

# **Queensland Lifestyle Cooperative Limited**



## **INFORMATION MEMORANDUM**

**An offer to invest in Cooperative Capital Units “CCU’s”  
being CCU – Series 1  
issued by the Queensland Lifestyle Cooperative QCO318.**

**Dated: 24 August 2022**

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# 1. Important Information

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This Information Memorandum ("IM") has been prepared by Queensland Lifestyle Cooperative Limited QC0318 ("Cooperative") and in its entirety is an offer to invest in Cooperative Capital Units issued by the Cooperative ("CCU's").

## Legislative basis

The Offer is made under the Co-operative National Law Act 2020 (Queensland) and its Regulations and the Rules of the Cooperative, to prospective investors and as such the Information Memorandum and included Disclosure Statement is not required to be and so has not been, and will not be, lodged or registered with the Australian Securities and Investments Commission. However, the Disclosure Document detailed herein has been registered with and approved by the Office of Fair Trading, Department of Justice and Attorney-General, Queensland ("OFT").

## No Recommendation and all information contained in this Information Memorandum

None of the members or directors of the Cooperative or the promoters of the offer:

- make any recommendation regarding the Offer; or
- are authorised to give any information or make any representation concerning the Offer which is not contained in the Information Memorandum, so that any information or representation not referred to in this Information Memorandum may not be relied upon.

## Important Consideration for Investors

Prospective Investors should read this IM carefully and in full particularly Risk & Risk Management in Section 10.

## Investment Decisions

Investment in the Cooperative is subject to investment risk however under the terms of the Co-operative Capital Units (detailed herein) the capital is guaranteed by the assets of the Cooperative. It is most important that all investors read and understand the terms of the CCU's as the rights and benefits of the holders are clearly detailed therein.

## No PERSONAL Financial Product Advice

Investors should review the Information in full before deciding to invest. Information is general information and does not consider an investor's specific needs or circumstances. We recommend Investors consult with professional financial advisers before participating in the Offer.

## Illiquid Investment

There is no cooling off period.

## Distribution

The Offer is available to persons receiving the Information Memorandum in paper or electronic format within Australia. No offer or invitation is made by this Information Memorandum, directly or indirectly in any jurisdiction where the offer or invitation would breach the applicable laws or require the Information Memorandum or any other document to be lodged or registered. The information contained in this IM is being provided on a confidential basis to the recipient solely for the purpose of evaluating an investment in CCU's. Any reproduction or distribution of this IM, in whole or in part, or any disclosure of its contents, or use of any information contained in this IM for any purpose other than to evaluate an investment in the CCU's, is prohibited.

## Definitions

Throughout the IM, certain Defined Terms are used as appear in the Glossary, Section 14.

## Forward Looking Statements

Various statements in this Information Memorandum constitute statements relating to intentions, future acts and events. Such statements are generally classified as forward looking statements involving known and unknown risks, uncertainties and other important factors that could cause those future acts, events and circumstances to differ from the way or manner in which they are expressly or implicitly portrayed herein. Investors are therefore cautioned not to place undue reliance on the forward looking statements in this Information Memorandum.

## Updates

The information herein may change from time to time. We advise that interested parties contact us by email at [secretary@qldlifestyle.com.au](mailto:secretary@qldlifestyle.com.au) to ensure that they receive any updates.



CO-OPERATIVES NATIONAL LAW (QUEENSLAND)  
APPROVED  
25 AUG 2022  
REGISTRAR

## 1. Investment summary

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Investments in the Cooperative are made through the purchase of redeemable and assignable Co-operative Capital Units "CCUs" which offers investors the following benefits.

- Fixed returns for 1,2, and 3 years at Coupon Rates as set out in the Current CCU Coupon Rates Schedule.
- Income paid quarterly
- Secured by assets
- Fully Self Managed Super Fund ("SMSF") compliant

This investment is primarily designed to support investors with a healthy return from investments in the funding of residential developments as well as other financial products in the domestic and international markets.

Investing in the Cooperative Investment Portfolio is secure with a minimum of 100% of the investor's funds covered predominantly by mortgages and thereafter cash and tangible assets. Such cover is verified by an external auditor.

The processes and controls operated by the Cooperative are laid down under CNL to give a high level of investor security.

## 2. The Structure of the Cooperative

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### Assets

The Queensland Lifestyle Cooperative Limited, is a member "owned" Cooperative that exists to primarily support and develop the development of housing by members.

The Cooperative primarily invests in assets which may include residential projects, residential property, financial instruments, equity investments into industry related businesses together with other short-term asset backed investments and cash reserves. The guaranteed interest is obtained from the income from these investments.

To raise new capital to invest in its objectives the Cooperative will issue Co-operative Capital Units ("CCU's"). These are similar to a term deposit but are actually security instruments whose structure is set out in the Rules of the Cooperative under the controls detailed in the CNL. The CCU was created as an efficient security instrument designed by the federal and state governments to give qualifying cooperatives access to capital for growth and at the same time, to give the investors a very high level of security that is unique among Australian investment products which include, debentures, shares, loan notes, term deposits etc.

### Partners

The Cooperative plans to provide loans to builders and developers who have a proven successful track record in their particular industry specialty such as Residential subdivisions, Aged Care/NDIS facilities and Retirement villages.

## 3. Investment Criteria

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All Land and Construction Projects invested in by the Cooperative must meet strict investment criteria including but not limited to property asset value established by an independent appropriately qualified valuer.

Investments are generally limited to small and medium size projects that have a realisation within 24 months. The Cooperative does not currently plan to invest in large scale projects or high-rise apartment developments.

All investments are made through companies or trusts, no loans or investments are made to individuals. Investment loans are only available to members of the Cooperative so all our investment "partners" are also members of the Cooperative.

We take risk seriously - With decades of construction, investment and property experience we know that basic risk mitigation is not enough. Our policy of investment diversification is designed to protect the Cooperative Investment Portfolio from losses by ensuring risks are not concentrated with one investment, group of investments, or in any one Land Developer.

## 4. Offer Overview

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### General

The Cooperative enables investors to gain access to growth opportunities with historically high yielding returns. The Cooperative undertakes intensive due diligence to ensure that each investment or asset purchase meets the investment criteria as has been determined by the Cooperative's investment committee from time to time.

The Cooperative raises money from investors through the issue of Co-operative Capital Units as described under this Information Memorandum which are secured firstly against all assets of the Co-operative, that will include the security of any registered mortgage over real estate in Australia, which is further offered to investors. The Cooperative must hold tangible assets of equal or greater value than the CCU's in issue giving investors real security.

Risk is further mitigated by further investing some reserves into short term secured investments and other quality investments in order to maximize return on capital.

The Cooperative is offering an investment product that provides a flexible, secure and convenient way for you to accumulate wealth either corporately, personally or as part of your SMSF portfolio.

The investment provides you:

- A fixed Coupon Rate (net interest at a rate that varies depending on the period of your investment)
- Distributions of interest is paid quarterly in arrears directly to your nominated bank account.
- 100% cash and tangible asset backed investment security for the investor.
- NO hidden fees or charges. (see table below)
- A low volatility, investment opportunity held under a regulated Cooperative structure.
- Priority as a creditor of the Cooperative.
- Ongoing compliance with the reporting standards of the OFT.
- Audit compliance with the standards as prescribed by the OFT.
- Audit review by external Auditor approved by the OFT.
- Simplicity as you need only complete one Application Form to become an investor in the Cooperative.
- Efficient handling of the Cooperatives Investment Portfolio.

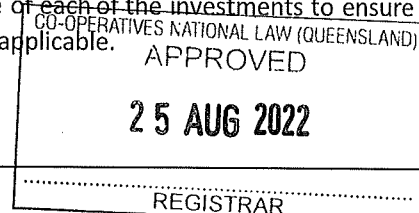
The Cooperative's income and profits are derived from several sources which may include:

- Joint Venture arrangements involving a profit share and interest
- Management fees charged to the builder and developers
- Interest on any loan capital made available to the projects and joint ventures at commercial lending rates
- Income from other short-term asset backed investments
- General equity investments both listed and unlisted
- Profit on the sale of residential and commercial property assets
- Financial hedging arrangements

**Investors as general CCU holders do not participate in the profits of the Cooperative as a whole but receive a fixed Coupon Rate (interest rate) on their investment from the day their Application is approved by the Board.**

As an Investor you can access opportunities that you may not otherwise be able to as an individual or because the cost of participation is greater than any investment level that you are able or prepared to make. In addition, your transaction costs may be reduced, and you will have access to our expertise as project and investment Managers.

