

Queensland Management Rights Assignment Guide

昆士蘭管理權轉讓指南

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CHAPTER 1 第1章

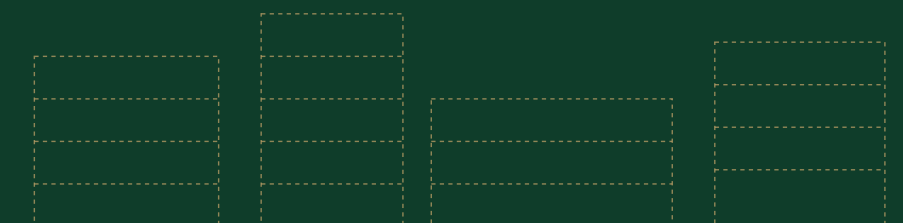
01

What Is Actually Being Assigned

轉讓的標的究竟是甚麼

5 sections · pages 6–10 of the complete guide

5節 · 全書第6至10頁



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Kevin Pai is a Partner of Bugden Allen Group Legal. His work focuses on strata and community title development, complex and mixed-use titling, project restructuring, body corporate governance and management rights. He acts for developers, bodies corporate, resident managers, financiers, investors and overseas participants on transactions, governance and disputes.

白宗翰是Bugden Allen Group Legal合夥人。他專注於分層及社區產權發展、複雜及混合用途產權架構、項目重組、業主法人團體治理及管理權，並為發展商、業主法人團體、駐場管理人、融資機構、投資者及海外參與者處理交易、治理及爭議事宜。

Kevin is an honours law graduate of the University of Queensland and a member of the Australian College of Strata Lawyers, the Urban Development Institute of Australia (Queensland) and Strata Community Association (Queensland). He acts on both sides of the management rights relationship, which is the reason this guide is written from three perspectives rather than one.

白宗翰以榮譽成績畢業於昆士蘭大學法律系，並為澳洲分層產權律師學院、澳洲城市發展學會（昆士蘭）及昆士蘭分層社區協會成員。他同時代表管理權關係的雙方，這也是本指南以三個角度而非單一角度撰寫的原因。

PRACTICE

Strata & community title development
分層及社區產權發展

FIRM

Bugden Allen Group Legal
合夥人

MEMBERSHIPS

ACSL · UDIA (Qld) · SCA (Qld)
專業學會成員

Reader note

讀者須知

IMPORTANT 重要提示

This guide is general educational information, not legal, financial, tax or investment advice. Outcomes in a management rights transaction turn on the actual caretaking agreement, letting authorisation, community management statement, applicable regulation module and current law. Obtain independent Queensland legal advice before signing a contract, granting or withholding approval, waiving a condition, or settling.

本指南僅提供一般教育資訊，並非法律、財務、稅務或投資意見。管理權交易的法律結果，取決於實際的看管合約、出租代理授權、社區管理聲明、適用規管模組及現行法律。在簽署合約、給予或拒絕批准、豁免條件或完成交割前，應取得獨立的昆士蘭法律意見。

Terminology follows the statute. The Body Corporate and Community Management Act 1997 (Qld) speaks of a "service contractor" and a "letting agent"; the market speaks of a "caretaker", an "onsite manager" or a "resident manager". Where the legal consequence depends on the statutory category, this guide uses the statutory word. Traditional Chinese terms follow the standard Australian strata glossary; where a translation differs from the English text, the English text governs.

本指南術語以法例為準。《1997年業主人團體及社區管理法》（昆士蘭）使用「服務承辦商」及「出租代理」，市場則慣稱「看管人」、「駐場經理」或「駐場管理人」。凡法律後果取決於法定分類者，本指南一律採用法定用語。繁體中文詞彙依據澳洲分層產權標準詞彙表；如譯文與英文有異，概以英文為準。

Editorial method

編寫方法

Each subject first identifies the legal structure, then explains how it operates in practice, then states the consequence for the party whose perspective is under discussion. Chapters 1 and 2 establish the framework common to all three parties. Chapters 3, 4 and 5 take the body corporate, the seller and the buyer in turn. Chapter 6 addresses what happens when an assignment fails.

