

NORTHERN TERRITORY OF AUSTRALIA

UNIT TITLES (MANAGEMENT MODULES) REGULATIONS

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Subordinate Legislation No. 22 of 2009

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Subordinate Legislation No. 22 of 2009\*

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## ***Unit Titles (Management Modules) Regulations***

I, Thomas Ian Pauling, Administrator of the Northern Territory of Australia, acting with the advice of the Executive Council, make the following regulations under the *Unit Titles Act*.

Dated 24 June 2009

T. I. PAULING  
Administrator

By His Honour's Command

D. P. Lawrie  
Minister for Justice and Attorney-General

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\* Notified in the *Northern Territory Government Gazette* on 26 June 2009.

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**1 Citation**

These Regulations may be cited as the *Unit Titles (Management Modules) Regulations*.

**2 Commencement**

These Regulations commence on the commencement of Part 4 of the *Land Title and Related Legislation Amendment Act 2008*.

**3 Definitions**

In these Regulations:

**small plan** means a units plan with less than 4 proprietors, other than a units plan relating to an estate or condominium development.

**standard plan** means:

- (a) a units plan with at least 4 proprietors; or
- (b) a units plan relating to an estate or condominium development; or
- (c) a building development plan.

**4 Management modules**

- (1) Part V of the Act, as in force immediately before the commencement date, continues to apply to a corporation for a small or standard plan for the transitional period.
- (2) The management module set out in Schedule 1 applies, for section 58(1) of the Act, to a corporation for a standard plan after the transitional period ends.
- (3) The management module set out in Schedule 2 applies, for section 58(1) of the Act, to a corporation for a small plan after the transitional period ends.
- (4) In this regulation:

**commencement date** means the date of commencement of these Regulations.

**transitional period** means the period of 3 months following the commencement date.

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## **5 Change in management module**

- (1) This regulation applies if the management module applying to the corporation for a plan changes because one of the following events happens:
  - (a) the number of proprietors for the plan changes;
  - (b) the plan becomes, or ceases to become, a units plan relating to an estate or condominium development.
- (2) The management module applying to the corporation immediately before the event continues to apply to the corporation until 1 July immediately following the event.

## **6 Offences**

- (1) The original proprietor for a small or standard plan must comply with a requirement under the management module applying to the corporation that the original proprietor give the corporation, or the committee of the corporation, particular documents at the first annual general meeting of the corporation.

Maximum penalty: 100 penalty units.

- (2) Each committee member commits an offence if the committee for a standard plan fails to comply with a requirement under the management module applying to the corporation that the committee:
  - (a) ensure particular records are kept for the corporation; and
  - (b) prepare a financial statement at the end of a financial year showing particular information.

Maximum penalty: 20 penalty units.

## Schedule 1 Management module – standard plan

regulation 4(2)

### Part 1 Preliminary matters

#### 1 Definitions

(1) In this management module:

**acting committee member**, of a committee, see clause 10(1).

**annual financial statement**, see clause 46(1)(b).

**annual general meeting**, see clause 27.

**authorised audit company**, see section 9 of the Corporations Act 2001.

**committee meeting** means a meeting of the committee of a corporation.

**company** means:

- (a) a company as defined in section 9 of the Corporations Act 2001; or
- (b) an incorporated association as defined in section 4 of the *Associations Act*; or
- (c) any other body corporate.

**first annual general meeting** means a meeting mentioned in clause 24(1) or (2).

**interim resolution**, see clause 3.

**manager**, of a plan, means a person who is engaged by the corporation under clause 51.

**notice of opposition**, see clause 20(1).

**restricted matter**, for a corporation, means a matter a decision on which, under the Act, the articles of the corporation or clause 23 of this management module, may be made only by the corporation.

**teleconferencing** includes the use of telephone, computer or video equipment.

**working day** means a day other than a Saturday, Sunday or public holiday as defined in section 4(1) of the *Public Holidays Act*.

- (2) In this management module:
- (a) a reference to a committee member in relation to a corporation is a reference to a committee-man in relation to the corporation; and
  - (b) a reference to a unit includes a reference to a building lot; and
  - (c) a reference to a unit entitlement includes a reference to a building lot entitlement.

## **2 Decisions of corporation**

- (1) A decision of a corporation must be made:
- (a) at a general meeting of the corporation; or
  - (b) in accordance with the process set out in clause 32.
- (2) Unless otherwise specified in this management module, a motion is passed at a general meeting if it is passed by an ordinary resolution.

## **3 Interim resolutions**

- (1) An **interim resolution** is a resolution of a committee or corporation made at a meeting without a quorum.
- (2) An interim resolution does not have effect until it becomes a resolution in accordance with the process set out:
- (a) for an interim resolution of a committee – in clause 15; or
  - (b) for an interim resolution of a corporation – in clause 32.

## **Part 2 Committee of corporation**

### **Division 1 Constitution of committee**

#### **4 Constitution of committee before first annual general meeting**

- (1) Until the first annual general meeting of a corporation, the committee of the corporation consists of the members of the corporation.

- (2) If a member of the corporation is a company, the member must appoint an individual to be a committee member in place of the member.
- (3) The committee must not exercise a power or perform a function of the corporation unless authorised to do so by a resolution without dissent of the corporation recorded in accordance with clause 48.
- (4) Each committee member vacates office immediately before the election of committee members at the first annual general meeting.

**5 Number of members of committee after first annual general meeting**

- (1) The corporation must, at its first annual general meeting:
  - (a) decide the number of members who will constitute the committee; and
  - (b) elect the committee members.
- (2) The number of committee members must be:
  - (a) at least 2; and
  - (b) unless decided by a special resolution – not more than 7.
- (3) The corporation may, by a special resolution at a later annual general meeting, vary the number.
- (4) The committee consists of all the members of the corporation if:
  - (a) there are not more than 3 members of the corporation; or
  - (b) the number of members of the corporation is equal to or less than the number decided to be the number of committee members.
- (5) A member of the corporation must appoint an individual to be a committee member in place of the member if:
  - (a) the member is a company; and
  - (b) subclause (4) applies.

**6 Election of committee members**

- (1) The corporation must elect the committee members at each annual general meeting.



- (2) A person is eligible for election as a committee member only if the person is an individual:
  - (a) who is a member of the corporation; or
  - (b) nominated by a member of the corporation that is a company; or
  - (c) nominated by an individual who is:
    - (i) a member of the corporation; and
    - (ii) not a candidate for election as a committee member.

