



NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Wyong R S L Sub-Branch Club Ltd (ABN 97 001 070 588) (**Club Wyong**) will be held at the premises of the Club at 15 Margaret Street, Wyong NSW 2259 on Sunday, 25 October 2020 at 10.00am.

Information sessions for members pertaining to the below will also be held at the Club Wyong on the following dates:

- Thursday, 8 October 2020 at 5:45pm in the Auditorium
- Friday, 16 October 2020 at 5:45pm in the Auditorium

Due to COVID and social distancing requirements, please register your attendance for General Meeting or Member Information Sessions with the Club on **(02) 4359 7444**

BUSINESS

1. To receive a presentation from Mount Pritchard & District Community Club Ltd in respect of the proposed amalgamation with Club Wyong; and
2. To consider and, if thought fit, pass the Ordinary Resolution approving in principle an amalgamation of Club Wyong and Mount Pritchard & District Community Club Ltd.

ORDINARY RESOLUTION

“That the members of Wyong R S L Sub-Branch Club Ltd (ABN 97 001 070 588) hereby approve:

- (a) *in principle, the amalgamation of Wyong R S L Sub-Branch Club Ltd (ABN 97 001 070 588) and Mount Pritchard & District Community Club Ltd (ABN 98 000 458 622) such amalgamation to be effected by:*
 - (i) *the continuation of Mount Pritchard & District Community Club Ltd (ABN 98 000 458 622) as the amalgamated club and the dissolution of Club Wyong Bowling Club Limited (ACN 001 063 476);*
 - (ii) *the transfer of the assets of Wyong R S L Sub-Branch Club Ltd (ABN 97 001 070 588) to Mount Pritchard & District Community Club Ltd (ABN 98 000 458 622); and*
 - (iii) *the transfer of the Club Licence of Wyong R S L Sub-Branch Club Ltd (ABN 97 001 070 588) to Mount Pritchard & District Community Club Ltd (ABN 98 000 458 622) ; and*
- (b) *the making of an application under section 60 of the Liquor Act 2007 to the Independent Liquor and Gaming Authority of NSW for the transfer of Club Licence of Wyong R S L Sub-Branch Club Ltd (ABN 97 001 070 588) to Mount Pritchard & District Community Club Ltd (ABN 98 000 458 622) for the purposes of such amalgamation.”*

EXPLANATORY NOTE REGARDING THE ORDINARY RESOLUTION

1. On 21 January 2020 in accordance with clause 4 of the *Registered Clubs Regulation 2009*, Wyong R S L Sub-Branch Club Ltd (ABN 97 001 070 588) (**Club Wyong**), in seeking to amalgamate Club Wyong with another registered club, called for expressions of interest by ClubsNSW E-Circular published on 21 January 2020 (**Notice**).
2. In response to the Notice, on 13th February 2020, Mount Pritchard & District Community Club Ltd (ABN 98 000 458 622) (**Mounties**) submitted an expression of interest to Club Wyong seeking an amalgamation.
3. In September 2020, Club Wyong and Mounties executed a Memorandum of Understanding (**MOU**) relating to a proposed amalgamation of the two clubs.
4. Members of Club Wyong should consider the terms of the signed copy of the MOU between Club Wyong and Mounties which is on the noticeboards of Club Wyong and Mounties. A signed copy of the MOU is also on display on:

Club Wyong's website at www.clubwyong.com.au; and

Mounties' website at www.mountiesgroup.com.au.