On an ongoing basis, we will have in place a constant review process that will ensure that the management of the Cooperative has the necessary information available to it to properly assess the performance of each of the investments to ensure they can service any debts and to repay the capital portion of the debt security where applicable.



## 5. Offer Overview (Cont'd)

### Snapshot of the Offer

The information in the table below provides a snapshot of the offer. Please read the whole Information Memorandum and seek advice from an independent professional advisor before deciding to invest.

<b>Investment Name</b>	Queensland Lifestyle Cooperative Limited QC0318 – CCU Series 1 (“CCU Series 1”)
<b>Type of Securities</b>	Co-operative Capital Units issued by Queensland Lifestyle Cooperative Limited
<b>Administrator</b>	Queensland Lifestyle Cooperative Limited
<b>Issuance</b>	Investors whose Application and payment is received will be issued with CCU certificate within 5 Business Days of their Application being approved by the Board.
<b>Investment Objectives</b>	To invest either wholly or in part in residential property related projects in Australia with an aim to guarantee the return for Investors and the Cooperative
<b>Investment Strategy</b>	The Cooperative shall invest primarily in a broad range of small to medium size residential and developments across Australia that will provide a positive return for our investors. Such returns are supplemented by investments in the financial markets to maximise use of available funds. All investments whether property related or not are backed by asset security or where possible are risk insured.
<b>Investment Types</b>	<p><b>Class A -</b></p> <ul style="list-style-type: none"> <li>• Minimum Investment: \$50,000</li> <li>• Period to Maturity: 12 months after the Application is approved by the Board.</li> <li>• Interest payments and statements: Quarterly in arrears.</li> </ul> <p><b>Class B –</b></p> <ul style="list-style-type: none"> <li>• Minimum Investment: \$50,000</li> <li>• Period to Maturity: 24 months after the Application is approved by the Board.</li> <li>• Interest Payments and statements: Quarterly in arrears.</li> </ul> <p><b>Class C -</b></p> <ul style="list-style-type: none"> <li>• Minimum Investment: \$50,000</li> <li>• Period to Maturity: 36 months after the Application is approved the Board.</li> <li>• Interest Payments and statements: Quarterly in arrears.</li> </ul>
<b>Coupon Rates (Interest):</b>	Refer to the Current CCU Coupon Rates Schedule to be found at <a href="http://www.qldlifestyle.com.au/forms-and-legislative-requirements">www.qldlifestyle.com.au/forms-and-legislative-requirements</a> . Note the Coupon Rates may vary from time to time but the Coupon Rate that you receive is fixed from the date that your Application is approved by The Board.
<b>Redemption</b>	At the maturity of the CCU or earlier as determined by the Cooperative.
<b>Distributions</b>	The Cooperative will pay an annual interest, calculated daily (but not compounded) and paid quarterly in arrears to Investors on pre-determined dates
<b>Your Fees</b>	No Application Fee. No exit fees at maturity. Exit prior to the maturity date has a fee of 1.5% of amount redeemed unless determined solely by the Cooperative where there are extenuating circumstances.
<b>Risks</b>	The risk to investors depends on the financial performance of the Cooperative. The main risks to the business are market risk, default risk and liquidity risk.
<b>Security</b>	Your investment is secured firstly across all assets of the Cooperative under a general priority. Such assets include but are not limited to cash held, financial instruments, property mortgages taken as security for loan advances, the Cooperative’s Investment Portfolio as well as any borrower’s personal guarantees.

## 5. CCU's TERMS OF ISSUE

A CCU is a registered assignable security instrument issued under the Rules of the Cooperative and the Co-operatives National Law Act 2020 (Queensland) conferring an interest in a cooperative's capital (assets), but not its share capital. Companies, Individuals, Trusts or Self-Managed Super Funds ("SMSFs") can invest in CCU'.

Section 349 of the CNL sets out the requirements that the Rules that a cooperative must include in regards the rights of CCU holders as summarized below:

- Each CCU holder is entitled to one vote per CCU at a meeting of CCU holders.
- CCU holders' rights may be varied according to their terms of issue with the consent of at least 75% of CCU holders.
- The holder of a CCU has none of the rights or entitlements of a member of the Co-operative.
- A CCU holder has the same rights as a debenture holder in respect to receiving meetings notices and documents.

Before an Information Memorandum for a CCU can be promoted or issued it must be approved and registered by the OFT and approved by a special resolution of the members of a Cooperative. A CCU can be issued to both Cooperative Members and non-members but CCU holdings do not carry any rights of Cooperative membership.

### Terms of Issue - CCU Series 1

1. This CCU is a financial instrument with rights and obligations detailed in the terms set out herein which are the only terms applicable unless amended in writing by the Cooperative and approved by 75% of this CCU's holders.
2. The beneficiary is the party listed on the front of the certificate as such or in the event of an assignment the party to whom the benefits have been assigned AND the details of such assignment have been notified in writing to the registered address of the Cooperative.
3. The rights, obligations and benefits of the CCU may be transferred to any third party provided such transfer is notified to the Cooperative within 14 days of such assignment and approved thereafter by the Board.
4. This CCU is secured by all the assets of the Cooperative.
5. The Cooperative is only able to redeem and settle the CCU from profits or new capital raised.
6. This CCU has a Coupon Rate (interest rate) attaching to its Class shown on the CCU certificate and interest is calculated at the rate there nominated from the date the Application is approved. Interest is not compounding. There are no further rights to profit participation.
7. Interest due is payable every 3 months on 1st January, 1st April, 1st June and 1st September as applicable. Interest is calculated daily but not compounded unless the CCU is in default. Where this CCU is issued between interest payment dates then only interest calculated from the date of issue to the next interest payment date will be paid at the next Interest payment date. Where this CCU is redeemed on a date not coinciding with either of the interest payment dates then any outstanding interest will be accounted for and paid with the redemption.
8. This CCU may be used as collateral or other such similar purpose without reference to the Cooperative unless such arrangement involves the specific assignment of the CCU in which case clause 2 and 3 above apply.
9. This CCU may at the Cooperatives discretion be bought back by the Cooperative prior to the maturity date with 30 day's notice period or redeemed on or after the maturity date as stated on the face of this CCU certificate.
10. This CCU becomes due and payable on the maturity date as stated on the face of the CCU certificate. If such date falls on a weekend or public holiday then use the next working day.
11. The Cooperative may at its discretion allow redemption on hardship grounds prior to the maturity date but will deduct a fee of 1.5% of the amount. (Note Interest will be paid on the amount up until the early redemption date).
12. The beneficiary is not required to make claim or present the original to validate a claim for redemption. The Cooperative will settle based to the beneficiary details in Cooperative's register of CCU's at the maturity date.
13. It is the responsibility of the beneficiary to provide in writing any amendments to the banking details held by the Cooperative and to provide such amendments in writing at least 3 banking days prior to the maturity date. The Cooperative cannot be held responsible for any errors that may occur from the failure of the registered beneficiary to provide the correct information in writing.
14. Notices may be sent by email or letter, in the case of a letter delivery is deemed to be 3 days from date of postage.
15. The entire face value of the CCU is payable on the due date, no deductions are permissible unless the Cooperative is in receipt of written approval of any deduction from the registered beneficiary prior to the maturity date.
16. The CCU has a first priority lien on all assets of the Cooperative. Such a lien to be recorded in the books and record of the Cooperative until such time that the CCU is properly redeemed and settled.
17. The issue of these Co-operative Capital Units is governed by the Rules of the Queensland Lifestyle Cooperative



Limited in general and with specific reference to Rule 28 and 29.

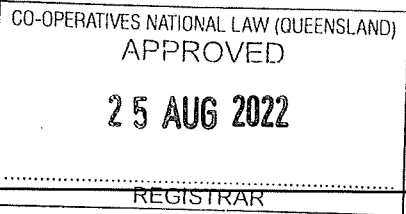
## 6. CCU's TERMS OF ISSUE (Cont'd)

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### Default

18. Failure to settle the CCUs within 7 days of the maturity date will be regarded as a default on the part of the Cooperative, unless a reasonable attempt has been made to make payment however, for reasons outside of the control of the Cooperative, it has not been possible to complete the settlement.
19. In the event of a default, penalty interest shall become payable at the rate being applied by the courts in the State of Queensland at the time of the default.
20. If the due payment and any applicable interest has not been properly settled to the registered beneficiary for a period greater than 60 days from the maturity date of the outstanding CCU, then the registered beneficiary has the right at its sole discretion to appoint an administrator to facilitate the transfer of all assets belonging to the Cooperative to the registered beneficiary.
21. In the event that the Cooperative applies for administration, enters into an arrangement with creditors, is subject to any legitimate action for recovery of outstanding debts, becomes insolvent or trades whilst insolvent, then the registered beneficiary may demand immediate settlement of the CCU. Such demand may include payment of the face value together with any accrued interest applicable at the date of demand.
22. In the event of a default by the Cooperative, the beneficiaries have a right to use the services of a debt collector, the courts or legal representatives. All costs associated with such debt collection are to be borne by the Cooperative.





