

NOTICE OF MEETING OF MEMBERS



QUEENSLAND IRISH ASSOCIATION FRIENDLY SOCIETY LTD (IN LIQ) ("QIA")

Where:	Wests Rugby Club - Memorial Park Sylvan Rd, Toowong
Date:	25 July 2017
When:	Arrive 5:30pm for sign-in ahead of a 6:00pm start
Purpose:	To appoint an Interim Board and finalise the winding up of the QIA
Invited:	All who were valid Members of the QIA on 29 January 2015
RSVP:	Required by email, detailed below
To Bring:	Photo ID for sign-in

Pursuant to the Orders of Martin J on 11 July 2017 (**enclosed**) I give all members notice that a meeting is to be held as detailed above, to enable the termination of the winding up of the QIA and its reinstatement under a new Interim Board.

The status of the liquidation of the QIA

I have finalised all tasks involved in my winding up of the QIA, all admitted creditors have been paid in full and all necessary investigations into the previous conduct of the QIA have been conducted. I now hold a significant amount of cash (circa \$3M) following the sale of Tara House and payment of creditor claims. As well, I have removed and stored the cultural and heritage items previously displayed at Tara House.

The proposed Interim Board

Following ongoing discussions between stakeholders I made an application to the Supreme Court seeking approval to call a meeting for the purpose of presenting an Interim Board I have selected (and support) to members. That Interim Board would sit until the QIA's AGM to be held in 2018.

Enclosed with this notice is a listing of the members of the proposed Interim Board, along with some details on their background. I'm hopeful their diverse skillset (including insolvency professionals) and ties to the Queensland Irish community will help ensure the QIA is never again in the hands of liquidators.

The vote

There is only a single resolution to be considered by members at the meeting, namely:-

"To appoint a Board of Directors comprised of each of those persons listed" being the proposed Interim Board.

No other formal business is to be conducted during the meeting, though members of the proposed Interim Board and I will be available to field queries.

Conduct of the meeting

The meeting will be chaired by the Hon. Mr Jeffery Spender QC and voting will be conducted on a show of hands of those present. Each member will only be entitled to vote once, and non-members will not be entitled to participate or attend.

RSVP

So that the meeting venue can be properly configured, I require all members intending to vote to advise me at newsletter@queenslandirish.com by email. Should you need your membership details updated (residential address, email address etc) please advise by email also.

Manner of circulation of this notice

This notice has not been circulated by post. Please pass this notice on to your fellow members who may not have received it by email, and assist them with advising us of their attendance should they wish to participate.

Following the meeting

Please note that members attending will be able to avail themselves of Wests Rugby Club's facilities for food and drink following the meeting.

If the vote fails

Should the majority of members not support the Interim Board, I will move to distribute the cash and cultural and heritage items of the QIA to likeminded associations pursuant to the provisions of the QIA Constitution. Following that distribution amongst likeminded association, I would deregister the QIA terminating its existence.

Should you have any queries regarding the meeting please address the same by email to newsletter@queenslandirish.com.

Yours faithfully



David Clout
Liquidator

Duplicate

SUPREME COURT OF QUEENSLAND

REGISTRY: Brisbane
NUMBER: BS 6049/17

IN THE MATTER OF QUEENSLAND IRISH ASSOCIATION FRIENDLY
SOCIETY LTD (IN LIQUIDATION) ACN 087 649 367

**Applicant: DAVID CLOUT AS LIQUIDATOR OF THE QUEENSLAND
IRISH ASSOCIATION FRIENDLY SOCIETY LTD ACN 087
649 367 (IN LIQUIDATION)**

ORDER

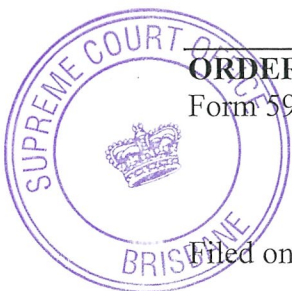
Before: Martin J

Date: 11 July 2017

Initiating document: Originating Application filed 16 June 2017

THE ORDER OF THE COURT IS THAT:

1. Pursuant to section 482(1) of the *Corporations Act* 2001 (Cth) (the “**Act**”) and subject to the Resolution being passed, pursuant to paragraph 4 below, the winding-up of the Queensland Irish Association Friendly Society Ltd (In Liquidation) ACN 087 649 367 (the “**QIA**”) be terminated as at 4.00 pm on 28 July 2017.
2. Pursuant to sections 482(3) and 1319 of the Act, a General Meeting of the QIA be convened and conducted as prescribed herein and be held on Tuesday 25 July 2017 commencing at 6.00pm at Wests Bulldogs Rugby Club, Memorial Park, 65 Sylvan Road Toowong (the “**General Meeting**”).
3. Pursuant to sections 482(3) and 1319 of the Act, for the purposes of the General Meeting:



ORDER

Form 59 R.661

FINAL ORDER

Filed on behalf of the Applicant

TUCKER & COWEN

Solicitors

Level 15

15 Adelaide Street

Brisbane, Qld, 4000.

