# COROWA R S L CLUB LTD(ACN 001 066 628 )

# NOTICE OF GENERAL MEETING

**NOTICE** is hereby given of a General Meeting of **Corowa R S L Club Ltd (ACN 001 066 628)** to be held on ***Wednesday* 20th December 2023 at 6pm** atthe premises of the Club, 30 Betterment Parade, Corowa NSW 2646.

## 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 Life members; financial Sub-Branch members and financial Club 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. Life members and financial Sub-Branch members 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 Corowa R S L Club unanimously recommends that the members vote in favour of the Resolutions.

ORDINARY RESOLUTION

“That the ordinary members of Corowa R S L Club Ltd (ACN 001 066 628) hereby:

1. approve in principle the amalgamation of Corowa R S L Club Ltd (ACN 001 066 628) (“**Corowa R S L Club**”) with Howlong Country Golf Club Limited (ACN 001 023 516) (“**Howlong Country Golf Club**”), such amalgamation to be effected by:

(a) the continuation of Corowa R S L Club (as the amalgamated club) and the dissolution of Howlong Country Golf Club;

(b) the transfer of Howlong Country Golf Club's assets to Corowa R S L Club; and

(c) the transfer of the club licence of Howlong Country Golf Club to Corowa R S L 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 Howlong Country Golf Club to Corowa R S L Club."

## 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. Corowa R S L Club and Howlong Country Golf Club have entered into an MOU. A copy of that document is available on the webpage of the Corowa R S L Club and a copy is on display on the noticeboard at Corowa R S L Club’s premises. Further copies may be obtained on request from the Chief Executive Officer 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 Chief Executive Officer.
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 Howlong Country Golf Club**

1. The amalgamation is being effected by the dissolution of the Howlong Country Golf Club and the continuation of the Corowa R S L Club.

**Corporate Governance Matters**

1. The constitution of the Amalgamated Club will be the constitution of the Corowa R S L Club, subject to amendments necessary for the purposes of the amalgamation and as specified in the MOU and the Special Resolution set out below.
2. The Board of the Amalgamated Club will be the Board of Directors of the Corowa R S L Club.
3. The Chief Executive Officer (Secretary) of the Corowa R S L Club will be the Chief Executive Officer (and Secretary) of the Amalgamated Club.

**Premises of the Amalgamated Club**

1. The premises of the Amalgamated Club will be the current premises of the Howlong Country Golf Club (**Howlong Country Golf Club Premises**) and the current premises of the Corowa R S L Club.
2. The Howlong Country Golf Club owns and occupies the land upon which the Howlong Country Golf Club Premises are located.
3. On completion of the amalgamation, the Howlong Country Golf Club land will be transferred to the Corowa R S L Club, and it will then legally own and occupy the Howlong Country Golf Club Premises.
4. The traditions, amenities, culture, facilities, activities, and memorabilia of the Howlong Country Golf Club will be maintained by the Amalgamated Club. Honour boards at the Howlong Country Golf Club Premises may be displayed in their present form or electronically (or a combination of both).
5. The Amalgamated Club will continue to support the community that was supported by the Howlong Country Golf Club as at the date of the MOU and will explore opportunities to expand community support subject to the performance of the Howlong Country Golf Club Premises.
6. After completion of the amalgamation, the Howlong Country Golf Club Premises will trade and be promoted as “The Howlong Golf Resort” and will be promoted as being part of the Corowa R S L Club corporate brand.
7. 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 Corowa R S L Club intends to:
	* 1. maintain Howlong Country Golf Club Premises and carry on the business of a licensed registered club under the RCA and the Liquor Act at Howlong Country Golf Club Premises with the usual facilities and amenities of a registered club;
		2. operate Howlong Country Golf Club Premises as a successful and well supported local based social, sporting and community club;
		3. undertake improvements to the Howlong Country Golf 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;
		4. improve trading at the Howlong Country Golf Club Premises;
		5. maintain and where possible enhance, the social facilities, services, amenities and activities at the Howlong Country Golf Club Premises; and
		6. maintain the existing bowls, golf & croquet activities and facilities at the Howlong Country Golf Club Premises.

