



RAMSGATE RSL MEMORIAL CLUB LIMITED (ACN 000 967 340)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Ramsgate RSL Memorial Club Limited (ACN 000 967 340) (**Ramsgate RSL**) will be held at the premises of the Club at Ramsgate Road & Chuter Avenue, Sans Souci, New South Wales 2219 on Sunday, 5 May 2024 immediately following the conclusion of Ramsgate RSL's Annual General Meeting (separate Notice of AGM having been given).

Business

1. To consider and, if thought fit, pass an Ordinary Resolution approving in principle an amalgamation of Ramsgate RSL and Bay Street 4145 Limited (ABN 48 001 286 228) trading as Rockdale RSL sub-Branch Club.
2. Subject to the members approving the Ordinary Resolution, to consider and, if thought fit, pass a Special Resolution amending the Constitution of Ramsgate RSL to create a new class of membership known as Rockdale RSL members effective from completion of the amalgamation.

Ordinary Resolution

That the members of Ramsgate RSL Memorial Club Limited (ACN 000 967 340) hereby approve:

- (a) in principle, the amalgamation of Ramsgate RSL Memorial Club Limited (ACN 000 967 340) and Bay Street 4145 Limited (ABN 48 000 286 228) trading as Rockdale RSL sub-Branch Club such amalgamation to be effected by:
 - (i) the continuation of Ramsgate RSL Memorial Club Limited (ACN 000 967 340) as the amalgamated club and the dissolution of Bay Street 4145 Limited (ABN 48 000 286 228) trading as Rockdale RSL sub-Branch Club;
 - (ii) the transfer of the Assets and Liabilities (as defined in the Memorandum of Understanding between Ramsgate RSL Memorial Club Limited (ACN 000 967 340) and Bay Street 4145 Limited (ABN 48 000 286 228) trading as Rockdale RSL sub-Branch Club from Bay Street 4145 Limited (ABN 48 000 286 228) trading as Rockdale RSL sub-Branch Club to Ramsgate RSL Memorial Club Limited (ACN 000 967 340); and
 - (iii) the transfer of the Club Licence (No. LIQC300229890) of Bay Street 4145 Limited (ABN 48 000 286 228) trading as Rockdale RSL sub-Branch Club to Ramsgate RSL Memorial Club Limited (ACN 000 967 340); and
- (b) the making of an application under section 60 of the Liquor Act 2007 to the Independent Liquor and Gaming Authority of NSW for the transfer of Club Licence (No. LIQC300229890) of Bay Street 4145 Limited (ABN 48 000 286 228) trading as Rockdale RSL sub-Branch Club to Ramsgate RSL Memorial Club Limited (ACN 000 967 340) for the purposes of such amalgamation.

Special Resolution

That, subject to:

- the members of Ramsgate RSL Memorial Club Limited (ACN 000 967 340) approving the Ordinary Resolution (above); and
- on and from the date of the Independent Liquor and Gaming Authority approving the amalgamation,

the Constitution of Ramsgate RSL Memorial Club Limited (ACN 000 967 340) be amended by:

- (a) inserting the following new definition in Rule 3.1

Rockdale RSL means Bay Street 4145 Limited (ABN 48 000 286 228) trading as Rockdale RSL sub-Branch Club which held Club Licence (No. LIQC300229890).

(b) deleting Rule 10.3 in its entirety and inserting instead the following new Rule 10.3:

10.3 The Full membership of the Club shall be divided into the following categories:

- (a) Life members;*
- (b) Service members;*
- (c) Veteran members;*
- (d) Associate members;*
- (e) Fingal Bay Sports members;*
- (f) Club Heathcote members;*
- (g) Club Heathcote Life members;*
- (h) Club Engadine members;*
- (i) Club Engadine Life members;*
- (j) Rockdale RSL members; and*
- (k) Rockdale RSL Life members.*

(c) inserting the following new Rules after Rule 10.17:

