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MEMBER
COMMUNITY TITLES
INSTITUTE QUEENSLAND

Minutes of the Extraordinary General Meeting of the Body Corporate for "CATHEDRAL PLACE CBC" Mixed Community Plan 106902 held on Monday, 28 June 2010 at 6.00pm at in the Meeting Room "Cathedral Place" 41 Gotha Street, Fortitude Valley.

PRESENT IN PERSON

Lindsay Anlezark, Crestina Ceraolo, Neil Fleming, Peter Zunker, Todd Raumer, John Gilliland.

LOTS REPRESENTED

Lot no

Lot 1	Notre Dame	by Lindsay Anlezark
Lot 2	Oxford Cambridge	by Crestina Ceraolo
Lot 3	Canterbury Westminster	by Neil Fleming
Lot 4	Duhig	by Peter Zunker
Lot 5	Kensington Sandringham	by Todd Raumer
Lot 6	Cathedral Village	by John Gilliland

IN ATTENDANCE

John Rae representing Body Corporate Services Pty Ltd.

Gil Beck – committee member for Duhig.

Lorraine Zunker – committee member for Notre Dame.

CHAIRPERSON OF MEETING

Todd Raumer chaired the meeting.

QUORUM

The chairperson declared that a quorum was represented and the meeting was declared open at 6.00pm.

VOTING

The chairperson with the approval of the committee decided to allow Cathedral Village representative to vote on the motions although unfinancial.

MOTIONS

1 PREVIOUS MINUTES

ORDINARY RESOLUTION

Procedural motion

That the minutes of the extraordinary general meeting held on 18/05/2010 be confirmed as a true and correct record of the proceedings at that meeting.

RESOLVED that motion 1 be **CARRIED** Yes 6 No 0 Abstain 0 Invalid 0

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Corporate Lic No: 862864, (NSW) Memberships:

National Community Titles Institute (NCTI), Institute of Strata Title Management Ltd. (NSW), Community Titles Institute QLD Ltd (CTIQ), Owners Corporations Victoria (VIC), Community Associations Institute (USA), Urban Development Institute of Australia (NSW)

Branches: (NSW): Sydney, Central Coast, Forster-Tuncurry, Miranda, Mona Vale, Newcastle, Port Stephens, Tweed Heads, Willoughby, Wollongong (QLD): Brisbane, Cairns, Coolangatta, Gold Coast, Mackay, Noosa, Port Douglas, Townsville

(VIC): Hawthorn, Melbourne

Typed by: NP

CATHEDRAL PLACE CBC MCP 106902

2 ALLOCATION OF EXPENSES

ORDINARY RESOLUTION

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

To RESOLVE

- 2.1 That the community body corporate approve and ratify the adoption by the executive committee in 2008 of the model for the allocation of expenses, the raising of contribution levies and the operation of suspense accounts that is recommended in the report to the community body corporate by Warren Fischer of Alternative Dispute Resolution Services dated 13 November 2007 (**the Fischer model**).
- 2.2 That the Fisher model is to be applied in preparing the accounts of the community body corporate for the current financial year and all past and future financial years of the community body corporate, until this resolution be revoked by ordinary resolution; and
- 2.3 That modification of the method of allocation of expenses and preparation of accounts is a matter that may be determined only by the body corporate in general meeting in terms of section 191 of the Mixed Use Development Act 1993.

RESOLVED that motion 2 be **LOST** Yes 1 No 5 Abstain 0 Invalid 0

3 QUESTIONS FOR ARBITRATION

ORDINARY RESOLUTION

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

To RESOLVE that the following questions shall be submitted to an expert in accordance with, and subject to, The Institute of Arbitrators & Mediators Australia Expert Determination Rules ("**IAMA Expert Rules**")

- 3.1 What is the proper allocation of expenses of the community body corporate in accordance with the Fischer model for the financials years of the community body corporate ending 31 August 2005; 31 August 2006; 31 August 2007; 31 August 2008; 31 August 2009 and for the current financial year ending 31 August 2010?
- 3.2 What payments must be made (and by whom and to whom) to correct past years' errors in allocating expenses and raising levies?
- 3.3 What is the proper method of allocation of expenses of the community body corporate in accordance with the Fischer model for future financial years of the community body corporate?