**Sport of Bowls, Golf & Croquet**

1. Corowa R S L Club will allow the current sporting sub clubs operating at Howlong Country Golf Club to form Sub Clubs within the Amalgamated Club
2. The current committees of the Sub Clubs, at the completion of the amalgamation, will form the initial Sub-club Committees of the Amalgamated Club.
3. The Sub Club Committees will be responsible for the organisation and administration of the sport of bowls, golf and croquet at the Amalgamated Club and provide advice to the Board of Directors of the Amalgamated Club on all matters related to the sport of bowls, golf and croquet.

**Employees**

1. The Corowa R S L Club will give each current employee of the Howlong Country Golf Club a written offer of employment:
	* 1. similar to the employment offered to each employee by the Howlong Country Golf Club;
		2. on the same terms and conditions presently offered by the Corowa R S L Club to employees of the Corowa R S L Club in the same role provided that it does not result in any employee of the Howlong Country Golf Club receiving lesser benefits than they presently receive from the Howlong Country Golf Club

prior to the Completion of the Amalgamation.

1. Any employee of the Howlong Country Golf Club who:
	* 1. accepts an offer of employment with the Corowa R S L Club will receive continuity of employment and their accrued entitlements as employees of the Howlong Country Golf Club will be carried over and be honoured by the Corowa R S L Club; and
		2. who does not accept an offer of employment with the Corowa R S L Club will be paid their full entitlements by the Howlong Country Golf Club when their employment with the Howlong Country Golf Club comes to an end.

**Intentions regarding core property, cash and investments and gaming machine entitlements of Howlong Country Golf Club**

***Core Property***

1. The Howlong Country Golf Club Premises is currently core property of the Howlong Country Golf Club and it will also be core property of the Amalgamated Club.
2. The Corowa RSL Club will, within five (5) years of completion of the amalgamation prepare a Building Master Plan in relation to the Howlong Country Golf Club Premises and the golf course.

***Cash and Investments***

1. The cash and investments of Howlong Country Golf Club will be transferred to the Amalgamated Club on completion of the amalgamation.

***Gaming Machine Entitlements***

1. The Howlong Country Golf Club currently has sixty-four (64) gaming machine entitlements which will become an asset of the Amalgamated Club.

**Ceasing trading from the Howlong Country Golf Club Premises**

1. The Corowa R S L Club does not intend to cease trading from the Howlong Country Golf Club Premises or cease the bowls, golf and croquet activities conducted at the Howlong Country Golf Club Premises.
2. The Corowa R S L Club will continue to trade from the Howlong Country Golf Club Premises and the bowls, golf and croquet activities at the Howlong Country Golf Club Premises for a minimum of five (5) years unless:
	* 1. if it is not financially viable for the Amalgamated Club to continue to trade from or continue the bowls, golf and croquet activities at the Howlong Country Golf Club Premises; or
		2. upon the order of any court or body with jurisdiction to administer the laws in relation to liquor, gaming and registered clubs; or
		3. upon the lawful order of any government authority; or
		4. if the premises were destroyed or partially destroyed by fire, floods, storms or it is not possible to trade from the Howlong Country Golf Club Premises due to any Force Majeure event.

**Admission of Howlong Country Golf Club’s Members to the Corowa R S L Club**

1. Eligible members of the Corowa R S L Club will be asked to vote on the Special Resolution at the end of this Notice to amend the Constitution of the Corowa R S L Club to take effect from completion of the amalgamation.
2. If passed, the Special Resolution will allow all eligible members of the Howlong Country Golf Club to become members of the Corowa R S L Club as easily as legally possible. A Howlong Country Golf Club member who is admitted to membership of the Corowa R S L Club will be identified as a separate class called “Howlong Country Golf Club Members” but can join any category of membership to which he/she is eligible, but until that happens, will have the same rights as a Club member under the Constitution of the Corowa R S L Club.
3. Any person who, at Completion of the Amalgamation is a Life member of Howlong Country Golf Club will:
	* 1. not become a Life member of the Amalgamated Club; and
		2. continue to be recognised as a Life member of the Howlong Country Golf Club but only in respect of the Howlong Country Golf Club Premises;
		3. not be required to pay an annual subscription to the Amalgamated Club.
4. Any person who:
	* 1. is an employee of Howlong Country Club Premises; or
		2. has been an employee of Howlong Country Club Premises,