## 6. The Offer

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This Information Memorandum and the included Disclosure Statement have been prepared by the Cooperative and contain an offer to invest issued by the Cooperative to be directed to the Cooperative.

The Offer is made under the relevant Co-operative National Law Act 2020 (Queensland) and its Regulations to prospective investors and as such the Information Memorandum and Disclosure Statement is not required to be and so has not been, and will not be, lodged or registered with the Australian Securities and Investments Commission. However, the Disclosure Document detailed herein has been registered with and approved by the *Registrar of Co-operatives, the Office of Fair Trading*.

No responsibility as to the contents of the disclosure statement and annexures that form part of this document is taken by the Registrar of Co-operatives, the Office of Fair Trading or by any of its servants or agents. Approval by the Registrar of Co-operatives of this disclosure statement is not an endorsement of, or any other expression of opinion on the proposal.

Each member is advised to make any investigations (including professional advice) which that person believes to be necessary to satisfy himself or herself about the contents of the disclosure statement or the decision how to vote.

It should be clearly known that the Registrar of Co-operatives, the Office of Fair Trading or any of its agents or servants are not engaged in the provision of legal or other professional services to the public, members, or co-operatives. If legal or other expert advice is required, the services of a competent professional person should be sought.

Investment in the Cooperative is subject to investment risk however under the terms of the Cooperative (detailed herein) the capital is guaranteed by the assets of the Cooperative. It is most important that all investors read and understand the terms, rights and benefits of the holders are clearly detailed therein and that they seek appropriate professional advice before investing.

None of the members or Directors of the Cooperative or the promoters of the offer:

- make any recommendation regarding the Offer; or
- are authorised to give any information or make any representation concerning the Offer which is not contained in this document, so that any information or representation not referred to herein may not be relied upon.

Investors should review the Information Memorandum in full before deciding to invest. Information in this IM is general information and does not consider an investor's specific needs or circumstances. We recommend Investors consult with professional advisers before participating in The Offer.

The Offer is available to persons receiving the Information Memorandum in paper or electronic format. No offer or invitation is made by this Information Memorandum, directly or indirectly in any jurisdiction where the offer or invitation would breach the applicable laws or require the IM or any other document to be lodged or registered.

The information in this Statement may change from time to time. We advise that interested parties contact us by email at [secretary@qldlifestyle.com.au](mailto:secretary@qldlifestyle.com.au) to ensure that they receive any update to this information.

### Forward Looking Statements

Various statements in this Information Memorandum constitute statements relating to intentions, future acts and events. Such statements are generally classified as forward looking statements involving known and unknown risks, uncertainties and other important factors that could cause those future acts, events and circumstances to differ from the way or manner in which they are expressly or implicitly portrayed herein. Investors are therefore cautioned not to place undue reliance on the forward looking statements in this Information Memorandum.

## 7. The Offer (Cont'd)

### Legislative Investor Protection

The Cooperative is regulated under the Co-operative National Law Act 2020 (Queensland) which requires the Directors of a Cooperative to act in an ethical manner and to be responsible in their management roles.

The Directors are responsible for reporting to the Department of Justice-Attorney General, Office of Fair Trading and if deemed either incompetent, irresponsible or fraudulent, the OFT has the legal capacity to replace board members.

We have instigated a rigid process of audit review with the OFT approved auditor whose role is to review not just the financial probity but also the adherence to the Cooperative's Rules approved by the OFT.

The members of the Cooperative may change the Rules that govern the Cooperative subject to approval by the OFT. Any such changes will be notified to CCU holders.

The Cooperative shall continue indefinitely unless wound up by a special resolution of 75% of the Members.

### Investment objectives and strategy

The Cooperative aims to provide our investors with stable and predictable income based on investing in a range of Australian residential housing projects with geographic diversification across the whole country.

#### What Supports Investor Returns

The Cooperative focuses the use of these investor funds as well as Cooperative's funds on a mixture of Joint Venture residential development projects, residential land and development short and medium term mezzanine and development loans, other trading assets and financial instruments acquisition. Such a mix allows the Cooperative to earn either a high loan interest rate and or a share of the gross margin of the project thus maximizing return on investor's funds. This portfolio combined with skillful and careful funds management ensures that the Cooperative is able to operate successfully and profitably and meet its interest obligations.

The Cooperative generally uses bottom-up analysis to select investment types and employs a conservative approach to selection, emphasising protection of principal and a sufficient security buffer. Investments will be made in different regions and be diversified across a range of opportunities.

Considering the nature of the various revenue streams available to the Cooperative, a diversified investment structure is employed to ensure income is being derived from multiple locations, developers, maturity profiles, and sectors.

Sector specific requirements and parameters are in place and adhered to at each stage of the investment, process. The final portfolio strategy reflects the rigorous Cooperative Investment Portfolio fundamental approach to management.

### Key Criteria for Investments

The Cooperative and Managers seek to add value through In-depth construction and marketing management skills from within the construction industry.

The following key criteria for each investment are:

- All investments are approved at Executive Management level, after investment committee review.
- Investment decisions are made by the management of the Cooperative.
- Investment applications are assessed on the inherent asset value and the ability to add value.
- Valuation of security assets from a qualified independent Valuer with relevant experience.
- Verification that the on-quality of investment works are in line with the overall KPI expectations.
- Ongoing audit review of the assets that are the subject of investment by the Cooperative.

## 7. The Offer (Cont'd)

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### Supporting Assets

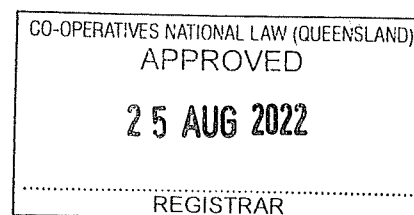
The cooperative's activity and development is underpinned by assets held which include:

- Residential Property
- Development Work in Progress
- Cash funds
- Government Bonds
- Mortgages
- Other securities

Not all such asset holdings will necessarily be held at all times and they will vary in value and proportion from time to time but at the very least, under federal legislation, they must be sufficient to cover all the capital obligations of the CCU's in issue at any moment in time.

### Cooperative Contact Details

<b>Address:</b>	21/17 Cairns Street Loganholme Qld 4129 Australia	<b>Postal Address:</b>	PO BOX 1628 Oxenford Qld 4210 Australia
<b>Email:</b>	<a href="mailto:secretary@qldlifestyle.com.au">secretary@qldlifestyle.com.au</a>	<b>Website:</b>	<a href="http://www.qldlifestyle.com.au">www.qldlifestyle.com.au</a>
<b>Phone:</b>	07 38061810 (9.30 – 4.30)	<b>Facsimile:</b>	07 38061845
<b>Offer Registration:</b>	OFT No:	<b>ABN:</b>	59 510 448 967



## 7. Governance

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### Management

The Cooperative is managed by a board of Directors ("Board") who are also members holding shares. The Board is established with significant professional, commercial and building industry experience.

The Board have the absolute right to purchase, divest or otherwise change a project or investment acquisition terms and conditions as a Cooperative investment.

The Directors may directly or indirectly invest from time to time in the Cooperative on the same basis as other investors in the Cooperative.

The Cooperative has a Management Agreement with Queensland Lifestyle Management Group Pty Ltd ACN 154 451 840 ("QLMG") to provide Administration, General and Promotional duties to the Cooperative and its subsidiary QLMG Project Management Pty Ltd ACN 606 493 681 providing project management services to projects that the Cooperative is assessing or involved in.

The Cooperative may use services provided by and make loans for Projects to companies related to the Directors, Members "at arm's length" terms subject to the Rules and CNL.

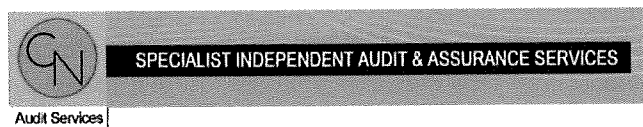
### Investment Committee

An Investment committee is in charge of reviewing each investment opportunity and making investment recommendations to the full Board. The Investment Committee comprises of representatives from the Board and will, from time to time, include external third-party experts to provide a higher level of insight into particular investment opportunities.