**7 Term of office of committee member**

- (1) The term of office of a committee member expires immediately before the election of the committee members at the next annual general meeting following the committee member's election.
- (2) A committee member leaves office before the member's term expires:
  - (a) for a committee member who is a member of the corporation – if the committee member stops being a member of the corporation; or
  - (b) for a committee member who is a nominee of a member of the corporation – if the member who nominated the committee member:
    - (i) stops being a member of the corporation; or
    - (ii) gives the corporation written notice that the member has terminated the nomination of the committee member; or
  - (c) if the committee member resigns from office by written notice to the corporation; or
  - (d) if the corporation removes the committee member from office under clause 9.
- (3) If a committee member leaves office before the committee member's term expires, the committee must appoint another member of the corporation, eligible for election as a committee member under clause 6(2), to be a committee member for the unexpired part of the term.

(4) However, if the committee consists of all the members of the corporation because of clause 5(4):

- (a) subclauses (2)(c) and (3) do not apply; and
- (b) if the corporation removes a committee member from office under clause 9, the committee continues to exist without the member.

## **8 Code of conduct for committee member**

The code of conduct set out in Part 6 applies to a committee member.

## **9 Removal of member for breach of code**

(1) If the corporation believes a committee member has breached the code of conduct, the corporation may decide to give the committee member a written notice stating the following:

- (a) the corporation believes the committee member has breached a stated provision of the code of conduct and the basis for that belief;
- (b) the committee member may give the corporation, within 21 working days after the committee member receives the notice, a written response to the notice;
- (c) the corporation will consider a motion to remove the committee member from office for the breach at the next general meeting of the corporation called after the period mentioned in paragraph (b) ends.

(2) The corporation must:

- (a) include on the agenda of the next general meeting of the corporation, called after the period mentioned in subclause (1)(b) ends, a motion to remove the committee member from office for breaching the code of conduct; and
- (b) attach to the agenda a copy of the notice given to the committee member.

(3) The corporation may decide to remove the committee member from office at the next general meeting mentioned in subclause (2)(a).

(4) In this clause:

**code of conduct** means the code of conduct that applies to a committee member under clause 80.

**10 Acting committee member**

- (1) A committee member may, with the consent of the committee, appoint a person (an **acting committee member**) to act in the committee member's place at a committee meeting.
- (2) The acting committee member must be eligible to be a committee member under clause 6(2).
- (3) If the acting committee member is also a committee member, the acting committee member may vote at the meeting separately:
  - (a) as a committee member; and
  - (b) on behalf of the member who has appointed the acting committee member.

**Division 2 Committee meetings**

**11 How often committee meets**

The committee may decide how often it meets.

**12 Calling committee meeting**

A committee meeting may be called by:

- (a) the chairman of the committee; or
- (b) the secretary of the committee; or
- (c) an ordinary resolution of the committee.

**13 Notice of committee meeting**

- (1) The secretary of the committee must give written notice of the committee meeting to each committee member at least 5 working days before the date of the meeting.
- (2) The notice must:
  - (a) specify the date, time and place of the meeting; and
  - (b) include the agenda for the meeting.

**14 Quorum at committee meeting**

- (1) A quorum for the committee meeting exists if at least 50% of the committee members are present at the meeting.

- (2) For deciding whether or not a quorum is present, an acting committee member is taken to be a committee member.

**15 Interim resolutions if no quorum present**

- (1) If there is no quorum present at the meeting:
- (a) the meeting may take place but all resolutions made at the meeting are interim resolutions; and
  - (b) the secretary of the committee must give the following to each committee member within 14 working days after the meeting:
    - (i) details of each interim resolution made at the meeting;
    - (ii) the minutes of the meeting;
    - (iii) a notice setting out the effect of subclauses (2) to (4);
    - (iv) a voting paper for each interim resolution.
- (2) If an interim resolution is made at the meeting, a committee member may, within 14 working days after receiving the documents mentioned in subclause (1)(b), vote on the resolution by recording a vote on the voting paper and sending it to the secretary.
- (3) The interim resolution becomes a resolution if:
- (a) at least 50% of the committee members vote on it under subclause (2); and
  - (b) the votes counted in favour of confirming the interim resolution are more than the votes counted against confirming it.
- (4) If less than 50% of the committee members vote on the interim resolution under subclause (2), it must be voted on at the next committee meeting at which a quorum is present.
- (5) An interim resolution may only be made under this clause on a motion that may be passed by an ordinary resolution.

**16 Attendance by teleconferencing**

- (1) A committee member may attend and participate in the committee meeting by teleconferencing.
- (2) The secretary must arrange teleconferencing facilities if requested to do so by the member.
- (3) If the member attends the meeting by teleconferencing, the member is taken to be present at the meeting.

**17 Procedures for committee meeting**

Except as otherwise provided in the Act and this Division, the committee may decide the procedures for the committee meeting.

**18 Voting at committee meeting**

- (1) The person presiding at the committee meeting has a right to vote at the meeting as a committee member.
- (2) If the voting on a motion that may be passed by ordinary resolution is equal, the person presiding may cast the deciding vote in addition to a vote cast under subclause (1).

**19 Minutes of committee meeting**

- (1) The secretary of the committee must keep minutes of each committee meeting.
- (2) The following matters must be recorded in the minutes:
  - (a) the date, time and place of the meeting;
  - (b) the names of the committee members present at the meeting;
  - (c) the names of the committee members voting at the meeting;
  - (d) all resolutions of the committee made at the meeting;
  - (e) the voting on all resolutions of the committee at the meeting.
- (3) The secretary must give a copy of the minutes to each member of the corporation and each other person who has the right to vote at a general meeting of the corporation within 21 working days after the meeting.

**20 Notice of opposition to decision of committee meeting**

- (1) One or more members of the corporation, who together have the right to vote in relation to at least 50% of the total unit entitlements of the plan, may give a notice opposing a decision of the committee (a **notice of opposition**) to the secretary or the chairman of the committee.
- (2) The notice must be given within 7 working days after the secretary gives a copy of the minutes containing the decision under clause 19.
- (3) The corporation must consider the notice of opposition at the next general meeting and either approve or disapprove the decision of the committee.

### **Division 3 Powers of committee**

#### **21 Giving effect to decisions of committee**

The committee may give effect to a decision of the committee only if:

- (a) the time for giving a notice of opposition to the decision under clause 20 ends without a notice of opposition being given; or
- (b) the decision is necessary to deal with an emergency; or
- (c) the decision is approved by the corporation.

#### **22 Committee decisions are decisions of corporation**

- (1) A decision of the committee on a matter is taken to be a decision of the corporation unless:
  - (a) the matter is a restricted matter; or
  - (b) the committee cannot give effect to the decision under clause 21.
- (2) If subclause (1)(a) or (b) applies, the committee's decision has no effect.

