

# SAM GRECO & CO

ACCOUNTANTS

## RECORD OF TELEPHONE OR PERSONAL INTERVIEW

Client: GREGORY HUDSON	Date: 6/12/2016	Index No.
SUPERANNUATION FUND	Time Start:	
	Time Finish:	Page
	Duration:	of

Rec of Int  
Free Phone  
1 800 626 665



### QUERY

LOAN REPAYMENT OF \$13,000

\$22,000 was originally loaned to Clinical Systems Pty Ltd on 11/8/2006 by Gregory Hudson.

When this loan was put onto the books/accounts of Clinical Systems Pty Ltd, it was put into the name of Gregory Hudson Superannuation Fund. (€ shares allotted)  
- Refer Notice to Shareholders dated 3/2/2009 to show shareholders.

Clinical Systems Pty Ltd has since gone into liquidation but the debt has been transferred / held by ATM (Controlling Trust is Endos). This was as advised by Gregory - waiting for the balance sheet from ATM.

\$13,000 was repaid 1/10/2015  
The remaining balance at 30/6/2016 \$26,750.

*CC Juliana*  
6/12/2016.

## Christina Subramaniam

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**From:** Janette Nobbs  
**Sent:** Friday, 25 November 2016 4:12 PM  
**To:** Christina Subramaniam  
**Subject:** FW: GHSF loan to Clinical Systems P/L documentatio  
**Attachments:** ClinicalSysDebt001.pdf; ClinicalSysDebt002.pdf; ClinicalSysDebt003.pdf; ClinicalSysDebt004.pdf; ClinicalSysDebt005.pdf

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

*Janette Nobbs*

### Accountant

#### Sam Greco & Co Chartered Accountant

Level 1, Mitcham House  
1355 Gympie Road  
Aspley Qld 4034  
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Senrico Pty Ltd ABN 16 230 504 491

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**From:** Gregory Hudson [<mailto:quis@ozemail.com.au>]  
**Sent:** Thursday, 24 November 2016 9:58 AM  
**To:** Janette Nobbs  
**Subject:** GHSF loan to Clinical Systems P/L documentatio

Hello Janette,

please find attached documents regarding the original \$22K loan and subsequent \$4.5K forgone salary as investment in Clinical Systems Pty Ltd

other documentation shows to alteration of CS P/L and demand for repayments. Following the last email a partial payment of \$13K was made on 01 October 2015.

The outstanding amount of \$26750 is yet to be repaid.

If you need any further information please contact me on 0416056383. Many thanks

Gregory Hudson

From : Greg Hudson <ghudson@atm-group.com.au>  
To : "Peter Henderson" <phenderson@clinicalsys.com.au>  
Cc : "Gregory Hudson" <quis@ozemail.com.au>  
Subject : Loan repayment to Gregory Hudson  
Date : Tue, 15 Sep 2015 11:50:23 +1000

Hello Peter,

I have a lot of financial pressures building up due to share trading and tax payments which are now becoming imminent. I have patiently waited from your stated payment date of June 2015 through July, August and now we are at halfway through September. I cannot put off my financial obligations anymore, I have been forced to borrow from my Super Fund to purchase a new fridge when I should have had sufficient funds in my own accounts to cover the purchase.

I expect a reply with a firm date for the repayment of the \$39,750 from the agreement you made with me several years ago. At the end of September I will be in financial troubles and I will be forced to take whatever actions I need to in order to obtain repayment.

I am sorry to force this issue but you have made several promises of repayment and none have been fulfilled.

# Gregory Hudson

Gregory Hudson  
Trustee for Gregory Hudson Superannuation Fund  
P.O.Box 353  
Sandgate QLD 4017  
28th October, 2014

Peter Henderson  
Clinical Systems Pty Ltd  
10/268 Evans Road  
Salisbury QLD 4107

Dear Peter:

I am writing as a Trustee of the Gregory Hudson Superannuation Fund (GHSF) to formally request the repayment of funds invested into the re-structured Clinical Systems Pty Ltd under the Notice of Special Resolution signed on the 19<sup>th</sup> January 2009 and passed on 3<sup>rd</sup> February 2009.

As the GHSF was not a member of the restructured entity, under part (b) (ii) and as this request is post 31/12/2010 the investment of \$26,500.00 for 26,500 'N' Class shares should be repaid at the rate of \$1.50 per share.

Could I please be informed of any actions on my part to be undertaken to facilitate the refund? Additionally, could I be informed on the proposed timetable for the refund to be completed?

I would appreciate receiving your reply within 4 weeks from the receipt of this request

Thank you for your attention to this matter.

Sincerely,

Gregory Hudson  
Trustee for Gregory Hudson Superannuation Fund

*Signed & left on Peter's desk  
& Peter confirmed of left letter  
28/10/2014 2:10-45am  
H*

PWH Meeting 20070712  
Discussions with Peter Henderson at Gloria's Coffee House at Logan road Stones  
Corner about 9:30am Thursday 12th

July 2007.