ROCKDALE RSL MEMBERS

10.18 *Rockdale RSL members shall be persons who:*

- (a) are full members (as defined in the Registered Clubs Act) of Rockdale RSL and who were admitted to membership of the Club pursuant to Rule 15A for the purposes of the amalgamation between the Club and Rockdale RSL.*
- (b) have attained the age of eighteen (18) years and who shall have made application for membership of the Club in accordance with this Constitution and have been duly admitted to membership.*

10.19 *Rockdale RSL members are entitled to:*

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time; and*
- (b) attend and vote at general meetings (including Annual General Meetings) of the Club;*
- (c) subject to Rule 27, nominate for and be elected to hold office on the Board;*
- (d) vote in the election of the Board;*
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
- (f) propose, second, or nominate any eligible member for any office of the Club;*
- (g) propose, second, or nominate any eligible member for Life membership;*
- (h) introduce guests to the Club.*

(d) inserting the following new Rules after Rule 10.30:

ROCKDALE RSL LIFE MEMBERS

10.31 *Rockdale RSL Life members shall be persons who are Life members (as defined in the Registered Clubs Act) of Rockdale RSL and who were admitted to Rockdale RSL Life membership of the Club pursuant to Rule 15A for the purposes of the amalgamation between the Club and Rockdale RSL.*

10.32 *A Rockdale RSL Life member will*

- (a) be recognised as a Life member in respect of the Rockdale RSL Premises only;*
- (b) have the same rights and privileges of Associate members of the Club; and*
- (c) not be required to pay an annual subscription for membership.*

(e) By making such other consequential amendments including updating Rule numbering and cross referencing as required to give full effect to the amendments proposed above.

Explanatory Note regarding the Ordinary Resolution

1. In accordance with clause 4 of the *Registered Clubs Regulation 2009*, Ramsgate RSL Memorial Club Limited (ACN 000 967 340) (**Ramsgate RSL**), in seeking to amalgamate Ramsgate RSL with another registered club, called for expressions of interest by ClubsNSW Circular (No: 21-198) published on 28 September 2021 (**Notice**).
2. In response to the Notice, on 20 December 2023, Bay Street 4145 Limited (ABN 48 000 286 228) trading as Rockdale RSL sub-Branch Club (**Rockdale RSL**) submitted an expression of interest to Ramsgate RSL seeking an amalgamation.
3. On 13 March 2024, after extensive negotiations, Ramsgate RSL and Rockdale RSL executed a Memorandum of Understanding (**MOU**) relating to a proposed amalgamation of the two clubs.
4. Members of Ramsgate RSL should consider the terms of the signed copy of the MOU between Ramsgate RSL and Rockdale RSL which is on the noticeboard of Ramsgate RSL.
5. A signed copy of the MOU is also on display on:
 - Ramsgate RSL's website at www.ramsgatersl.com.au; and
 - Rockdale RSL's website at www.clubrockys.com.au.
6. The key features of the proposal as set out in the MOU are summarised as follows:
 - (a) The amalgamation will result in the dissolution of Rockdale RSL as a company and a Licensed Club and the continuation of the Ramsgate RSL as the body corporate of the Amalgamated Club.*
 - (b) Rockdale RSL does not operate a registered club premises. If the amalgamation is approved, Ramsgate RSL will continue to trade from its existing premises the following premises:*
 - *Ramsgate Road & Chuter Avenue, Sans Souci, New South Wales 2219;*
 - *100 Rocky Point Road, Fingal Bay, New South Wales 2315;*
 - *1029 Old Princes Highway, Engadine NSW 2233; and*
 - *24 Oliver Street, Heathcote, New South Wales 2233.*
 - (c) The Board of Ramsgate RSL will be the Governing Body of the Amalgamated Club.*
 - (d) The Chief Executive Officer of Ramsgate RSL will be the Chief Executive Officer of the Amalgamated Club.*
 - (e) The members (subject to their consent and if not already members) of Rockdale RSL will become members of Ramsgate RSL.*
 - (f) Rockdale RSL has ceased to trade and no longer has premises. However, the Amalgamated Club is willing to consider the future use or development of the Land by the Amalgamated Club or some other entity (including the possible construction of a registered club on the Land) subject to:*