## **Part 3 Meetings of corporation**

### **Division 1 Matters to be decided by corporation**

#### **23 Corporation may decide certain matters**

Except as otherwise provided by the Act, the corporation may decide that a matter concerning the plan may be decided only by the corporation.

### **Division 2 Annual general meetings**

#### **Subdivision 1 First annual general meeting**

#### **24 Calling first annual general meeting**

- (1) Within 3 months after the registration of a plan, other than a plan mentioned in subclause (2), the original proprietor for the plan must call the first annual general meeting of the corporation for the plan.

- (2) Within 3 months after the registration of a plan relating to the completion of a second or subsequent stage of a condominium development or estate development, the committee of the corporation for the plan must call the first annual general meeting of the corporation.

**25 Documents to be given by original proprietor**

- (1) At the first annual general meeting of the corporation, the original proprietor for the plan must give the committee the following:
- (a) a list of all corporation assets and liabilities;
  - (b) the name and contact address of the proprietor of each unit;
  - (c) if a manager has been engaged – the name and business address of the manager;
  - (d) a copy of the plan;
  - (e) the accounting records kept by the original proprietor for the corporation;
  - (f) documents evidencing each contract, lease and licence binding or benefiting the corporation;
  - (g) each certificate of insurance in force for the plan;
  - (h) documents evidencing each warranty or guarantee given on any matter for which the corporation is responsible;
  - (i) the common seal of the corporation;
  - (j) the certificate of title for the common property of the plan;
  - (k) a copy of this management module.
- (2) However, the original proprietor is not required to give the certificate of title for the common property if it is not in the possession or under the control of the original proprietor.

*Note for clause 25*

*Under regulation 6(1), it is an offence for the original proprietor to fail to comply with this clause.*

**26 Matters to be decided at first annual general meeting**

The corporation must, at the first annual general meeting:

- (a) decide whether any insurance policies in force for the plan should be retained, varied or extended; and

- (b) determine, under section 36 of the Act, the member contributions for the plan; and
- (c) decide, under clause 23, which matters may be decided only by the corporation; and
- (d) decide whether any matters mentioned in paragraph (c) must be decided by a special resolution, a resolution without dissent or a unanimous resolution; and
- (e) decide whether the articles of the corporation in force immediately before the meeting should continue to be in force or be varied.

## **Subdivision 2 Further annual general meetings**

### **27 Annual general meetings**

After the first annual general meeting, the corporation must hold a general meeting (the **annual general meeting**):

- (a) at least once every calendar year; and
- (b) within 15 months after the last annual general meeting.

### **28 Agenda for annual general meeting**

The following matters must be on the agenda for an annual general meeting:

- (a) election of committee members;
- (b) consideration of the engagement of a manager;
- (c) consideration of the annual financial statement;
- (d) approval of a budget for the next financial year;
- (e) review of existing delegations and consideration of proposed delegations.

## **Division 3 Calling general meetings**

### **29 Calling general meeting other than the first annual general meeting**

A general meeting of the corporation, other than the first annual general meeting, may be called by:

- (a) the chairman of the committee; or



- (b) the secretary of the committee; or
- (c) the manager; or
- (d) a person who has the right to vote at the meeting nominated by persons who together have the right to vote in relation to at least 25% of the total unit entitlements of the plan.

**30 Notice of general meeting**

- (1) The person calling the general meeting must give written notice of the meeting to each person who has the right to vote at the meeting:
  - (a) for an estate management corporation – at least 28 working days before the date of the meeting; or
  - (b) otherwise:
    - (i) at least 14 working days before the date of the meeting; or
    - (ii) if a unanimous resolution or a resolution without dissent is proposed to be moved at the meeting – at least 21 working days before the date of the meeting.
- (2) The notice must:
  - (a) specify the date, time and place of the meeting; and
  - (b) include the agenda for the meeting; and
  - (c) if the meeting is the annual general meeting – include the annual financial statement for the corporation; and
  - (d) include the text of any special resolution, resolution without dissent or unanimous resolution to be moved at the meeting.
- (3) The proceedings at the meeting are not invalidated only because notice of the meeting is not given in accordance with this clause.
- (4) However, the meeting must be adjourned to a later date decided by the persons present who have a right to vote at the meeting if:
  - (a) notice of the meeting is given to a person who has the right to vote at the meeting after the last day for giving notice under subclause (1); and

- (b) the person requests an adjournment:
  - (i) before the meeting, in writing to the secretary of the committee; or
  - (ii) at the meeting.

### **31 Quorum at general meeting**

A quorum for the general meeting exists if persons who together have the right to vote in relation to at least 50% of the total unit entitlements of the plan are present at the meeting.

### **32 Interim resolutions if no quorum present**

- (1) If there is no quorum present at the general meeting:
  - (a) the meeting may take place but all resolutions made at the meeting are interim resolutions; and
  - (b) the secretary of the committee must give the following to each person who has the right to vote at a general meeting within 14 working days after the meeting:
    - (i) details of each interim resolution made at the meeting;
    - (ii) the minutes of the meeting;
    - (iii) a notice setting out the effect of subclauses (2) and (3).
- (2) If an interim resolution is made at the meeting, a person may, in accordance with clauses 29 and 30, call a further general meeting within 29 working days after the date of the interim resolution.
- (3) An interim resolution becomes a resolution of the corporation:
  - (a) if notice of a further general meeting is given and the meeting is held within 28 working days after the notice is given – if the resolution is confirmed at the meeting; or
  - (b) if notice of a further general meeting is given and the meeting is not held within 28 working days after the notice is given – at the end of that 28 working day period; or
  - (c) otherwise – 29 working days after the date of the interim resolution.
- (4) An interim resolution may only be made under this clause on a motion that may be passed by an ordinary resolution.

**33 Attendance by teleconferencing**

- (1) A person who has the right to vote at a general meeting may attend and participate in the general meeting by teleconferencing.
- (2) The secretary of the committee must arrange teleconferencing facilities if requested to do so by the person.
- (3) A person who attends a meeting by teleconferencing is taken to be present at the meeting.

**34 Procedures for general meeting**

Except as otherwise provided in the Act and this Division, the corporation may decide the procedures for the general meeting.

**35 Chairperson of general meeting**

- (1) The chairman of the committee is the chairperson of the general meeting.
- (2) If the chairman is unable to act as chairperson of the meeting, the persons present who have the right to vote at the meeting must elect to be chairperson for the meeting a person present at the meeting who:
  - (a) has the right to vote at the meeting; or
  - (b) is the manager.