### Audit

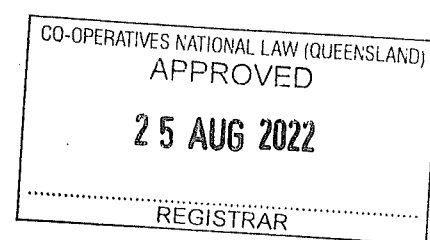
The Cooperative has an audit review conducted and an annual report is provided to the OFT for their further review.

The Cooperative's auditors approved by the OFT are:



C&N Audit Services  
Level 1, 180 Main Street, Kangaroo Point, QLD 4169  
PO Box 7437, East Brisbane QLD 4169  
[www.cnas.com.au](http://www.cnas.com.au)  
Liability Limited by a scheme approved under Professional Standards Legislation

T: 07 3391 6322  
ABN: 50 511 378 343



## 8. Application and Redemption Processes

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To apply for Co-operative Capital Units of the Cooperative under the Offer, please complete the Application Form in Annexure B and attach your proof of monies transfer. Applications should either be delivered, mailed or emailed to the Cooperative or through an authorised promoter.

Upon acceptance of your Application, your investment in the Cooperative is represented by Co-operative Capital Units. Each CCU has, for security purposes, only a proportional interest in the total realisable asset value of the Cooperative. The CCU does not give you an interest in any specific Cooperative asset. The Cooperative keep a record of the CCU/s purchased and will issue you a CCU certificate. This should be kept secure. Each CCU is transferrable and can be sold on to a third party with the agreement of the Board (see CCU Terms and Conditions).

Prospective Investors are encouraged to read this Information Memorandum carefully and should fully understand the associated risks of the Cooperative before investing. The minimum investment is AUD \$50,000 in a Class.

### Right to Decline

The Cooperative reserves the right to accept or decline all or part of an Application.

The Cooperative may rely on the advice of lawyers and information supplied by bankers, accountants, valuers and other experts. We are not liable to any Investor for making tax or similar payments.

The Board may be indemnified by the Cooperative for any liability incurred by them in performing any of their duties or exercising any of their powers concerning the Cooperative or attempting to do so. The Board are not liable to Investors to any greater extent than the Cooperative assets except for any gross negligence or fraud on our part.

### Currency

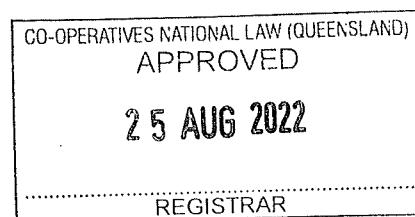
All prices/rates quoted in this Information Memorandum are in Australian Dollars therefore any investments made from capital holdings in foreign currencies hold an additional exchange rate risk. Investors should consider this when making the decision to purchase CCU's.

### Distributions

With the Cooperative's liquidity policy and active review by the Investment Committee, the Board has a reasonable basis to state that interest distribution practices are sustainable. This view may change in the future if there is an increased risk of a significant delay in the repayment of investments, interest or other stated income sources.

Interest is paid Quarterly on the 1st January, 1st April, 1st June and 1st September as applicable. Interest is calculated daily but not compounded unless this CCU is in default. Where this CCU is issued between interest payment dates then only interest calculated from the date of issue to the next interest payment date will be paid at the next Interest payment date. Where this CCU is redeemed on a date not coinciding with either of the interest payment dates then any outstanding interest will be accounted for and paid with the redemption.

Investors will have their distributions paid directly into their nominated financial institution account. It is the responsibility of the beneficiary to provide in writing any amendments to the banking details held by the Cooperative and to provide such amendments in writing at least 3 banking days prior to the maturity date. The Cooperative cannot be held responsible for any errors that may occur from the failure of the registered beneficiary to provide the correct information in writing.



## 9. Application & Redemption Processes (Cont'd)

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### On approval of the CCU Series 1 application

Investors in CCU's will be provided with an acknowledgement letter with:

- a receipt for the Application Monies; and
- a Co-operative Capital unit Certificate issued in the name of the applicant.

### Reporting

Investors will receive the following reports:

- Quarterly interest statements with performance updates.
- Annual Cooperative Financial Statements and Auditor Report.

<sup>p</sup>

The following table shows the fees and costs that you may be charged under the Offer:

Description	Fees
Establishment/Application Fee: The fee to complete checks and to open your investment	Nil
Withdrawal fee: The fee on each amount you take out of your investment	Nil if the investment is held to maturity or subject to Boards discretion early withdrawal on hardship grounds: 1.5% fee of the amount redeemed (Investor's still receive Interest on the amount up to the Redemption Date)
Termination/Exit Fee: The fee to close your investment	Nil at maturity



## 9. Risk and Risk Management

Before investing, you should consider whether the Cooperative is suitable for your investment objectives. Prospective Investors should read this document carefully to understand such risks fully. The Cooperative recommends that Investors seek professional financial advice before making any investment decision.

All investments by their nature have associated risk. Nevertheless, the Board, with its combined skills, will apply all possible risk mitigation strategies to protect the Cooperative for the benefit of its Investors and Members. Set out below are a number of risk factors which we have identified as relevant to the Cooperative and a statement about how the Cooperative Board intends to manage those risks. Please note, the risks mentioned below are not intended to be an exhaustive list.

### General

There are a number of factors, both specific to the Cooperative which may affect the future operating and financial performance of the Cooperative. Some of these risk factors can be mitigated by the use of safeguards and appropriate commercial action. However, many are outside the control of the Cooperative and cannot be mitigated. The occurrence of some or all of these key risk factors could severely impact the financial position of the Cooperative and affect its ability to continue as a going concern. This could result in losses for CCU Holders (including total loss of investment).

Prior to making any decision to invest in the Cooperative, interested investors should carefully consider the following key risk factors, as well as the other information contained in this IM. The information set out below does not purport to be, nor should it be construed as representing, an exhaustive list of the risk affecting the Cooperative. Additional risks not presently known to the Cooperative or if known, not considered material, may also have an adverse impact. Potential investors should read this IM in its entirety before committing to investing in the Cooperative. If there is any doubt, the investor should consult their own independent financial, legal and/or accounting advisor.

### Liquidity Risk

#### CCU Holders - Exit Risk

This risk exists because there is no established secondary market for the CCU's and any redemption may only take place subject to the provisions of the Rules, Terms of the CCU's and the CNL and is dependent upon the Cooperative's liquidity. Unless the Cooperative is "liquid" as determined by the Directors it is not compelled to offer redemption and if a request is made there is no assurance your redemption request will be granted in whole or in part.

#### Cooperative Liquidity

This is the risk that assets against which the CCU's have been invested may not be sold down within enough time to partially or completely provide funds for redemption. At the date of this offer and because of strict management procedures, we do not expect the Cooperative to have an issue with liquidity in respect to settlement of CCU's at their maturity.

### Efficiency of use of Investment Capital Risk

If the Cooperative cannot source adequate projects or suitable acquisitions, then a portion of the Cooperative's assets may be held in cash in which case the potential returns of the Cooperative may vary.

The Cooperative plans to mitigate this risk by only promoting CCU's when it has projects available and carrying only limited excess liquidity necessary to cover a small percentage of hardship CCU redemptions. If there is excess liquidity the Board will invest in an established financial institution until a suitable investment can be found.

### Asset Type - 1st Mortgage Project Loan: Default Risk

This is the preferred asset type in the Cooperative's Investment Portfolio because of the level of control that it provides to the Cooperative but Loans from the Cooperative to borrowing parties on land, subdivisional land and housing developments ("Project") always carry some or all of the Development Risks detailed below.

Should the Project incur cost overruns or generally not meet key performance or financial indicators the Cooperative would be entitled to sell the Land as mortgagee in possession to recover its debt. The Cooperative would then look to recoup its loan principal and accrued interest and costs by completing the Project utilising the expertise within its team ("Workout") or in the worst case scenario have to sell the Project on. There is a risk that some or all of the funds subscribed by CCU Holders to the Cooperative may be lost.



## 10. Risk and Risk Management (Cont'd)

### Asset Type - 2<sup>nd</sup> Mortgage Project Loan: Default Risk

Loans from the Cooperative to borrowing parties on land, subdivisional land and housing developments ("Project") also carry some or all of the Development Risks detailed below but in this case the Loans would be in conjunction with a Primary Lender who will provide the balance of funds required to complete the Project and hold a 1<sup>st</sup> mortgage over the property and any improvements. The Primary Lender would most probably be a major Australian Bank and the Cooperative would normally only lend if it is secured by an acceptable 2<sup>nd</sup> mortgage and Priority Agreement with the Primary Lender, Borrower and Guarantor (if applicable), which sets out the agreed maximum debt for the Primary Lender ("Priority Amount") and other terms and conditions.