And that the executive committee shall apply to the Queensland Chapter of The Institute of Arbitrators and Mediators Australia ("IAMA") to appoint an independent expert in accordance with the IAMA Expert Rules to determine and report to the executive committee upon these issues.

And that the executive committee is authorised to pay the expenses of the community body corporate in respect of the expert determination out of the unrestricted administration fund, and that the expenditure is 'a liability incurred in relation to an obligation of the body corporate authorised by the body corporate in general meeting' in terms of section 190 (3)(c) of the Mixed Use Development Act 1993.

RESOLVED that motion 3 be **LOST** Yes 1 No 5 Abstain 0 Invalid 0

4 ADOPTION CARTHILLS SECOND REPORT

ORDINARY RESOLUTION

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

That the findings contained in the report to CVBC by Carhill's (the second report) attached to this agenda reporting on levy voting entitlement errors in 2003/04, 2004/05, 2005/06, 2006/07 and expense allocation errors under the Fischer framework in prior years 1998 through 31 August 2007 be accepted as a full and proper accounting for all matters and that CPCBC accept its finding and act immediately on its recommendations.

RESOLVED that motion 4 be **LOST** Yes 1 No 4 Abstain 1 Invalid 0

**5 EXPENDITURES REALLOCATION
ORDINARY RESOLUTION**

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

The reallocation of past year's expenditures shown on the second Carhill's report and the attached spreadsheets for the years 1998 through 31 August 2007 be adopted as a proper accounting for the expenditures in these years.

RESOLVED that motion 5 be **LOST** Yes 1 No 4 Abstain 1 Invalid 0

**6 ISSUING OF CORRECTING NOTICES
ORDINARY RESOLUTION**

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

Correcting levy notices and suspense account notices be issued immediately payable within 30 days from the date of issue consistent with the Carhill's second report and that respective members be required to pay any outstanding net balance due to CPCBC within 30 days from date of issues of the notice that arises from either a levy notice or a tax invoice. Any members that may be owed a net refund from CPCBC receive same within 30 days from the CPCBC. The CPCBC Treasurer to action immediately.

RESOLVED that motion 6 be **LOST** Yes 1 No 4 Abstain 1 Invalid 0

**7 ADVICE TO COMMISSIONER
ORDINARY RESOLUTION**

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

The secretary notifies the commissioner BCCMA of these resolutions in satisfaction of matters adjudicated under reference 935-2009.

RESOLVED that motion 7 be **LOST** Yes 1 No 4 Abstain 1 Invalid 0

**8 BUILDING INSURANCE VALUATION
ORDINARY RESOLUTION**

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

Napier & Blakely be engaged to conduct a revised building insurance sum insured analysis for Restricted and Unrestricted property of CPCBC and the respective subsidiary BUP's with costs for the report to be shared equally among the two CPCBC Administration funds and the six BUP's Administration funds. This report is to be supplied to a number of insurer's by the body corporate administrator for quotation for building replacement insurance renewal on this basis by 1 August 2010.

RESOLVED that motion 8 be **LOST** Yes 1 No 4 Abstain 1 Invalid 0

9 CURRENT AND FUTURE ACCOUNTS

ORDINARY RESOLUTION

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

Current and future accounts of CPCBC be prepared consistent with the Carhill's findings and the Warren Fischer framework.

RESOLVED that motion 9 be **LOST** Yes 1 No 4 Abstain 1 Invalid 0

10 WICKHAM STREET LIFT

ORDINARY RESOLUTION

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

The CPCBC resolves to pay the costs of cleaning, securing and maintaining the Wickham Street hydraulic lift from the Unrestricted Administration Fund from the inception of the scheme. This includes without limitation payments to telephone service providers, lift maintenance companies, repair and upgrade contractors engaged from time to time and the electricity supply agent.

