



NOTICE TO MEMBERS REGARDING PROPOSED AMALGAMATION AND EXPRESSIONS OF INTEREST AND UNSOLICITED MERGER OFFERS

Pursuant to Section 17AE of the *Registered Clubs Act* and Clause 4(5) of the *Registered Clubs Regulation*, the members of Ramsgate RSL Memorial Club Limited (**Ramsgate RSL**) are hereby notified that:

1. On 28 September 2021, by way of ClubsNSW Circular 21-198, Ramsgate RSL called for expressions of interest in amalgamation from clubs within a radius of fifty (50) kilometres of the Ramsgate RSL (**EOI**).
2. On 20 December 2023, in response to the EOI, Bay Street 4145 Limited (formerly Rockdale RSL Sub Branch Club Limited) (**Rockdale RSL**) lodged an expression of interest with Ramsgate. No other clubs have lodged an expression of interest with Ramsgate in the last twelve (12) months.
3. Since that time, Ramsgate RSL and Rockdale RSL have been in discussions regarding a possible amalgamation.
4. Following negotiations, the Boards of both clubs have now agreed to commercial terms and to proceed with an amalgamation and have incorporated the terms in a Memorandum of Understanding in accordance with the law and industry practice (**MOU**).
5. Ramsgate RSL will be the continuing club in the amalgamation and Rockdale RSL will be the dissolving club in the amalgamation.
6. A copy of the MOU will be available to members on the Club's noticeboards and on the Club's website at www.ramsgatersl.com.au.
7. Each Club has to convene separate general meetings for members to vote on the proposed amalgamation.
8. A Notice of General Meeting will be sent to members so that it is received at least twenty (21) clear days before the General Meeting. A copy of the Notice of General Meeting will also be displayed on the Club's noticeboard and on the Club's website.
9. Ramsgate RSL has not received any other unsolicited merger offers during the previous twelve (12) months.

Dated: 12th March 2024

By direction of the Board

David Moorcroft
Chief Executive Officer