

Notice of General Meeting

Notice is hereby given that a General Meeting of Maitland City Bowls, Sports and Recreation Club Limited ABN 64 000 912 005 will be held at 7.00pm on Wednesday 30 May 2018 at Club Maitland City, 14 Arthur Street, Rutherford NSW 2320.

BUSINESS

The business of the General meeting will be as follows:

Amalgamation

1. General discussion regarding the proposed amalgamation of Maitland City Bowls, Sports and Recreation Club Limited ABN 64 000 912 005 (“Club Maitland City”) and Maitland District Leagues Club Limited (“Maitland District Leagues Club”);
2. Members to consider and, if thought fit, pass Resolution 1 (set out below) approving in principle and giving effect to amalgamation of Club Maitland City and Maitland District Leagues Club;
3. Subject to Resolution 1 being approved, Members to consider and, if thought fit, pass Resolution 2 (set out below) as a special resolution to amend the Constitution of Club Maitland City to provide for the amalgamation and to give effect to the obligations of Club Maitland City under, or related to, the amalgamation Memorandum of Understanding entered into by Club Maitland City and Maitland District Leagues Club;

RESOLUTION 1 – ORDINARY RESOLUTION

To consider, and if thought fit, to pass the following ordinary resolution:

“That the members hereby approve:

1. In principle, the amalgamation of Club Maitland City and Maitland District Leagues Club, such amalgamation to be affected by:
 - a. the continuation of Club Maitland City; and
 - b. the transfer of the club licence of Maitland District Leagues Club to Club Maitland City.
2. The making of an application under section 60 of the Liquor Act to the Independent Liquor and Gaming Authority for the transfer of the club licence of Maitland District Leagues Club to Club Maitland City for the purposes of such amalgamation.”

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 1

1. At the General Meeting the members will be asked to consider Resolution 1 in relation to:
 - a. the proposed amalgamation of Club Maitland City and Maitland District Leagues Club;
 - b. the transfer of the club licence of Maitland District Leagues Club to Club Maitland City; and
 - c. the making of an application to the Independent Liquor and Gaming Authority for the purpose of approving the amalgamation.

2. Amalgamation between two registered clubs, such as is proposed, is governed by the provision of the Registered Clubs Act 1976 (“the Registered Clubs Act”).
3. One of the requirements of the Registered Clubs Act is that the two clubs have entered into a legally binding Memorandum of Understanding which covers various matters reciprocally required by the Registered Clubs Act to be addressed and agreed between the clubs. The Memorandum of Understanding can also deal with additional matters.
4. Club Maitland City and Maitland District Leagues Club have entered into a Memorandum of Understanding dated 30 April 2018 and a copy of that document is on display at both the Club Maitland City and the Maitland District Leagues Club premises as well as being available on the websites of both Club Maitland City and Maitland District Leagues Club. A hard copy of the Memorandum of Understanding may be obtained on request from reception of either Club Maitland City or Maitland District Leagues Club.
5. Members are encouraged to carefully read the terms of the Memorandum of Understanding. If they have any questions or wish to seek clarification in relation to any matter relating to the amalgamation or what is contained within the Memorandum of Understanding, they should direct their enquiries to the CEO of Club Maitland City.
6. The amalgamation between Club Maitland City and Maitland District Leagues Club can only proceed if the members of both clubs approve the amalgamation. The members of Club Maitland City give their approval to the amalgamation by passing Resolution 1 to approve the amalgamation in principle.
7. What follows in these notes is a summary of some of the principal features of the Memorandum of Understanding that has been entered into and will need to be complied with by Club Maitland City as well as the steps that need to be followed to give effect to the amalgamation process and to form the amalgamated club (“the Amalgamated Club”).

Dissolution of Maitland District Leagues Club and continuation as Club Maitland City.

8. The amalgamation will be affected by the continuation of Club Maitland City and the dissolution of Maitland District Leagues Club.
9. Club operations will be consolidated to the facilities of Club Maitland City and the net assets of Maitland District Leagues Club will be used to improve the financial position of Club Maitland City to ensure the ongoing sponsorship by Club Maitland City of the Maitland Pickers Rugby League Club and to allow Club Maitland City to accommodate the members of Maitland District Leagues Club.

Maitland District Leagues Club Premises, Facilities and Management.

