous annual general meeting to fill a casual vacancy or as an additional director must retire, and
 - (b) subject to clause 41.1, at least one-half (rounded down to the nearest whole number) of the remaining directors must retire.
- 41.4 The directors who must retire at each annual **general meeting** under clause 41.3(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.
- 41.5 Other than a director appointed under clause 39.7, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.
- 41.6 Each director must retire at least once every two years.
- 41.7 A director who retires under clause 41.1 may nominate for election or re-election

42. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **company**
- (b) die
- (c) are removed as a director by a resolution of the members
- (d) are absent for 3 consecutive directors' meetings without approval from the directors, or
- (e) become ineligible to be a director of the **company** under the **Corporations Act**.

Powers of directors

43. Powers of directors

- 43.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purpose(s) set out in clause 7.
- 43.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 43.3 The directors must decide on the responsible financial management of the **company** including:
- (a) any suitable written delegations of power under clause 44, and

- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

43.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

43.5 All acts done by any director will, despite that it is afterwards discovered that there was some defect in the appointment or tenure of any director, or that the director was disqualified, be as valid as if every person had been duly appointed and continued as a director and was qualified to be a director or to act in that manner.

44. Delegation of directors' powers

44.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as the chief executive officer of the **company**) or any other person, as they consider appropriate.

44.2 The delegation must be recorded in the **company's** minute book.

45. Payments to directors

45.1 The **company** may from time to time by special resolution approve any remuneration to be paid to a director, or if such resolution has already been passed the **company** may from time to time by special resolution approve any change to the remuneration to be paid to a director.

45.2 The **company** may pay premiums for insurance indemnifying directors and officers, as allowed for by law (including the **Corporations Act**) and this constitution.

46. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **company**, or
- (b) a director and the secretary.

Duties of directors

47. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), which include:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
- (b) to act in good faith in the best interests of the **company** and to further the objects(s) of the **company** set out in clause 7
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 48

- (f) to ensure that the financial affairs of the **company** are managed responsibly, and
- (g) not to allow the **company** to operate while it is insolvent.

48. Conflicts of interest

- 48.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
- (a) to the other directors, or
 - (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 48.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 48.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 48.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 48.4 A director may still be present and vote if:
- (a) their interest arises because they are a member of the **company**, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 66)
 - (c) their interest relates to a payment by the **company** under clause 65 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

49. When the directors meet

The directors may decide how often, where and when they meet.

50. Calling directors' meetings

- 50.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.

- 50.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

51. Chairperson for directors' meetings

- 51.1 The **elected chairperson** is entitled to chair directors' meetings.
- 51.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

52. Quorum at directors' meetings

- 52.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 52.2 A quorum must be present for the whole directors' meeting.

53. Using technology to hold directors' meetings

- 53.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 53.2 The directors' agreement may be a standing (ongoing) one.
- 53.3 A director may only withdraw their consent within a reasonable period before the meeting.

54. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

55. Circular resolutions of directors

- 55.1 The directors may pass a circular resolution without a directors' meeting being held.
- 55.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 55.3 or clause 55.4.
- 55.3 Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 55.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 55.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 55.3 or clause 55.4.

Secretary

56. Appointment and role of secretary

- 56.1 The **company** must have at least one secretary, who may also be a director.

- 56.2 A secretary must be appointed by the directors (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the directors.
- 56.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

Minutes and records

57. Minutes and records

- 57.1 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under clause 30.
- 57.2 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 57.3 The company must give a member access to the records set out in clause 57.1.
- 57.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 57.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

58. Financial and related records

- 58.1 The **company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 58.2 The **company** must also keep written records that correctly record its operations.
- 58.3 The **company** must retain its records for at least 7 years.
- 58.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

By-laws

59. By-laws

- 59.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 59.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

60. What is notice

- 60.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 61 to 63, unless specified otherwise.
- 60.2 Clauses 61 to 63 do not apply to a notice of proxy under clause 3737.7.

61. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors or the secretary by:

- (a) delivering it to the **company's** registered office
- (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided
- (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address, or
- (d) sending it to the fax number notified by the **company** to the members as the **company's** fax number.

62. Notice to members

- 62.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
 - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 62.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

63. When notice is taken to be given

A notice:

- (a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

64. Company's financial year

The **company's** financial year is from 1 July to 30 June unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

65. Indemnity

- 65.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.
- 65.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 65.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 65.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

66. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

67. Directors' access to documents

- 67.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 67.2 If the directors agree, the **company** must give a director or former director access to:
- (a) certain documents, including documents provided for or available to the directors, and
 - (b) any other documents referred to in those documents.

Winding up

68. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**.

69. Distribution of surplus assets

- 69.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be given or transferred to some other institution or institutions which:

CONSTITUTION OF SANCTUARY LAKES RESORT SERVICES LIMITED

- (a) has objects similar to the objects of the **company**; and
- (b) has a constitution which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the **company** under clause 9 of this constitution.

