

THE SEALS

Maroubra Since 1964

MAROUBRA SEALS SPORTS & COMMUNITY CLUB LIMITED (ACN 000 396 663)

NOTICE OF GENERAL MEETING

NOTICE is hereby given of a General Meeting of **Maroubra Seals Sports & Community Club Limited** to be held on **22nd November 2023 at 6.30pm** at the premises of the Club, 212 Marine Parade, Maroubra NSW 2035.

BUSINESS

The business of the meeting will be to consider and if thought fit pass:

1. an Ordinary Resolution to approve an amalgamation
2. subject to the passing of the Ordinary Resolution, a Special Resolution to amend the Constitution for that amalgamation.

Procedural Matters

1. Under the relevant provisions of the Registered Clubs Act all members of the Club in all classes of membership, (other than Provisional, Honorary and Temporary members) are eligible to attend this General Meeting and vote on the Ordinary Resolution. This includes Foundation Life members; Foundation Ordinary members; Ordinary members and Elected Life members (Honorary Life members).
 2. 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.
 3. Foundation Life members, Foundation Ordinary members, Elected Life members and:
 - (a) Ordinary members admitted before 29 November 2017; and
 - (b) Ordinary members admitted after 29 November 2017 who have three (3) years membership of the Club,are the only members eligible to vote on the Special Resolution.
 4. To be passed a Special Resolution requires votes from at least 75% of those members who being eligible to do so are present and vote on the Ordinary Resolution at the meeting.
 5. Under the *Registered Clubs Act*, members who are employees are not eligible to vote and proxy voting is prohibited.
 6. The Board of the Maroubra Seals Club unanimously recommends that the members vote in favour of the Resolutions.
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ORDINARY RESOLUTION

“That the ordinary members of Maroubra Seals Sports & Community Club Limited (ACN 000 396 663) hereby:

1. approve in principle the amalgamation of Maroubra Seals Sports & Community Club Limited (ACN 000 396 663) (“Maroubra Seals Club”) with Red Rock Bowling Club Ltd (ACN 001 073 276) (“Red Rock Bowling Club”), such amalgamation to be effected by:
 - (a) the continuation of Maroubra Seals Club (as the amalgamated club) and the dissolution of Red Rock Bowling Club;
 - (b) the transfer of Red Rock Bowling Club's assets to Maroubra Seals Club ; and
 - (c) the transfer of the club licence of Red Rock Bowling Club to Maroubra Seals Club .

2. approve in principle the making of an application to the Independent Liquor and Gaming Authority for the transfer of the club licence of Red Rock Bowling Club to Maroubra Seals Club ."
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EXPLANATORY NOTES TO MEMBERS ON THE ORDINARY RESOLUTION

1. An amalgamation between two registered clubs is governed by the provisions of the *Registered Clubs Act*.
2. One of the requirements of the *Registered Clubs Act* is that the two clubs have to enter into a Memorandum of Understanding (**MOU**) which covers various matters specifically required by the *Registered Clubs Act* to be covered. The MOU can also deal with additional matters.
3. The Maroubra Seals Club and the Red Rock Bowling Club have entered into an MOU. A copy of that document is available on the webpage of the Maroubra Seals Club and copies are on display on the Maroubra Seals Club's noticeboards at the Club's premises. Further copies may be obtained on request from the General Manager and from reception at the Club's premises.
4. Members are encouraged to carefully read the terms of the MOU and, if they have any questions or are seeking clarification of any matter relating to the amalgamation or what is contained in the MOU, they should direct their enquiries to the General Manager.
5. What follows in these notes is a summary of some of the principal features of the MOU and the steps that need to be followed in the amalgamation process.

Dissolution of the Red Rock Bowling Club

6. The amalgamation is being effected by the dissolution of the Red Rock Bowling Club and the continuation of the Maroubra Seals Club.

Corporate Governance Matters

7. The constitution of the Amalgamated Club will be the constitution of the Maroubra Seals Club, subject to amendments necessary for the purposes of the amalgamation and as specified in the MOU and the Special Resolution set out below.
8. The Board of the Amalgamated Club will be the Board of Directors of the Maroubra Seals Club.
9. The Chief Executive Officer (Secretary) of the Maroubra Seals Club will be the Chief Executive Officer (and Secretary) of the Amalgamated Club.

