



INGLEBURN RSL SUB-BRANCH CLUB LIMITED

NOTICE OF GENERAL MEETING

ACN 163 551 086

NOTICE OF GENERAL MEETING AND RESOLUTIONS

NOTICE is hereby given that a General Meeting of INGLEBURN RSL SUB-BRANCH CLUB LIMITED will be held on Sunday 4th August 2024 commencing 10.00am, at the premises of the Club, Chester Road, Ingleburn.

BUSINESS

The business of the meeting will be for members to consider and, if thought fit, pass two (2) Ordinary Resolutions and two (2) Special Resolutions set out below.

PROCEDURAL MATTERS FOR RESOLUTIONS

1. Ordinary Resolutions - To be passed, each Ordinary Resolution require votes from a simple majority (50% plus one) of those members who being eligible to do so are present and vote on each Ordinary Resolution at the meeting.
2. Voting on First Ordinary Resolution - All members of the Club (except for Honorary, Temporary and Provisional members) can vote on the Ordinary Resolution.
3. Voting on Second Ordinary Resolution – Only to be considered if the First Ordinary Resolution is adopted - All members of the Club (except for Honorary, Temporary and Provisional members) can vote on the Ordinary Resolution.
4. Special Resolutions - To be passed, each Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the meeting.
5. Voting on First Special Resolution - Only Honorary Life members, financial Service members and financial Social members and financial Bowling members can vote on the First Special Resolution.
6. Voting on Second Special Resolution – Only to be considered if the First Special Resolution is adopted - Only financial Service members and Honorary Life Members, who were previously Service Members, Ordinary Members or Ordinary "A" Class Members can vote on the Second Special Resolution.
7. Under the Registered Clubs Act (RCA), employees cannot vote and proxy voting is prohibited.
8. The Board unanimously recommends that the members vote in favour of the Resolutions.

FIRST ORDINARY RESOLUTION

That members hereby approve in principle the amalgamation of Ingleburn RSL Sub-Branch Club Limited (RSL Club) with Club Redfern Limited (Club Redfern), with such an amalgamation to be effected by:

- (a) the continuation of the RSL Club and the winding up of the Club Redfern; and
- (b) the granting of an application made to the Independent Liquor & Gaming Authority (Authority) for the transfer of the club licence held by the Club Redfern to the RSL Club for the purpose of such amalgamation;
- (c) the transfer of the assets and club licence held by the Club Redfern to the RSL Club pursuant to the application referred to in paragraph (b) in order to complete the amalgamation.

INGLEBURN RSL SUB-BRANCH CLUB LIMITED

SECOND ORDINARY RESOLUTION

That, conditional on and with effect from the completion of the amalgamation between Ingleburn RSL Sub-Branch Club Limited and Club Redfern Limited and subject to the First Ordinary Resolution being passed and pursuant to section 10(6A)(b) of the Registered Clubs Act 1976, the members of the RSL Club approve of the RSL Club providing funding of two-hundred and fifty thousand dollars (\$250,000) into an account under the control of the Club Redfern Sub-Club (which is to be created by the RSL Club) to be used for the purpose of engaging Club Redfern Members and the local community groups in the community around the prior Club Redfern premises.

The RSL Club members acknowledge that the benefits provided under this Second Ordinary Resolution are not available to all members of the RSL Club generally but only to those persons who were Life members or members of Club Redfern on 31 December 2023 and who become members of the RSL Club and members of Club Redfern Sub-Club.

NOTES TO MEMBERS ON FIRST ORDINARY RESOLUTION

Summary of First Ordinary Resolution

1. The First Ordinary Resolution proposes for members to approve:
 - (a) the proposed amalgamation of the RSL Club and the Club Redfern; and
 - (b) the clubs making an application to the Authority to obtain approval for the amalgamation;
 - (c) the transfer of the Club Redfern's assets and club licence to the RSL Club.