10. Maitland District Leagues Club premises will be sold by the Deed Administrator of Maitland District Leagues Club to pay out all debts of Maitland District Leagues Club
11. Club Maitland City’s CEO will be the Secretary and Chief Executive Officer of the Amalgamated Club and the Board of the Amalgamated Club will be the Board of Club Maitland City.

Continuation of Maitland District Leagues Club traditions, amenities and community support.

12. The traditions and memorabilia of Maitland District Leagues Club will be maintained by the Amalgamated Club at Club Maitland City premises. Club Maitland City will create an area in the Club Maitland City premises for the displaying of memorabilia including that of the Maitland Pickers Rugby League Club.
13. The Amalgamated Club will continue to support the community to the same extent provided by Maitland District Leagues Club. The Amalgamated Club will enter into a 30-year sponsorship agreement with the Maitland Pickers Rugby League Club ensuring the ongoing survival of the Maitland Pickers Rugby League Club and expansion of Maitland Pickers Rugby Leagues Club youth and junior rugby league programs in the local community.
14. The names of life members of Maitland District Leagues Club will be transferred to the Amalgamated Club and noted on the Club Maitland City life member board or both boards will be displayed.

Intentions regarding the future direction of the Amalgamated Club.

15. The future direction of the Amalgamated Club will be subject to the overall strategic plan of the Amalgamated Club and its finances. The Board of Club Maitland City is currently considering conducting a master plan process in relation to Club Maitland City premises and will design an area for the Maitland Pickers Rugby League Club. However, the Amalgamated Club will, subject to the terms of the Memorandum of Understanding:
 - a. carry on the business of the license registered club at Club Maitland City premises with all the facilities and amenities of a registered club; and
 - b. undertake any necessary upgrades and renovations of Club Maitland City Premises appropriate to accommodate the memorabilia of Maitland District Leagues Club and the Maitland Pickers Rugby League Club as determined by the Amalgamated Club in its absolute discretion; and
 - c. will sponsor the Maitland Pickers Rugby League Club in accordance with the terms as set out in the Memorandum of Understanding.

The extent to which the employees of the Amalgamated Club will be protected

16. Maitland District Leagues Club does not currently employ a CEO and has no more than two (2) fulltime employees. If the Amalgamated Club has vacancies for any roles within its business then the Amalgamated Club will consider applications for these from the Maitland District Leagues Club's employees. Their employment will be on the same terms and conditions presently offered by Club Maitland City to employees of Club Maitland City.
17. If any employee of Maitland District Leagues Club is offered and accepts the offer of employment with the Amalgamated Club will receive continuity of employment and entitlements will be honoured by the Amalgamated Club.

Core Property, any Cash or Investments, any Gaming Machine Entitlements of Maitland District Leagues Club

18. The core property of Maitland District Leagues Club will have already been sold by the Deed Administrator prior to amalgamation completion to satisfy outstanding debts of Maitland District Leagues Club.

19. Any cash and investments of Maitland District Leagues Club will be transferred to the Amalgamated Club on completion of the amalgamation.
20. Maitland District Leagues Club has 76 gaming machine entitlements. The intention is that the Amalgamated Club will transfer the 76 gaming machine entitlements to the Amalgamated Club.

Circumstances that would permit the Amalgamated Club to cease trading on the premises of the Maitland District Leagues Club or to substantially change the objects of Maitland District Leagues Club

21. The intention is that the Amalgamated Club will trade as set out in point 16 above. The Amalgamated Club expects to cease trading from premises of Maitland District Leagues Club either on amalgamation completion or upon completion of a period time after amalgamation completion.
22. The Deed Administrator has indicated that he will be selling the Maitland District Leagues Club Premises to satisfy the Debts of Maitland District Leagues Club. The Amalgamated Club is not looking to operate a Club from the site of Maitland District Leagues Club.

Admission of Maitland District Leagues Club members to the Amalgamated Club

23. At the General Meeting of Club Maitland City to approve the amalgamation the members of Club Maitland City will be asked to vote on Resolution 2 to amend the Constitution of Club Maitland City to take effect from completion of the amalgamation.
24. If passed, Resolution 2 will allow all members of Maitland District Leagues Club to become members of the Amalgamated Club following the relevant legal requirements and for life members of the Maitland District Leagues Club to become life members of the Amalgamated Club.
25. Maitland District Leagues Club members who are admitted to membership of the Amalgamated Club this way will be identified as "Maitland District Leagues Club Members".