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- (a) That the requirements of clause 31 of the QIA Constitution (the “**Constitution**”) relating to the election of members of the Board of Directors be dispensed with.
 - (b) That the requirement of clause 28.1 of the Constitution (save for clause 28.1(c) and (d)) relating to the eligibility of a person to be a Director be dispensed with.
 - (c) That the members of the QIA on the Register of Members (the “**Register**”) as at 29 January 2015 (the “**Members**”), and only those members, be eligible to vote at the General Meeting.
 - (d) That the requirement of clause 10.6 of the Constitution relating to the eligibility for a Member to vote at a meeting be dispensed with.
4. Pursuant to section 1319 of the Act, the procedure for the General Meeting is prescribed as follows:
- (a) That a single resolution be put to appoint a Board of Directors, comprising each of those persons listed in Schedule A attached hereto (the “**Resolution**”).
 - (b) That upon the making of this Order notification of the General Meeting and the Resolution, together with a copy of this Order, be:
 - (i) posted on the QIA website;
 - (ii) posted on the QIA Facebook page; and
 - (iii) emailed to the Members at the email addresses known to the Applicant.
 - (c) That the General Meeting be chaired by The Honourable Mr Jeffrey Spender QC.
 - (d) That the determination of the Resolution be conducted by way a show of hands of the Members, whether in the affirmative or negative by way of simple majority.
5. Pursuant to sections 482 and 1319 of the Act and in the event the Resolution is passed that:
- (a) The Board of Directors elected pursuant to the Resolution resume the management and control of the QIA as at 4.00 pm on 28 July 2017.
 - (b) Clause 48 of the Constitution be modified so that the next General Meeting of the QIA be held not earlier than 1 September 2018.
 - (c) Clause 28.1 of the Constitution is dispensed with in respect to this meeting, in relation to the Board of Directors listed in the Resolution.
6. The Applicant have liberty to apply.

7. That the Applicant's costs of and incidental of the Application be costs in the winding up.

Signed:


Deputy Registrar

Schedule A

Board of Directors

1. Jeffrey Ernest John Spender – President
2. John Kettle
3. Angela Laylee
4. John Leahy
5. David O’Farrell
6. Christopher Peters
7. Seamus Sullivan
8. Keith Taylor
9. Mavis Williams