Legislation current to 6 August 2026.

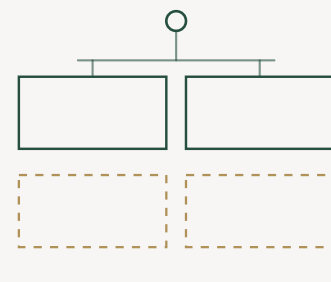
每個主題先確認法律架構，再說明其實際運作，最後指出對所討論一方的後果。第1章及第2章建立三方共通的法律框架；第3、4、5章分別處理業主法人團體、賣方及買方；第6章處理轉讓失敗時的情況。

法例資料截至2026年8月6日。

01

What Is Actually Being Assigned

轉讓的標的究竟是甚麼



1.1 The four components
四項組成部分

1.2 The distinction that governs the transaction
決定交易性質的關鍵區別

1.3 Why the regulation module decides the value
規管模組如何決定價值

1.4 Term, options and top-ups
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1.5 Licensing sits outside the body corporate's decision
牌照要求不屬業主法人團體的決定範圍

A management rights transaction is described in the market as the sale of a business. In law it is the simultaneous transfer of several distinct legal relationships, each with its own counterparty, its own consent requirement and its own failure mode. Almost every dispute I see begins with a party who treated the bundle as a single asset.

市場慣以「出售業務」形容管理權交易。在法律上，它是若干獨立法律關係的同步移轉，每項關係各有其對手方、各自的同意要求，以及各自可能出錯之處。我所處理的爭議，幾乎都源於當事人把這一整組權利視為單一資產。

1.1

The four components

四項組成部分

A typical Queensland management rights business comprises a caretaking engagement with the body corporate, a letting agent authorisation from the body corporate, a set of individual letting appointments given by participating lot owners, and usually a lot or an office from which the business is conducted. The first two are creatures of the Body Corporate and Community Management Act 1997 (Qld). The third is governed by the Property Occupations Act 2014 (Qld). The fourth is ordinary freehold conveyancing.

典型的昆士蘭管理權業務包括：與業主法人團體訂立的看管服務聘任合約、業主法人團體給予的出租代理授權、參與出租的各單元業主分別給予的委任，以及通常用以經營業務的單元或辦公室。前兩項源於《1997年業主法人團體及社區管理法》（昆士蘭）；第三項受《2014年物業職業法》（昆士蘭）規管；第四項則屬一般永久業權物業轉易。

A person engaged by the body corporate for a term of at least one year to supply services other than administrative services is a service contractor under section 15 of the Act. A person authorised by the body corporate to conduct a letting agent business for the scheme is a letting agent under section 16. Section 117 permits the two to be combined in a single instrument, and in practice they usually are, which is why they are commonly assigned together.

根據該法第15條，凡獲業主法人團體聘任、任期不少於一年、提供行政服務以外服務者，即為服務承辦商；根據第16條，凡獲業主法人團體授權為該社區產權項目經營出租代理業務者，即為出租代理。第117條容許兩者合併於同一份文件內，實務上亦通常如此，因此兩者一般一併轉讓。

FIG 1 The four components of a management rights business / 管理權業務的四項組成部分



Each participating owner must give the buyer a fresh appointment. Body corporate approval delivers the scheme instruments, not the letting pool.

每名參與業主均須向買方重新作出委任。業主法人團體的批准只交付社區產權項目文件，不交付出租組合。

PRACTICAL EFFECT 實務效果

The buyer does not acquire one contract. The buyer acquires two body corporate instruments, a portfolio of individual owner appointments and, usually, a lot. Each requires its own transfer mechanism.