RESOLVED that motion 10 be **LOST** Yes 1 No 5 Abstain 0 Invalid 0

11 SINKING FUND REPORTS

ORDINARY RESOLUTION

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

That Napier & Blakely be engaged to produce revised Sinking Fund Reports for the entire complex analysing assets into respective funds Unrestricted and Restricted Sinking Fund for CPCBC and the respective six BUP's and the cost be recovered from all eight funds in equal proportions. Further that N & B make suitable adjustments reported in the second Carhill's reports for opening balances in each fund at 1 September 2007.

RESOLVED that motion 11 be **LOST** Yes 1 No 4 Abstain 1 Invalid 0

12 ELECTRICITY SURPLUS

ORDINARY RESOLUTION

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

That CPCBC refund the electricity surplus on trading in the Electricity Fund at 1 January 2010 to all consumers who can be identified as being contributors to the surplus over this period that the surplus arose and further that where the consumer's cannot be identified, the remaining surplus funds are applied to a program to install community solar or other suitable renewable energy alternative.

RESOLVED that motion 12 be **LOST** Yes 1 No 5 Abstain 0 Invalid 0

13 PAINTING

ORDINARY RESOLUTION

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

That CPCBC on behalf of the members immediately commence a supervised tender process to appoint a painting contractor to washdown and paint where necessary the entire external surface area of the complex. Costs to be shared among the beneficiaries in proportions confirmed in previous minutes based on the quantity surveyor's estimates used in the past. The specifications used by the previous contractor to be adopted with suitable amendments.

RESOLVED that motion 13 be **LOST** Yes 1 No 5 Abstain 0 Invalid 0

14 BASEMENT CRACKS

ORDINARY RESOLUTION

Submitted by J. Gilliland Nominee for Cathedral Village BUP 106957

That CPCBC on behalf of effected members immediately commence a supervised tender process to engage a competent contractor to seal the basement cracks identified in the Engineer's reports. Costs to be charged to the benefited entities.

RESOLVED that motion 14 be **LOST** Yes 1 No 4 Abstain 1 Invalid 0

**15 GUARANTEE AND INDEMNITY
COMPREHENSIVE RESOLUTION**

Submitted by P. Zunker Nominee for Duhig BUP 106965

In accordance with the caretaking agreement dated 12 October 2009 – clause 25 – Guarantee and indemnity – that each of the directors and shareholders of Symland Pty Ltd A.C.N. 054260383 trading as Star Building Management, shall be required to execute a guarantee and indemnity in favour of Cathedral Place Community Body Corporate, which is in the form reasonably required on the advice of solicitors engaged by Cathedral Place Community Body Corporate.

And that the committee is authorised to expend monies for this purpose.

And that the committee is authorised to engage a solicitor on behalf of the Community Body Corporate for that purpose.

RESOLVED that motion 15 be **CARRIED** Yes 5 No 1 Abstain 0 Invalid 0

**16 ELECTRICITY FUND
COMPREHENSIVE RESOLUTION**

Submitted by P. Zunker Nominee for Duhig BUP 106965

That the funds determined by the committee to be in excess of the normal operating requirements of the electricity fund be transferred to the general unrestricted administration fund and used to pay unrestricted liabilities of the Community Body Corporate.

And further that –

- 1 The relevant taxation returns be amended by the person engaged by the committee.
- 2 The taxation returns are amended on the basis of the advice from Nicolsons' dated 16 September 2009 and this resolution.
- 3 Any liability for tax assessed from the amendments be paid immediately.
- 4 The committee is authorised to expend funds for this purpose.

Note: That the Cathedral Place Community Body Corporate acknowledge the advice of Nicolson's solicitor's dated 16 September 2009 in relation to the electricity fund and that the monies in the bank account known as the electricity account is the property of the Community Body Corporate and to deal with the electricity monies in accordance with that advice. **This does not deal with amounts previously paid as distributions or amounts that had been deducted from the residential BUP's and paid to Village BUP.**

RESOLVED that motion 16 be **CARRIED** Yes 5 No 1 Abstain 0 Invalid 0

**17 REMOVAL OF EASEMENT R & S
COMPREHENSIVE RESOLUTION**

Submitted by P. Zunker Nominee for Duhig BUP 106965

That the Community Body Corporate consent to the request of the Notre Dame body corporate to remove easement R & S which was granted without the consent of the Notre Dame body corporate, Refer attached.

