

ARMIDALE EX SERVICES MEMORIAL CLUB LIMITED
ACN 000 979 377

NOTICE OF GENERAL MEETING

NOTICE is hereby given of a General Meeting of **Armidale Ex-Services Memorial Club Limited** to be held on **22 November 2023** at 6:00pm at the premises of the Club, Dumaresq Street, Armidale NSW.

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 Armidale Ex-Services Memorial Club Limited 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.
 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, Service members and General members who have been members of the Club for at least 10 years are the only members eligible to vote on the Special Resolutions.
 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 Armidale Ex-Services Memorial Club unanimously recommends that the members vote in favour of the Resolutions.
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ORDINARY RESOLUTION

"That the members hereby approve in principle the amalgamation of Armidale Ex-Services Memorial Club Limited ACN 000 979 377 ("Servies") with Uralla Golf Club ACN 000 939 604 ("Golf Club"), with such amalgamation to be effected by:

- (a) *the continuation of Servies as the corporate body of the Amalgamated Club and the dissolution of the Golf Club; and*
 - (b) *the granting of an application made to the Independent Liquor & Gaming Authority for the transfer of the club licence held by the Golf Club in respect of its premises at Plane Avenue Uralla to Servies for the purpose of such amalgamation; and*
 - (c) *the transfer of the club licence held by the Golf Club to Servies pursuant to the application referred to in paragraph (b)."*
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EXPLANATORY NOTES TO MEMBERS ON 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. Armidale Ex Services Memorial Club Limited (**Servies**) and the Uralla Golf Club Limited (**Golf Club**) have entered into a MOU. A copy of that document is available on the webpage of Servies and copies are on display on the Servies noticeboards at the Club's premises. Further copies may be obtained on request from the Chief Executive Officer and from the club office 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.
6. Earlier this year, the Board of Servies considered future opportunities for growth for the club and resolved that amalgamation with another registered club, with Servies being the surviving club, provided such an opportunity. It therefore called for expressions of interest and chose Uralla Golf Club as an amalgamation partner.

Dissolution of the Golf Club

7. The amalgamation is being effected by the dissolution of the Golf Club and the continuation of Servies.

Corporate Governance Matters

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

Premises of the Amalgamated Club

11. The premises of the Amalgamated Club will be the current premises of the Golf Club (**Golf Club Premises**) and the current Servies premises.
12. On completion of the amalgamation, the Golf Club Premises will be transferred to Servies.
13. The traditions, amenities, culture, facilities, activities, and memorabilia of the Golf Club will be maintained by the Amalgamated Club.
14. The Amalgamated Club will continue to support the community that was supported by the Golf Club as at the date of the MOU and will explore opportunities to expand community support subject to the performance of the Golf Club Premises.
15. After completion of the amalgamation, the Golf Club Premises will trade and be promoted as Uralla Golf Club. This name may be changed in the future.
16. Servies intends to:
 - (a) maintain the Golf Club Premises and carry on the business of a licensed registered club under the Registered Clubs Act and the Liquor Act at the Golf Club Premises with all the facilities and amenities of a registered club;
 - (b) operate the Golf Club Premises as a successful and well supported local based golf and community club;

- (c) undertake improvements to the Golf Club Premises and facilities 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;
- (d) improve trading at the Golf Club Premises;
- (e) seek to enhance the services and social activities and undertake improvements to the amenities and facilities at the Golf Club Premises;
- (f) maintain, and where possible, enhance the existing sporting activities at the Golf Club Premises; and
- (g) maintain the existing golf activities and facilities at the Golf Club Premises.

Golf Committee

- 17. The Amalgamated Club will create a Golf Committee to make recommendations to the Amalgamated Club regarding the golfing operations. It will not have any governance or management powers in the Amalgamated Club, and it will be subject to the overall control and direction of the Board and management of the Amalgamated Club at all times.
- 18. The Golf Committee will be elected each year from the golfing members.

Employees

- 19. Servies will, prior to the Completion of the Amalgamation, give each current employee of the Golf 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 Servies; or
 - (c) if there are no employees of Servies employed in a similar role, on the terms generally applicable to such role as Servies identifies for that employee within the Amalgamated Club,
- 20. Servies will use its best endeavours to maintain the Golf Club Premises as the primary place of work for all employees of the Golf Club who accept an offer of employment from Servies. However, this may change from time to time to accommodate the reasonable operational requirements of the business of the Amalgamated Club including requiring staff to work at the Servies' Premises.

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

Core Property

- 21. The Golf Club Premises is currently core property of the Golf Club and it will also be core property of the Amalgamated Club.

Cash and Investments

- 22. The cash and investments of the Golf 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 Golf Club.

Gaming Machine Entitlements

- 23. The Golf Club currently has seven (7) gaming machine entitlements which will become an asset of the Amalgamated Club.

