

**Form 5011**

Corporations Act 2001

**s436E, 439A**

Corporations Regulations 2001

**5.6.11.(2), 5.6.27**

## Copy of minutes of meeting

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### Liquidator details

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Registered liquidator number

**322301**

Registered liquidator name

**VAUGHAN NEIL STRAWBRIDGE**

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### Company details

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Company name

**A.C.N. 000 237 678 PTY LTD**

**000 237 678**

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### Section under which minutes are lodged

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Date of meeting

**19-02-2016**

Are the minutes being lodged for a meeting convened under s436E, or  
s439A of the Corporations Act 2001?

**No**

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### Certification

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I certify that the attached minutes of meeting are a true copy of the original  
minutes of meeting signed by the chair of the meeting as identified in the  
minutes.

**Yes**

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## Authentication

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This form has been authenticated by  
Name VAUGHAN NEIL STRAWBRIDGE  
This form has been submitted by  
Name Emma Louise HENDERSON  
Date 26-02-2016

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## FIRST COMMITTEE OF INSPECTION MEETING

ACN 000 237 678 PTY LTD  
(Formerly Custom Coaches (Sales) Pty Ltd)  
(In Liquidation) ACN 000 237 678  
("The Company")

Held at the Offices of Deloitte Touche Tohmatsu  
Level 9 Grosvenor Place, 225 George Street, Sydney NSW 2000  
On Friday 19 February 2016 at 10:00 am (AEDT)

**Present:** Vaughan Strawbridge - Liquidator, Deloitte Touche Tohmatsu  
Phil Hollinshead – Deloitte Touche Tohmatsu  
Emma Henderson – Deloitte Touche Tohmatsu

**In Attendance:** Caitlin Griffiths – by telephone  
Sean Morgan – by telephone

**Opening of Meeting:** Mr Strawbridge declared the meeting open at 10:07am (AEDT).

He stated that this was the First Committee of Inspection meeting of ACN 000 237 678 Pty Ltd (formerly Custom Coaches (Sales) Pty Ltd (In Liquidation), to be referred to as the Company for the period of the meeting.

He introduced himself as one of the two Joint and Several Liquidators of the Company.

He then introduced Phil Hollinshead and Emma Henderson of his staff, also in attendance at the meeting.

He noted all Committee members were in attendance by teleconference and would be taken as having signed the attendance register.

**Appointment of Chairperson:** Mr Strawbridge advised pursuant to Regulation 5.6.17(1) of the Corporations Regulation, as Joint and Several Liquidator he would occupy the Chair.

The Chairperson asked if there were any objections to him occupying the Chair. There were no objections.

**Purpose** The Chairperson advised the meeting was convened for the following purposes:

1. Receive an update from the Liquidators regarding the winding up of the Company; and
2. Consider and if thought fit approve a resolution proposed by the Liquidators in relation to electronic correspondence; and
3. Consider and if thought fit approve the additional Liquidators' Remuneration for the period 1 March 2015 to 17 January 2016; and
4. Consider and if thought fit approve the Liquidators' Expenses and Disbursements for the period 1 March 2015 to 17 January 2016; and
5. Consider any other questions or business the members of the committee may have.

**Agenda:** Mr Strawbridge outlined the agenda for the meeting.

## Agenda

1. Procedural Matters
2. Purpose of the Committee of Inspection (Committee)
3. Members of the Committee
4. Electronic communications
5. Update on the Winding Up
  - a) Estimated Statement of Position
  - b) OEM Performance Bonds
  - c) Pending matters prior to the finalisation of the Liquidation
6. Resolutions regarding the Liquidators' fees and disbursements
7. Any other business

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### Tabling of Documents

The Chairperson tabled the following documents:

- Notice of the Meeting of the Committee of Inspection dated 29 January 2016 and;
- Remuneration Report dated 29 January 2016; and

Mr Strawbridge stated that if there were no objections to the tabling of these documents he will take them as being read. There were no objections.

### Time and Place of Meeting:

The Chairperson stated he had not received any objections that the time and place was not convenient to the Committee members. Therefore pursuant to Regulation 5.6.14 of the Corporations Act 2001, he declared that this meeting is being held at a time and place most convenient for the majority of persons entitled to receive notice of the meeting.

### Quorum:

As a majority of members of the Committee of Inspection were present the Chairperson declared, in accordance with Regulation 5.6.16 of the Corporations Act 2001, that a quorum was present for the Committee of Inspection Meeting.

