Minutes of Meeting of Creditors of
Tracy Village Social & Sports Club Incorporated (Administrators Appointed)
ABN 38 463 774 929

Held at 28 Tambling Terrace, Lyons NT 0810 on 5 July 2018 at 11:00 AM

Present

As per the attached register of attendees.

Opening

The Chairperson called the meeting to order and declared the first meeting of creditors of Tracy Village Social & Sports Club Incorporated open at 11:08am.

Chairperson

Anthony Connelly, the Administrator, took the Chair pursuant to Insolvency Practice Rules (Corporations) (IPR) 75-50 and section 72 of the Associations Act (NT).

Introductions

The Chairperson introduced:

- Andrew Bulda, the senior staff member assisting the Administrators;
- Olivia Houston, Senior Accountant and the Minutes Secretary;
- Georgia Wilson, Accountant; and
- Sean Williams, HMCS (Aust) Pty Ltd (specialist hospitality consulting company).

Quorum

The Chairperson declared that a quorum was present pursuant to IPR 75-105 and section 72 of the Associations Act (NT).

Attendance

The Chairperson confirmed all creditors and attendees had signed the Attendance Register and asked any creditors who wished to address the meeting to identify themselves for the minutes.

The Chairperson noted that there were observers in attendance and asked the meeting if there were any objections to the observers remaining. There were no objections.

Voting

The Chairperson advised the meeting of the requirements of IPR 75-85, 75-110, 75-115 and section 72 of the Associations Act (NT) as they apply to voting at this meeting.

Time and place of meeting

The Chairperson declared that in accordance with IPR 75-30 and section 72 of the Associations Act (NT), the Chairperson is of the opinion that the meeting has been validly convened at a date, time and place most convenient for the majority of persons entitled to receive notice of the meeting.

Proofs of Debt and Proxies

The Chairperson tabled the attached list of proxies and proofs of debt and advised that the documents were available for inspection. No one present requested to inspect the documents.

Declaration of Independence, Relevant Relationships and Indemnities

The Chairperson tabled the Declaration of Independence, Relevant Relationships and Indemnities circulated with the meeting information, as required by section 436DA of the Corporations Act (Act), section 72 of the Associations Act (NT) and the Australian Restructuring, Insolvency & Turnaround Association’s (ARITA) Code of Professional Practice.
Remuneration of Administrators

The Chairperson tabled the Initial Remuneration Notice that was circulated with the meeting information in accordance with IPR 70-30 and section 72 of the Associations Act (NT).

The Chairperson advised that a Remuneration Report detailing the remuneration sought would be provided prior to the second meeting of creditors.

Purpose of meeting

The Chairperson advised the purpose of the first meeting is to:

- determine whether to appoint a committee of inspection and, if so, to determine who the committee’s members will be; and
- allow creditors to consider the removal of the Administrators and appoint an alternative Administrator who has consented to act.

At the second statutory meeting, a decision is made regarding the Association’s future.

Background

The Chairperson provided the following explanation regarding the Association and the administration process.

First, the administration provides a “moratorium period”, during which secured creditors, lessors and other third party owners are unable to enforce their rights. The appointment of Administrators therefore provides stability to the ongoing operations of the Association.

Second, the administration opens the possibility of restructuring the Association through a Deed of Company Arrangement, should one be proposed.

It is the objective of the administration process to maximise the possibility of the Association, or as much of its business as possible, continuing to exist. Accordingly, it is the responsibility of the Administrators to implement strategies to achieve that objective.

The Chairperson then provided an outline of the Association’s current position.

Background and events leading up to Administration

- Tracy Village was experiencing performance difficulties, negative cashflow and had accrued significant statutory debt.
- nab engaged McGrathNicol to undertake an Independent Business Review to assess funding requirements and viability.
- McGrathNicol prepared a forecast model to consider funding requirements and long term viability.
- The forecast model indicated an immediate funding requirement and raised long term viability concerns.
- McGrathNicol discussed the available alternatives with Tracy Village and nab and obtained nab’s support for a restructure of Tracy Village.
- Tracy Village Management Committee appointed Anthony Connelly and Jamie Harris as Administrators on 26 June 2018.

Restructuring arrangement

- McGrathNicol as Voluntary and Deed Administrators.
- HMCS and Tracy Village Management Committee as advisors.
- nab as a secured creditor and funding the restructure.
- Tracy Village stakeholders and local community.
Key objectives of Administration

- Performance improvement initiatives:
  - conduct regular stocktakings;
  - utilise the electronic stock management system to monitor COGS;
  - prepare weekly rosters in line with Tracy Village’s requirements; and
  - consider all cost structures and their efficiency.