- a. *receiving recommendations from the Strategy Committee (see clause 5.4 of the MOU) supporting such use or development of the Land;*
- b. *the Amalgamated Club being satisfied, in its absolute discretion, that such future use or development is financially viable and sustainable for the Amalgamated Club; and*
- c. *obtaining all relevant approvals from necessary authorities.*

(g) The Club Licence of Rockdale RSL will be transferred to Ramsgate RSL under section 60A of the Liquor Act 2007. All assets of Rockdale RSL will be transferred to Ramsgate RSL in accordance with the MOU.

(h) Rockdale RSL has no employees.

Land

(i) Rockdale RSL owns vacant land located at 41 Bay Street, Rockdale, New South Wales comprising Folio: Auto Consol 4573-80 (Lots 1-2/DP1019049).

(j) The land referred to above and any other real property of which Rockdale RSL is the registered proprietor will be transferred to Ramsgate RSL.

Strategy Committee

(k) The Board of Ramsgate RSL will create a Strategy Committee in respect of the Land and the following shall apply in respect of the Strategy Committee:

(l) The Strategy Committee will be made up of:

- a. *the Chief Executive Officer and Chief Financial Controller of Ramsgate RSL; and*
- b. *the existing directors of Rockdale RSL who wish to participate.*

(m) The Strategy Committee will meet at such intervals as may be determined by the Chief Executive Officer of the Amalgamated Club from time to time.

(n) The Strategy Committee will consider and make recommendations to the Board and management of the Amalgamated Club regarding strategies for the future use or development of the Land by the Amalgamated Club or some other entity (including the possible construction of a registered club on the Land) or the disposal of the Land.

(o) The Strategy Committee will have no powers to make decisions or bind the Amalgamated Club in relation to the use, development or disposal of the Land and shall, at all times, be subject to the overall control and direction of the Board and management of the Amalgamated Club.

Core Property

(p) Rockdale RSL no longer has Core Property.

Cash and Investments

(q) The cash and investments (if any) of Rockdale RSL will be transferred (in accordance with clause 16) to the general reserves of the Amalgamated Club.

Gaming Machine Entitlements

(r) Rockdale RSL has eighty two (82) gaming machine entitlements and those gaming machine entitlements will be transferred to Ramsgate RSL as part of the Amalgamation.

(s) Ramsgate RSL will, after it has assessed the performance of the gaming machine installations at its various premises, consider and review the viability of increasing or decreasing the number of gaming machines at each premises, including by transferring additional gaming machine entitlements from or to its other premises.

Amalgamation Application

7. If the members of both Rockdale RSL and Ramsgate RSL pass the Ordinary Resolution to amalgamate, an application will then be lodged with the Independent Liquor and Gaming Authority to seek approval of the transfer of Rockdale RSL's Club Licence to Ramsgate RSL.
8. If the Independent Liquor and Gaming Authority is satisfied that the amalgamation can proceed, it will grant approval of the transfer of Rockdale RSL's Club Licence to take effect upon the completion of the commercial matters required to complete the amalgamation (as contained in the MOU).
9. The assets and liabilities of Rockdale RSL will then be transferred to Ramsgate RSL as contemplated in the MOU and the members of Rockdale RSL will be invited by Ramsgate RSL to become members of Ramsgate RSL. The invitation to membership of Ramsgate RSL is required because under the *Corporations Act 2001* a person cannot become a member of a company if that person has not consented to membership. In other words, if Ramsgate RSL simply made all of Rockdale RSL's members, members of Ramsgate RSL without their consent, Ramsgate RSL would be committing an offence.
10. After the assets and liabilities of Rockdale RSL have been transferred to Ramsgate RSL and the amalgamation has been effected, Rockdale RSL will proceed to liquidation and be wound up.