5. The key features of the proposal as set out in the MOU are summarised as follows:
 - (a) *The amalgamation will result in the dissolution of Club Wyong as a company and a Licensed Club and the continuation of the Mounties as the body corporate of the Amalgamated Club.*
 - (b) *Club Wyong's premises will become additional premises of Mounties and will be available to all members of the Amalgamated Club. If the amalgamation is approved, Mounties will then trade from the following premises:*
 - 101 Meadows Rd, MOUNT PRITCHARD, NSW 2170;
 - 1st & 2nd Floors 117 John St, CABRAMATTA, NSW 2166;
 - Lawson & Ulverston Sts, FAIRFIELD, NSW 2165;
 - 80 Evans St, FRESHWATER, NSW 2096;
 - Raglan St, MANLY, NSW 2095;
 - Wharf Rd, LANSVALE, NSW 2166;
 - 80-84 Brisbane Rd, ST JOHNS PARK, NSW 2176;
 - Anzac Ave, WYONG, NSW 2259; and
 - 20 Hope St, WYONG, NSW 2259.
 - (c) *The Board of Mounties will be the Governing Body of the Amalgamated Club.*
 - (d) *The Chief Executive Officer of Mounties will be the Chief Executive Officer of the Amalgamated Club.*
 - (e) *The Chief Executive Officer of Club Wyong will be the manager of the Club Wyong premises after Completion of the Amalgamation.*
 - (f) *The members (subject to their consent and if not already members) of Club Wyong will become members of Mounties.*
 - (g) *Mounties has undertaken to:*
 - (i) *payout all loan amounts, as well as any interest that has accrued on such loan amounts, currently owing to Wyong Rugby League Club Ltd which total \$2.75M (principal), or any other alternative financier with respect to an arrangement approved in writing by Mounties;*
 - (ii) *make reasonably available up to \$250,000 to Club Wyong should it be required to ensure ongoing solvency of Club Wyong prior to Completion;*
 - (iii) *enter a Deed of Accommodation, to be agreed, with the RSL sub-branch to allow it accommodation at Club Wyong at no cost to the sub-branch;*
 - (iv) *maintain the traditions and memorabilia of Wyong RSL;*
 - (v) *continue to contribute community support donations to the Wyong Community in accordance with the Mounties ClubGrants program;*
 - (vi) *conduct a masterplan process in relation to the Club Wyong Premises, the Club Wyong Bowling Club Premises and the Land including considering the redevelopment of the Club Wyong Premises, Club Wyong Bowling Club Premises and the Land to ensure the ongoing viability of the Business;*
 - (v) *subject to planning approval, redevelop the Club Wyong Premises, Club Wyong Bowling Club Premises and the Land within five (5) years from Completion. If such redevelopment has not commenced within three (3) years from the date of*

Completion then renovations to the existing Club Wyong Premises will occur with funds to be focused on modifications and upgrading of facilities, fixtures and plant and equipment;

(vi) carry on the business of a licensed registered club at:

- i. Club Wyong Premises; or*
- ii. Club Wyong Bowling Club Premises,*

with all the facilities and amenities of a registered club;

(vii) continue to offer bowling facilities for sub-club use as a sport either at the Club Wyong Bowling Club Premises or on the Land (subject to any period of closure required for redevelopment).

(h) Mouties does not intend to:

(i) cease trading from the Club Wyong Premises (other than as may be commercially required for any redevelopment work); and/or

(ii) cease bowls or other sporting activities conducted at the Club Wyong Premises provided with respect to bowling there are sufficient active bowling members, who are registered with either the Royal New South Wales Bowling Association or New South Wales Women's Bowling Association, to justify continuation and with respect to other sporting activities there are sufficient active members to justify continuation.

(i) A committee of the Club Wyong will be established and initially consist of four (4) members of the Board of Club Wyong, with preference given to existing directors of Club Wyong, as nominated by such Board immediately prior to Completion.

(j) For three (3) years post Completion the Club Wyong committee will provide advice to the Mouties CEO in relation to the Club Wyong Premises.

(k) Mouties will allow any sub-clubs of Club Wyong to continue to exist provided all members of those sub-clubs become members of Mouties.

(l) Any sub-clubs that continue will be gifted by Mouties into their new bank accounts set up by Mouties after Completion the amounts of funds that they held in their bank accounts, as held by Club Wyong, immediately prior to Completion.

(m) The Club Licence of Club Wyong will be transferred to Mouties under section 60A of the Liquor Act 2007. All assets of Club Wyong will be transferred to Mouties in accordance with the MOU.

(n) Mouties will offer employment to all of Club Wyong's employees on terms no less favourable than their existing terms of employment although to meet the demands of the business of the Amalgamated Club, some employees may be offered employment with have different titles, responsibilities, hours of work, place of work and times of work.