- Key investment highlights:
  - purchase of gaming machines and implement new gaming promotions;
  - transfer of key knowledge from experienced industry experts;
  - installation of new external signage;
  - refresh of website, menus and functions collateral;
  - upgrade of gaming room toilets; and
  - other matters considered and approved by Tracy Village and nab as financier.

Administrators

- Appointed by the Management Committee and represent the interests of all stakeholders.
- Administrators are working to maintain a stable environment while the best course of action for the Association is assessed.
- Administrators are responsible for holding meetings of creditors.
- Make recommendations about the future of the Association and will issue a detailed report prior to the 2nd meeting of creditors dealing with the business, property, affairs and financial circumstances of the Association. The report will also detail reasons for its financial difficulties and potential recoveries, together with recommendations on options available to creditors, i.e:
  (i) return the Association to the Management Committee;
  (ii) enter into liquidation; or
  (iii) execute a Deed of Company Arrangement.

- In the event of a liquidation, the Department of Employment Fair Entitlements Guarantee scheme would be available to employees.

The Chairperson then opened the meeting for questions from the floor.

There were no questions.

Voluntary Administration Timeline

- 26 June 2018: Administrators appointed to Tracy Village.
- 27 June 2018: Written notice of first meeting mailed to creditors and employees.
- 5 July 2018:
  - first meeting of creditors held
  - purpose:
    > consider the appointment of a Committee of Inspection; and
    > may replace the Administrators.

- Prior to 24 July 2018:
apply to the Supreme Court of the Northern Territory to extend the convening period.

- Late November 2018 (assuming a four month extension of the convening period is obtained):
  - written notice of second meeting mailed to creditors and employees; and
  - issue Administrators Report with recommendations.

- Late November/early December 2018:
  - second meeting of creditors held
  - options:
    - DOCA;
    - Liquidation; or
    - Return to the Management Committee.

**Potential return to creditors**

- It is too early to form a view on the potential return to creditors.
- The order in which different classes of creditors are paid is determined by the Corporations Act and Associations Act (NT).
- Generally, the order of priority is as follows:
  - employees and secured creditors;
  - unsecured creditors; and
  - other Associations with similar goals (for any surplus funds if all claimants are paid).

**Extension of convening period**

- The Voluntary Administration regime provides a statutory moratorium and option to enter into a Deed of Company Arrangement.
- On straightforward matters, a decision as to an association’s future can be made within the circa one month statutory timeframe.
- In the current circumstances (given the performance improvement initiatives and investment opportunities for Tracy Village) we intend to apply to the Supreme Court of the Northern Territory for an extension of the convening period for up to four months.
- The meeting will be held earlier if the performance improvement initiatives and investment opportunities are implemented in a shorter timeframe and we are able to report to creditors by then.

The Chairperson specifically noted that he intended to swear an affidavit for the Court Application and would note within it whether or not any comments or objections were raised.

There were no objections raised by creditors to the Administrators’ intention to obtain an extension of the convening period.

**Questions**

The Chairperson then opened the meeting for questions from the floor.

There were no questions.

**Committee of Inspection**

The Chairperson noted that under Insolvency Practice Schedule (Corporations) (IPS) 80-10 and section 72 of the Associations Act (NT), creditors may, by resolution, determine whether there is to be a committee of inspection.
The Chairperson noted that the role of a committee of inspection is to:

- advise and assist the Administrators about matters relating to the Voluntary Administration;
- give directions to the Administrators; and
- monitor the conduct of the Voluntary Administration.

A committee of inspection may also:

- request the administrator give information, provide reports or produce documents; and
- obtain specialist advice or assistance.

The Chairperson noted that under IPS 60-10 and section 72 of the Associations Act (NT), a committee of inspection also has the power to approve the Administrators’ remuneration.

In this administration, the Chairperson recommended that a committee of inspection be formed.

The Chairperson then invited creditors to express their views on whether a committee of inspection should be formed and, if so, to nominate prospective members.

The Chairperson put the following resolution to the meeting:

"That a committee of inspection be formed"

The Chairperson declared the resolution passed on the voices.

The Chairperson noted that under IPR 80-5 and section 72 of the Associations Act (NT), the following persons can be appointed as a member of a committee of inspection:

- a creditor of the Association; or
- the attorney of a creditor of the Association by virtue of a general power of attorney given by the creditor; or
- a person authorised in writing by a creditor of the Association to be a member of the committee of inspection; or
- a representative of the Commonwealth if a Fair Entitlements Guarantee (FEG) claim has been, or the Commonwealth considers a claim is likely to be, made in relation to unpaid employment entitlements.

