

NOTICE OF EXTRAORDINARY GENERAL MEETING

Extraordinary General Meeting and Resolutions

NOTICE is hereby given that an Extraordinary General Meeting of **INGLEBURN RSL SUB-BRANCH CLUB LIMITED** will be held on **Thursday the 30th July 2020** commencing immediately after the conclusion of the Annual General Meeting of the Club (which is to commence at 7.30pm), 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 the Ordinary Resolution and two (2) Special Resolutions set out below.

PROCEDURAL MATTERS FOR RESOLUTIONS

1. Ordinary Resolution - To be passed, the Ordinary Resolution requires votes from a simple majority (50% plus one) of those members who being eligible to do so are present and vote on the Ordinary Resolution at the meeting.
2. Voting on Ordinary Resolution - All members of the Club (except for Honorary, Temporary and Provisional members) can vote on the Ordinary Resolution.
3. Special Resolution - To be passed, a 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.
4. Voting on First Special Resolution - Only Honorary Life members, financial Service members and financial Social members can vote on the First Special Resolution.
5. Voting on Second Special Resolution - 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.
6. Under the Registered Clubs Act (**RCA**), employees cannot vote and proxy voting is prohibited.
7. The Board unanimously recommends that the members vote in favour of the Resolutions.

ORDINARY RESOLUTION

That members hereby approve in principle the amalgamation of Ingleburn RSL Sub-Branch Club Limited (**RSL Club**) with Ingleburn Bowling & Recreation Club Co-operative Limited (**Bowling Club**), with such an amalgamation to be effected by:

- a. the continuation of the RSL Club and the winding up of the Bowling Club; 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 Bowling Club to the RSL Club for the purpose of such amalgamation;
- c. the transfer of the assets and club licence held by the Bowling Club to the RSL Club pursuant to the application referred to in paragraph (b) in order to complete the amalgamation.

NOTES TO MEMBERS ON ORDINARY RESOLUTION

Summary of Ordinary Resolution

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

Background Information

9. The RSL Club called for expressions of interest in an amalgamation on the basis that it would be the "continuing club" in the amalgamation.
10. The RSL Club received an expression of interest from the Bowling Club and consequently, the Board resolved to proceed with an amalgamation with the Bowling Club.
11. The RCA requires two clubs which 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.
12. In accordance with the RCA, the clubs have entered into a MOU.
13. 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.
14. 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

15. The amalgamation will be effected by the continuation of the RSL Club and dissolution of the Bowling Club.
16. The Constitution of the Amalgamated Club will be the Constitution of the RSL Club.
17. 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

18. The Bowling Club's premises (**the Bowling Club Premises**) will become additional licensed premises of the RSL Club. This means that the RSL Club will trade from the Bowling Club Premises and the RSL Club's existing premises.

The Bowling Club Premises

19. The Bowling Club Premises will continue to be known as "Ingleburn Bowling Club".

INGLEBURN RSL SUB-BRANCH CLUB LIMITED

20. The traditions, amenities, culture, bowling facilities, bowling activities and memorabilia of the Bowling Club will be maintained by the Amalgamated Club at the Bowling Club Premises.
21. The Amalgamated Club will continue to support the community that was supported by the Bowling Club and explore opportunities to expand that community support.
22. Amongst other things, the RSL Club will:
 - (a) operate a registered club at the Bowling Club Premises with all of the usual facilities and amenities of a registered club; and
 - (b) undertake necessary capital works and services for a total amount of six million seven hundred and eighty thousand dollars (\$6,780,000) at the Bowling Club Premises during the first ten (10) years after completion of the amalgamation;
 - (c) ensure the commitment to lawn bowls for the members of the Amalgamated Club for a minimum of ten (10) years, including the provision of bowling greens.
23. The Amalgamated Club will create a men's bowling sub-club and a women's bowling sub-club to conduct and administer bowling at the Bowling Club Premises.
24. The Amalgamated Club will allocate a combined annual budget of sixty thousand dollars (\$60,000) per annum to those sub-clubs for the first ten (10) years after completion of amalgamation.
25. The Amalgamated Club will also create additional sub-clubs if required.
26. The RSL Club has no intention of ceasing to trade from the Bowling Club Premises. However, if the Bowling Club Premises is not financially viable after the first ten (10) years after the completion of the amalgamation, the RSL Club may cease trading from those premises.

Transfer of Employees

27. The RSL Club will offer similar employment to all of the Bowling Club's employees and those employees who accept the offer of employment will become employees of the RSL Club.

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

28. The Bowling Club Premises (including bowling greens) is currently core property of the Bowling Club and it will be core property of the Amalgamated Club.
29. The cash and investments of the Bowling Club will be transferred to the Amalgamated Club.
30. The Bowling Club has thirty eight (38) poker machine entitlements and it is intended that those entitlements will be kept at the Bowling Club Premises on an ongoing basis.