Requirement for Resolution 1

26. Under the Registered Clubs Act, 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 (Maitland District Leagues Club) unless the Authority is satisfied that:
 - a. the parent club (Club Maitland City) will meet the requirements set out in the Registered Clubs Act, and
 - b. the parent club (Club Maitland City) 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).
27. Resolution 1 proposed in this Notice of General Meeting is required for the purposes of the Registered Clubs Act and the amalgamation between Club Maitland City and Maitland District Leagues Club 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

28. The Registered Clubs Act requires 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” essentially means all members in all classes of membership (excluding employees of Club Maitland City), other than Honorary members, Temporary members and Provisional members.
29. Accordingly, all members in all classes of membership (excluding employees of Club Maitland City), other than Honorary members, Temporary members and Provisional members are eligible to attend the extraordinary general meeting and vote on Resolution 1. This is despite any provision in the Constitution of Club Maitland City that restricts voting rights for certain classes of membership.
30. To be passed, Resolution 1 requires votes from a simple majority of eligible members (50% + 1) present and voting on the Ordinary Resolution at the meeting.
31. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 1. Members should also read in full the Memorandum of Understanding between Club Maitland City and Maitland District Leagues Club.
32. Please direct any question or concerns about Resolution 1 in writing to Club Maitland City CEO, if possible, before the General Meeting.
33. Proxy Votes are not allowed under the Registered Clubs Act nor the Constitution of Club Maitland City.
34. The Board of Directors of Club Maitland City recommends that members vote in favour of Resolution 1.

RESOLUTION 2 – SPECIAL RESOLUTION

Subject to the approval of Resolution 1, to consider, and if thought fit, to pass the following special resolution:

“That, on and from the date that the Independent Liquor & Gaming Authority approves the amalgamation between Club Maitland City and Maitland District Leagues Club, the Constitution of Club Maitland City be amended by:

(a) Inserting a new Rule 21A as follows:

“21A A person who:

- a. accepts the invitation to membership and is elected as a full member of the Club in accordance with the Memorandum of Understanding between the Club and Maitland District Leagues Club Limited ABN 25 000 512 505 (“Maitland District Leagues Club”); and
- b. is a financial member of the Maitland District Leagues Club and whose name is entered in the register of members of the Maitland District Leagues Club, on the date of transfer of the club licence of the Maitland District Leagues Club to the Club by the Independent Liquor and Gaming Authority;

will:

- c. be given credit for any annual subscription paid in respect of their membership of Maitland District Leagues Club, up to the end of the current financial year of the Club in which the club licence of Maitland District Leagues Club was transferred to the Club.

(b) Inserting a new Rule 23(e) as follows:

“23(e) Any person, who, at completion of the amalgamation pursuant to the Memorandum of Understanding between the Club and Maitland District Leagues Club Limited ABN 25 000 512 505 (“Maitland District Leagues Club”) was a life member of Maitland District Leagues Club will, following admission as a Social member of the Club in accordance with Rule 36A, will be transferred to the class of membership of Life Member and the requirements otherwise set out in Rule 23(a)-(c) will not apply.”

(c) Inserting a new Rule 36A as follows:

“36A

- a. Rules 34, 35 and 36(a) shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation between the Club and Maitland District Leagues Club Limited ABN 25 000 512 505 (“the Amalgamation”) and this Rule 36A shall apply to the admission to membership of the Club of that person.
- b. A person shall be admitted as a member of the Club pursuant to the Amalgamation if:
 - i. the person is a full member (as defined in the Registered Clubs Act 1976) of the Maitland District Leagues Club Limited (ABN 25 000 512 505);
 - ii. the Independent Liquor and Gaming Authority has approved the Amalgamation pursuant to the Registered Clubs Act 1976; and
 - iii. that person has agreed to be a member of the Club pursuant to the Amalgamation.
- c. The agreement referred to in paragraph (b)(iii) of this Rule 36A must be:
 - i. by way of acceptance of the invitation issued by the Club for that person to become a member of the Club; and
 - ii. with such acceptance to include that the person agrees in writing to be bound by this Constitution.
- d. As soon as practicable after approval of the Amalgamation the Club will forward to each person who is a full member of Maitland District Leagues Club Limited (ABN 25 000 512 505) an invitation to become a member of the Club.
- e. Any person being a full member of Maitland District Leagues Club Limited (ABN 25 000 512 505) who completes, signs and returns the form provided by the Club in the invitation shall (subject to compliance with section 30(2)(a) and (b) of the Registered Clubs Act 1976 and satisfaction of any identification requirements of the Club) be entered in the register of members of the Club as a Social member and shall, from the date of entry in the register, be a Social member of the Club.
- f. The date that a person is entered into the register of members of the Club pursuant to paragraph (e) above of this Rule 36A shall not occur prior to the date of completion of the Amalgamation.