**Division 4 Voting at general meeting**

**Subdivision 1 Voting generally**

**36 Voting by chairperson**

If the chairperson of a general meeting would otherwise have the right to vote at the meeting:

- (a) the chairperson has the right to vote at the meeting; and
- (b) if the voting on a motion that must be passed by an ordinary resolution is equal, the chairperson may cast a deciding vote in addition to a vote cast under paragraph (a).

**37 Method of voting**

Voting at a general meeting must be by:

- (a) written vote if:
  - (i) a poll is taken; or
  - (ii) a person casts an absentee vote on a motion that must be passed by a resolution without dissent or a unanimous resolution; or
- (b) otherwise – show of hands.

**38 Result of voting**

- (1) Following a vote on a motion at a general meeting, the chairperson of the meeting must either:
  - (a) declare the result; or
  - (b) if the chairperson is unable to declare the result based on a vote by show of hands – call a poll.
- (2) The declaration by the chairperson that a motion has been carried is evidence of the fact without proof of the number or proportion of votes recorded against or in favour of the motion.
- (3) Subclause (2) does not apply if:
  - (a) the motion must be passed by a resolution without dissent or a unanimous resolution; or
  - (b) a poll is taken under clause 39.

**39 Polls**

- (1) A poll must be taken for a motion (including a motion that must be passed by a special resolution, a resolution without dissent or a unanimous resolution) if:
  - (a) a person present who has the right to vote on the motion calls a poll; or
  - (b) the chairperson calls a poll under clause 38(1)(b).
- (2) If 2 or more persons have the right to exercise 1 vote jointly, 1 of the persons may call a poll under subclause (1)(a).
- (3) A call for a poll under subclause (1)(a) may be withdrawn.

- (4) The result of the poll determines whether or not the motion for which the poll was taken has been carried.
- (5) The chairperson must declare the result as soon as it is determined.

## **Subdivision 2 Alternative methods of voting**

### **40 Appointment of proxy**

- (1) A person who has the right to vote at a general meeting may appoint a proxy to vote on the person's behalf at the meeting.
- (2) If 2 or more persons have the right to exercise 1 vote jointly, the persons may jointly appoint a proxy to vote on their behalf.
- (3) The appointment of a proxy must:
  - (a) be in writing in the form approved by the committee; and
  - (b) include the period of appointment; and
  - (c) if 2 or more persons are jointly appointing a proxy under subclause (2) – be signed by each of the persons.

### **41 Absentee vote on resolution without dissent or unanimous resolution**

- (1) If a resolution without dissent or a unanimous resolution is proposed to be moved at a general meeting:
  - (a) the person giving notice of the meeting must give each person who has the right to vote on the motion an absentee voting paper with the notice; and
  - (b) a person who has the right to vote on the motion may cast an absentee vote by recording the vote on the voting paper and giving it to the corporation.
- (2) The person must give the voting paper to the corporation by:
  - (a) placing it in the receptacle mentioned in section 103(2) of the Act at least 24 hours before the meeting; or
  - (b) giving it to the secretary of the committee before the meeting.
- (3) A person who casts an absentee vote is, except for deciding whether a quorum is present at the meeting, taken to be present at the meeting and to have exercised the person's vote on the motion.

### **Subdivision 3 Right to vote**

#### **42 Loss of right to vote for failure to pay contributions**

- (1) A member of the corporation who fails to pay an amount of contributions to the corporation under section 36 of the Act by the date it is required to be paid may not, while the amount is outstanding, vote on a motion of the corporation.
- (2) Subclause (1) does not apply to a motion required to be passed by a unanimous resolution or a resolution without dissent.

#### **43 Voting by mortgagees**

- (1) If a unit owner's interest in a unit is subject to a mortgage, the mortgagee may give the corporation written notice that:
  - (a) the unit is subject to the mortgage; and
  - (b) the mortgagee proposes to exercise voting rights under this clause.
- (2) If the mortgagee gives the notice:
  - (a) the member does not have a right to vote in relation to the unit; and
  - (b) the mortgagee has the right to vote in relation to the unit.
- (3) If the mortgage is discharged, the mortgagee's right to vote ends.
- (4) If 2 or more persons are mortgagees of a unit as joint tenants or tenants in common:
  - (a) the right to give notice under subclause (1) may be exercised only by the mortgagees jointly; and
  - (b) the right to vote may be exercised only by the mortgagees jointly.
- (5) If a unit is held by 2 or more members as tenants in common and one of the members has mortgaged the member's interest in the unit:
  - (a) the mortgagee may give notice to the corporation under subclause (1); and
  - (b) this clause applies to the mortgagee in relation to the right to vote that the mortgagor may otherwise exercise.

(6) In this clause:

**mortgagee**, if there are 2 or more mortgages, means the mortgagee under the mortgage entitled to priority over the other mortgage or mortgages.

#### **44 Court may appoint person to vote**

- (1) This clause applies if, for a motion that must be passed by a resolution without dissent or a unanimous resolution:
- (a) a person who has the right to vote on the motion in relation to a unit:
    - (i) is unavailable to vote on the motion; and
    - (ii) has not appointed a proxy to vote on the person's behalf; or
  - (b) the corporation does not know who has the right to vote in relation to a unit.
- (2) The Court may:
- (a) order that the person's right to vote may be dispensed with for the motion or permanently; or
  - (b) appoint another person to exercise the right to vote on the motion.
- (3) The corporation or a person who has the right to vote on the motion may apply for an order under this clause.

#### **45 Incapacity to vote**

- (1) A member of the corporation does not have a right to vote if:
- (a) the member is under the age of 18 years; or
  - (b) a guardian has been appointed under the *Adult Guardianship Act* to manage the property of the member.
- (2) The right of a member mentioned in subclause (1)(a) to vote may be exercised by the member's parent or guardian.
- (3) The right of a member mentioned in subclause (1)(b) to vote may be exercised by the appointed guardian.

## **Part 4 Financial and record management**

### **46 Financial records**

- (1) The committee must:
  - (a) ensure proper accounting records are kept for the corporation; and
  - (b) prepare a statement (the **annual financial statement**) at the end of each financial year showing:
    - (i) all income and expenditure of the corporation for the year; and
    - (ii) all assets and liabilities of the corporation on the last day of the year.
- (2) The committee must present the annual financial statement at the next annual general meeting held after the end of the financial year for which the statement was prepared.
- (3) The committee must ensure each accounting record and annual financial statement is kept for at least 7 years after the date it is created.