**Voting on Resolutions:**

The Chairperson advised all motions would be resolved on the voices, unless a poll was demanded.

He advised that when a motion is called he would ask those who are in favour of the motion to call yes and those against to call no.

**Confidentiality Obligations:**

The Chairperson addressed the issue of confidentiality of certain matters that may be discussed with the Committee of Inspection from time to time. He noted that the Committee members should only disclose confidential information with the creditors or employees which they represent and also advise them of the confidentiality of the information.

**Purpose of the Committee:**

The Chairperson outlined the purpose of the Committee.

**2. Purpose of the Committee**

- The Committee enables a more effective and responsive Liquidation by allowing the Liquidators to seek prompt consultation with you, the Creditors' representatives, on matters relating to the Liquidation.
- The functions of the Committee include:
  - To consult with and receive reports from the Liquidators
  - To assist the Liquidators by acting as a "sounding board" for proposed actions
  - To approve if the Liquidators intend to enter into an agreement on the Company's behalf that is longer than 3 months
  - To approve if the Liquidators intend to settle and compromise debts owed to the Company over \$20,000
  - To approve the Liquidators' fees and disbursements.

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**Members of the Committee:**

**3. Members of the Committee**

- At the Annual General Meeting of Creditors held on 10 December 2015, creditors resolved for a Committee of Inspection to be formed for the Liquidation of ACN 000 237 678 Pty Ltd.
- A list of members of the Committee is outlined below:

#	Representative	Entity	Representing
1	Sean Morgan	Australian Manufacturing Workers Union	George Glynnos, Luis Pedreira, Simon Shedden and Robert Wilami
2	Peter Krizanitis	Department of Employment	Department of Employment
	Caitlin Griffin (in the absence of Peter Krizanitis)	Department of Employment	Department of Employment

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**Electronic  
Correspondence:**

**4. Electronic Correspondence**

- Nomination from the Committee Members to receive future correspondence by electronic means in accordance with section 600G of the *Corporations Act 2001 (the "Act")*
- Future correspondence to be sent to nominated email addresses of the Committee members as opposed to by post
- All correspondence continues to be subject to the confidentiality regime
- The following resolution is proposed:

*"That the Committee of Inspection, being the recipients' of the Committee correspondence resolve and thus nominate that correspondence provided to them by the Liquidators in accordance with their membership of the Committee of Inspection be sent to them by electronic means"*

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The following resolution was proposed:

*"That the Committee of Inspection, being the recipients of the Committee correspondence resolve and thus nominate that correspondence provided to them by the Liquidators in accordance with their membership of the Committee of Inspection be sent to them by electronic means"*

All those in favour say yes. All those against say no.

The Chairperson declared the motion carried unanimously.

**Update on the  
Liquidation:**

The Chairperson updated the Committee on the following aspects of the liquidation:

1. The Estimated Statement of Position as at 22 January 2016

The Chairperson advised that he will provide an update on the Estimated Statement of Position ("ESOP") that was included on Slide 8 of the Meeting Slides attached to the Committee Circular dated 29 January 2016.

The Chairperson noted that there was an error in the description of the additional actual liquidators fees and actual liquidators disbursements included in the ESOP previously sent to committee members. The additional fees of \$135,659 and the actual disbursements of \$388 relate to the period of 1 March 2015 to 17 January 2016, not 1 March 2015 to 16 October 2015.

The Chairperson advised that prior to the meeting, the Department of Employment had requested a reconciliation of movements in the Estimated Assets Available to Priority Creditors and the Funds Held on Trust for the Secured Creditor from the previous ESOP as at 16 October 2015.

Phil Hollinshead of the Liquidators' office outlined the details of these reconciliations for the Committee Members.

The Funds Held in Trust for the Secured Creditor had been reduced from the Liquidators' previous ESOP as at 16 October 2015 as a result of a \$500,000 distribution to National Australia Bank Limited ("the Bank") on 6 November 2015. The Chairperson noted that this was not a formal distribution process but involved the

Bank drawing on funds from the pre-appointment bank account which is under its control. The total amount of funds held in trust for the Bank was further reduced by an additional \$740 of bank charges relating to bank guarantees that were identified after 16 October 2015 as being paid during our appointment.