買方所取得的並非單一合約，而是兩份業主法人團體文件、一組個別業主委任，以及通常一個單元。每一項均需各自的移轉方式。

1.2

The distinction that governs the transaction

決定交易性質的關鍵區別

The caretaking engagement and the letting authorisation are transferable, with the body corporate's approval, under the applicable regulation module. However, the individual letting appointments are not transferable. Each appointment is a personal agency relationship between a lot owner and a licensed agent, and it does not pass to the buyer merely because the body corporate has approved the transfer of the two scheme instruments.

The buyer therefore needs a fresh appointment from each participating owner, in the approved form under the Property Occupations Act 2014. A letting pool of sixty units is sixty separate commercial decisions by sixty owners, each of whom is free to appoint a different agent or none. The rate at which those appointments are renewed after settlement is the single largest variable in the buyer's first-year income.

看管服務聘任合約及出租代理授權，可依適用規管模組並經業主法人團體批准而轉讓；個別出租委任則不可。每份委任均屬單元業主與持牌代理之間的個人代理關係，不會僅因業主法人團體批准移轉該兩份社區產權項目文件而隨之移轉。

因此，買方必須按《2014年物業職業法》的訂明格式，向每名參與業主重新取得委任。六十個單元的出租組合，即是六十名業主各自作出的六十個獨立商業決定，各人均可自由委任其他代理或不作委任。交割後這些委任的續任比率，是買方首年收入的最大變數。

PRACTICAL EFFECT 實務效果

Body corporate approval delivers the scheme instruments. It does not deliver the letting pool. These are separate risks and should be separately conditioned in the contract.

業主法人團體的批准只能交付社區產權項目文件，不能交付出租組合。兩者屬不同風險，應在合約中分別設定條件。

1.3

Why the regulation module decides the value

規管模組如何決定價值

The regulation module recorded in the community management statement determines the maximum term of the engagement and authorisation. Under the Standard Module the maximum is ten years. Under the Accommodation Module and the Commercial Module it is twenty-five years. Because management rights are conventionally valued as a multiple of net profit, and because the multiple is sensitive to the unexpired term, the module is a pricing input before it is anything else.

A change of module does not shorten an existing engagement. Section 128 of the Act preserves the module provisions applying to the engagement or authorisation until it ends. A body corporate that adopts the Standard Module cannot thereby reduce a subsisting twenty-five year Accommodation Module agreement; the ten-year ceiling binds it only when it enters a new agreement.

社區管理聲明所記錄的規管模組，決定聘任合約及授權的最長年期。標準規管模組上限為十年；住宿規管模組及商業規管模組則為二十五年。由於管理權慣以淨利潤倍數估值，而倍數又對餘下年期敏感，規管模組首先是一項定價因素。

更改規管模組不會縮短現有聘任合約。該法第128條訂明，適用於該聘任或授權的模組條文，於其終止前持續適用。採納標準規管模組的業主法人團體，不能因此縮短仍然有效的二十五年住宿模組合約；十年上限僅在其訂立新合約時方具約束力。

1.4

Term, options and top-ups

年期、選擇權及續期補足

Three different mechanisms are routinely confused. An option is a right of extension already granted in the agreement, which the manager exercises. A top-up is a fresh amendment adding a new right or option of extension. A variation changes some other term. Only the second and third require a new body corporate decision.

Sections 140 and 141 of the Standard Module, and the corresponding provisions of the Accommodation Module, permit the body corporate subsequently to amend the engagement or authorisation to include a further right or option of extension of not more than five years at a time, provided the total unexpired term remains within the module ceiling. Whether that could be done more than once was contested for years. The adjudicator in *Atlantis West* [2024] QBCCMCmr 340 rejected the single-top-up argument, confirming long-standing industry practice.

