



NOTICE OF GENERAL MEETING

THURSDAY 31 JANUARY 2019 AT 6.30PM

- (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 TCL and SJPBC cannot proceed until the ordinary members of both clubs have approved the amalgamations of their clubs at separate general meetings.
3. Accordingly, all members in all classes of membership (excluding employees and junior members of SJPBC), other than Honorary members, Temporary members and Provisional members are eligible to attend the general meeting and vote on the Ordinary Resolution. This is despite any provision in the Constitution of the Club that restricts voting rights for certain classes of membership.
4. 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.
5. Under Rule 97 of the Club's Constitution, only Life members and financial Full Playing members of SJPBC are entitled to vote on special resolutions to alter or amend the Constitution.
6. To be passed, the Special Resolution requires votes from a three-quarter majority of members (75%) present and voting on the Special Resolution at the meeting.
7. As a result of the provisions of the Corporations Act 2001, the Ordinary Resolution and Special Resolution must each be considered as a whole and cannot be altered by motions from the floor of the meeting.
8. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of the Ordinary Resolution and Special Resolution. Members should also read the Memorandum of Understanding between SJPBC and TCL.
9. Please direct any questions or concerns about the Ordinary Resolution or Special Resolution in writing to the Club's Chief Executive Officer, if possible, before the General Meeting.
10. Proxy Votes are not allowed under the Registered Clubs Act 1976.
11. The Board of Directors of the Club recommends that members vote in favour of the proposed Ordinary Resolution and Special Resolution.

Dated December 2018
by order of the Board of Directors

David Marsh
Chief Executive Officer

Explanatory Note regarding the Special Resolution

1. Under the terms of the section 17AC(2) of the Registered Clubs Act 1976, before 2 or more registered clubs amalgamate, the parent club (SJPBC) must, under its rules, establish the members of the dissolving club (TCL) as a separate class of members.
2. Under clause 2.10(e) of the MOU, SJPBC agreed that at the general meeting called for the purpose of putting the resolution to amalgamate to SJPBC members, the members of SJPBC would be asked to consider, and if thought fit, pass a special resolution to amend the constituent documents of SJPBC (with effect from Amalgamation Completion) to add two classes of members (including for identification purposes only under section 17AC of the Registered Clubs Act) to be known as:
- "Wallacia Golf Members" and "Wallacia Golf Life Members", having the same rights and privileges as SJPBC Full Playing members (except the right to nominate or second any person for election to the Board, be elected or appointed to the Board of SJPBC or take part in any reward or payment scheme applicable to selected SJPBC Full Playing members).
3. The Special Resolution is proposed to amend the Constitution of SJPBC in the manner required by section 17AC(2) of the Registered Clubs Act 1976, and as contemplated in clause 2.10(e) of the MOU. Procedural Matters in Relation to the proposed Ordinary Resolution and Special Resolution
4. 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 members of the Club), other than Honorary members, Temporary members and Provisional members.

Notice is hereby given that a General Meeting of St Johns Park Bowling Club Limited (SJPBC) will be held in the Jamieson Room at the premises of the SJPBC, 93 Edensor Road, St Johns Park, New South Wales on 31 January 2019 at 6:30pm.

Business

- To consider and, if thought fit, pass an Ordinary Resolution approving in principle an amalgamation of the SJPBC and Temporary Club (No.4) Limited (previously known as Panthers Wallacia).
- Subject to the members of SJPBC passing the Ordinary Resolution, to consider and, if thought fit, pass a Special Resolution to amend the Constitution of SJPBC (with effect from Amalgamation Completion).

Ordinary Resolution

"That the members hereby approve:

- the amalgamation of St Johns Park Bowling Club ACN 001 067 241 with Temporary Holding Club (No.4) Limited ACN 629 457 227, such an amalgamation to be effected by:
 - the continuation of St Johns Park Bowling Club ACN 001 067 241 (as the amalgamated club) and the dissolution Temporary Holding Club (No.4) Limited ACN 629 457 227; and
 - the transfer of the club licence of Temporary Holding Club (No.4) Limited ACN 629 457 227 to St Johns Park Bowling Club ACN 001 067 241; and
- the making of an application to the Independent Liquor and Gaming Authority for the transfer of the club licence of Temporary Holding Club (No.4) Limited ACN 629 457 227 to St Johns Park Bowling Club ACN 001 067 241 for the purposes of such amalgamation."