Background Information

2. On 20 June 2023 the RSL Club called for expressions of interest in an amalgamation on the basis that it would be the "continuing club" in the amalgamation.
3. On 10 July 2023, the RSL Club received an expression of interest from the Club Redfern and consequently, the Board resolved to proceed with an amalgamation with the Club Redfern.
4. The RCA requires two clubs that are proposing to amalgamate to enter into a Memorandum of Understanding (MOU) which covers various matters specifically required by the RCA and other matters relevant to the proposed amalgamation.
5. In accordance with the RCA, the clubs have entered into a MOU.
6. Copies of the MOU are displayed on the noticeboard and the website of the RSL Club. Further copies may be obtained on request from the Club.
7. Members are encouraged to carefully read the terms of the MOU and, if they have any questions or require clarification on any matter relating to the amalgamation or what is contained in the MOU, they should direct their enquiries to the Chief Executive Officer of the RSL Club.

Summary of MOU

Corporate Structure, Constitution and Management of Amalgamated Club

8. The amalgamation will be effected by the continuation of the RSL Club and dissolution of the Club Redfern.
9. The Constitution of the Amalgamated Club will be the Constitution of the RSL Club.
10. The Board and Chief Executive Officer of the Amalgamated Club will be the Board and Chief Executive Officer of the RSL Club.

Premises of the Amalgamated Club

11. The Club Redfern does not have premises. This means that the RSL Club will continue to trade only from the RSL Club's existing premises.

Traditions and Memorabilia

12. The traditions and memorabilia of the Club Redfern will be recognised by the Amalgamated Club its existing Chester Road, Ingleburn premises by the display of a commemorative plaque acknowledging the

amalgamation between Ingleburn RSL and Club Redfern and using words agreed between the parties and set out in Schedule 2 to the MOU.

13. On Completion Club Redfern will transfer two-million two-hundred and fifty thousand dollars (\$2,250,000) to Ingleburn RSL.
14. Club Redfern will establish a separate public company capable of being registered as a charity with the Australian Charitable and No-For Profit Foundation to be known as the Club Redfern Foundation and the remainder of Club Redfern's cash (including Gaming Machine Entitlement sale proceeds received or to be received) and investments will be transferred by Club Redfern to that entity.
15. The Amalgamated Club will provide the Club Redfern Foundation with reasonable administrative support and reasonable access to the Amalgamated Club's meeting rooms and other spaces (subject at all times to the approval of the Amalgamated Club) on an ongoing basis at no cost to the Club Redfern Foundation, where reasonably required by the Club Redfern Foundation.
16. The Amalgamated Club and the Club Redfern Foundation may from time to time jointly promote and support organisations supported by the Club Redfern Foundation

Transfer of Employees

17. Club Redfern only has one (1) employee being the Club Redfern CEO and that position will be made redundant on Completion and Club Redfern will be responsible for all payments relating to the redundancy.

Core property, cash and investments and poker machine entitlements of the Club Redfern

18. Club Redfern has no core property.
19. The cash and investments of the Club Redfern will be transferred in accordance with paragraphs 21 and 22 above.
20. Club Redfern will sell all of its Gaming Machine Entitlements and distribute the proceeds in accordance with paragraphs 21 and 22 above.

Transfer of Members

21. The RSL Club will invite the Club Redfern's members to become members of the RSL Club and the members who accept that invitation will become Club Redfern Members but will be eligible to transfer to any other category of membership of the RSL Club for which they qualify.

The Amalgamation Process

22. Each club must hold a separate general meeting of its members to approve the amalgamation.
23. After the members of both clubs have approved the amalgamation at separate meetings, an application will be made to the Authority for formal approval of the amalgamation.
24. After the Authority has approved the amalgamation, there will be a commercial settlement. On the day of that commercial settlement, the following things (among others) will happen:
 - (a) Club Redfern will transfer its assets to the RSL Club, including the Club Redfern's club (liquor) licence.
 - (b) Club Redfern's members who have consented to become members of the RSL Club will be admitted to membership of the RSL Club as Club Redfern Members.
25. After completion of the amalgamation Club Redfern will be wound up.