Should the Project incur cost overruns or generally not meet key performance or financial indicators the Primary Lender would be entitled to sell the Land as mortgagee in possession to recover its debt. To strengthen its position the Cooperative would normally negotiate with the Primary Lender to assume the Primary Lender's 1<sup>st</sup> mortgage on the payout of an agreed amount for the Primary Lender's debt. The Cooperative would then look to recoup its loan principal and accrued interest and costs by completing a Workout or in the worst case scenario selling "as is". There is a risk that some or all of the funds subscribed by CCU Holders to the Cooperative may be lost.

### Development Risks

#### Loan Delay Risk

If the Cooperative is lending for the purchase of land for a Project and a Primary Lender is being utilised for construction lending, then this primary loan could be delayed until the finance offer is negotiated and could be subject to Primary Lender's Conditions being met which might be unknown or the timing of which could be elongated. In this case the civil construction of a subdivision would be delayed until the Primary Lender's Conditions are met and this may lead to cost increases and further costs, fees and charges being incurred.

If construction lending is not obtained the Land would have to be resold which may result in a deficit between the sale price and the Land's purchase price, acquisition costs, holding, selling and other costs which may interfere with the Borrower's ability to pay interest or repay the loan.

The Cooperative will seek to mitigate this risk by communicating with the Primary Lender and assuring the primary loan process is reasonably progressed before lending.

#### Development Approval Risk

If the Cooperative is lending for the purchase of land for a Project, all applications and other development and operational works approvals required for the civil construction of the subdivision or housing may need to be lodged, amended or appealed. If the approvals are not issued on the basis envisaged by the Cooperative, or contain onerous conditions, then the Project profit may not be attainable and or substantially impacted which may interfere with the Borrower's ability to pay interest or repay the loan.

The Cooperative will seek to mitigate this risk by attending meetings with council and seeking the opinion of specialist consultants to be assured the approvals process is reasonably sure of progressing before lending.

#### Delivery Risk

The Cooperative will request that the Borrower engage suitable contractors to commence construction works and that the construction contract has a guaranteed maximum price or is a fixed price contract with retentions. The construction contract should allow at least 5% of the civil, electrical and other construction contracts to meet cost overruns or variations to the construction contracts. However there is a risk that cost overruns may exceed the contingency amount or that a contractor ceases to trade or is terminated during the course of construction which will necessitate a new contractor being appointed which will incur extra costs and therefore the Project profit may not be attainable and or substantially impacted which may interfere with the Borrower's ability to pay interest or repay the loan.

The Cooperative will seek to mitigate this risk by ensuring the following criteria are met:

- Contractors are licenced and have a proven track record for this type of construction;
- Standard construction designs and techniques are employed for the Project;
- Monitoring construction draws to minimise variations to the construction contract;
- Engaging a Quantity Surveyor or engineer to verify construction costs;
- Making payments to the Contractor on a cost expensed and a cost to complete basis which means that the Construction Lender will retain sufficient funds to complete the Project.

## 10. Risk and Risk Management (Cont'd)

### Market Risk

The total income of the Cooperative will be negatively impacted by the failure to complete the Project or if sales do not eventuate or if there are delays in selling the Lots within the time frames anticipated and/or extra costs and expenses required to sell the Lots which could result in a loss in the Cooperative.

### Decline in property value

#### a) On an "as is" basis

If the Cooperative is lending for the purchase of land for a Project there is a risk that the value ascribed to the land by the Primary Lender's valuer may be less than the valuation used by the Cooperative which may impact on the ability of the Borrower to raise the necessary debt funding in order to complete the Project requiring a resale of the land.

#### b) On an "on completion" basis

If the Cooperative is lending for the purchase of land for a Project there is a possibility that values of the subdivided Lots may drop below the Cooperatives appraisal between the date of the Cooperatives loan and the date of the Primary Lender's valuation which may impact on the ability of Borrower to raise the necessary debt funding in order to complete the Project.

There is also a possibility that sales prices of the subdivided Lots may drop below the Cooperatives appraisal between the date of the Cooperatives loan and the date of their sale which may interfere with the Borrower's ability to pay interest or repay the loan.

### Reliance on key contracts and ability to replace key contracts

Construction companies are often reliant on a small number of key contracts, which form the basis of the construction company's forecast financial figures. The ongoing financial viability of construction companies is dependent on their ability to replace individual key contracts in the event that the contract is completed or otherwise discontinued (including where conditions are not met) and the accuracy of cost estimations performed in tendering for contracts which may interfere with the Borrower's ability to pay interest or repay the loan.

### Design Risk

There is a risk that design problems may result in rectification or other costs or liabilities which cannot be recovered which may interfere with the Borrower's ability to pay interest or repay the loan.

### Time Delays

Time delays that may arise in relation to construction and development include supply of labour, scarcity of construction materials, lower than expected productivity levels, inclement weather conditions, land contamination and unforeseen environmental issues and industrial action that may arise from Occupational Health and Safety issues, which may give rise to difficult site access or industrial relations issue. Objections raised by community interest groups, environmental groups and neighbours may also delay the granting of planning approvals or the progress of a project.

All of the above Development Risks may interfere with the Borrower's ability to pay interest or repay the loan and therefore a risk that some or all of the funds subscribed by CCU Holders to the Cooperative may be lost.

### All Asset Types - Economic and Political Risks

In the course of investing, the Cooperative will be exposed to the direct and indirect consequences of political, economic and social changes in the investment environment. The investments could be affected adversely by; changes in the general economic climate or economic factors affecting a particular industry; changes in tax law or interest rate movements. While the Cooperative intends to invest funds as set out in this IM that will minimise its exposure to such risks, there can be no assurance that above risks will not cause the Cooperative to suffer loss.

### All Asset Types - Legal, Tax and Regulatory Risks

Legal, tax and regulatory changes in the Australian investment environment, or otherwise, may occur during the investment period which could have an adverse effect on the return to investors.

### Risk Management

The Board is responsible for the Cooperative systems of internal control and is constantly monitoring operational and financial aspects of the Cooperative's activities. It ensures that recommendations made by external advisors are investigated and, where considered necessary, appropriate action is taken to ensure that the Cooperative has an appropriate internal control environment in place to manage the key risks identified.

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## 10. Taxation Information

The Cooperative cannot give tax advice on investments in the Cooperative or in relation to early termination of the CCU's. Australian tax laws are complex and subject to change. The tax comments below are only in respect of Australian tax and are based on the current law in Australia as at the date of this prospectus, this summary is necessarily general in nature. Each Investor's tax liability will ultimately depend on their individual circumstances. Accordingly, it is important that Investors seek independent professional advice before investing or dealing with their investment in the Cooperative.

The following tax information is limited to outlining the Australian tax consequences for Australian residents investing in the Cooperative on capital account. The taxation implications for Investors with different characteristics, such as non-resident Investors and Investors investing on revenue account, may differ substantially from that outlined in this summary.

You are advised to seek your own professional tax advice before investing in the Cooperative and about the application of Australian tax law and, if appropriate, foreign tax consequences, based on your circumstances. The information below is of a general nature and is not tax advice.

### Taxation of the Cooperative

The Cooperative will generally be liable for Australian Corporation Tax in each financial year on its net profits. Shortly after the end of each financial year, an Annual Taxation Summary will be sent to Investors (and persons who were Investors during only part of the year) advising of details for the financial year of their distributable income entitlements, their taxable income component, the type of income, capital gains etc. as applicable.

### Distributions of capital may have tax consequences

The Goods and Services Tax ('GST') is not applied to the Application for or withdrawal of units in the Cooperative. However, it is included in the Cooperative fees and expense costs. The Cooperative is entitled to claim Reduced Input Tax Credits from the Australian Tax Office for part of these costs.

### Tax File Numbers and Australian Business Numbers

You are not required to quote your Tax File Number ('TFN'), nor your Australian Business Number ('A.B.N'), should you have an ABN. However, if you are an Australian resident, for taxation purposes, if a TFN or ABN is not provided or an exemption is not claimed, we are required to withhold tax at the highest marginal rate plus the Medicare levy from Cooperative distributions.

### Withholding Tax

If an Eligible Investor is not an Australian resident for taxation purposes, the Investor must (when completing the Application Form) provide their overseas address and bank details. When an overseas address is provided, withholding tax at the applicable rate will be deducted at the time of payment of unit distributions to those investors.