The Chairperson provided the following information, regarding membership of the committee of inspection.

If a member of the committee is a body corporate, the member may be represented at meetings of the committee by an individual authorised in writing by the member.

The Chairperson recommended, where the creditor is a body corporate, that the creditor is appointed as a member of the committee in its own name, as opposed to the creditor appointing a representative. This ensures continuity in the membership of the committee of inspection even if there is staff movement at the creditor.

Alternatively, any person seeking election to the committee on behalf of a corporate entity must provide written authority from that entity to represent its interests. Where such an authority was not provided prior to the meeting, that person’s election to the committee will be subject to such an authority being provided. The Chairperson noted that forms would be made available after the meeting.

A committee of inspection should generally be between three (3) and five (5) members.
The Chairperson noted that a member of a committee of inspection can be appointed by:

- a resolution of creditors (IPS 80-15) and section 72 of the Associations Act (NT); or
- a creditor, or a group of creditors, representing at least 10% in value of creditors (IPS 80-20); or
- an employee, or employees representing at least 50% in value of entitlements owed to the employees (IPS 80-25).

The Chairperson noted that each creditor can only appoint using one of the above methods, and can only appoint one member without a resolution of creditors.

The Chairperson advised that unless creditors approve to waive the prohibition, under IPS 80-55(1) and section 72 of the Associations Act (NT) a member of a committee of inspection must not directly or indirectly derive any profit or advantage from the external administration of the Association. This includes:

- a profit or advantage from a transaction entered into for, or on account of, the Association;
- a profit or advantage from a creditor of the Association; and
- a related entity of the member deriving a profit or advantage from the external administration of the Association.

In addition, a member of the committee of inspection (under IPS 80-55(1)) and an appointing creditor (under IPS 80-60(2)) must not directly or indirectly become the purchaser of any part of the property of the Association, unless creditors approve to waive this prohibition.

The Chairperson then asked the meeting for nominations for the committee of inspection.

The Chairperson noted that National Australia Bank Limited had advised it would be pleased to be appointed a member of the committee of inspection.

Allison Kelly, Robyn Kelleher and Vasili (Billy) Lotsaris, employees of Tracy Village, nominated themselves to be appointed as members of the committee of inspection.

No other nominations were received.

The Chairperson then put the following resolution to the meeting:

“That

National Australia Bank Limited;
Allison Kelly representing herself (an employee);
Robyn Kelleher representing herself (an employee); and
Vasili (Billy) Lotsaris representing himself (an employee);

be appointed to the committee of inspection of Tracy Village Social & Sports Club Incorporated.”

The Chairperson declared the resolution passed on the voices.
To allow general trading in the ordinary course, despite the operation of IPS 80-55, the Chairperson put the following resolution to the meeting, noting that committee members are not entitled to vote on such a resolution:

“**That despite the operation of IPS 80-55, members of the committee may directly or indirectly derive a profit or advantage from the external administration of the Association if the profit or advantage is derived in the ordinary course of trading the business**”

The Chairperson declared the resolution passed on the voices. The committee members abstained from voting on this resolution.

**Removal and replacement of Administrators**

The Chairperson advised the meeting that should creditors resolve, pursuant to section 436E(4) of the Corporations Act and section 72 of the Associations Act (NT), they could:

- remove the Administrators from office; and
- appoint another Administrator or Administrators of their choice.

No nominations for alternative Administrators were received.

**Closure**

The Chairperson declared the meeting closed at 11:39am.

Signed as a true and correct record.

Chairperson
## Meeting Attendance Register - Creditors

**Tracy Village Social & Sports Club Incorporated (Administrators Appointed)**

First Meeting of Creditors held at Tracy Village, 28 Tambling Terrace, Lyons NT 0810 on 5 July 2018 at 11:00 AM

Chairperson: Anthony Connelly
All Creditors

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<th>Name of Proxy or Attorney</th>
<th>Type of Proxy (General / Specific)</th>
<th>Creditor RATA Amount</th>
<th>Creditor Claimed Amount</th>
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Meeting Attendance Register - Observers
Tracy Village Social & Sports Club Incorporated (Administrators Appointed)

First Meeting of Creditors held at Tracy Village, 28 Tambling Terrace, Lyons NT 0810 on 5 July 2018 at 11:00 AM
Chairperson: Anthony Conrelly

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29/06/2018 11:49 AM