*Note for clause 46*

*Under regulation 6(2), each committee member commits an offence if the committee does not comply with subclause (1) or (3).*

### **47 Audit of accounting records**

- (1) The corporation may decide at an annual general meeting that the accounting records of the corporation for the last financial year must be audited by:
  - (a) a person who is a registered company auditor, under the Corporations Act 2001, or a firm whose members include a registered company auditor; or
  - (b) an authorised audit company; or
  - (c) a person who is a member of CPA Australia, the National Institute of Accountants or the Institute of Chartered Accountants in Australia; or
  - (d) another person approved by the Minister as an auditor for this clause.



- (2) A person must not audit the accounting records if the person has a direct or indirect personal or financial interest in the corporation.
- (3) The auditor must give a written report of the audit to the corporation.

**48 Other records of corporation**

- (1) The committee must ensure the following records are kept for the corporation:
  - (a) the full name and address of each member of the corporation;
  - (b) minutes of general meetings;
  - (c) copies of resolutions made at general meetings;
  - (d) records of the results of voting (including by poll) on motions;
  - (e) copies of notices given by the corporation;
  - (f) copies of appointments of proxies;
  - (g) used voting papers;
  - (h) correspondence sent or received by the corporation;
  - (i) insurance policies maintained by the corporation;
  - (j) contracts and agreements entered into by the corporation;
  - (k) leases and licences entered into by the corporation.
- (2) The committee must ensure each record is kept for at least 7 years after the date it is created.

*Note for clause 48*

*Under regulation 6(2), each committee member commits an offence if the committee does not comply with this clause.*

**49 Access to records**

- (1) Any of the following may apply to access a record, or specified information contained in a record, of the corporation:
  - (a) a proprietor or mortgagee of a unit;
  - (b) a person intending to buy a unit;
  - (c) a person whom the corporation reasonably considers to have a proper interest in the record or information;

- (d) someone acting for a person mentioned in paragraph (a), (b) or (c).
- (2) Within 10 working days after receiving the application, the corporation must allow the person to inspect the record or give the person a copy of the record or information (as appropriate).
- (3) Subclause (2) applies only to the extent to which the record or information does not contain any defamatory material.

## **Part 5 Administrative matters**

### **50 Corporation may engage or employ persons**

The corporation may engage or employ a person to assist it in exercising its powers and performing its functions.

### **51 Committee may engage manager**

- (1) The committee may, in writing, engage a manager to provide administrative services for the plan.
- (2) A person:
  - (a) is eligible to be manager whether or not the person is a member of the corporation; and
  - (b) is not eligible to be manager if the person is an employee of the corporation.
- (3) If the document engaging the manager does not specify how the engagement may be terminated, the committee may terminate the engagement by giving 3 months written notice to the manager.

### **52 Functions of manager**

The manager of the corporation has the functions and powers of the corporation or committee delegated to the manager.

### **53 Code of conduct for manager**

- (1) The code of conduct set out in Part 7 applies as a term of engagement of a person as the manager.
- (2) The code of conduct prevails to the extent to which it is inconsistent with another term of the engagement.

**54 Delegation of corporation functions and powers**

- (1) The corporation may delegate any of its functions or powers under this management module to:
  - (a) the committee; or
  - (b) a member of the corporation; or
  - (c) the manager of the corporation.
- (2) However, the corporation must not delegate a power or function:
  - (a) that may be exercised only with the authority of a special resolution, a resolution without dissent or a unanimous resolution; or
  - (b) relating to a restricted matter.
- (3) A delegation must be:
  - (a) authorised by an ordinary resolution of the corporation; and
  - (b) evidenced in writing in a document affixed with the common seal of the corporation in accordance with section 30A of the Act.
- (4) A copy of the document evidencing the delegation must be given to the delegate.
- (5) The delegation may be revoked in the same way it is made.

**55 Delegation of committee functions and powers**

The committee may, in writing, delegate any of its functions or powers under this management module to:

- (a) a committee member; or
- (b) a member of the corporation; or
- (c) the manager of the corporation.

**56 Committee may approve proxy form**

The committee may approve a form to appoint a proxy.

## **Part 6 Code of conduct for committee members**

### **57 Application**

This Part is the code of conduct that applies to a committee member of a corporation for a plan.

### **58 Compliance with Act**

The committee member must comply with the Act in relation to the plan.

### **59 Honesty, fairness and confidentiality**

- (1) The committee member must act honestly and fairly in relation to the plan.
- (2) Without limiting subclause (1), the committee member must not unlawfully disclose to anyone confidential information held by the corporation (including, for example, confidential information about a unit proprietor or unit occupier).

### **60 Improper conduct**

The committee member must not engage in conduct that would unreasonably affect a person's lawful enjoyment of a unit or the common property of the plan.

### **61 Conflict of interests**

The committee member must disclose to the committee any conflict of interests the member might have in relation to a matter before the committee.

## **Part 7 Code of conduct for manager**

### **62 Application**

This Part is the code of conduct that applies to a person who is acting as the manager of a corporation for a plan.

### **63 Compliance with Act**

The person must comply with the Act in relation to the plan.

### **64 Honesty, fairness and professionalism**

The person must act honestly, fairly and professionally in relation to the plan.

**65 Skill, care and diligence**

The person must exercise reasonable skill, care and diligence in relation to the plan.

**66 Acting in best interests of corporation**

The person must act in the best interests of the corporation unless it is unlawful to do so.

**67 Keeping corporation informed**

The person must keep the corporation reasonably informed of a matter concerning the corporation.

**68 Ensuring others comply with Act**

The person must take reasonable steps to ensure everyone employed or engaged by the person for the plan complies with the Act.

**69 Misleading conduct**

The person must not engage in misleading conduct in relation to the plan.

**70 Unconscionable conduct**

- (1) The person must not engage in unconscionable conduct in relation to the plan.
- (2) Without limiting subclause (1), each of the following is unconscionable conduct in relation to the plan:
  - (a) requiring the corporation to comply with conditions that are unlawful;
  - (b) exerting undue influence on the corporation or the proprietor or occupier of a unit;
  - (c) using unfair tactics against the corporation or the proprietor or occupier of a unit.

**71 Supply at competitive prices**

The person must ensure goods and services arranged by the person to be supplied for the plan are supplied at competitive prices.

**72 Conflict with obligations**

The person must not enter into any arrangement that conflicts with the person's obligations in relation to the plan.

**73 Record keeping**

- (1) The corporation or committee may require the person to produce records kept by the person for the plan under this management module.
- (2) The person must comply with the request.