The rate of the withholding tax deduction will depend on the country of origin of the Investor and any applicable tax treaties that may apply between Australia and that Investors country of origin. Generally the amount of withholding tax deducted from dividend payments will range from 10 to 30% of the amount of distribution to be paid.

Overseas investors are advised to seek their own taxation advice in regard to withholding tax deductions that may apply and whether they can claim a tax credit in their country of origin for the deduction of withholding tax.

## 11. Privacy & Miscellaneous

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The Cooperative is committed to protecting the privacy of its investor. All personal information collected from you will be used and stored by us in accordance with our privacy policy, a copy of which is available on request. It is bound by the Privacy Act 1998 as amended from time to time (Privacy Act) and the principles and procedures to be adopted under that legislation. The Privacy Act regulates, among other things, the collection, storage and security, quality, management, correction, use and disclosure of and access to personal information. By applying to personal information being used by us for the purposes for which it was provided and for other purposes permitted under the Privacy Act.

We collect information for the following reasons:

1. to assess and process your Application.
2. to establish and maintain the register of Investors.
3. to monitor, audit, evaluate and otherwise administer your investment.
4. to communicate with you concerning your investment and transactions relating to your investment.

We may disclose information we hold about you in the following circumstances:

- to companies that provide services on our behalf (for example, printing statements which we send to you); or
- if the disclosure is required or authorised by law; or if you consent to the disclosure.

You are entitled to access, correct and update all personal information which we hold about you. You should contact us if you have concerns about the completeness or accuracy of the information, we have about you.

If there are any changes to your personal details, or you find that information we hold about you is incorrect, please contact us. Any complaint you have as to how we have handled your personal information will be dealt with in accordance with our Privacy Policy.

### Additional Information

This additional information section does not purport to be an exhaustive statement of any or all of the provisions contained in the documents described. In particular the provisions of the CNL can affect the construction and operation of the Cooperative and its obligations.

### Continuous Disclosure

If you wish to receive a copy of the latest audited accounts of the Cooperative in which you are an Investor, please contact the Cooperative.

### Transfer of Interest

The Cooperative will not register a transfer of a CCU until all relevant information has been received, and that you or your transferee's identity and/or that of beneficial owners has been satisfactorily verified and the transfer is approved by the Board.

### Anti-Money Laundering

The Cooperative is required to comply with the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) (AML/CTF Law). This means that the Responsible Entity will require you to provide personal information and documentation in relation to your identity, and that of any beneficial owners, when you invest in the Cooperative. The Cooperative may need to obtain additional information and documentation from you to process your Application or subsequent transactions, or at other times during your investment. The obtaining of information will be pursuant to the AML/CTF program that has been adopted. The Cooperative may need to identify your estate if you die as you are the owner of an interest in the Cooperative and may need to identify your legal personal representative prior to transferring ownership or making any payments; anyone acting on your behalf, including under your Power of Attorney; and in some circumstances, may need to re-verify this information and may request additional information.

By applying to invest in the Cooperative, you also acknowledge that the Cooperative may decide to delay or refuse any request or transaction, if it is concerned that the request or transaction may breach any obligation of, or cause the Cooperative to commit or participate in an offence under, any AML/CTF Law, and the Cooperative or any of its related bodies corporate, affiliates, associates or officers will incur no liability to you if it does so.

## 12. Privacy & Miscellaneous (Cont'd)

CO-OPERATIVES NATIONAL LAW (QUEENSLAND)

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REGISTER

### No litigation

The Directors are not aware of any litigation either pending or threatened which may significantly affect the business or proposed investments of the Cooperative.

### Instructions by facsimile or email

Each Investor releases, discharges and agrees to indemnify the Cooperative and its agents from and against all actions, proceedings, accounts, claims and demands whatsoever and howsoever arising from or in connection with or in any way related to the Cooperative in good faith accepting and acting on instructions received by facsimile or email transmission which are signed by or purporting to be signed by an authorised signatory or signatories.

### Indemnity

The Cooperative, to the extent permitted by law, indemnifies every person who is an officer or auditor of the Cooperative for all losses or liabilities incurred by the person as an officer or auditor of the Cooperative or of a related body corporate including, but not limited to, liability for negligence or for reasonable costs and expenses incurred in defending civil or criminal proceedings in which the person is acquitted or judgement is given in favour of the person or in connection with an application in relation to such proceedings in which the Court grants relief to the person under the CNL or Corporations Act.

### Consents, Interests & Directors' Statement

#### Consents

Each of the following persons or firms has given, and has not withdrawn before issue of the IM, its consent to the issue of the IM with either a reference to them or with any statements which may have been made by them included in the form and context in which they are included. None of these persons or firms is responsible for the issue of the IM nor are they responsible for any particular part of it other than as specified below:

- **Queensland Lifestyle Management Group Pty Ltd ("QLMG")** as the operator of the Management Agreement for the Cooperative has assisted and will benefit for its services in preparation and promotion of the IM has consented to be named in this IM in relation to the proposed provision of services as outlined in this IM.
- **QLMG Project Management Pty Ltd ("QPM")** as the potential Project Manager of developments or service provider has consented to be named in this IM in relation to the proposed provision of services as outlined in this IM.
- **QLDG Group** as a potential service provider has consented to be named in this IM in relation to the proposed provision of services as outlined in this IM.

None of the above named parties makes, or purports to make, any statement in this IM and is not aware of any statement in this IM which purports to be based on a statement made by it. To the maximum extent permitted by law, each of parties named in parties named above expressly disclaims and takes no responsibility for any part of this IM other than the references to its name.

#### Disclosure of interests

##### a) *Interests of experts*

The experts who have received benefits from the issue of this IM and the extent of those benefits are set out above. Other than the experts listed no expert or any firm in which any expert is a partner has any interest in the promotion of the Cooperative.

No amounts have been paid or agreed to be paid to any expert or any firm in which he or she is a partner, for services rendered by the expert or the firm in connection with the promotion or formation of the CCU's.

#### Interests of COMPANY directors

Except as disclosed below or elsewhere in this IM:

- a) no Director, or proposed Director, or entity in which a Director is a member or partner, has or has had during the last two years, any interest in the Offer or in business or project including any assets, property or interests acquired or proposed to be acquired by the Cooperative in connection with the Offer; and
- b) no amount of any kind has been paid or agreed to be paid, and no benefit has been given or agreed to be given, to any Director, or proposed Director, or to any entity of which a Director is a member or partner to induce him or her to become, or to qualify him or her as a Director, or otherwise for services rendered by him or her or the entity in connection with the promotion of the Offer; but
- c) a Director, or proposed Director, or entity in which a Director is a member or partner is not prevented from seeking loans from the Cooperative for Projects on an "arm's length" basis subject to the Rules and CNL.

## 12. Privacy & Miscellaneous (Cont'd)

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Mr David Mitchell and Mr Leonard O'Mara are directors of the Cooperative. Mr David Mitchell is a related party to the QLDG Group and Mr O'Mara is a director of QPM and an associated party to QLMG.

### **Related party interests**

The Cooperative may utilise QPM and the QLDG Group to provide Workout services for Projects under default and would pay for their services at rates similar to other similar service providers.

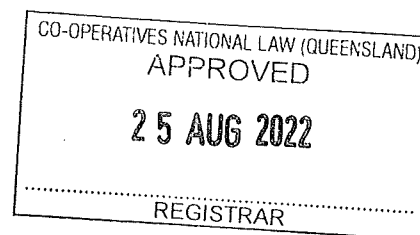
### **Brokerage**

The Cooperative may at its discretion pay brokerage for introductions of non-Cooperative member Applications to non-related parties.

### **Statement by directors of the Cooperative**

With respect to any statements made in the IM other than by the Directors, the Directors have made reasonable inquiries and on that basis have reasonable grounds to believe that persons making those statements were competent to make such statements, those persons have given their consent to the statements being included in this IM in the form and context in which they are included and have not withdrawn their consent before issue of this IM.

To the best of the knowledge and belief of the current directors of the Cooperative (who have taken all reasonable care to ensure that such is the case), the information contained in this IM is in accordance with the facts and does not omit anything likely to affect the accuracy of such information.