Special Resolution

"That, on and from the date of completion of the amalgamation between St Johns Park Bowling Club Limited (ACN 001 067 241) and Temporary Holding Club (No.4) Limited (ACN 629 457 227) the Constitution of St

Johns Park Bowling Club Limited (ACN 001 067 241) be amended as follows:

- by deleting Rule 18 in its entirety and inserting instead the following new Rule 18:
 - Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of the following classes:
 - Full Playing members;
 - Wallacia Bowling Full Playing members;
 - Wallacia Golf Life members;
 - Wallacia Golf members;
 - Club members;
 - Junior members; and
 - Cadet members.

- By inserting a new Rules 19(a2) and (a3) after Rule 19(a1) as follows:

19(a2) Wallacia Golf Life Members

- A Wallacia Golf Life member is a person who is a Life Member of Panthers Wallacia at the amalgamation completion and who consents to becoming a Wallacia Golf Life member of the Club.

19(a3) Wallacia Golf Members

- A Wallacia Golf member is a person who:
 - is a Full Member of Panthers Wallacia at the amalgamation completion and who consents to becoming a Wallacia Golf member of the Club; or
 - is transferred by the Board from another class of Ordinary membership to Wallacia Golf membership of the Club.

- A person who wishes to remain a Wallacia Golf member or who applies for Wallacia Golf membership must satisfy the Board that he or she has an interest in actively and regularly taking part in golfing activities at the Club's Wallacia Golf premises.

- (iii) The Board may determine different classes of Wallacia Golf members from time to time by By-Law and any additional eligibility criteria with which a person must comply in order to be eligible for election as a Wallacia Golf member.
- (c) By inserting a new Rule 23(a1) after Rule 23(a) as follows:
 - (a1) Financial Wallacia Golf Life members and Wallacia Golf members (who are over the age of 18 years) will have the same rights and privileges as Full Playing members (except the right to nominate or second any person for election to the Board, be elected or appointed to the Board of the Club or vote on any special resolution) as well as the right to use the golfing and such other facilities of the Club, as determined by the Board of the Club from time to time, by By-Law or otherwise.
- (d) By deleting Rule 23(b) in its entirety and inserting instead the following new Rule 23(b):
 - (b) Financial Club members, Wallacia Bowling Club members, Wallacia Golf Life member and Wallacia Golf members (who are over the age of 18 years) shall be eligible to vote at the election of the Board, and shall also be eligible to attend and to vote at General Meetings on all resolutions except Special resolutions.
- (e) By deleting Rule 23(c) in its entirety and inserting instead the following new Rule 23(c):
 - (c) Any member under the age of 18 years shall be ineligible to nominate or second any person for election to the Board, be elected or appointed to the Board of the Club, vote on any special resolution, vote at the election of the Board, hold office, or introduce guests to the Club but may attend, but are ineligible to vote, at General Meetings. Wallacia Golf Student members, Wallacia Golf Student Associate members, Junior members and Wallacia Golf Junior members shall have no part in the management of the Club. Wallacia Golf Student members, Wallacia Golf Student Associate members, Junior members and Wallacia Golf Junior members who are under the age of 18 years shall use only those areas of the defined premises of the Club in respect of which an authority has been granted pursuant to Section 22 of the Registered Clubs Act.