Spoke regarding the \$22,000.00 owed to me to be converted into 'N' class shares  
at a \$1.00 value (22,000 shares)

and a proposed nominal value to be attached to those of \$2.50 following a  
decision in consultation with Bruce Auld

of Bentleys. Peter is owed a debt of approx. \$340,000.00 and salary forgone of  
approx \$300,000.00 for three years

so \$2.50/'N' class share will pay off the debt and outstanding salary.

I am still owed \$4,500.00 in outstanding salary (Jan to Mar 2007) now paid as  
part dividend for first three months

of the year. Peter will deduct \$9000 from the loan amount to cover the 'salary'  
in the books and then repay the

\$9000 and \$4500 to the amount of 'N' class shares making a total of 26,500.00  
shares (at nominal value \$2.50 each)

I am in agreement with this.

There is a prospective buyer of Clinical Systems Pty Ltd and Peter wants to put  
the company in a solid financial

state in preparation of a buyout. The buyout will include the 'N' class shares  
at a fixed price (as above) and sale

of the 'A' class shares at a negotiated price. I hold 14 'A' class shares and  
previously notified Peter that they

would be in my Gregory Hudson Superannuation Fund account as are the 'N' class  
shares. The 'A' class share

splitup, to the best of my recollection is 14 shares each for me, Damian Wildie  
and Tim Walsh. There are 3 or 4

shares each for Steven Haites and Darrell Crawford and 54 for Peter.

Peter is not interested in running the company in the future and is planning for  
a buyout and retirement for

himself and Leslie. I asked Peter if the Doctor's were agreeable and he stated  
they were aware and would go along

with the proposal.

*Gregory Hudson*  
1.40 pm 12 July 2007

**CLINICAL SYSTEMS** PTY LTD  
ABN: 41 010 667 697

23 Stoneham St  
Stones Corner, QLD 4120

PO Box 2124  
Graceville East, QLD 4075

PH: +617 38478899  
FAX: +617 38478800

Email: phenderson@clinicalsys.com.au

14 January 2009

Mr Gregory Hudson  
G Hudson Superannuation Fund

**Notice of Meeting for Shareholders in Clinical Systems Pty Ltd ABN 41 010 667 697**

Notice is hereby given by Peter Henderson, Director, as per Clause 31 of the Constitution of Clinical Systems Pty Ltd to call a meeting of members for the purpose of voting on a proposed restructure of the company by special resolution

**Date:** Thursday 5<sup>th</sup> February 2009

**Time:** 3:00pm

**Where:** The Board Room, Stones Throw Café, 433 on Logan

**Purpose:** To vote on a proposed special resolution for the reconstruction of Clinical Systems Pty Ltd

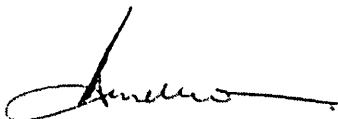
**Notes:** Holders of 'A' Class and 'N' Class shares are entitled to vote on the basis of one (1) vote for each share held.

As per clause 38 of the Constitution, no other business will be conducted at the meeting.

Members may in accordance with the Constitution;

- (a) Appoint a proxy – as per Clause 43
- (b) Agree to pass the resolution by signing their approval on the attached Notice of Resolution and returning it as per Clause 41 of the Constitution attached. This process avoids the need for a meeting

**Special Resolution:** See attached



Peter Henderson  
Director

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**Notice of Special Resolution – Clinical Systems Pty Ltd**

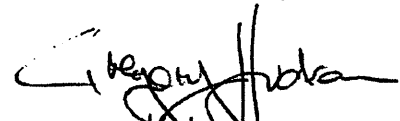
To be presented to a meeting of members as per notice on Thursday 5<sup>th</sup> February, 2009

Given that;

- The Director, major shareholder and creditor of Clinical Systems Pty Ltd, is satisfied that commitments made by Clinical Systems to customers for the eVici product have been delivered under Version 2.1.
- There is no substantial demand for applications built, under Version 2.1, reducing then the future income for Clinical Systems to that generated by chargeable support services.
- There is a potential demand for building a new version of eVici using Version 2.1 as a base, for the PHICSS project.
- That this project is as yet uncommitted, and will require a further \$3.5m of investment to complete.
- Independent advice from accountants Bentleys Pty Ltd, values the existing company at no value.
- It is resolved to create a new entity which will acquire the intellectual property known as eVici 2.1, and which will be used to attract potential new investors from time to time, to build new applications into various market segments. Prospective investors have asked that the entity's membership be governed by shareholder agreement limiting participation to active members;

This entity will;