(o) Any employee of Club Wyong who accepts the offer of employment with Mouties will receive continuity of employment within any Mouties' Club based on the Central Coast of New South Wales, and their accrued entitlements as employees of Club Wyong will be honoured by Mouties.

(p) Any employee of Club Wyong who does not accept the offer of employment with Mouties will be paid their full entitlements by Club Wyong when their employment with Club Wyong comes to an end.

6. If the members of both Club Wyong and Mouties pass the Ordinary Resolution to amalgamate, an application will then be lodged with the Independent Liquor and Gaming Authority to seek approval of the transfer of Club Wyong's Club Licence to Mouties.
7. If the Independent Liquor and Gaming Authority is satisfied that the amalgamation can proceed, it will grant approval of the transfer of Club Wyong's Club Licence to take effect upon the completion of the commercial matters required to complete the amalgamation (as contained in the MOU).
8. The assets and liabilities of Club Wyong will then be transferred to Mouties as contemplated in the MOU and the members of Club Wyong will be invited by Mouties to become members of Mouties. The invitation to membership of Mouties is required because under the *Corporations Act 2001* a person cannot become a member of a company if that person has not consented to membership. In other words, if Mouties simply made all of Club Wyong's members, members of Mouties without their consent, Mouties would be committing an offence.
9. After the assets and liabilities of Club Wyong have been transferred to Mouties and the amalgamation has been effected, Club Wyong will proceed to liquidation and be wound up.

REQUIREMENT FOR THE ORDINARY RESOLUTION

1. Under section 17AEB of the Registered Clubs Act 1976, without limiting section 60 of the Liquor Act 2007, the Independent Liquor and Gaming Authority cannot approve of the transfer of the licence of a dissolved club (Wyong RSL Sub Branch Ltd) unless the Authority is satisfied that:
 - (a) the parent club (Mount Pritchard & District Community Club Ltd (ABN 98 000 458 622)) will meet the requirements set out in

section 10(1) of the *Registered Clubs Act 1976*, and

- (b) the parent club (Mount Pritchard & District Community Club Ltd (ABN 98 000 458 622)) will be financially viable, and
 - (c) the proposed amalgamation is in the interests of the members of each of the clubs that are amalgamating, and
 - (d) the proposed amalgamation has been approved in principle at separate extraordinary general meetings of the ordinary members of each of the clubs proposing to amalgamate (being in each case an approval supported by a majority of the votes cast at the meeting).
2. The Ordinary Resolution proposed in this Notice of General Meeting is required for the purposes of section 17AEB(d) of the *Registered Clubs Act 1976* and the amalgamation between Club Wyong and Mounties cannot proceed until the ordinary members of both clubs have approved the amalgamations of their clubs at separate general meetings.

PROCEDURAL MATTERS IN RELATION TO THE PROPOSED ORDINARY RESOLUTION

1. Under section 17AEB(d) of the *Registered Clubs Act 1976*, the proposed amalgamation is to “*be approved in principle at separate extraordinary general meetings of the ordinary members of each of the clubs proposing to amalgamate.*” The term “ordinary members” where used in section 17AEB(d) of the *Registered Clubs Act 1976* is defined in section 4 of the *Registered Clubs Act 1976* and essentially means all members in all classes of membership (excluding employees and Junior Bowling Members of Club Wyong), other than Honorary members, Temporary members and Provisional members.
2. Accordingly, all members in all classes of membership of Club Wyong, being Life Members and Club Members (excluding employees and Junior Members of Club Wyong) are eligible to attend the general meeting and vote on the Ordinary Resolution.
3. To be passed, the Ordinary Resolution requires votes from a simple majority of members (50% + 1) present and voting on the Ordinary Resolution at the meeting.
4. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of the Ordinary Resolution. Members should also read the Memorandum of Understanding between Mounties and Club Wyong.
5. Please direct any question or concerns about the Ordinary Resolution in writing to the Chief Executive Officer, if possible, at least seven (7) days prior to the General Meeting.
6. Proxy Votes are not allowed under the *Registered Clubs Act 1976*.
7. The Board of Directors of Club Wyong recommends that members vote in favour of the proposed Ordinary Resolution.

Dated: 17 September 2020

Yours faithfully

Angela Sanders

Chief Executive Officer