RESOLVED that motion 17 be **CARRIED** Yes 5 No 1 Abstain 0 Invalid 0

Note: The representative from Cathedral Village sought motion 17 to be ruled out of order but the chairperson ruled that the motion be put.

**18 DELETION OF BY-LAW 28
COMPREHENSIVE RESOLUTION**

Submitted by P. Zunker Nominee for Duhig BUP 106965

That the Community Body Corporate resolve to delete by-law 28 as set out below and the body corporate solicitors be authorised to take all steps required to remove by-law 28 from the by-laws of the body corporate.

And the committee is authorised to expend funds for this purpose and engage a solicitor on behalf of the Community Body Corporate for that purpose.

BY-LAW 28 RESTRICTED COMMUNITY PROPERTY – VISITORS CARPARK

(a) Application of By-law

This By-law applies to the visitor carpark designated on the plan attached to this By-law (Visitors Carpark). Part of the visitors carpark is Community common property and part of the visitors carpark is common property for the subsidiary body corporate known as "Notre Dame". The by-law applies to the portion of the visitors carpark that is on community common property. The by-law is intended to apply to that portion of the visitors carpark that is common property for Notre Dame on registration of an easement from the proprietors Notre Dame BUP 106911 granting the benefit of that area to the Community Body Corporate for carparking purposes.

(b) Persons entitled to use

The persons entitled to use the visitors' carpark are the Proprietors 'Cathedral Village' 106957 and any person authorised by them, all of whom are individually and collectively referred to as "Authorised Persons".

(c) Conditions of Use

The proprietors Cathedral Village BUP 106957 must ensure that the visitors carpark is used.

- I. Only for the purposes ancillary to the Mixed Use Development of Cathedral Place.
- II. In a manner that complies with the by-laws from time to time for the Cathedral Place Community Body Corporate.

(d) Maintenance

The Proprietors "Cathedral Village" BUP 106957 must maintain the visitor carpark in a state similar to the other carparking areas on the common property for the Cathedral Place Community Body Corporate.

RESOLVED that motion 18 be **CARRIED** Yes 5 No 1 Abstain 0 Invalid 0

Note: The representative from Cathedral Village sought motion 17 to be ruled out of order but the chairperson ruled that the motion be put.

**19 SECURITY CAMERAS RATIFICATION
COMPREHENSIVE RESOLUTION**

Submitted by P. Zunker Nominee for Duhig BUP 106965

That Cathedral Place Community Body Corporate MCP 106902 ratifies the decision of the committee at the meeting held on 4 May 2010, which was to obtain two (2) quotations for the provision of five (5) security cameras and for Mick Pointing to select and proceed with the most appropriate quotation, PROVIDED, that the cost does not exceed \$5,000.00 + GST.

Note: This motion had been passed as an ordinary resolution on the 18 May 2010, to avoid any dispute in the future as to the validity it has been resubmitted as a comprehensive resolution.

RESOLVED that motion 19 be **CARRIED** Yes 6 No 0 Abstain 0 Invalid 0

20 REPLACEMENT HEAT PUMP RATIFICATION

COMPREHENSIVE RESOLUTION

Submitted by P. Zunker Nominee for Duhig BUP 106965

That the Cathedral Place Community Body Corporate MCP 106902 ratifies the decision of the committee at the meeting held on 4 May 2010 which was to accept the quotation from Performance Pool Equipment totalling \$7,700.00 inclusive of GST for the provision of a 20KW Enviro-therm heat pump plus a contingency of a further \$1,000.00 for any associated electrical costs, AND FURTHER, that it be noted that a comparison quotation was obtained from Poolwerx.