The Interim Board

Name	Year of birth	Background (provided by Interim Board)
Hon. Jeffery Spender QC (President of the Interim Board)	(Not provided)	<p>Jeffrey Ernest John Spender was educated at St Laurence's Christian Brothers College, South Brisbane, matriculating to the University of Queensland as an Open Scholar, where he earned the degrees of Bachelor of Science (with Honours), Bachelor of Arts and Bachelor of Laws.</p> <p>Whilst studying law, Jeffrey Spender served as Deputy Warden at International House at the University of Queensland, then served on the Board of Governors of the College for many years. He is a Fellow of International House, and was appointed Master of the College some years ago, a position he still occupies.</p> <p>Jeffrey Spender was called to the Bar in May 1967, and was employed as a Crown Prosecutor until 1971, when he left to study in London. He was awarded the Master of Laws (with Distinction) from the University of London in 1972, having studied at University College and the London School of Economics.</p> <p>On returning to Brisbane in October 1972 he joined the Private Bar, practising mainly at the Criminal Bar until about 1978, and then extensively in the Civil jurisdiction. He was appointed Queen's Counsel in 1983.</p> <p>He was appointed to the Federal Court of Australia in May 1984. Insolvency Law is of course an important part of that Court's jurisdiction.</p> <p>He was appointed an additional judge of the Supreme Court of the Australian Capital Territory in 1985, and a Presidential Member of the (federal) Administrative Appeals Tribunal in 1986. He was appointed a judge of the Court of Appeal of the Kingdom of Tonga in 2000.</p> <p>During his 26 years as a Federal Court judge, while mainly based in Brisbane, he sat in every capital city of the Australian States and Territories. He resigned from the Federal Court of Australia, and from his other appointments, on 18 July 2010.</p> <p>He has been for a number of years Patron of the Old Boys' Foundation of St. Laurence's College, a position he still occupies.</p> <p>He married Glenice Gomm in December 1969, and they have 3 children and 6 grand-children.</p> <p>He joined the QIA in 1985, and has spoken at every St. Patrick's Eve Dinner (except 2011) since then.</p> <p>He has never held any position in any capacity with the QIA, including Director.</p> <p>His sole objective has been to restore the QIA to its former position and prestige, for which he has worked, and will work, with anybody and everybody.</p>
John Kettle	(Not provided)	<p>Corporate and competition partner at the independent Australian corporate law firm, McCullough Robertson. John also heads the firm's International practice. John moved to Brisbane in 2013 with his Brisbane wife, Susan Frisby, and family. John had previously been a partner for 14 years with one of the big Irish corporate law firms working out of Dublin and London. John is qualified as a solicitor in Ireland, England and Australia and has been in practice since 1995. He is a graduate of Trinity College Dublin and Oxford University. Outside of business, he was a founder of Business for Ireland in London (which was established to promote positive sentiment about Ireland in London after the GFC) and the Centre for Irish Policy Studies in London. John is a life member of the The Bohemian Football Club in Dublin and currently plays for Newmarket FC in Brisbane.</p>
Angela Laylee	1979	Barrister, Queensland Bar, and previously a practising solicitor. Member of the QIA since 1997.
Seamus Sullivan	(Not provided)	<p>Since arriving in Brisbane in the 1970s, Seamus has been a member of the Queensland Irish Association. His involvement and interest in preserving Irish heritage has extended into his co-founding of a number of integral Irish clubs and organizations within the state; these include the Qld Gaelic Football & Hurling Association, as well as the Irish Australian Support Association and the</p>

		celebrated St Patrick's Day Parade. Seamus' wealth of knowledge and involvement within the Irish community of Queensland has led to his highly-esteemed status within the Queensland Irish heritage and resident community.
John Leahy	(Not provided)	John Leahy is a Chartered Accountant with forty years experience in the profession, commerce and industry, and the public sector. He has worked for large and medium professional accounting firms, commercial and industrial businesses and different government agencies. His wide experience includes financial; analysis, business case preparation, feasibility studies, project management, external and internal audit, external financial reporting, government reporting and internal management reporting and analysis in industries as diverse as chemicals, electricity generation and supply, affordable housing, and information and communications technology. John is a Senior member of the QIA (over thirty years continuous membership)
Mavis Williams D Ua	(Not provided)	Mavis Williams is currently President of Celtic Council of Australia Queensland Inc. (since 2012) and a Senior National Member of the Queensland Irish Association. With decades of experience in pipe bands – performing in Celtic cultural events throughout Australia as well as New Zealand, Scotland, Ireland and the renowned International Celtic Festival at Lorient in Brittany, France – Mavis also has experience in band administration, fund raising and organizing more than thirty successful social and fundraising events (such as Burns Suppers, Ceilidhs and Debutante Balls). She has been awarded the Celtic Honour of Duine Uasal for her contribution to the Celtic cause. Mavis has experience as a small business operator, restaurant manager and in food services and administration. She has served as President of Lynndon Bowls Club and in leading positions in other organizations. As a Founding Member, she helped achieve the establishment of "Pathways" at Burleigh Heads - the first Multi Handicapped facility in Australia, providing daily work for 50 multi-handicapped persons.
David O'Farrell	1967	Partner, HWL Ebsworth, practising in the areas of corporate and financial dispute resolution. David is group head of the Brisbane litigation team. David has acted in a number of Australia's most significant and high profile external administrations and reported judgments. David is a frequent speaker on restructuring and insolvency matters, and is the vice-chairman of the Queensland Division of the Australian Restructuring Insolvency and Turnaround Association. David was raised in country Victoria, and relocated to Brisbane in 2006 having previously lived for extended periods in Melbourne and Sydney. He is a former director of Neutral Bay Club Inc (Sydney), and former committee member of North Old Boys Amateur Football Club (Melbourne). David and his wife Kaylene have 4 school aged children and are active in their local community.
Christopher Peters	1980	Currently works in the field of Aviation Safety Management at Australia's Civil Aviation Safety Authority. Specialises in Investigations, Risk Management, Change Management, Communication and Governance. Currently oversees Australia's second largest airline group. Previously worked for Australia's largest airline group Maintains dual Australian/Irish Citizenship. Born in Brisbane, Father's family hails from County Tipperary