## Schedule 2 Management module – small plan

regulation 4(3)

### Part 1 Preliminary matters

#### 1 Definitions

- (1) In this management module:

**annual general meeting**, see clause 22.

**committee meeting** means a meeting of the committee of a corporation.

**company** means:

- (a) a company as defined in section 9 of the Corporations Act 2001; or
- (b) an incorporated association as defined in section 4 of the *Associations Act*; or
- (c) any other body corporate.

**interim resolution**, see clause 3.

**manager**, of a plan, means a person who is engaged by the corporation under clause 40.

**restricted matter**, for a corporation, means a matter a decision on which, under the Act, the articles of the corporation or clause 19 of this management module, may be made only by the corporation.

**teleconferencing** includes the use of telephone, computer or video equipment.

**working day** means a day other than a Saturday, Sunday or public holiday as defined in section 4(1) of the *Public Holidays Act*.

- (2) In this management module a reference to a committee member in relation to a corporation is a reference to a committee-man in relation to the corporation.

#### 2 Decisions of corporation

- (1) A decision of a corporation must be made at a general meeting of the corporation.

- (2) Unless otherwise specified in this management module, a motion is passed at a general meeting if it is passed by an ordinary resolution.

### **3 Interim resolutions**

- (1) An ***interim resolution*** is a resolution of a committee or corporation made at a meeting without a quorum.
- (2) An interim resolution does not have effect until it becomes a resolution in accordance with the process set out:
- (a) for an interim resolution of a committee – in clause 14; or
  - (b) for an interim resolution of a corporation – in clause 26.

## **Part 2 Committee of corporation**

### **Division 1 Constitution of committee**

#### **4 Constitution of committee before first annual general meeting**

- (1) Until the first annual general meeting of a corporation, the committee of the corporation consists of the members of the corporation.
- (2) If a member of the corporation is a company, the member must appoint an individual to be a committee member in place of the member.
- (3) The committee must not exercise a power or perform a function of the corporation unless authorised to do so by a resolution without dissent of the corporation recorded in accordance with clause 37.
- (4) Each committee member vacates office immediately before the election of committee members at the first annual general meeting.

#### **5 Number of members of committee after first annual general meeting**

- (1) The corporation must, at its first annual general meeting:
- (a) decide the number of members who will constitute the committee; and
  - (b) elect the committee members.



- (2) The number of committee members must be:
  - (a) at least 2; and
  - (b) unless decided by a special resolution – not more than 7.
- (3) The corporation may, by a special resolution at a later annual general meeting, vary the number.
- (4) The committee consists of all the members of the corporation if:
  - (a) there are not more than 3 members of the corporation; or
  - (b) the number of members of the corporation is equal to or less than the number decided to be the number of committee members.
- (5) A member of the corporation must appoint an individual to be a committee member in place of the member if:
  - (a) the member is a company; and
  - (b) subclause (4) applies.

## **6 Election of committee members**

- (1) The corporation must elect the committee members at each annual general meeting.
- (2) A person is eligible for election as a committee member only if the person is an individual:
  - (a) who is a member of the corporation; or
  - (b) nominated by a member of the corporation that is a company;  
or
  - (c) nominated by an individual who is:
    - (i) a member of the corporation; and
    - (ii) not a candidate for election as a committee member.

## **7 Term of office of committee member**

- (1) The term of office of a committee member expires immediately before the election of the committee members at the next annual general meeting following the committee member's election.

- (2) A committee member leaves office before the member's term expires:
  - (a) for a committee member who is a member of the corporation – if the committee member stops being a member of the corporation; or
  - (b) for a committee member who is a nominee of a member of the corporation – if the member who nominated the committee member:
    - (i) stops being a member of the corporation; or
    - (ii) gives the corporation written notice that the member has terminated the nomination of the committee member; or
  - (c) if the committee member resigns from office by written notice to the corporation; or
  - (d) if the corporation removes the committee member from office under clause 9.
- (3) If a committee member leaves office before the committee member's term expires, the committee may decide:
  - (a) whether or not to fill the vacancy; and
  - (b) if the committee decides to fill the vacancy – how to fill the vacancy.
- (4) If the committee decides not to fill the vacancy, the committee continues to exist without the member.
- (5) However, if the committee consists of all the members of the corporation because of clause 5(4):
  - (a) subclauses (2)(c) and (3) do not apply; and
  - (b) if the corporation removes a committee member from office under clause 9, the committee continues to exist without the member.

## **8 Code of conduct for committee member**

The code of conduct set out in Part 6 applies to a committee member.

**9 Removal of member for breach of code**

- (1) If the corporation believes a committee member has breached the code of conduct, the corporation may decide to give the committee member a written notice stating the following:
  - (a) the corporation believes the committee member has breached a stated provision of the code of conduct and the basis for that belief;
  - (b) the committee member may give the corporation, within 21 working days after the committee member receives the notice, a written response to the notice;
  - (c) the corporation will consider a motion to remove the committee member from office for the breach at the next general meeting of the corporation called after the period mentioned in paragraph (b) ends.
- (2) The corporation must:
  - (a) include on the agenda of the next general meeting of the corporation, called after the period mentioned in subclause (1)(b) ends, a motion to remove the committee member from office for breaching the code of conduct; and
  - (b) attach to the agenda a copy of the notice given to the committee member.
- (3) The corporation may decide to remove the committee member from office at the next general meeting mentioned in subclause (2)(a).
- (4) In this clause:

**code of conduct** means the code of conduct that applies to a committee member under clause 8.

**Division 2 Committee meetings**

**10 How often committee meets**

The committee may decide how often it meets.

**11 Calling committee meeting**

A committee meeting may be called by a committee member.

**12 Notice of committee meeting**

- (1) The committee member who calls the committee meeting must give written notice of the meeting to each committee member at least 3 working days before the date of the meeting.
- (2) The notice must specify the date, time and place of the meeting.

**13 Quorum at committee meeting**

A quorum for the committee meeting exists if at least 50% of the committee members are present at the meeting.

**14 Interim resolutions if no quorum present**

- (1) If there is no quorum present at the meeting, the meeting may take place but all resolutions made at the meeting are interim resolutions.
- (2) An interim resolution becomes a resolution of the committee if it is confirmed at the next committee meeting at which a quorum is present.

**15 Attendance by teleconferencing**

- (1) A committee member may attend and participate in the committee meeting by teleconferencing.
- (2) The secretary of the committee must arrange teleconferencing facilities if requested to do so by the committee member.
- (3) A committee member who attends a meeting by teleconferencing is taken to be present at the meeting.