NOTES TO MEMBERS ON THE SECOND ORDINARY RESOLUTION

1. Under the MOU, Club Redfern will transfer two million two hundred and fifty thousand dollars (\$2,250,000) to the RSL Club.
2. The RSL Club has agreed to establish a sub-club known as the Club Redfern Sub-Club and to provide that Sub-Club with funding of two-hundred and fifty thousand dollars (\$250,000) into an account to be used by the Sub-Club for the purpose of engaging Club Redfern Members and local community groups in the community around the prior Club Redfern premises.
3. Under the MOU, the only persons who will be eligible to join the Club Redfern Sub-Club will be those persons who were Life members or members of Club Redfern on 31 December 2023 and who become members of the RSL Club and members of Club Redfern Sub-Club.
4. Section 10(1)(i) of the RCA prohibits a member of the RSL Club to derive, directly or indirectly, any profit,

- benefit or advantage from the Club that is not offered equally to every full member of the Club.
5. Section 10(6A)(b) of the RCA provides an exception to section 10(1)(i) where the benefit is provided to a different class of members and is not in the form of money or a cheque or promissory note and is the subject of a current authorisation given by a general meeting of the members prior to the benefit being provided.
 6. Whilst the Second Ordinary Resolution seeks the approval of funds to the Club Redfern Sub-Club, the funds are being provided for use by the Sub-Club (the membership of which is limited only to those persons who meet the criteria outlined above) and is to be used for the purposes set out above and not for distribution to the actual members of the Sub-Club.

FIRST SPECIAL RESOLUTION

That, conditional on and with effect from the completion of the amalgamation between Ingleburn RSL Sub-Branch Club Limited and Club Redfern Limited and subject to the First Ordinary Resolution, Second Ordinary Resolution and the Second Special Resolution being passed, the Constitution of Ingleburn RSL Sub-Branch Club Limited be amended by:

- (a) inserting the following new Rule 3.1(f) and renumbering the remaining provisions of Rule 3.1 accordingly:
““Club Redfern” means Club Redfern Limited”.
- (b) deleting existing Rule 10.2 and inserting the following new Rule 10.2:
“10.2 The Full membership of the Club shall be divided into the following categories:
 - (a) Honorary Life members; and
 - (b) Service members;
 - (c) Social members;
 - (d) Bowling members;
 - (e) Junior members;
 - (f) Ingleburn Bowling Club members;
 - (g) Club Redfern members.”
- (c) inserting the following new Rules 10.24 and 10.25:

CLUB REDFERN MEMBERS

10.24 Club Redfern members shall be those persons who are full members (as defined in the Registered Clubs Act) of Club Redfern and who are admitted to membership of the Club pursuant to Rule 47 for the purposes of the amalgamation between the Club and Club Redfern.

10.25 Club Redfern members shall have:

- (a) their unbroken period of membership of Club Redfern as at the date of completion of the amalgamation between the Club and Club Redfern recognised for the purpose of any qualification on this Constitution; and
- (b) the same right as Social Members and may elect to transfer to any other class of membership of the Club under Rule 11.
- (c) inserting the following new Rule 28.17 and renumbering the remaining provisions of Rule 28 accordingly

“CLUB REDFERN SUB CLUB

28.17 On completion of the amalgamation between the Club and Club Redfern, there will be established a Sub Club known as the Club Redfern Sub Club with the object of engaging Club Redfern members and the local community groups in the community around the prior Club Redfern premises.

28.18 Club Redfern Sub Club membership shall comprise:

- (a) Ordinary Members – who must be persons that were members of Club Redfern; and
- (b) Life Members - who must be persons that were Life members of Club Redfern, as at 31 December 2023 and who are members of the Club and make application and are admitted to membership of Club Redfern Sub Club.

28.19 The initial committee of the Club Redfern Sub Club will be the Board of Club Redfern as at the date of the



memorandum of understanding for amalgamation between the Club and Club Redfern.