Note: This motion had been passed as an ordinary resolution on the 18 May 2010, to avoid any dispute in the future as to the validity it has been resubmitted as a comprehensive resolution.

RESOLVED that motion 20 be **CARRIED** Yes 6 No 0 Abstain 0 Invalid 0

21 APPROVAL OF COMMON AREA ELECTRICITY INVOICES

COMPREHENSIVE RESOLUTION

Submitted by P. Zunker Nominee for Duhig BUP 106965

That the Body Corporate Manager is approved to pay invoices for common area electricity amounts as and when these are issued.

RESOLVED that motion 21 be **CARRIED** Yes 6 No 0 Abstain 0 Invalid 0

22 SINKING FUND REPORT

COMPREHENSIVE RESOLUTION

Submitted by P. Zunker Nominee for Duhig BUP 106965

That Napier & Blakely is engaged to provide a sinking fund analysis of the restricted and unrestricted sinking funds. The analysis is to be conducted in accordance with the relevant by-laws applicable and instruction from the committee.

And the committee is authorised to expend funds for this purpose.

RESOLVED that motion 22 be **CARRIED** Yes 6 No 0 Abstain 0 Invalid 0

23 STATEMENT OF CLAIM – SYMLAND PTY LTD

COMPREHENSIVE RESOLUTION

Submitted by P. Zunker Nominee for Duhig BUP 106965

That Gadens solicitor are engaged, or if Gadens solicitors is not available to attend to the matter, any other solicitor that the committee determines, to defend the Statement of Claim lodged by Symland Pty Ltd against Cathedral Place Community Body Corporate District Court Proceedings No BDI1382/10.

And the committee is authorised to expend funds for this purpose.

RESOLVED that motion 23 be **CARRIED** Yes 5 No 1 Abstain 0 Invalid 0

24 TERMINATION OF CARETAKING AGREEMENT DATED 12 OCTOBER 2009 BETWEEN SYMLAND PTY LTD ACN 054 260 383 AND CATHEDRAL PLACE COMMUNITY BODY CORPORATE

COMPREHENSIVE RESOLUTION

Submitted by P. Zunker Nominee for Duhig BUP 106965

That should the committee resolve that the Notice to Remedy Breach dated 3 June 2010 or any other future Notice to Remedy Breach issued by the committee not be resolved to the satisfaction of the committee, that the committee is authorised to –

- 1 Expend funds necessary to effect the termination of the agreement.
- 2 Expend funds to engage contractors or employees that the committee considers necessary to perform the duties of a caretaker for a period up to 6 months from the date the committee considers that the agreement has been terminated.

RESOLVED that motion 24 be **CARRIED** Yes 5 No 1 Abstain 0 Invalid 0

**25 MANAGEMENT AGREEMENT
ORDINARY RESOLUTION**

Submitted by P. Zunker Nominee for Duhig BUP 106965

In the event that the Caretaking Agreement dated 12 October 2009 between Symland Pty Ltd ACN 054 260 383 and Cathedral Place Community Body Corporate is terminated – that the chairman and if required, any other member nominee of the body corporate is authorised to sign or affix the seal to any documentation which will have the effect of terminating the agreement known as the 'Management Agreement' with any of the subsidiary bodies corporate that no longer wish to be party to this agreement titled 'Management Agreement' between that body corporate and the community body corporate.

And the committee is authorised to expend funds for this purpose.

RESOLVED that motion 25 be **CARRIED** Yes 4 No 1 Abstain 1 Invalid 0

**26 ADMINISTRATION AGREEMENT
ORDINARY RESOLUTION**

Submitted by P. Zunker Nominee for Duhig BUP 106965

That the chairman and if required, any other member nominee of the body corporate is authorised to sign or affix the seal to any documentation which will have the effect of terminating the agreement known as the 'Administration Agreement' with any of the subsidiary bodies corporate that no longer wish to be party to this agreement titled 'Administration Agreement' between that body corporate and the community body corporate.

And the committee is authorised to expend funds for this purpose.