**16 Procedures for committee meeting**

Except as otherwise provided in the Act and this Division, the committee may decide the procedures for the committee meeting.

**17 Minutes of committee meeting**

- (1) The secretary of the committee must keep minutes of each committee meeting.
- (2) The following matters must be recorded in the minutes:
  - (a) the date, time and place of the meeting;
  - (b) the names of the committee members present at the meeting;
  - (c) the names of the committee members voting at the meeting;

- (d) all resolutions of the committee made at the meeting;
- (e) the voting on all resolutions of the committee at the meeting.

**18 Committee decisions are decisions of corporation**

- (1) A decision of the committee on a matter is taken to be a decision of the corporation unless the matter is a restricted matter.
- (2) If subclause (1) applies, the committee's decision has no effect.

**Part 3 Meetings of corporation**

**Division 1 Matters to be decided by corporation**

**19 Corporation may decide certain matters**

Except as otherwise provided by the Act, the corporation may decide that a matter concerning the plan may be decided only by the corporation.

**Division 2 General meetings**

**20 Calling first annual general meeting**

Within 3 months after the registration of a plan, the original proprietor for the plan must call the first annual general meeting of the corporation for the plan.

**21 Documents to be given by original proprietor**

- (1) At the first annual general meeting of the corporation, the original proprietor for the plan must give the corporation the following:
  - (a) a list of all corporation assets and liabilities;
  - (b) the name and contact address of the proprietor of each unit;
  - (c) if a manager has been engaged – the name and business address of the manager;
  - (d) a copy of the plan;
  - (e) the accounting records kept by the original proprietor for the corporation;
  - (f) documents evidencing each contract, lease and licence binding or benefiting the corporation;

- (g) each certificate of insurance in force for the plan;
  - (h) documents evidencing each warranty or guarantee given on any matter for which the corporation is responsible;
  - (i) the common seal of the corporation;
  - (j) the certificate of title for the common property of the plan;
  - (k) a copy of this management module.
- (2) However, the original proprietor is not required to give the certificate of title for the common property if it is not in the possession or under the control of the original proprietor.

*Note for clause 21*

*Under regulation 6(1), it is an offence for the original proprietor to fail to comply with this clause.*

## **22 Annual general meetings**

After the first annual general meeting, the corporation must hold a general meeting (the **annual general meeting**):

- (a) at least once every calendar year; and
- (b) within 15 months after the last annual general meeting.

## **23 Calling general meeting**

A general meeting of a corporation may be called by a person who has the right to vote at the meeting.

## **24 Notice of general meeting**

- (1) The person calling the general meeting must give written notice of the meeting to each person who has the right to vote at the meeting at least 14 working days before the date of the meeting.
- (2) The notice must:
  - (a) specify the date, time and place of the meeting; and
  - (b) include the agenda for the meeting.
- (3) The proceedings at the meeting are not invalidated only because notice of the meeting is not given in accordance with this clause.

- (4) However, the meeting must be adjourned to a later date decided by the persons present who have the right to vote at the meeting if:
  - (a) notice of the meeting is given to a person who has the right to vote at the meeting after the last day for giving notice under subclause (1); and
  - (b) the person requests an adjournment:
    - (i) before the meeting, in writing to the secretary of the committee; or
    - (ii) at the meeting.

## **25 Quorum at general meeting**

A quorum for the general meeting exists if persons who together have the right to vote in relation to at least 50% of the total unit entitlements of the plan are present at the meeting.

## **26 Interim resolutions if no quorum present**

- (1) If there is no quorum present at the general meeting, the meeting may take place but all resolutions made at the meeting are interim resolutions.
- (2) An interim resolution becomes a resolution of the corporation if it is confirmed at the next general meeting at which a quorum is present.

## **27 Attendance by teleconferencing**

- (1) A person who has the right to vote at a general meeting may attend and participate in the general meeting by teleconferencing.
- (2) The secretary of the committee must arrange teleconferencing facilities if requested to do so by the member.
- (3) A person who attends a meeting by teleconferencing is taken to be present at the meeting.

## **28 Procedures for general meeting**

Except as otherwise provided in the Act and this Division, the corporation may decide the procedures for the general meeting.

## **29 Chairperson of general meeting**

- (1) The chairman of the committee is the chairperson of the general meeting.

- (2) If the chairman is unable to act as chairperson of the meeting, the persons present who have the right to vote at the meeting must elect to be chairperson for the meeting a person present at the meeting who:
- (a) has the right to vote at the meeting; or
  - (b) is the manager.

### **Division 3 Voting at general meeting**

#### **Subdivision 1 Voting generally**

##### **30 Voting by chairperson**

If the chairperson of a general meeting would otherwise have the right to vote at the meeting:

- (a) the chairperson has the right to vote at the meeting; and
- (b) if the voting on a motion that must be passed by an ordinary resolution is equal, the chairperson may cast a deciding vote in addition to a vote cast under paragraph (a).

##### **31 Method of voting**

Voting at a general meeting must be by show of hands.

##### **32 Result of voting**

- (1) Following a vote on a motion at a general meeting, the chairperson of the meeting must declare the result.
- (2) The declaration by the chairperson that a motion has been carried is evidence of the fact without proof of the number or proportion of votes recorded against or in favour of the motion.

#### **Subdivision 2 Alternative method of voting**

##### **33 Appointment of proxy**

- (1) A person who has the right to vote at a general meeting may appoint a proxy to vote on the person's behalf at the meeting.
- (2) If 2 or more persons have the right to exercise 1 vote jointly, the persons may jointly appoint a proxy to vote on their behalf.



### **Subdivision 3 Right to vote**

#### **34 Loss of right to vote for failure to pay contributions**

- (1) A member of the corporation who fails to pay an amount of contributions to the corporation under section 36 of the Act by the date it is required to be paid may not, while the amount is outstanding, vote on a motion of the corporation.
- (2) Subclause (1) does not apply to a motion required to be passed by a unanimous resolution or a resolution without dissent.

#### **35 Voting by mortgagees**

- (1) If a unit owner's interest in a unit is subject to a mortgage, the mortgagee may give the corporation written notice that:
  - (a) the unit is subject to the mortgage; and
  - (b) the mortgagee proposes to exercise voting rights under this clause.
- (2) If the mortgagee gives the notice:
  - (a) the member does not have the right to vote in relation to the unit; and
  - (b) the mortgagee has an additional vote in relation to the unit.
- (3) If the mortgage is discharged, the mortgagee's right to vote ends.
- (4) If 2 or more persons are mortgagees of a unit as joint tenants or as tenants in common:
  - (a) the right to give notice under subclause (1) may be exercised only by the mortgagees jointly; and
  - (b) the right to vote may be exercised only by the mortgagees jointly.
- (5) If a unit is held by 2 or more members as tenants in common and one of the members has mortgaged the member's interest in the unit:
  - (a) the mortgagee may give notice to the corporation under subclause (1); and
  - (b) this clause applies to the mortgagee in relation to the right to vote that the mortgagor may otherwise exercise.