Requirement for the Ordinary Resolution

1. Under section 17AEB of the *Registered Clubs Act 1976*, 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 (Bay Street 4145 Limited (ABN 48 000 286 228) trading as Rockdale RSL sub-Branch Club) unless the Authority is satisfied that:
 - (a) the parent club (Ramsgate RSL Memorial Club Limited (ABN 15 000 967 340)) will meet the requirements set out in section 10(1) of the *Registered Clubs Act 1976*, and
 - (b) the parent club (Ramsgate RSL Memorial Club Limited (ABN 15 000 967 340)) 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).
2. The Ordinary Resolution proposed in this Notice of General Meeting is required for the purposes of section 17AEB(d) of the *Registered Clubs Act 1976* and the amalgamation between Rockdale RSL and Ramsgate RSL cannot proceed until the ordinary members of both clubs have approved the amalgamations of their clubs at separate general meetings.

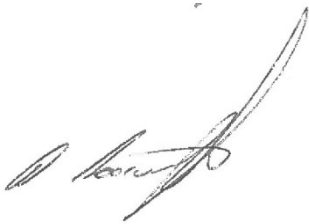
Explanatory Notes regarding the Special Resolution

1. The Special Resolution will only be considered if the Ordinary Resolution is passed.
2. The Special Resolution proposes amendments to the Ramsgate RSL's Constitution to enable the creation of a class of members known as Rockdale RSL members and Rockdale RSL Life members. This is required by the MOU and the *Registered Clubs Act*.
3. Once the Independent Liquor & Gaming Authority has approved the amalgamation, an invitation will be sent to all members of Rockdale RSL inviting them to become members of Ramsgate RSL, with effect from completion of the amalgamation.
4. Members who accept the invitation in writing will then have their names displayed on Ramsgate RSL notice board in accordance with the *Registered Clubs Act*.
6. Shortly before completion of the amalgamation, the Board of Ramsgate RSL will be able to meet and by resolution admit all of the members of Rockdale RSL who have accepted the invitation and by that resolution, those members will be admitted as members of Ramsgate RSL but only with effect from the date of completion of the Amalgamation.
7. Members of Rockdale RSL, who become members of Ramsgate RSL, will be eligible to transfer to any class of membership for which they are eligible, but if they do not transfer they will be Rockdale RSL members and have all the rights of Associate members.

Procedural Matters in Relation to the proposed Ordinary Resolution and Special Resolutions

1. Under section 17AEB(d) of the *Registered Clubs Act 1976*, 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" where used in section 17AEB(d) of the *Registered Clubs Act 1976* is defined in section 4 of the *Registered Clubs Act 1976* and essentially means all members in all classes of membership (excluding employees of Ramsgate RSL), other than Honorary members, Temporary members and Provisional members.
2. Accordingly, all members in all classes of membership of Ramsgate RSL, being Life Members, Service Members, Veteran Members, Associate Members and Fingal Bay Sports members, Club Heathcote members; Club Heathcote Life members; Club Engadine members and Club Engadine Life members (excluding employees of Ramsgate RSL) are eligible to attend the general meeting and vote on the Ordinary Resolution.
3. To be passed, the Ordinary Resolution requires votes from a simple majority of members (50% + 1) present and voting on the Ordinary Resolution at the meeting.
4. In accordance with Rule 48.1 of the Club's Constitution, only Life members, Service members, Veteran members and Associate members are entitled to vote on the Special Resolution to amend the Constitution.
5. To be passed, the Special Resolution requires votes from a three-quarter majority of members (75%) present and voting on the Special Resolution at the meeting.
6. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of the Ordinary Resolution and Special Resolution. Members should also read the Memorandum of Understanding between Ramsgate RSL and Rockdale RSL.
7. Please direct any questions or concerns about the Ordinary Resolution or Special Resolution in writing to the Chief Executive Officer, if possible, before the General Meeting.
8. Proxy Votes are not allowed under the Registered Clubs Act 1976.
9. The Board of Directors of the Club recommends that members vote in favour of the proposed Ordinary Resolution and Special Resolution.

By Direction of the Board:



David Moorcroft
Chief Executive Officer
Ramsgate RSL Memorial Club

Dated: 9th April 2024