## 12. How to Apply for CCU's

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- a) Applications for CCU's can only be made on the Application Form in Annexure B of this IM.
- b) Application Forms must be accompanied by a cheque for the amount of the Application Monies, crossed "not negotiable" made payable to "Queensland Lifestyle Cooperative Limited - CCU Series 1" or with a copy of a receipt for the transfers by direct credit made of the Application Monies:

Bank Name	Bankwest
Account Name	Queensland Lifestyle Cooperative Limited
BSB	304-278
Account No.	012 5346
Reference	Investor name – CCU1

and sent to:  
Queensland Lifestyle Cooperative Limited at:  
secretary@qldlifestyle.com.au  
or  
PO BOX 1628  
OXENFORD QLD 4210



## 13. Glossary

CO-OPERATIVES NATIONAL LAW (QUEENSLAND)  
APPROVED  
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References in this IM include:

Where a reference to any legislation includes any statutory modification or re-enactment or any substituted provision and ordinances, by-laws, regulations and other statutory instruments issued there under. Words importing the singular include the plural (and vice versa) and words denoting a given gender include all other genders.

Applicant	A person or entity that has completed and lodged an Application Form.
Application	Means a valid application for CCU's under the Offer on the Application Form.
Application Form	Means the Application in Annexure B of this IM.
Application Monies	The money paid by an Applicant for CCU's.
Cooperative	Means the Queensland Lifestyle Cooperative Limited QC0318.
ASIC	The Australian Securities and Investments Commission.
AUD or \$	Australian dollar.
Board	The Board of Directors of the Cooperative.
Certificate	Means a certificate from the Cooperative evidencing the issue of the CCU to the person named in the certificate.
CCU	Means a Co-operative Capital Unit under the CNL of any class and/or series.
CCU Holder	Means a person or entity holding CCU's.
CCU Series 1	The series of various classes of CCU's issued under this IM.
CNL	Co-operatives National Law Act 2020 (Queensland) and Regulation.
Corporations Act or the Act	Means the <i>Corporations Act 2001</i> (Cth) as amended from time to time.
Primary Lender	Means a bank, finance institution or group of lenders who offers funding for a Project.
Development Approval	Means any approval, permit or other agreeance needed by a government body or agency to complete a Project.
Director	A Director of the Cooperative.
Disclosure Statement	Means the Disclosure Statement approved and registered by the OFT in Annexure B.
Electronic Transfer	Transfer of funds from one account to another through a bank's internet service by using the BSB and Account number of the account you wish to transfer funds for investment.
Group or Group Companies	Companies referred to as being within 'the group', are any other companies owned or controlled by the directors, or other companies in which the Directors have a direct or indirect interest in.
GST	Means the goods and services tax as imposed by the term A New Tax System (Goods and Services Tax) Act 1999 and amended from time to time.
Improvements	Means the buildings and other improvements to be erected on the Land in accordance with the approved plans and specifications.
Investor	Means a person who acquires CCU's pursuant to the Offer.
Lots	Means the lots as per the Development Approval completed in a Project.
Offer	Means the Offer under this IM to acquire CCU's.
OFT	Means the Office of Fair Trading, Department of Justice-Attorney General, Queensland.
Project Manager	Means QPM or its successor.
QLDG	Means the Queensland Lifestyle Development Group, its related and associated parties and partners.
QPM	Means QLMG Project Management Pty Ltd ACN 606 493 681 its successors and assigns.
Registrar	Means the Registrar of Co-operatives for the purpose of section 68(5) of the CNL.
Regulation	Co-operative National Regulation 2020 (Queensland)
Rules	Means the rules of the Cooperative as registered with OFT.
Tax	Includes any tax, levy, impost, deduction, charge rate, duty or withholding which is levied or imposed by any government agency.
Tax Act	Means the Income Tax Assessment Act 1936 or the Income Tax Assessment Act 1997 or any other Commonwealth legislation which deals with the assessment of or the imposition of tax on income profits or other gains or receipts.



## ANNEXURE A – DISCLOSURE STATEMENT

The current Disclosure Statement can be found at [www.qldlifestyle.com.au/forms-and-legislative-requirements](http://www.qldlifestyle.com.au/forms-and-legislative-requirements).



**ANNEXURE B - APPLICATION FORM**

CO-OPERATIVES NATIONAL LAW (QUEENSLAND)  
APPROVED  
**25 AUG 2022**  
REGISTRAR

## APPLICATION FOR CO-OPERATIVE CAPITAL UNITS (CCU Series 1) in the Queensland Lifestyle Cooperative Limited QC0318

I/We wish to apply for Co-operative Capital Units in the Queensland Lifestyle Cooperative Limited QC0318 and hereby agree to be bound by the Terms of Issue – CCU Series 1. The Minimum Investment is \$50,000 in a Class.

### 1. Investment Details

Co-operative Capital Units applied for at an Issue Price of \$1.00/CCU.	Number*	Class *	Coupon Rate *	Application Monies	
				\$	CO-OPERATIVES NATIONAL LAW (QUEENSLAND) APPROVED  <b>25 AUG 2022</b>  REGISTRAR
				\$	
				\$	
				\$	
<b>TOTAL</b>				\$	

\* Insert the Class and Coupon Rate from the Current CCU Coupon Rates Schedule that you are applying under which should be attached to and forms part of this Application.

### 2. Type of Investor

Are you applying as:			
	Individual Investor (go to Section 3)		A Trust (go to Section 4)
	Joint Investors (go to Section 3)		A Trustee
	Partnership (go to Section 3)	Individual Trustee	Corporate Trustee
		( go to Section 3)	(go to Section 4)

### Section 3 – Individuals, Jointly, Partnership or Individual Trustee of a Trust

Applicant 1 (Tick Type Box) <input type="checkbox"/> Individual <input type="checkbox"/> Joint <input type="checkbox"/> Partnership <input type="checkbox"/> Individual Trustee		
Surname (Mr, Mrs, Ms)		
First Names		
Date of Birth	Place of Birth	Tax File Number
Contact Details (Street Address and a phone number must be supplied as a minimum)		
Street Address		
	State	Post Code
Occupation		
Phone Number	Mobile Number	
Email Address		
Postal Address		
Notices and correspondence will be normally sent to the email address and if there is a problem with that address then sent to the postal address if provided or the street address if a postal address is not provided		

Applicant 2 (Tick Type Box) <input type="checkbox"/> Individual <input type="checkbox"/> Joint <input type="checkbox"/> Partnership <input type="checkbox"/> Individual Trustee		
Surname (Mr, Mrs, Ms)		
First Names		
Date of Birth	Place of Birth	Tax File Number
<b>Contact Details (Street Address and a phone number must be supplied as a minimum)</b>		
Street Address		
	State	Post Code
Occupation		
Phone Number	Mobile Number	
Email Address		
Postal Address		
If there are any additional account holders, please provide details in writing with this Application Form.		

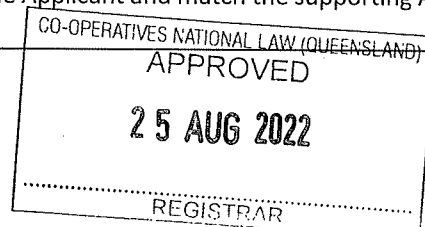
**Section 4 - Name and Details of Company/Corporate Trustee-Trust**

Name of Company/Corporate Trustee		
ACN (IF Company)	ABN (Must Include)	
Account designation i.e. actual name of trust (ie atf Fred Jones Super Fund)		
Registered Office Address	<b>(Must include TFN or highest marginal tax will be deducted before any distributions)</b> Tax File Number ("TFN")	
<b>Contact Details (Street Address and a phone number must be supplied as a minimum)</b>		
Street Address		
	State	Post Code
Contact Name	Title	
Phone Number	Mobile Number	
Email Address		
Postal Address		

**5. How would you like to receive your payments?**

Redemptions and Distributions (if any) will be made by credit transfer to your nominated bank account as indicated in the IM. Applicants will need to provide bank details to the Trustee for payment of distributions if they become payable. Please provide details of your bank account below.

Distributions (if any) will be made by electronic transfer to the nominated account below
Account Name (for distributions - account must bear the name of the Applicant and match the supporting AML-CTF identification documentation supplied)



Name of Bank or Financial Institution	Address
BSB	Account Number

**6. Adviser details**

Financial Adviser, Agent or Broker (if applicable)		
Person	Trustee	
Phone Number	Mobile Number	
Email Address		
Postal Address		
Stamp	Name	Signature

**Important Notice – This Application Form must be accompanied by the IM**

The person who gives another person access to this Application Form must, at the same time and by the same means, give the other person access to the IM. A complete copy of the paper form of the IM, Application Form and any supplementary document will be sent to Investors free of charge if requested. The offer under the IM is available to people receiving the IM within Australia. The IM was issued by the Cooperative on ?? December 2022.

You are requested to read the IM in full before applying to invest because the IM contains important information about the role and an investment in the Cooperative.

**Application for Co-operative Capital Units**

Applicants will need to state the dollar amount they intend investing. Applicants need to attach a cheque or transfer funds electronically as shown in Section 12 of this IM.