RESOLVED that motion 26 be **CARRIED** Yes 6 No 0 Abstain 0 Invalid 0

**27 PAINTING CONTRACTOR
COMPREHENSIVE RESOLUTION**

Submitted by P. Zunker Nominee for Duhig BUP 106965

That the committee is directed to

- 1 Seek the services of a painting contractor to paint the entire building by way of public tender and to determine a recommended painter for the complex.
- 2 Draft an agreement between the recommend painter and all subsidiary bodies corporate to engage the recommended painting contractor.
- 3 Forward this agreement to each of the subsidiary bodies corporate for execution.

And the committee is authorised to expend funds for this purpose.

RESOLVED that motion 27 be **CARRIED** Yes 6 No 0 Abstain 0 Invalid 0

**28 ROWING ERGOMETER RATIFICATION
COMPREHENSIVE RESOLUTION**

Submitted by Committee

That Cathedral Place Community Body Corporate MCP 106902 ratifies the decision of the committee at the meeting held on 19/05/2010 to purchase a Concept 2 Model E Rowing Ergometer at a cost of \$2,475.00 inclusive of GST.

RESOLVED that motion 28 be **CARRIED** Yes 6 No 0 Abstain 0 Invalid 0

29 RATIFICATION OF INVOICE PAYMENTS

COMPREHENSIVE RESOLUTION

Submitted by Committee

That Cathedral Place Community Body Corporate MCP 106902 ratifies the decision of the committee at the meeting held on 19/05/2010 to pay the invoices as listed below:

16/4/10	Cathedral Place Energy	\$10,012.51
24/9/09	Rider Levitt Bucknall QLD P/L	\$3,557.40
30/9/09	Nicholsons	\$5,084.51
31/1/10	AC Pool Service and Supplies	\$1,310.10
31/1/10	AC Pool Service and Supplies	\$1,752.89
31/1/10	AC Pool Service and Supplies	\$1,249.60
26/2/10	DWS Plumbing	\$2,106.50
30/9/09	Let There be Light	\$1,295.80
23/4/10	All Door Solutions	\$10,976.90
22/4/10	Let There be Light	\$3,201.44

RESOLVED that motion 29 be **CARRIED** Yes 6 No 0 Abstain 0 Invalid 0

30 TELEVISION RECEPTION PAYMENT RATIFICATION

COMPREHENSIVE RESOLUTION

Submitted by Committee

That Cathedral Place Community Body Corporate MCP 106902 ratifies the decision of the committee at the meeting held on 03/06/10 to pay All Digital & Communication Services (invoice number 2150 dated 27/03/10) \$2,926.00 inclusive of GST for the provision of television reception purposes.

RESOLVED that motion 30 be **CARRIED** Yes 6 No 0 Abstain 0 Invalid 0

31 BCS AUTHORISATION

COMPREHENSIVE RESOLUTION

Submitted by Committee

That Cathedral Place Community Body Corporate MCP 106902 authorises Body Corporate Services Pty Ltd (BCS) to pay all statutory, semi government utilities and contracted services as and when they are received.

RESOLVED that motion 31 be **CARRIED** Yes 6 No 0 Abstain 0 Invalid 0

32 GADENS INVOICE

COMPREHENSIVE RESOLUTION

Submitted by Committee

That Cathedral Place Community Body Corporate MCP 106902 approves the payment for the attached Gadens Lawyers Invoice (numbered 80567 and dated 30/11/09) totalling \$4,635.86 for work carried out in relation to submissions in response to the application to the commissioner concerning the Administration Agreements.

Note: This motion is presented to the meeting as \$4,000.00 was approved at the EGM held 12/10/09 and you are required to vote for the additional amount of \$635.86

RESOLVED that motion 32 be **CARRIED** Yes 6 No 0 Abstain 0 Invalid 0

CLOSURE

There being no further business the chairperson declared the meeting closed at 6.25pm.

CONFIRMED AS A TRUE AND ACCURATE RECORD

Chairperson: _____ Date: _____