shall not be eligible for election to the Board of the Amalgamated Club.

**The Amalgamation Process**

1. Each club must hold a meeting of its members to approve the amalgamation in the same terms as the Ordinary Resolution above.
2. Assuming the Corowa R S L 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 Corowa R S L Club will have the carriage of that application.
3. 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:
	* 1. the Howlong Country Golf Club will transfer its assets to the Corowa R S L Club, including its land;
		2. All members of Howlong Country Golf Club who have consented to become members of the Corowa R S L Club will be admitted to membership of the Corowa R S L Club;
		3. Howlong Country Golf Club employees who are offered and accept employment with the Corowa R S L Club will become employees of the Corowa R S L Club.
		4. The club licence under the *Liquor Act 2007 (NSW)* held by the Howlong Country Golf Club in respect of the Howlong Country Golf Club premises will be transferred to the Corowa R S L Club;
		5. the Corowa R S L Club will become responsible for the management, business and affairs of the Howlong Country Golf Club Premises.
4. After completion of the amalgamation, the Howlong Country Golf Club will then proceed to a members’ voluntary winding up.

FIRST SPECIAL RESOLUTION

That the Articles of Association of Corowa R S L Club Ltd be amended by:

* + - 1. **inserting** the following new Rule 22(d):

*“(d) Howlong Country Golf Club Members.*

* + - 1. **inserting** the following new Rule 23(d) after Rule 23(c):

“(d) **Howlong Country Golf Club Members**

Howlong Country Golf Club Members shall be those persons who are full members (as defined in the Registered Clubs Act) of the Howlong Country Golf Club Limited and who were admitted to membership of the Club pursuant to Rule 36A of this Constitution and for the purposes of the amalgamation between the Club and the Howlong Country Golf Club Limited. Howlong Country Golf Club Members shall have the same rights and membership privileges as Club Members.”

* + - 1. **inserting** the following new Rule 36A after Rule 36:

*“36A. (a)* *Rule 36 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 36A.*

*(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 36A(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 36A(c) and returns that agreement to the Club shall, (subject to Rule 37(a)) 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 Howlong Country Golf Club’s members to become members of the Corowa R S L 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 Howlong Country Golf Club to become members of the Corowa R S L Club pursuant to the amalgamation between the Corowa R S L Club and the Howlong Country Golf 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 Howlong Country Golf Club inviting them to become members of the Corowa R S L Club, with effect from completion of the amalgamation.
5. Members who accept the invitation in writing will then have their names displayed on the Corowa R S L Club notice board in accordance with the *Registered Clubs Act*.
6. Shortly before completion of the amalgamation, the Board of the Corowa R S L Club will be able to meet and by resolution admit all of the members of the Howlong Country Golf Club who have accepted the invitation and by that resolution, those members will be admitted as members of the Corowa R S L Club but only with effect from the date of completion of the Amalgamation.
7. Members of the Howlong Country Golf Club, who become members of the Corowa R S L 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 Howlong Country Golf Club members and have the rights of Ordinary members.
8. A requirement of the *Registered Clubs Act* is that the members of the Howlong Country Golf Club be identified as a separate class of members (notwithstanding that they may also be Corowa R S L Club members) and for this purpose they will be identified as “Howlong Country Golf 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 36A).

**Dated: 28/11/2023 By direction of the Board**

 **Peter Norris
 Chief Executive Officer**