- a. Acquire all 'A' Class shares in Clinical Systems Pty Ltd with immediate effect for \$2.00 per share.
- b. Should the PHICSS project proceed, acquire all 'N' Class shares over a period of time recognizing debts and loans made by members, and timed to receive benefit from potential future development under the following options;
  - i. If the shareholder is a member of the 'new investment structure' as defined by the new investment structure's shareholder agreement, a new 'N' Class share within the new organization will be issued to replace the existing 'N' Class share on an equal \$ for \$ basis, or
  - ii. If the shareholder is not a member of this new investment structure as in (i) above, acquisition of the 'N' class shares will be on the basis of ;
    - A\$1.30 per share if transfer date is deferred until 31/12/09
    - A\$1.40 per share if transfer date is deferred until 20/6/10
    - A\$1.50 per share if transfer date is deferred until 31/12/10An option fee of \$200.00 will be payable to the existing shareholder on signing an agreement exercising this option to sell the 'N' Class shares to the new entity.

  
19/01/2009



Notes

1. The directors and management recommend acceptance of this offer to all shareholders, as being both the only offer to potentially be able to repay capital and loans made to Clinical System, and being able to provide access to new investors for the future.
2. This resolution must be accepted by majority of members.

In terms of Clause 41 of the Constitution of Clinical Systems Pty Ltd;

I approve this resolution  Vote Yes

I reject this resolution  Vote No

Shareholder Name: C Gregory Hudson

Date: 19/01/2009

Appointment of Proxy

I, C Gregory Hudson of Albion, being a member / members of  
 Clinical Systems Pty Ltd, hereby appoint Peter Henderson of Stones Corner  
~~or, in his/her absence,~~ of  
 as my ~~our~~ proxy to vote for me / us on my / our behalf at the meeting of the  
 Company to be held on the 5th day of February 2009.  
 and at any adjournment of that meeting.

Signed this 19th day of January 2009

C Gregory Hudson

Please note for a valid appointment of proxy, this appointment must be received correctly completed by the company by the 3<sup>rd</sup> February 2009.

Please sign and return original to;  
 Secretary  
 Clinical Systems Pty Ltd  
 PO Box 2124  
 Graceville East  
 QLD 4075.

## Gregory Hudson

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**From:** Peter Henderson [phenderson@clinicalsys.com.au]  
**Sent:** Tuesday, 3 February 2009 9:27 PM  
**To:** Peter Henderson; Damian Wildie; Steven Haites; Gregory Hudson  
**Subject:** Shareholders Meeting Cancelled  
**Attachments:** Letter of Results of Poll - To all Shareholders.pdf

Dear All

I have attached the results of the vote for the re-construction of Clinical Systems if QHealth ever gives us the contract. These votes were received under Clause 41 of the Constitution, and as such there is no need to hold a formal meeting as notified.

As you can see, votes were received from all shareholders except from Teleologix, so at this stage it is a majority decision. If we receive a late vote or any communication from Teleologix, I will advise you.

Under the constitution we cannot force any member to vote or to sell shares, and if the re-construction occurs, it will be done to suit the wishes of the majority, leaving Teleologix's entitlement "as is", and then to be determined on the wind-up of the company. Thank- you for your support - I will let you know progress when/if it happens with QHealth or otherwise.

Peter

Peter Henderson  
Managing Director  
Tel: +617-38478899  
Fax: +617-38478800  
Mobile + 61413066377

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3 February 2009

To All Shareholders

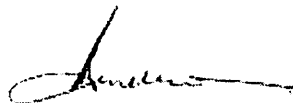
**Notice to Shareholders Results of Poll in Clinical Systems Pty Ltd  
ABN 41 010 667 697**

Further to the notice given by Peter Henderson, Director, on the 14<sup>th</sup> January regarding the meeting of members for the purpose of voting on a proposed restructure of Clinical Systems Pty Ltd by special resolution, the results of the vote as of the 3<sup>rd</sup> February 5pm is as follows;

Shareholder	A Class	N Class	Total	Yes	No	Date Received
Hendos Pty Ltd	544	573000	573544	573544		15/01/2009
G Hudson Superannuation Fund	156	26500	26656	26656		20/01/2009
Information System Consultants Pty Ltd	156	0	156	156		16/01/2009
Teleogix Pty Ltd	156	0	156			
Showcase Design & Technology Pty Ltd	12	2500	2512	2512		19/01/2009
<b>Total</b>	<b>1024</b>	<b>602000</b>	<b>603024</b>	<b>602868</b>		

Results of Poll	Affirmative	Negative	Abstained
	602868	0	156

As all but one shareholder's vote has been received, the majority of votes are affirmative for Clinical Systems Pty Ltd to proceed with the restructure. As per Clause 41 of the Constitution the majority of shareholders have elected to vote prior to the meeting avoiding the need for a meeting and therefore the meeting on the 5<sup>th</sup> February is now cancelled.



Peter Henderson  
Director