Premises of the Amalgamated Club

10. The premises of the Amalgamated Club will be the current premises of the Red Rock Bowling Club (**Red Rock Bowling Club Premises**) and the current premises of the Maroubra Seals Club.
11. The Red Rock Bowling Club owns and occupies the land upon which the Red Rock Bowling Club Premises are located.
12. On completion of the amalgamation, the Red Rock Bowling Club land will be transferred to the Maroubra Seals Club, and it will then legally own and occupy the Red Rock Bowling Club Premises.
13. The traditions, amenities, culture, facilities, activities, and memorabilia of the Red Rock Bowling Club will be maintained by the Amalgamated Club.
14. The Amalgamated Club will continue to support the community that was supported by the Red Rock Bowling Club as at the date of the MOU and will explore opportunities to expand community support subject to the performance of the Red Rock Bowling Club Premises.
15. After completion of the amalgamation, the Red Rock Bowling Club Premises will trade and be promoted as "the Red Rock Bowling Club". This name may be changed in the future by the Board of the Amalgamated Club.
16. Subject at all times to clauses 10 and 11 of the MOU (which deal with maintaining financial viability and a minimum period of ongoing trading), the Maroubra Seals Club:

- (a) will maintain Red Rock Bowling Club Premises and carry on the business of a licensed registered club under the RCA and the Liquor Act at Red Rock Bowling Club Premises with the usual facilities and amenities of a registered club;
- (b) intends to operate Red Rock Bowling Club Premises as a successful and well supported local based social, sporting and community club;
- (c) will, subject to obtaining all appropriate approvals, undertake the following improvements to Red Rock Bowling Club Premises and facilities within twelve (12) months of Amalgamation:
 - (i) installing new water tanks and plumbed drinking water; and
 - (ii) upgrade the gaming machine to TITO (ticket in ticket out) system.
- (d) will conduct a review of the Red Rock Bowling Club Premises to determine the whether the following items are operationally and financially viable within twelve (12) months of Amalgamation:
 - (i) Courtesy Bus;
 - (ii) Solar storage battery; and
 - (iii) Beverage equipment upgrade including new beer line condenser.
- (e) will undertake other improvements to the Red Rock Bowling Club Premises and facilities (including the Clubhouse and surrounding areas) as and when deemed necessary by the Board of the Amalgamated Club in its absolute discretion. The timeframe, nature and budget for those improvements will be determined by the Board of the Amalgamated Club in its absolute discretion;
- (f) intends to improve trading at Red Rock Bowling Club Premises;
- (g) will maintain and where possible enhance, the social facilities, services, amenities and activities at Red Rock Bowling Club Premises; and
- (h) will maintain at least one (1) bowling green and ancillary bowling activities and facilities at Red Rock Bowling Club Premises.

Employees

17. The Maroubra Seals Club will give each current employee of the Red Rock Bowling Club a written offer of employment:
- (a) on terms no less favourable than those provided by an applicable industrial instrument; and
 - (b) otherwise on those terms generally applicable to an employee in a similar role at the Maroubra Seals Club; or
 - (c) if there are no employees of the Maroubra Seals Club employed in a similar role, on the terms generally applicable to such role as the Maroubra Seals Club identifies for that employee within the Amalgamated Club,
- prior to the Completion of the Amalgamation.

Intentions regarding core property, cash and investments and gaming machine entitlements of Red Rock Bowling Club

Core Property

18. The Red Rock Bowling Club Premises is currently core property of the Red Rock Bowling Club and it will also be core property of the Amalgamated Club.

Cash and Investments

19. The cash and investments of Red Rock Bowling Club will be transferred to the Amalgamated Club on completion of the amalgamation other than funds sufficient to pay for the voluntary winding up of the Red Rock Bowling Club.

Gaming Machine Entitlements

20. The Red Rock Bowling Club currently has eleven (11) gaming machine entitlements which will become an asset of the Amalgamated Club.

Ceasing trading from the Red Rock Bowling Club Premises

21. The Maroubra Seals Club does not intend to cease trading from the Red Rock Bowling Club Premises or cease the bowling activities at the premises.
22. The Maroubra Seals Club will continue to trade from the Red Rock Bowling Club Premises and activities at those premises for a minimum of five (5) years unless:
 - (a) if it is not financially viable for the Amalgamated Club to continue to trade from or continue the bowling activities at the Red Rock Bowling Club Premises; or
 - (b) upon the order of any court or body with jurisdiction to administer the laws in relation to liquor, gaming and registered clubs; or
 - (c) upon the lawful order of any government authority; or
 - (d) if the premises were destroyed or partially destroyed by fire, floods, storms or it is not possible to trade from the Red Rock Bowling Club Premises due to any Force Majeure event.

Admission of Red Rock Bowling Club's Members to the Maroubra Seals Club

23. Eligible members of the Maroubra Seals Club will be asked to vote on the Special resolution at the end of this Notice to amend the Constitution of the Maroubra Seals Club to take effect from completion of the amalgamation.
24. If passed, the Special Resolution will allow all eligible members of the Red Rock Bowling Club to become members of the Maroubra Seals Club as easily as legally possible. A Red Rock Bowling Club member who is admitted to membership of the Maroubra Seals Club will be identified as a separate class called "Red Rock Bowling Club members" but can join any category of membership to which he/she is entitled, but until that happens, will have the same rights as a Club member under the Constitution of the Maroubra Seals Club.
25. Any person who, at Completion of the Amalgamation is a Life member of Red Rock Bowling Club will:
 - (a) not become a Life member of the Maroubra Seals Club; and
 - (b) continue to be recognised as a Life member of the Red Rock Bowling Club but only in respect of the Red Rock Bowling Club Premises;
 - (c) not be required to pay an annual subscription to the Amalgamated Club.