Transfer of Members

31. The RSL Club will invite the Bowling Club's members to become members of the RSL Club and the members who accept that invitation will become RSL Club members.
32. Life members of the Bowling Club will be recognised as Life members of the Bowling Club Premises and the relevant bowling sub club only. However, they will not become Life members of the RSL Club.

The Amalgamation Process

33. Each club must hold a separate general meeting of its members to approve the amalgamation.
34. 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.
35. 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) the Bowling Club will transfer its assets to the RSL Club, including the Bowling Club's club (liquor) licence, land and gaming machine entitlements.
 - (b) the Bowling Club's members who have consented to become members of the RSL Club will be admitted to membership of the RSL Club.
 - (c) the Bowling Club's employees who have accepted employment with the RSL Club will become employees of the RSL Club.
36. After completion of the amalgamation, the RSL Club will trade from and manage the Bowling Club Premises and the Bowling Club will be wound up.

FIRST SPECIAL RESOLUTION

That, conditional on and with effect from the completion of the amalgamation between Ingleburn RSL Sub-Branch Club Limited and Ingleburn Bowling & Recreation Club Co-operative Limited and subject to the 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(k) and **renumbering** the remaining provisions of Rule 3.1 accordingly: "**Ingleburn Bowling Club**" means Ingleburn Bowling & Recreation Club Co-operative Limited".
- b. **inserting** at the end of Rule 10.1 "except as a Junior member".
- c. **inserting** the following new Rule 10.2(d) to (f) inclusive:
 - (d) *Bowling members.*
 - (e) *Junior members*
 - (f) *Ingleburn Bowling Club members."*
- d. **inserting** the following new headings and Rules 10.17 to 10.23 inclusive:

"BOWLING MEMBERS

- 10.17 *Bowling members shall be persons who have attained the age of eighteen (18) years and been elected or transferred to Bowling membership of the Club.*
- 10.18 *Bowling members are entitled to:*
 - (a) *all the social and bowling privileges and advantages of the Club;*
 - (b) *attend and vote at Annual General Meetings and general meetings of the Club except on any Special Resolution to alter or amend Rules 10.6, 10.8, 10.14, 10.18, 10.21, 10.23, 26, 27 and 46.1;*
 - (c) *nominate for and be elected to hold up to a maximum of two positions of Ordinary Director on the Board;*

- (d) vote in the election of the Board;
- (e) propose, second, or nominate any eligible member for Honorary Life membership any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership;
- (g) introduce guests to the Club.

JUNIOR MEMBERS

- 10.19 Junior members shall be persons who have not attained the age of eighteen (18) years and are elected to Junior membership of the Club.
- 10.20 A person shall not be admitted as a Junior member of the Club unless the Board:
- (a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a Sub club; and
 - (b) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a Sub club;
 - (c) is satisfied that the person will take part in regular sporting activities organised by the Club or a Sub club.
- 10.21 Subject to the provisions of the Registered Clubs Act, Junior members are entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:
- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
 - (b) nominate for or be elected to hold office on the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership;
 - (g) introduce guests to the Club.

INGLEBURN BOWLING CLUB MEMBERS

- 10.22 Ingleburn Bowling Club members shall be those persons who are full members (as defined in the Registered Clubs Act) of Ingleburn Bowling Club and who are admitted to membership of the Club pursuant to Rule 47 for the purposes of the amalgamation between the Club and Ingleburn Bowling Club.
- 10.23 The following shall apply in respect of the admission of Ingleburn Bowling Club members to membership of the Club and the rights and entitlements of Ingleburn Bowling Club members:
- (a) Ingleburn Bowling Club membership will be divided into three sub classes – Ingleburn Bowling Club Bowling members, Ingleburn Bowling Club Social members and Ingleburn Bowling Club Junior members.
 - (b) Life members and Bowling members of Ingleburn Bowling Club will be admitted to membership of the Club as "Ingleburn Bowling Club Bowling members. Ingleburn Bowling Club Bowling members will have the same rights and privileges as Bowling members.
 - (c) Social members of Ingleburn Bowling Club will be admitted to membership of the Club as Ingleburn Bowling Club Social members. Ingleburn Bowling Club Social members will have the same rights and privileges as Social members.
 - (d) Junior members of Ingleburn Bowling Club will be admitted to membership of the Club as Ingleburn Bowling Club Junior members. Ingleburn Bowling Club Junior members will have the same rights and privileges as Junior members."
- e. inserting the following new Rule 11.6:
- "11.6 The Board shall have the power to transfer a Junior member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Junior member has the necessary qualifications."
- f. inserting into Rule 15.1 the words ", Bowling member, Junior member" after the words "Social member".
- g. inserting the following new Rule 47:

"47. ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION

- 47.1 Rule 15 shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered club and this Rule 47.
- 47.2 A person shall be admitted as a member of the Club pursuant to an amalgamation if that person is a full member (as defined in the Registered Clubs Act) of a registered club which has amalgamated with the Club and has agreed to be a member of the Club pursuant to the amalgamation.
- 47.3 The agreement referred to in Rule 47.2 must be in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Constitution and By-laws of the Club and in such form as approved by the Board from time to time.
- 47.4 Any person who completes and signs the agreement referred to in Rule 47.3 and returns that agreement to the Club shall, (subject to the name of that person being displayed on the noticeboard of the Club for not less than seven (7) days and a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by a resolution of the Board to membership of the Club with effect from the date of completion of the amalgamation."

SECOND SPECIAL RESOLUTION

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

- a. **deleting** from Rule 10.8 the words "this Rule 10.8 and Rules 10.14,26,27 and 46.1" and inserting the words "Rules 10.6, 10.8, 10.14, 10.18, 10.21, 10.23, 26, 27 and 46.1".
- b. **inserting** the following new Rule 26.4(d) and (e):
 - "(d) Bowling members.
 - (e) Ingleburn Bowling Club Bowling members."
- c. **inserting** into Rule 26.5 the words ", Bowling members or Ingleburn Bowling Club Bowling members" after the words "Social members".
- d. **deleting** Rule 46.1 and **inserting** the following new Rule 46.1:
 - "46.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Honorary Life members, financial Service members, financial Social members, financial Bowling members and financial Ingleburn Bowling

Club Bowling members and financial Ingleburn Bowling Club Social members shall be the only members eligible to vote on any Special Resolution to amend this Constitution provided that only financial Service members and Honorary Life Members, who were previously Service Members, Ordinary Members or Ordinary "A" Class Members shall be eligible to vote on any Special Resolution to amend Rules 10.6, 10.8, 10.14, 10.18, 10.21, 10.23, 26, 27 and 46.1."

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 the Ordinary Resolution and both of the Special Resolutions are passed.
2. The amendments 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 Ordinary Resolution is passed and the Second Special Resolution will only be considered if the Ordinary Resolution 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 three (3) new categories of membership which will be known as "Bowling membership", "Ingleburn Bowling Club membership" and "Junior membership"; and
 - (b) introduce a procedure for the admission of persons to membership of the Club pursuant to an amalgamation.

Summary of New Categories of Membership

Bowling membership

6. The Club will continue bowling activities at Ingleburn Bowling Club's premises after completion of the amalgamation.
7. The Club wishes to attract "new bowlers" to participate in bowls at Ingleburn Bowling Club's premises and for those persons to become members of the Club.
8. To enable those persons to become "bowling members" of the Club, it is proposed for a new category of membership to be known as "Bowling membership" to be inserted into the Club's Constitution.
9. "Bowling members" will have the same rights and entitlements as Social members under the Club's Constitution but they will also have bowling rights.

Ingleburn Bowling Club membership

10. It is a requirement of the RCA that a separate category of membership is established for amalgamated members.
11. To satisfy this requirement, it is proposed for the category of membership to be known as "Ingleburn Bowling Club membership" to be inserted into the Club's Constitution.
12. Ingleburn Bowling Club members who were Bowling members of Ingleburn Bowling Club as at the completion of the amalgamation will have the same rights and privileges as Bowling members under the Club's Constitution (see Note 8 above).
13. Ingleburn Bowling Club members who were Social members of Ingleburn Bowling Club as at the completion of the amalgamation will have the same rights and privileges as Social members under the Club's Constitution.
14. Ingleburn Bowling Club member who were Junior members of Ingleburn Bowling Club as at the completion of the amalgamation will have the same rights and privileges as Junior members under the Club's Constitution (see Note 16 below).

Junior membership

15. At present, the Club's Constitution does not permit persons who are under the age of eighteen (18) years to become members of the Club.
16. However, Ingleburn Bowling Club has Junior members who are under the age of eighteen (18) years.
17. To enable the Junior members of Ingleburn Bowling Club to become members of the Club in accordance with the Registered Clubs Act, it is proposed for the category of membership to be known as "Junior Members" to be inserted into the Club's Constitution.
18. Junior Members will only be entitled to such social and sporting privileges and advantages as may be determined by the Board from time to time.

For Completeness – Composition of the Board

19. 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.

Dated: 18th June 2020 By direction of the Board

Glenn Cushion
Chief Executive Officer



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