SCHEDULE OF MEMBERS

1.	Name:	Owners Corporation No. 1 PS 417931B
	Date became Member:	28/04/2000

2.	Name:	Owners Corporation No.1 PS 401006D
	Date became Member:	28/04/2000

3.	Name:	Owners Corporation No.2 PS 401006D
	Date became Member:	28/04/2000

4.	Name:	Owners Corporation No. 1 PS 401008Y
	Date became Member:	28/04/2000

5.	Name:	Owners Corporation No. 1 PS 404770W
	Date became Member:	28/04/2000

6.	Name:	Owners Corporation No. 2 PS 404770W
	Date became Member:	28/04/2000

CONSTITUTION OF SANCTUARY LAKES RESORT SERVICES LIMITED

7.	Name:	Owners Corporation No. 1 PS 403708H
	Date became Member:	12/10/2000

8.	Name:	Owners Corporation No. 2 PS 403708H
	Date became Member:	12/10/2000

9.	Name:	Owners Corporation No. 3 PS 403708H
	Date became Member:	27/08/2003

10.	Name:	Owners Corporation No. 1 PS 401009W
	Date became Member:	28/04/2000

11.	Name:	Owners Corporation No. 2 PS 401009W
	Date became Member:	28/04/2000

12.	Name:	Owners Corporation No. 1 PS 412931D
	Date became Member:	28/04/2000

13.	Name:	Owners Corporation No. 1 PS 416998W
	Date became Member:	28/04/2000

CONSTITUTION OF SANCTUARY LAKES RESORT SERVICES LIMITED

14.	Name:	Owners Corporation No. 1 PS 506874Q
	Date became Member:	21/11/2003

15.	Name:	Owners Corporation No. 1 PS 433003E
	Date became Member:	03/11/2000

16.	Name:	Owners Corporation No. 1 PS 417942V
	Date became Member:	28/04/2000

17.	Name:	Owners Corporation No. 2 PS 417942V
	Date became Member:	28/04/2000

18.	Name:	Owners Corporation No. 1 PS 417943T
	Date became Member:	04/07/2000

19.	Name:	Owners Corporation No. 2 PS 417943T
	Date became Member:	04/07/2000

20.	Name:	Owners Corporation No. 3 PS 417943T
	Date became Member:	04/07/2000

CONSTITUTION OF SANCTUARY LAKES RESORT SERVICES LIMITED

21.	Name:	Owners Corporation No.1 PS 423642Y
	Date became Member:	03/07/2000

22.	Name:	Owners Corporation No.2 PS 423642Y
	Date became Member:	03/07/2000

23.	Name:	Owners Corporation No. 1 PS 437326G
	Date became Member:	05/10/2001

24.	Name:	Owners Corporation No. 1 PS 431536C
	Date became Member:	03/11/2000

25.	Name:	Owners Corporation No. 1 PS 430410G
	Date became Member:	30/11/2000

26.	Name:	Owners Corporation No. 1 PS 508305W
	Date became Member:	03/07/2003

27.	Name:	Owners Corporation No. 1 PS 511693Q
	Date became Member:	09/09/2003

CONSTITUTION OF SANCTUARY LAKES RESORT SERVICES LIMITED

28.	Name:	Owners Corporation No. 1 PS 520557X
	Date became Member:	20/04/2005

29.	Name:	Owners Corporation No. 1 PS 501104V
	Date became Member:	10/10/2002

30.	Name:	Owners Corporation No. 1 PS 502244X
	Date became Member:	31/12/2002

31.	Name:	Owners Corporation No. 1 PS 508291F
	Date became Member:	08/10/2003

32.	Name:	Owners Corporation No. 1 PS 506337T
	Date became Member:	30/04/2003

33.	Name:	Owners Corporation No. 1 PS 511024M
	Date became Member:	25/11/2003

34.	Name:	Owners Corporation No. 1 PS 511700W
	Date became Member:	9/10/2003

CONSTITUTION OF SANCTUARY LAKES RESORT SERVICES LIMITED

35.	Name:	Owners Corporation No.2 PS 511700W
	Date became Member:	9/10/2003

36.	Name:	Owners Corporation No. 3 PS 511700W
	Date became Member:	9/10/2003

37.	Name:	Owners Corporation No. 1 PS 528573G
	Date became Member:	09/08/2007

38.	Name:	Owners Corporation No. 4 PS 511700W
	Date became Member:	12/03/09

39.	Name:	Owners Corporation No. 5 PS 511700W
	Date became Member:	09/02/10

40.	Name:	Owners Corporation No. 6 PS 511700W
	Date became Member:	29/09/11

41.	Name:	Owners Corporation No. 1 PS 645329R
	Date became Member:	21/10/13

CONSTITUTION OF SANCTUARY LAKES RESORT SERVICES LIMITED

42.	Name:	Owners Corporation No. 1 PS 725974N
	Date became Member:	25/11/14

43.	Name:	Owners Corporation No. 2 PS 430410G
	Date became Member:	02/03/16