- g. A member who was admitted to membership of the Club pursuant to this Rule 36A will be eligible to transfer to any class of membership for which they are eligible, but until transfer will be a Social Member and will have all the rights of a Social Member.
 - h. All persons who become members of the Club pursuant to this Rule 36A, shall be identified as a “Maitland District Leagues Club Members” for the purposes of Section 17AC(2) of the Registered Clubs Act 1976 only.”
- (d) Making any other consequential amendments including updating Rule cross referencing as required to accommodate the above amendments and updating of headings as required.”

EXPLANATORY NOTES TO MEMBERS RESOLUTION 2

1. Resolution 2, if passed will allow Club Maitland City to give effect to the terms of the Memorandum of Understanding signed between Club Maitland City and Maitland District Leagues Club relating to the amalgamation of the two Clubs and other matters required for the amalgamation including amendments to the Constitution to give effect to the following:
 - a. Any life members of Maitland District Leagues Club will become life members of the Amalgamated Club upon completion of the amalgamation.
 - b. The membership process will be specially altered to allow members of Maitland District Leagues Club to become members of the Amalgamated Club in the easiest way legally possible, that is, by invitation, which if accepted in writing, can then be acted on by the Board.
 - c. Once the Independent Liquor & Gaming Authority has approved the amalgamation, an invitation will be sent to all members of Maitland District Leagues Club inviting them to become members of the Amalgamated Club, with effect from completion of the amalgamation.
 - d. Members of Maitland District Leagues Club who accept the invitation in writing, and complete, sign and return the form provided by the Club (and satisfy any identification requirements of the Club) will then have their names and addresses displayed on the Amalgamated Club Notice Board in accordance with the Registered Clubs Act.
 - e. Also, in accordance with the Registered Clubs Act an interval of at least 14 days shall elapse between the proposal of election of members of Maitland District Leagues Club, who have accepted the invitation, as an ordinary member of the Amalgamated Club and those persons election.
 - f. Shortly before completion of the amalgamation, the Board of Club Maitland City will be able to meet and by resolution admit all of the members of Maitland District Leagues Club who have accepted the invitation, and completed and returned the relevant forms, and by that resolution, those members will be admitted as Social members of the Amalgamated Club but only with effect from the date of completion of the amalgamation. Any Life Members of Maitland District Leagues Club admitted as Social members of the Club through this process will then automatically be transferred to Life Member category of the Club.

- g. At the same meeting the Board of the Amalgamated Club also note for recording members of Maitland District Leagues Club who have elected to be categorised as Maitland District Leagues Club Members as such but only with effect from the date of completion of the amalgamation.

Procedural Matters in relation to Resolution 2

1. To be passed, Resolution 2 requires votes of not less than 75% of those members present and voting on Resolution 2 at the meeting.
2. Only Life members, Financial Voting Members and Financial Premium Social Members who are present, are eligible to vote on Resolution 2.
3. Honorary members, Temporary members, Provisional members, Junior members, Social members, Non-Financial Voting members and Non-Financial Premium Social members are not eligible to vote on Resolution 2.
4. Employees of Club Maitland City are not eligible to vote on Resolution 2.
5. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 2.
6. Please direct any question or concerns about Resolution 2 in writing to Club Maitland City Secretary Manager, if possible, before the General Meeting.
7. Proxy Votes are not allowed under the Registered Clubs Act or the Constitution of Club Maitland City.
8. The Board of Directors of Club Maitland City recommends that members vote in favour of Resolution 2.

By order of the board

Ian Martin
CEO