**Declaration and applicant signature(s)**

I/We have read and understood the attached IM dated 24 August 2022 for the Queensland Lifestyle Cooperative Limited OC0318 Co-operative Capital Units CCU – Series 1 and agree to be bound by the provisions of the Terms of Issue and any other additional obligations or restrictions contained in this IM.

I/We acknowledge the Cooperative’s privacy policy and acknowledge that it will hold personal information about me/us and will disclose this information to my/our authorised representative in relation to the Investment described herein.

I/We acknowledge that Cooperative is not bound to accept my/our application, but may accept it in part or in whole. I/We have made an offer to become a CCU Holder which cannot be revoked.

I/We confirm that I/we have had opportunity to seek professional advice regarding all aspects of this Investment and have not relied on any statements or representations made by any party prior to applying, other than those written representations made in this IM.

I/We acknowledge that the Cooperative or its associated entities, its professional advisers, the shareholders, directors or associated companies does not guarantee the performance of the Cooperative, the return of my/our capital or any specific rate of interest return.



### Signing the Application Form

<b>Identification</b> (Anti Money Laundering and Counter Terrorism Funding legislation requirement, see section "Guide to completing the Application Form)	
Has the required supporting documentation been included with this application?	Yes <input type="checkbox"/>
<b>Contact Method Authority</b> (identification questions will be asked for phone instructions and a call back for email and facsimile instructions)	
Instructions from the Applicant can be accepted by phone, email or facsimile	Yes <input type="checkbox"/>
I/we acknowledge and declare that by signing this Application Form I/we have read and understood the attached IM and where applicable give the declarations, acknowledgements and consents set out in the section "Guide to completing the Application Form".	
<b>Applicant(s) Signature</b> (Individual, Joint Applicants)	
<b>Applicant(s) Signature</b> (Companies or Trustee)	
Sign	Print Name
Position held (for a Company or Trustee)	Date
Sign	Print Name
Position held (for a Company or Trustee)	Date
<p><b>Completed Applications</b> - signed original Application Forms and Application Monies along with copies of supporting identification documentation should be sent to:</p> <p>Queensland Lifestyle Cooperative Limited  P O Box 1628  OXENFORD QLD 4210  AUSTRALIA</p>	

GO-OPERATIVES NATIONAL LAW (QUEENSLAND),  
APPROVED  
25 AUG 2022  
REGISTRAR

## Guide to Completing the Application Form

Please complete all relevant sections of the Application Form in **BLOCK LETTERS** using blue or black ink.

Only legal entities are allowed to hold Units in the Trustee. Applications must be in the name(s) of natural persons, companies or other legal entities.

Type of Applicant	Form Section	Correct	Incorrect	Signatures required
Individual	3 (Tick Individual)	Fred John Jones	F.J. Jones	Each Applicant
Joint	3 (Tick Joint)	Fred Jones then John Jones	F. Jones and J. Jones	Each Joint Applicant
Partnership	3 (Tick Partnership)	Fred Jones then John Jones	F. Jones and J. Jones	Each Partner
Individual Trustee	3 (Tick Trustee)	Fred Johns as trustee	F. Jones	Individual Trustee
Company	4	ABC Pty Ltd	ABC P/L or ABC Co	Two Directors, a Director and Secretary, or single Director if a sole Director company
Corporate Trustee	4	ABC Pty Ltd 2 <sup>nd</sup> line atf "Trust Name"	ABC P/L or ABC Co Jane Jones Family or JJ Trust	Two Directors, a Director and Secretary, or single Director if a sole Director company
Minor	3 (Tick Individual)	Fred John Jones on behalf of Bill Jones (Minor)	F.J. Jones	Each Applicant (not a minor)
Deceased Estates	3 (Tick Individual or Joint)	Patrick Jones on behalf of the Estate of Fred Jones	Estate of the Late Fred Jones	Each Executor
Clubs, Incorporated Bodies	3 (Tick Individual or Joint)	Fred Jones and Patrick Jones on behalf of ABC Gold Association	ABC Golf Association	Each authorised person

### Contact Details

Enter your street address – either the residential for natural persons or the registered office for companies. Post office boxes are not acceptable. Trustee and trust investors should provide a contact name. Trustee investors will also need to provide their principal place of business (if it is different from the registered office).

All communications to Investors from the Cooperative will be normally emailed to the person(s) at the email address as shown. For joint Applicants, only one email address can be entered.

### Confidentiality of information

The Cooperative will not collect any personal information about you unless you provide it to us voluntarily. When you do provide us with personally identifiable information, we will only use that information to contact you regarding matters which we think you may be interested in. These details including your email address will not be disclosed to a third party (unless we are legally required to do so) without your written permission. The Cooperative may be required to disclose personal information to AUSTRAC as the regulator of the Anti-Money Laundering and Counter Terrorism Financing legislation in Australia.

While we will take every precaution to ensure the confidentiality of all personal information provided to us, we accept no responsibility for any unauthorised access to or dissemination of this information.

### Tax File Numbers

Providing Applicants' Tax File Number (TFN) to the Cooperative is not compulsory but tax may be withheld from any distribution at the highest marginal rate if a TFN or Exemption number is not provided.

Applicants' Tax File Numbers or Exemption numbers will only be used for tax-related purposes in accordance with the Income Tax Assessment Act 1936, Income Tax Assessment Act 1997 and Tax Administration Act 1974. It is not an offence to decline to provide a TFN or Exemption number. The collection of TFN's and Exemption numbers is authorised by legislation. The Cooperative will store all Tax File Numbers and Exemption numbers securely. Access to Investor Tax File Numbers or Exemption numbers is restricted to employees or agents of the Cooperative.

Investor Tax File Numbers or Exemption numbers will be securely disposed of when no longer required for administrative or legal purposes.



## Identification Required

If you are investing as:	Documentation required <sup>2</sup> : (to accompany return of this completed Application Form)	Application must be in the name of:	Complete Application Form sections: (names used as examples only)
Individual/s or Individual Trustee	A certified copy of <u>one</u> of the following for <u>each</u> applicant: - passport; - driver's licence; or - any other form of photographic identification advised by the Cooperative as required.	Full name of Applicant(s) (Unless indicated otherwise, multiple applicants are assumed to apply to hold interests as joint tenants and agree that correspondence be sent only to address specified for first named applicant.)	'Mary Citizen' and 'John Sample Citizen'
A company	Copy of the Certificate of Registration	The name of the company	'ABC Trustee Pty Ltd'
A trust	Copy of an <b>extract</b> <sup>2</sup> of the trust deed. The extract should include the pages which show the: - name of the trust; - trustee(s) name(s); and - trustee's signature(s) with witness signatures. For corporate trustees a copy of the trustee's Certificate of Registration will also be required.	The trustees of the trust <sup>3</sup>	Natural person(s) as trustee(s) <i>Mary Citizen and John Sample Citizen</i> <as trustee for the Citizen Family Trust> Corporation(s) as trustee(s) <i>XYZ Trustee Pty Ltd</i> <as trustee for the Citizen Family Trust>

### Proof of Identity

1. The Australian Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (AML/CTF Act) requires issuers of interests in investment schemes to collect and verify identification information for new investors. These identification obligations apply to the Cooperative.

You must attach copies of your identification documents to your Application Form.

Please refer to the information sheets above to see what you must provide if you are an individual, a company or Trust and how they must be completed. Please note that if the Investor is a Trust identification documents will be required for both the Trust AND one of the trustees.

2. Please do not send us a full trust deed. Only an extract of the deed identifying the trustee(s), the trust name, trust powers and objectives and date of execution of deed is required.
3. Applications in the name of a trust, rather than a trustee will not be accepted.





## ANNEXURE C – CURRENT CCU COUPON RATES SCHEDULE #

# The schedule can be found at [www.qldlifestyle.com.au/forms-and-legislative-requirements](http://www.qldlifestyle.com.au/forms-and-legislative-requirements). Note the Coupon Rates may vary from time to time but the Coupon Rate that you receive is fixed from the date that your Application is approved by the Board.



**CO-OPERATIVE CAPITAL UNITS (CCU Series 1)  
in the Queensland Lifestyle Cooperative Limited QC0318**

**CURRENT CCU COUPON RATES SCHEDULE 1 – As at 24 August 2022**

**Class A -**

- **Coupon Rate (Interest): 7.7% net per annum calculated daily (not compounding)**

**Class B -**

- **Coupon Rate (Interest): 9.55% net per annum calculated daily (not compounding)**

**Class C -**

- **Coupon Rate (Interest): 11.5% net per annum calculated daily (not compounding)**