Since the ESOP of 16 October 2015, the Low Scenario for the Estimated Assets Available to Priority Creditors has improved by \$69,674 and the High Scenario has worsened by \$35,598. The major causes of these movements were as follows:

1. A GST refund of \$25,352 that had been accrued as at 22 January but not received. This had not been reported in the ESOP as at 22 January 2016 included in the Committee Circular dated 29 January 2016 as the final GST position was not known at that time;
2. Bank Interest received in the amount of \$12,754;
3. A reduction in forecast Liquidators' remuneration and expenses of \$42,205 in the Low Scenario and an increase in forecast Liquidators' remuneration and expenses of \$33,068 in the High Scenario; and
4. A reduction in Other Contingencies of \$14,033 in the Low Scenario and increase of \$15,967 in the High Scenario.

The Chairperson confirmed there were no further questions from Committee members in relation to the ESOP.

2. Status of the OEM performance bonds

The Chairperson advised that there were still five Original Equipment Manufacturer (OEM) Performance Bonds totalling \$1,250,000 that were outstanding as at the date of the Committee Meeting. The Chairperson advised that the last of these OEM performance bonds was due to expire on 1 July 2021.

The Liquidator advised there was no interest from any party in taking on the obligations in relation to these performance bonds.

The Chairperson then discussed the various options relating to the OEM performance bonds with the Committee Members. He advised that Committee members would be welcome to discuss these options further with the Liquidator once they had consulted with the Creditor(s) they represent.

Ms Griffiths asked whether there was a timeframe for the Committee Members to consult with the Creditor(s) they represent. Mr Strawbridge confirmed there was no timeline for Committee Members to contact the Liquidators for further discussion on this matter. However, Mr Strawbridge recommended that Creditors do not need to wait until the next OEM performance bond is due expire on 30 June 2016 before coming to a decision on how to finalise this matter.

3. Pending matters prior to the finalisation of the Liquidation

The Chairperson advised the Liquidators were not in a position to distribute further funds to priority creditors until the matter of the outstanding OEM performance bonds had been resolved.

**Questions:**

Mr Strawbridge asked if there were any further questions regarding the update on the liquidation.

There were no further questions at this time.

**Liquidators' Remuneration:**

**6. Liquidators' Fees and Disbursements**

- The Liquidators' remuneration and expenses for the period 1 March 2015 to 17 January 2016 were outlined in the Circular sent to the Committee Members ("Committee Circular") dated 29 January 2016.
- Below is a table summarising fees approved and drawn to date for the period 1 March 2015 to 17 January 2016:

	<b>Amount (\$)</b>
<b>Total Fees for the period 1 March 2015 to 17 January 2016</b>	<b>385,659.00</b>
<b>Less: Fees approved and drawn to date</b>	<b>(250,000.00)</b>
<b>Additional Fees subject to approval</b>	<b>135,659.00</b>

- Details of the key tasks undertaken by the Liquidators, their partners and staff during this period were outlined in the Committee Circular dated 29 January 2016
- The next slide details time spent by the Liquidators, partners and staff in attending the requirements of the Liquidation for the period 1 March 2015 to 17 January 2016.

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**Liquidators Remuneration for the period 1 March 2015 to 17 January 2016**