The Amalgamation Process

26. Each club must hold a meeting of its members to approve the amalgamation in the same terms as the Ordinary Resolution above.
27. Assuming the Maroubra Seals Club's members approve the amalgamation, an application will be made to the Independent Liquor and Gaming Authority for its approval of the amalgamation. The Maroubra Seals Club will have the carriage of that application.
28. Once the approval of the Independent Liquor and Gaming Authority to the amalgamation has been obtained (and subject to due diligence and all other necessary steps being completed) there will be a formal commercial settlement. On the day of that commercial settlement the following things (among others) will happen:
 - (a) the Red Rock Bowling Club will transfer its assets to the Maroubra Seals Club, including its land;
 - (b) All members of Red Rock Bowling Club who have consented to become members of the Maroubra Seals Club will be admitted to membership of the Maroubra Seals Club;
 - (c) Red Rock Bowling Club employees who are offered and accept employment with the Maroubra Seals Club will become employees of the Maroubra Seals Club.

- (d) The club licence under the *Liquor Act 2007 (NSW)* held by the Red Rock Bowling Club in respect of the Red Rock Bowling Club premises will be transferred to the Maroubra Seals Club;
 - (e) the Maroubra Seals Club will become responsible for the management, business and affairs of the Red Rock Bowling Club Premises.
29. After completion of the amalgamation, the Red Rock Bowling Club will then proceed to a members' voluntary winding up.

FIRST SPECIAL RESOLUTION

That the Articles of Association of Maroubra Seals Sports & Community Club Limited be amended by:

- (a) **inserting** the following new Rule 3(a)(v) and renumbering existing rule 3(a)(v) as 3(a)(vi):

“(v) *Red Rock Bowling Club members; and*”

- (b) **inserting** the following new Rule 4A after Rule 4:

“4A **Red Rock Bowling Club members**

Red Rock Bowling Club members shall be those persons who are full members (as defined in the Registered Clubs Act) of the Red Rock Bowling Club Limited and who were admitted to membership of the Club pursuant to Rule 30A of this Constitution and for the purposes of the amalgamation between the Club and the Red Rock Bowling Club Limited. Red Rock Bowling Club members shall have the same rights and membership privileges as Ordinary members.”

- (c) **inserting** the following new Rule 8A and renumbering existing rule 8A as 8B:

“8A. (a) *Rules 5 to 8 inclusive 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 8A.*

(b) *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.*

(c) *The agreement referred to in Rule 8A(b) 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.*

(d) *Any person who completes and signs the agreement referred to in Rule 8A(c) 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.”*

EXPLANATORY NOTES TO MEMBERS ON THE SPECIAL RESOLUTION

1. The Special Resolution will only be considered if the Ordinary Resolution is passed.
2. The Special Resolution proposes amendments to the Club's Constitution to enable the Red Rock Bowling Club's members to become members of the Maroubra Seals Club with effect from completion of the amalgamation. This proposed change is required by the MOU and also by the *Registered Clubs Act*.
3. The Special Resolution if passed will allow members of the Red Rock Bowling Club to become members of the Maroubra Seals Club pursuant to the amalgamation between the Maroubra Seals Club and the Red Rock Bowling Club in the simplest way possible, that is, by invitation, which if accepted in writing, can then be acted on by the Board.

4. Once the Independent Liquor & Gaming Authority has approved the amalgamation, an invitation will be sent to all members of the Red Rock Bowling Club inviting them to become members of the Maroubra Seals Club, with effect from completion of the amalgamation.
5. Members who accept the invitation in writing will then have their names displayed on the Maroubra Seals Club notice board in accordance with the *Registered Clubs Act*.
6. Shortly before completion of the amalgamation, the Board of the Maroubra Seals Club will be able to meet and by resolution admit all of the members of the Red Rock Bowling Club who have accepted the invitation and by that resolution, those members will be admitted as members of the Maroubra Seals Club but only with effect from the date of completion of the Amalgamation.
7. Members of the Red Rock Bowling Club, who become members of the Maroubra Seals Club, will be eligible to transfer to any class of membership for which they are eligible, but if they do not transfer, they will be Red Rock Bowling Club members and have the rights of Ordinary members.
8. A requirement of the *Registered Clubs Act* is that the members of the Red Rock Bowling Club be identified as a separate class of members (notwithstanding that they may also be Maroubra Seals Club members) and for this purpose they will be identified as "Red Rock Bowling Club members".
9. In addition to the above, the Special Resolution also clarifies the procedure for the admission of persons to membership of the Club pursuant to the amalgamation (see new Rule 8A).

Dated: 19th October 2023

By direction of the Board

A handwritten signature in black ink, appearing to read 'Mathew Harper', is written over a horizontal line.

Mathew Harper
Chief Executive Officer