(6) In this clause:

**mortgagee**, if there are 2 or more mortgages, means the mortgagee under the mortgage entitled to priority over the other mortgage or mortgages.

### **36 Incapacity to vote**

- (1) A member of the corporation does not have a right to vote if:
  - (a) the member is under the age of 18 years; or
  - (b) a guardian has been appointed under the *Adult Guardianship Act* to manage the property of the member.
- (2) The right of a member mentioned in subclause (1)(a) to vote may be exercised by the member's parent or guardian.
- (3) The right of a member mentioned in subclause (1)(b) to vote may be exercised by the appointed guardian.

## **Part 4 Record management**

### **37 Records of corporation**

- (1) The committee must ensure the following records are kept for the corporation:
  - (a) the full name and address of each member of the corporation;
  - (b) minutes of general meetings;
  - (c) copies of resolutions made at general meetings;
  - (d) records of the results of voting on motions;
  - (e) copies of notices given by the corporation;
  - (f) copies of appointments of proxies;
  - (g) used voting papers;
  - (h) correspondence sent or received by the corporation;
  - (i) insurance policies maintained by the corporation;
  - (j) contracts and agreements entered into by the corporation;
  - (k) leases and licences entered into by the corporation.

- (2) The committee must ensure each record is kept for at least 7 years after the date it is created.

### **38 Access to records**

- (1) Any of the following may apply to access a record, or specified information contained in a record, of the corporation:
  - (a) a proprietor or mortgagee of a unit;
  - (b) a person intending to buy a unit;
  - (c) a person whom the corporation reasonably considers to have a proper interest in the record or information;
  - (d) someone acting for a person mentioned in paragraph (a), (b) or (c).
- (2) Within 10 working days after receiving the application, the corporation must allow the person to inspect the record or give the person a copy of the record or information (as appropriate).
- (3) Subclause (2) applies only to the extent to which the record or information does not contain any defamatory material.

## **Part 5 Administrative matters**

### **39 Corporation may engage or employ persons**

The corporation may engage or employ a person to assist it in exercising its powers and performing its functions.

### **40 Corporation may engage manager**

- (1) The corporation may, in writing, engage a manager to provide administrative services for the plan.
- (2) A person:
  - (a) is eligible to be manager whether or not the person is a member of the corporation; and
  - (b) is not eligible to be manager if the person is an employee of the corporation.
- (3) If the document engaging the manager does not specify how the engagement may be terminated, the corporation may terminate the engagement by giving 3 months written notice to the manager.

**41 Functions of manager**

The manager of the corporation has the functions and powers of the corporation or committee delegated to the manager.

**42 Code of conduct for manager**

- (1) The code of conduct set out in Part 7 applies as a term of engagement of a person as the manager.
- (2) The code of conduct prevails to the extent to which it is inconsistent with another term of the engagement.

**43 Delegation of corporation functions and powers**

- (1) The corporation may delegate any of its functions or powers under this management module to:
  - (a) the committee; or
  - (b) a member of the corporation; or
  - (c) the manager of the corporation.
- (2) However, the corporation must not delegate a power or function:
  - (a) that may be exercised only with the authority of a special resolution, a resolution without dissent or a unanimous resolution; or
  - (b) relating to a restricted matter.
- (3) A delegation must be:
  - (a) authorised by an ordinary resolution of the corporation; and
  - (b) evidenced in writing in a document affixed with the common seal of the corporation in accordance with section 30A of the Act.
- (4) A copy of the document evidencing the delegation must be given to the delegate.
- (5) The delegation may be revoked in the same way it is made.

**44 Delegation of committee functions and powers**

The committee may, in writing, delegate any of its functions or powers under this management module to:

- (a) a committee member; or

- (b) a member of the corporation; or
- (c) the manager of the corporation.

## **Part 6 Code of conduct for committee members**

### **45 Application**

This Part is the code of conduct that applies to a committee member of a corporation for a plan.

### **46 Compliance with Act**

The committee member must comply with the Act in relation to the plan.

### **47 Honesty, fairness and confidentiality**

- (1) The committee member must act honestly and fairly in relation to the plan.
- (2) Without limiting subclause (1), the committee member must not unlawfully disclose to anyone confidential information held by the corporation (including, for example, confidential information about a unit proprietor or unit occupier).

### **48 Improper conduct**

The committee member must not engage in conduct that would unreasonably affect a person's lawful enjoyment of a unit or the common property of the plan.

### **49 Conflict of interests**

The committee member must disclose to the committee any conflict of interests the member might have in relation to a matter before the committee.

## **Part 7 Code of conduct for manager**

### **50 Application**

This code applies to a person who is acting as the manager of a corporation.

### **51 Compliance with Act**

The person must comply with the Act in relation to the plan.

**52 Honesty, fairness and professionalism**

The person must act honestly, fairly and professionally in relation to the plan.

**53 Skill, care and diligence**

The person must exercise reasonable skill, care and diligence in relation to the plan.

**54 Acting in best interests of corporation**

The person must act in the best interests of the corporation unless it is unlawful to do so.

**55 Keeping corporation informed**

The person must keep the corporation reasonably informed of a matter concerning the corporation.

**56 Ensuring others comply with Act**

The person must take reasonable steps to ensure everyone employed or engaged by the person for the plan complies with the Act.

**57 Misleading conduct**

The person must not engage in misleading conduct in relation to the plan.

**58 Unconscionable conduct**

- (1) The person must not engage in unconscionable conduct in relation to the plan.
- (2) Without limiting subclause (1), each of the following is unconscionable conduct in relation to the plan:
  - (a) requiring the corporation to comply with conditions that are unlawful;
  - (b) exerting undue influence on the corporation or the proprietor or occupier of a unit;
  - (c) using unfair tactics against the corporation or the proprietor or occupier of a unit.

**59 Supply at competitive prices**

The person must ensure goods and services arranged by the person to be supplied for the plan are supplied at competitive prices.

**60 Conflict with obligations**

The person must not enter into any arrangement that conflicts with the person's obligations in relation to the plan.

**61 Record keeping**

- (1) The corporation or committee may require the person to produce records kept by the person for the plan under this management module.
- (2) The person must comply with the request.