Employee	Position	Total hours	Percentage of Base Salary (incl. GST)	Total (\$)	Task Area																										
					Approval		Collection		Employee		Trade On		Investigation		Administration																
					Hours	Total (\$)	Hours	Total (\$)	Hours	Total (\$)	Hours	Total (\$)	Hours	Total (\$)	Hours	Total (\$)															
Mr/Dr David Vaughan	Partner	316.4	621	24,789.00	0.9	3,133.38	16.8	11,633.08	3.0	3,123.82	0.2	292.00	-	-	-	-	-	-	-	-	-	3.1	6,419.54								
Mr/Dr Andrew Phil	Director	126.4	321	11,862.96	4.0	7,197.00	56.5	29,698.04	9.4	4,937.92	-	-	-	-	-	-	-	-	-	-	-	-	44.2	51,149.00							
Mr/Dr David	Director	12.0	225	222.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1.2	222.00						
Mr/Dr Tim	Director	64.8	371	18,144.90	5.3	2,762.98	1.8	840.00	3.1	4,212.34	-	-	-	-	-	-	-	-	-	-	-	-	-	11.6	30,298.18						
Mr/Dr Paul	Manager	174.3	426	31,144.90	-	-	48.6	30,338.88	157.8	42,866.08	-	-	-	-	-	-	-	-	-	-	-	-	-	-	23.3	6,768.00					
Mr/Dr Tony	Manager	16.7	426	7,364.80	-	-	-	-	-	-	12.3	1,236.00	-	-	-	-	-	-	-	-	-	-	-	-	4.7	1,768.50					
Mr/Dr Andrew	Manager	37.0	426	22,200.00	0.6	3,328.08	17.5	3,218.00	0.7	240.00	9.1	3,996.00	7.6	3,192.00	-	-	-	-	-	-	-	-	-	-	-	6.8	3,736.00				
Mr/Dr Alan	Senior Analyst	14.0	426	564.00	-	-	0.2	4,944.00	23.5	42,000.00	0.2	288.00	-	-	-	-	-	-	-	-	-	-	-	-	-	42.3	31,800.00				
Mr/Dr David	Senior Analyst	14.0	324	4,752.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	13.6	4,128.00			
Mr/Dr Alan	Senior Analyst	0.6	324	216.00	-	-	-	-	0.8	234.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Mr/Dr Stephen	Senior Analyst	2.8	324	7,638.00	-	-	4.8	1,818.00	-	-	-	16.1	1,836.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
Mr/Dr Mark	Senior Analyst	2.0	327	660.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5.0	960.00		
Mr/Dr Alan	Analyst	4.0	216	16,710.00	0.7	2,910.00	0.6	3,210.00	1.2	600.00	1.8	2,700.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5.3	7,410.00	
Mr/Dr Alan	Analyst	0.2	216	274.80	-	-	-	-	-	-	0.2	2,376.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Mr/Dr Alan	Analyst	0.1	216	1,178.40	-	-	-	-	0.1	2,331.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Mr/Dr Paul	Analyst	0.1	216	978.00	-	-	-	-	0.1	371.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Mr/Dr Alan	Analyst	0.4	216	76.80	-	-	-	-	0.4	76.80	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr/Dr Alan	Analyst	1.0	216	10,800.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Mr/Dr Alan	Analyst	1.0	216	1,440.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Mr/Dr Alan	Analyst	1.0	216	2,160.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Mr/Dr Alan	Analyst	0.1	189	57.90	-	-	-	-	-	-	-	0.1	37.92	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr/Dr Alan	Analyst	0.1	189	36,918.00	42.6	14,064.00	2.0	1,569.00	81.1	13,818.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>		<b>1166.3</b>		<b>285,849.00</b>	<b>(15.9)</b>	<b>23,212.58</b>	<b>321.6</b>	<b>124,179.98</b>	<b>247.0</b>	<b>85,779.08</b>	<b>64.6</b>	<b>26,114.08</b>	<b>64.6</b>	<b>14,694.00</b>	<b>58.9</b>	<b>5,972.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
<b>Average hourly rate</b>				<b>244.72</b>		<b>200.14</b>		<b>381.22</b>		<b>339.21</b>		<b>397.51</b>		<b>229.72</b>		<b>149.22</b>		<b>-</b>													

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The Chairperson referred to the remuneration report sent to the Committee with the notice.

He proposed that unless there are any questions on the content of the remuneration report, he would put the first resolution regarding the Liquidators' additional remuneration for the period 1 March 2015 to 17 January 2016 to the Committee.

There being no questions, the Chairperson therefore proposed the following resolution for the Company:

*"That the additional remuneration of the Liquidators, their partners and staff, for the period of the Liquidation from 1 March 2015 to 17 January 2016 is fixed at a sum equal to the additional cost of time spent by the Liquidators and the Liquidators'*



*partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 29 January 2016 of fees equalling \$135,659.00 plus GST, and that the Liquidators can draw the remuneration as required."*

All those in favour say yes. All those against say no.

The Chairperson declared the motion carried unanimously.

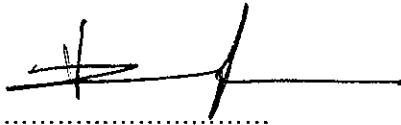
The Chairperson then put a resolution regarding the Liquidators expenses and disbursements for the period 1 March 2015 to 17 January 2016 to the Committee:

*"That the Liquidators' expenses and disbursements incurred for the period 1 March 2015 to 17 January 2016 is fixed at a sum equal to the actual cost incurred by the Liquidators and the Liquidators' partners and staff, calculated at rates as detailed in the Remuneration Report of 29 January 2016 equalling \$388.05 plus GST, and that the Liquidators can draw the disbursements and expenses as required."*

All those in favour say yes. All those against say no.

The Chairperson declared the motion carried unanimously.

**Closure of meeting:** There being no further business, the Chairperson thanked all Committee members for their attendance and declared this meeting closed at 10:34am (AEDT).



**V N Strawbridge**

Chairperson

Dated: 19 February 2016