Explanatory Note regarding the Ordinary Resolution

1. On 22 August 2018, in accordance with clause 4 of the Registered Clubs Regulation 2009, Penrith Rugby League Club Limited (Panthers), in seeking to amalgamate Panthers Wallacia with another registered club, called for expressions of interest by ClubsNSW E-Circular (18-069) published on 22 August 2018 (Notice).
2. In response to the Notice, St Johns Park Bowling Club Limited (SJPBC) submitted an expression of interest to Panthers seeking an amalgamation with Wallacia Panthers.
3. The board of Panthers selected SJPBC as the preferred amalgamation partner for Wallacia Panthers.
4. In order to facilitate the amalgamation between SJPBC and Wallacia Panthers, Panthers must de-amalgamate Wallacia Panthers. To allow the de-amalgamation of Wallacia Panthers, Panthers has incorporated a new entity known as Temporary Holding Club (No.4) Limited (TCL).
5. Panthers, TCL and SJPBC have agreed the terms of a Memorandum of Understanding (MOU) relating to a proposed amalgamation of the TCL and SJPBC.
6. Members of SJPBC should consider the terms of the signed copy of the MOU between Panthers, TCL and SJPBC which is on the noticeboards of Panthers and SJPBC.
7. A signed copy of the MOU is also on display on SJPBC's website at www.sjpbowling.com.au.
8. 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 TCL as a company and a Licensed Club and the continuation of the SJPBC as the body corporate of the Amalgamated Club.
 - (b) TCL's premises (which are the premises in which the business of Wallacia Panthers is conducted), will become additional premises of SJPBC and will be available to all members of the Amalgamated Club.
 - (c) The Board of SJPBC will be the Governing Body of the Amalgamated Club.
 - (d) The Chief Executive Officer of SJPBC will be the Chief Executive Officer of the Amalgamated Club.

- (e) The members (subject to their consent and if not already members) of TCL (Wallacia Panthers) will become members of SJPBC.
- (f) A Transition Committee will be established in relation to the TCL premises for the purpose of overseeing and assisting with the management of golfing activities and providing advice to the CEO and Board of the Amalgamated Club in relation to golfing activities at the TCL premises, The Transition Committee will comprise four people from the boards of TCL and SJPBC.
- (g) The Club Licence of TCL will be transferred to SJPBC under section 60A of the Liquor Act 2007.
- (h) All employees of TCL will initially be offered employment on the same terms as they would have in equivalent positions at SJPBC.
- (i) Catholic Metropolitan Cemeteries Trust currently have a development application for a cemetery and memorial park to be developed on the 18 hole golf course adjoining the TCL premises.
- (j) SJPBC has been negotiating a lease of the TCL Premises and the adjoining golf course with Catholic Metropolitan Cemeteries Trust. The continuation of the TCL premises and the adjoining golf course following amalgamation is subject to SJPBC negotiating acceptable terms of a lease with Catholic Metropolitan Cemeteries Trust. If acceptable terms are not able to be negotiated, SJPBC expects that Catholic Metropolitan Cemeteries Trust will request SJPBC to cease operation at the site. However, whilst not certain, SJPBC is confident that it will be able to negotiate acceptable lease terms over the TCL premises and over the adjoining golf course to allow SJPBC to be able to operate the TCL premises and at least a nine (9) hole golf course for at least five (5) years.
- (k) Subject to (j) above, SJPBC will continue to trade the TCL premises after five (5) years from Amalgamation Completion on a year to year basis subject to the TCL premises returning a financial result of not less than fifteen percent (15%) Earnings Before Interest, Taxes, Depreciation, Amortization (EBITDA).
- (l) The future direction of the Amalgamated Club generally will be subject to the overall strategic plan of the Amalgamated Club and its finances.

9. If the members of both TCL, Panthers and SJPBC approve of the proposed amalgamation and 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 TCL's Club Licence to SJPBC.
10. If the Independent Liquor and Gaming Authority is satisfied that the amalgamation can proceed, it will grant approval of the transfer of TCL's Club Licence to take effect upon the completion of the commercial matters required to complete the amalgamation (as contained in the MOU).
11. The assets located at the Wallacia Panthers premises and used in connection with the business of Panthers at the Wallacia premises and the liabilities of TCL (which are minimal) will then be transferred to SJPBC as contemplated in the MOU and the members of TCL will be invited by SJPBC to become members of SJPBC. The invitation to membership of SJPBC 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 SJPBC simply made all of Wallacia's members, members of SJPBC without their consent, SJPBC would be committing an offence.
12. After the assets located at the Wallacia Panthers premises and used in connection with the business of Panthers at the Wallacia premises and liabilities of TCL have been transferred to SJPBC and the amalgamation has been effected, it will be necessary to wind up TCL by appointing a liquidator for that purpose.

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 (Temporary Club (No.4) Limited) unless the Authority is satisfied that:
 - (a) the parent club (St John's Park Bowling Club Limited) will meet the requirements set out in section 10(1) of the Registered Clubs Act 1976, and
 - (b) the parent club (St John's Park Bowling Club Limited) 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