三種機制經常被混淆。選擇權是合約中已授予、由管理人行使的延期權利；續期補足是新增延期權利或選擇權的新修訂；變更則是修改其他條款。只有後兩者需要業主法人團體重新作出決定。

標準規管模組第140及141條，以及住宿規管模組的對應條文，容許業主法人團體其後修訂聘任合約或授權，每次加入不超過五年的延期權利或選擇權，惟餘下總年期不得超出模組上限。此舉可否重複進行，多年來一直存有爭議。*Atlantis West* [2024] QBCCMCmr 340一案的裁決官否定了「只可補足一次」的主張，確認了行業長期以來的做法。

A top-up requires an ordinary resolution at a general meeting. It is not a committee decision, and it is not part of the transfer approval. A seller who assumes that a buyer-driven top-up will be dealt with alongside the assignment has confused two separate decisions made by two different organs of the body corporate.

續期補足須經業主大會普通決議通過，並非委員會決定，亦不屬轉讓批准的一部分。賣方若假設買方要求的續期補足會與轉讓一併處理，即是混淆了由業主人團體兩個不同機關作出的兩項獨立決定。

PRACTICAL EFFECT 實務效果

Term is created at a general meeting and transfer is approved by the committee. Sequencing the two is a matter of strategy, not administration.

年期由業主大會創設，轉讓則由委員會批准。兩者的先後安排屬策略問題，而非行政程序問題。

1.5

Licensing sits outside the body corporate's decision

牌照要求不屬業主人團體的決定範圍

A letting agent conducting a letting agent business must be licensed under the Property Occupations Act 2014. Section 27 of that Act describes what a resident letting agent may do: let lots in a building complex and collect rents for them. Caretaking work for the body corporate is governed by the service contract, not by the licence.

經營出租代理業務的出租代理，必須持有《2014年物業職業法》下的牌照。該法第27條說明駐場出租代理可從事的活動：為建築物綜合體內的單元出租及收取租金。至於為業主人團體提供的看管工作，則由服務合約規管，而非由牌照規管。

The licence is a matter between the buyer and the regulator. The body corporate does not grant it and cannot waive it. But an unlicensed transferee cannot lawfully operate the letting business, which is a legitimate matter for the body corporate to take into account when assessing competence and qualifications, and a fatal one for the buyer's financier.

牌照事宜屬買方與監管機構之間的事，業主人團體既不能授予，亦不能豁免。惟未持牌的承讓人不能合法經營出租業務，此點業主法人團體在評估其能力及資格時可合理考慮，而對買方的融資機構而言更屬致命。

PRACTICAL CHECKLIST 實務清單

- Identify the regulation module from the community management statement, not from the agent's summary.
- Calculate the unexpired term, distinguishing exercised options from unexercised ones.
- Confirm whether the caretaking engagement and letting authorisation are in one instrument or two.
- Count the letting appointments and confirm each is in the approved form.
- Verify the licence category the buyer will need before the contract is signed.
- 從社區管理聲明確認規管模組，不要依賴代理提供的摘要。
- 計算餘下年期，並區分已行使與未行使的選擇權。
- 確認看管服務聘任合約與出租代理授權是載於同一份文件還是兩份。
- 點算出租委任數目，並確認每份均採用訂明格式。
- 在簽署合約前，核實買方所需的牌照類別。

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Status	General educational information
狀態	一般教育資訊

Principal sources: Body Corporate and Community Management Act 1997 (Qld); Body Corporate and Community Management (Standard Module) Regulation 2020; Body Corporate and Community Management (Accommodation Module) Regulation 2020; Property Occupations Act 2014 (Qld); Atlantis West [2024] QBCCMCmr 340.

主要資料來源：《1997年業主法人團體及社區管理法》（昆士蘭）；《2020年業主法人團體及社區管理（標準規管模組）規例》；《2020年業主法人團體及社區管理（住宿規管模組）規例》；《2014年物業職業法》（昆士蘭）；Atlantis West [2024] QBCCMCmr 340。