

**NOTICE OF GENERAL MEETING OF MEMBERS
BAY STREET 4145 LIMITED
ACN: 001 286 228**

NOTICE is hereby given that a meeting of the members of **Bay Street 4145 Limited ABN 48 001 286 228 (formerly Rockdale RSL Sub-Branch Club Limited)** will be held in the office of Hales Redden Chartered Accountants 386 Princes Highway Rockdale on Thursday 16th January 2025 commencing at 9.30am.

Should a quorum not be present at the meeting to be held on 16th January 2025, and in accordance with Rule 62 of the Constitution, a meeting of the members of **Bay Street 4145 Limited ABN 48 001 286 228 (formerly Rockdale RSL Sub-Branch Club Limited)** will be reconvened on Friday 17th January 2025 in the office of Hales Redden Chartered Accountants 386 Princes Highway Rockdale commencing at 9.30am. A notice to this effect will be placed on the Club website – *ClubRockys.com.au*

Resolutions

The meeting is for the purpose of considering, and if thought fit, passing the following resolutions:

Special Resolutions

- 1 “That the company be wound up voluntarily, by way of a members voluntary liquidation and that Robert Michael Brennan be appointed Liquidator of the company.”
- 2 “That the Liquidator is hereby authorised to distribute in specie such assets of the company as they may deem fit.”
- 3 “That so far as is necessary for the beneficial winding up of the company the Liquidator hereby authorised pursuant to subsections 506(1A), 477(2A) and 477(2B) of the Corporations Act to compromise any debt to the company greater than the prescribed amount and to enter any agreement on the company’s behalf involving a term or obligations extending for more than three months.”

Ordinary Resolutions

- 1 “That the future remuneration of the Liquidator for the period from appointment to finalisation of the Liquidation, is determined at a sum equal to the cost of time spent by the Liquidator and his partner and staff, calculated at the hourly rates as detailed in the Remuneration Report provided to members, up to a capped amount of \$15,000, exclusive of GST, and the Liquidator can draw the remuneration from either available funds or by invoicing the amalgamation partner, Ramsgate RSL Memorial Club Limited on a monthly basis.”
2. “That the members hereby resolve that on the winding up any property of the Club remaining after satisfaction of all debts and liabilities is transferred to Ramsgate RSL Memorial Club Limited, in accordance with the amalgamation approval granted and registered on 30 September 2024 by the Independent Liquor and Gaming Authority and the Deeds of Assignment dated 30 September 2024.”
3. “That the members direct the Liquidator to apply to ASIC when appropriate or upon finalisation of the liquidation for consent to destroy books within the retention period in accordance with IPS 70-35.

Dated the 23 December 2024



Andrew P Dale
President

NOTES TO THE MEMBERS OF BAY STREET 4145 LIMITED (“the Company”)

1. The winding up of the Company is part of the amalgamation with Ramsgate RSL Memorial Club Limited (“Ramsgate”). Under the amalgamation, Ramsgate is the surviving entity, and the Company is the dissolving entity. Accordingly, the amalgamation proceeded on the basis that the Company would be dissolved and wound up and this is why the winding up resolutions are proposed.
2. On 30 September 2024, the Independent Liquor and Gaming Authority approved and registered the amalgamation of Ramsgate and the Company. On 30 September 2024, all assets of the Company, including the land and buildings, were transferred to Ramsgate.
3. Ramsgate is responsible from 30 September 2024, for the debts and liabilities of the Club.
4. Given, item 2 and 3 above, it is not anticipated that there will be any surplus assets upon the winding up. However, should there be surplus assets then the members determine where the surplus is to be distributed.
5. Any surplus assets must be distributed to a body, which has objects similar to the Company and prohibits the distribution of assets to its members to the same extent as the Company. Ramsgate satisfies these requirements.
6. If the winding up resolutions are passed, the Liquidator will take control of the Company entity and the directors will immediately cease to have a role as the governing body of the Company entity. The Liquidator then completes the winding up of the Company entity.
7. The proposed Liquidator, Robert Brennan is a Registered Liquidator who has acted in the Liquidation and Administration of a number of registered clubs over a significant period of time.
8. The Board unanimously recommends that members vote in favour of the resolutions presented to the members.

Encl. Remuneration Report