28.20 Rules 28.10 to 28.16 shall apply to the Club Redfern Sub Club except where otherwise approved by the Board in writing."

SECOND SPECIAL RESOLUTION

That, conditional on and with effect from the completion of the amalgamation between Ingleburn RSL Sub-Branch Club Limited and Club Redfern Limited and subject to the First Ordinary Resolution, Second Ordinary Resolution and First Special Resolution being passed, the Constitution of Ingleburn RSL Sub-Branch Club Limited be amended by:

(a) inserting the following new Rule 26.4(f):

"(f) Club Redfern members."

(b) inserting into Rule 26.5 the words "Club Redfern members" after the words "Ingleburn Bowling Club Bowling members".

NOTES TO MEMBERS ON FIRST AND SECOND SPECIAL RESOLUTIONS

Procedural Issues for First and Second Special Resolutions

1. The amendments contained in the First and Second Special Resolutions are required by the RCA and the MOU which means the amalgamation will only proceed if both of the Ordinary Resolutions and both of the Special Resolutions are passed.
2. The amendments to the Constitution required for the amalgamation have been divided into two (2) separate special resolutions because only financial Service members and Honorary Life Members, who were previously Service Members, Ordinary Members or Ordinary "A" Class Members can vote on special resolutions to amend Rules 10.8, 26.4, 26.5, and 46.1 (being those amendments proposed in the Second Special Resolutions).
3. The First Special Resolution will only be considered if the First Ordinary Resolution and Second Ordinary Resolution is passed and the Second Special Resolution will only be considered if both of the Ordinary Resolutions and First Special Resolution are passed.
4. The amendments set out in the First and Second Special Resolutions will not take effect until the amalgamation is completed.

Effect of the First and Second Special Resolutions

5. If passed, the First and Second Special Resolutions will

- (a) create a new category of membership which will be known as "Club Redfern membership" and set out certain Rules in the Constitution regulating Club Redfern membership; and
- (b) establish a new Sub Club to be known as Club Redfern Sub Club.

Summary of New Category of Membership

Club Redfern membership

6. It is a requirement of the RCA that a separate category of membership is established for amalgamated members.
7. To satisfy this requirement, it is proposed for the category of membership to be known as "Club Redfern membership" to be inserted into the Club's Constitution.
8. Club Redfern members will be those persons who were members of Club Redfern as at the completion of the amalgamation and will have the same rights and privileges as Social members under the Club's Constitution.

For Completeness – Composition of the Board

9. If the First and Second Special Resolutions are passed:

- (a) the Board will continue to consist of seven (7) directors comprising of a President, two (2) Vice Presidents, Treasurer and three (3) Ordinary directors; and
- (b) Five (5) directors (including the President, two (2) Vice Presidents, Treasurer and one (1) Ordinary director) must still be either Service members or Honorary Life members who were previously Service members, Ordinary members or Ordinary "A" Class members.

Club Redfern Sub Club

10. If the First Special Resolution is passed, on completion of the amalgamation, there will be established a Sub Club known as the Club Redfern Sub Club with the object of engaging Club Redfern members and the local community groups in the community around the prior Club Redfern premises. This is consistent with the Club's requirements under the MOU.
11. Club Redfern Sub Club membership shall comprise:
 - (a) Ordinary Members – who must be persons that were members of Club Redfern; and
 - (b) Life Members - who must be persons that were Life members of Club Redfern, as at 31 December 2023 and who are members of the Club and make application and are admitted to membership of Club Redfern Sub Club.
12. The initial committee of the Club Redfern Sub Club will be the Board of Club Redfern as at the date of the memorandum of understanding for amalgamation between the Club and Club Redfern.
13. Rules 28.10 to 28.16 (which regulate sub clubs of the Club) shall apply to the Club Redfern Sub Club except where otherwise approved by the Board in writing.

Dated: 5th July 2024

by direction of the Board

Glenn Cushion
Chief Executive Officer



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