Ceasing trading from the Golf Club Premises

- 24. Servies does not intend to cease trading from the Golf Club Premises or cease the golfing activities at the premises.
- 25. Servies will continue to trade from the Golf Club Premises and continue the golfing activities and facilities at those premises for a minimum of ten (10) years unless:

- (a) upon the order of any court or body with jurisdiction; or
- (b) upon the lawful order of any government authority; or
- (c) if the premises are destroyed or partially destroyed by fire, flood, storm or other similar event and any insurance claim is not reasonably sufficient to fund the construction of a new Golf Club Premises which is acceptable to the Board of the Amalgamated Club in its absolute discretion.

Admission of Golf Club's Members to Ex Servies

- 26. Eligible members of Servies will be asked to vote on the Special resolution at the end of this Notice to amend the Constitution of the Servies to take effect from completion of the amalgamation.
- 27. If passed, the Special Resolution will allow all eligible members of the Golf Club to become members of Servies as easily as legally possible. A Golf Club member who is admitted to membership of Servies will be identified as a separate class called "Amalgamated Club members". They will be admitted into the Service or General categories of membership, whichever applicable. Golfing members will also be admitted to the new Golfing Category to be inserted into the Constitution. Golf membership at Servies will also contain sub-categories so that the Amalgamated Club can offer different playing rights with different subscription levels.
- 28. The Special Resolution also provides that any person who, at Completion of the Amalgamation is a Life member of Golf Club will become a Life member of Servies

The Amalgamation Process

- 29. Each club must hold a meeting of its members to approve the amalgamation in the same terms as the Ordinary Resolution above.
- 30. If the members of both clubs approve the amalgamation at the meetings, an application will be made to the Independent Liquor and Gaming Authority for its approval of the amalgamation. Servies will have the carriage of that application.
- 31. Once the approval of the Independent Liquor and Gaming Authority to the amalgamation has been obtained (and subject to all other necessary steps being completed) there will be a formal commercial settlement. On the day of that commercial settlement, amongst other things:
 - (a) the Golf Club will transfer its assets, including its land, to Servies;
 - (b) all members of the Golf Club who have consented to become members of Servies will be admitted to membership of Servies;
 - (c) Golf Club employees who are offered and accept employment with Servies will become employees of Servies;
 - (d) the club licence held by the Golf Club in respect of the Golf Club premises will be transferred to Servies; and
 - (e) Servies will become responsible for the management, business and affairs of the Golf Club Premises.
- 32. After completion of the amalgamation, the Golf Club will then proceed to a members' voluntary winding up.

SPECIAL RESOLUTION

That the Constitution of Armidale Ex-Services Memorial Club Limited be amended by:

- (a) **inserting** the following new Rule 12(a)(iii) and renumbering the remaining :
 - "(e) *Golf Club members.*"
- (b) **inserting** the following new Rule 14C(h)

Notwithstanding any other Rule in this Constitution. all persons who are Life members of the Uralla Golf Club

Limited at the completion of the amalgamation of this Club and that Club will at that date be admitted to Life membership of this Club.

(c) **inserting** the following new Rule 14D

*"(f) **Golf Club members***

- (a) *Golf members will be those persons who, in addition to being a Life, Services or General member, apply for and are admitted or transferred to Golf membership.*
- (b) *Subject to Rule 14D(c), Golf membership will comprise the following initial sub categories:*
 - (i) *Full Golfing member*
 - (ii) *Social Golfing member*
 - (iii) *Junior Golfing member*
 - (iv) *Cadet Golfing member*
 - (v) *Full Student Golfing member*
 - (vi) *Country Golfing member.*
- (c) *The Board may by By-law create and dissolve separate sub-categories of Golf membership which have different rights and privileges in relation to golf.*

inserting the following new Rule 25A:

- "25A. (a) *Rules 22 to 24 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 25A.*
- (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 25A(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 25A(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.*
- (e) *Any person admitted to membership in accordance with this Rule 25A pursuant to an amalgamation between the Club and Uralla Golf Club shall be identified as an "Uralla Golf member" in addition to their category of membership.*

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 Golf Club's members to become members of Servies 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 Golf Club to become members of Servies pursuant to the amalgamation between Servies and the 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 Golf Club inviting them to become members of Servies, with effect from completion of the amalgamation.
5. Members who accept the invitation in writing will then have their names displayed on the Servies notice board in accordance with the *Registered Clubs Act*.
6. The Board of Servies will be able to meet and by resolution admit all of the members of the Golf Club who have accepted the invitation and by that resolution, those members will be admitted as members of Servies but only with effect from the date of completion of the Amalgamation.
7. The amendments will provide that all Golf Club members who join Servies as a result of the amalgamation will be Life, Service or General members.
8. However, the Constitution is also being amended to provide that all members in the categories of Life, Service and General membership will be eligible to also be Golf members to enjoying golfing and playing rights at the Uralla Golf Course. The Board will create different sub categories of golfing membership by By-law to provide for the different types of golfing membership that can exist.
9. A requirement of the *Registered Clubs Act* is that the members of the Golf Club be identified as a separate class of members (notwithstanding that they may also be Golf Club members) and for this purpose they will be identified as "Uralla Golf Club members".
10. 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 25A).

Dated: 18/10/2023.

By direction of the Board



Scott Sullivan

Chief Executive Officer