

NOTICE OF EXTRAORDINARY GENERAL MEETING

WINDSOR RSL CLUB LTD

ACN 000 811 290

NOTICE IS GIVEN that an Extraordinary General Meeting of Windsor RSL Club Ltd ACN 000 811 290 (**Windsor RSL**) will be held at:

Location: Windsor RSL Club, 36 Argyle Street, South Windsor NSW 2756

Date: Sunday 25 October 2020

Time: 10.30am

BUSINESS

- 1 To consider and, if thought fit, pass the Ordinary Resolution to approve in principle the amalgamation of Windsor RSL with Windsor Country Golf Club Limited ABN 74 000 386 872 (**Windsor Golf**).
- 2 If the Ordinary Resolution is passed, to consider and, if thought fit, pass the Special Resolution to amend the Constitution of Windsor RSL in accordance with the amalgamation provisions of the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**).

ORDINARY RESOLUTION

"That the members hereby:

1. *approve in principle the amalgamation of Windsor Country Golf Club Ltd ABN 74 000 386 872 ("Windsor Golf") with Windsor RSL Club Ltd ("Windsor RSL") such an amalgamation to be effected by:*
 - (a) *the continuation of Windsor RSL (as the Amalgamated Club) and the dissolution of Windsor Golf;*
 - (b) *the transfer of Windsor Golf's assets to Windsor RSL; and*
 - (c) *the transfer of the club licence of Windsor Golf to Windsor RSL;*
- and*
2. *approve in principle the making of an application to the Independent Liquor and Gaming Authority for the transfer of the club licence of Windsor Golf to Windsor RSL for the purposes of such an amalgamation."*

Explanatory message regarding the Ordinary Resolution

General

- 1 The Extraordinary General Meeting (**EGM**) has been called to consider the Ordinary Resolution approving the proposed amalgamation of Windsor RSL with Windsor Golf.
- 2 The amalgamation of two registered clubs must be effected pursuant to the provisions of Division 1A of Part 2 of the Registered Clubs Act.
- 3 Both Windsor RSL and Windsor Golf are registered clubs holding club licences under the *Liquor Act 2007* (NSW) (**Liquor Act**). The amalgamation of two registered clubs must be effected pursuant to the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**).
- 4 The transfer of the club licence of Windsor Golf to Windsor RSL is subject to approval by the Independent Liquor and Gaming Authority (**Authority**). Under section 17AEB of the Registered Clubs Act, the Authority may not approve the transfer unless it is satisfied that the proposed

amalgamation has been approved in principle at separate extraordinary general meetings of the ordinary members of both clubs proposing to amalgamate (being in each case an approval supported by a majority of the votes cast at the meeting).

5 This means that the Ordinary Resolution must be passed before the Authority will approve the transfer of the club licence of Windsor Golf to Windsor RSL and for the amalgamation to proceed.

6 An extraordinary general meeting of members of Windsor Golf will be held on Thursday 22nd October, 7pm. At that meeting, members of Windsor Golf will be asked to consider and approve a similar ordinary resolution.

7 If the amalgamation is approved by both clubs and the Authority, Windsor RSL will continue as the amalgamated club and Windsor Golf will be dissolved.

8 If the Ordinary Resolution is approved, the members will be authorising the making of the application to the Authority for approval of the amalgamation.

Background and reasons for amalgamation

9 On 10 March 2020, Windsor Golf called for expressions of interest in an amalgamation. Windsor RSL saw this opportunity and reached out by lodging an expression of interest. Since then, both clubs have continued negotiations. Windsor Golf received and considered expressions of interest from other clubs but settled on Windsor RSL as the most suitable amalgamation partner, particularly given that both clubs are located in the same area.

10 The amalgamation with Windsor Golf will provide Windsor RSL with a higher patronage, increased revenue and trading, the prospect of a more financially viable club with combined skill sets and efforts to fend off future challenges facing the Amalgamated Club. It will also diversify Windsor RSL's business operations, noting that there has been an increase in golfing memberships and interest since the beginning of the COVID-19 pandemic.

11 The Boards of Windsor RSL and Windsor Golf believe that the Amalgamated Club will be a more financially viable entity.

12 The Board of Windsor RSL believes that an amalgamation with Windsor Golf will offer a stronger financial outlook and more opportunities and facilities for members.

Terms of the amalgamation

13 The terms of the proposed amalgamation are set out in a Memorandum of Understanding (**MOU**) and Deed of Amalgamation (**Deed**) which have been entered into between Windsor RSL and Windsor Golf. The Deed deals with commercial and other matters connected to the amalgamation, which do not need to be included in the MOU.

14 Copies of the MOU and Deed may be obtained from the Windsor RSL reception upon request.

15 A copy of the MOU and Deed are also available on the Windsor RSL webpage at www.windsorrsl.com.au.

16 The Board of Windsor RSL recommends to members that they carefully read the MOU and Deed before attending the Extraordinary General Meeting.

17 This notice does not set out all matters which are contained in the MOU and Deed. However, some key matters for consideration by members include:

(a) Windsor Golf will be wound up as the dissolving club in the amalgamation, with Windsor RSL being the continuing club as the corporate vehicle for the Amalgamated Club;

(b) Windsor RSL's premises will become the premises of the Amalgamated Club (**Amalgamated Club Premises**). The Windsor Golf premises will also become part of the

Amalgamated Club Premises and will trade under the name 'Windsor Country Golf Club.'

- (c) The Amalgamated Club will:
 - (i) promote activities and where possible increase patronage of members and their guests at the Amalgamated Club Premises;
 - (ii) maintain the traditions of Windsor Golf, including the retention of the memorabilia and honour boards of Windsor Golf at the Amalgamated Club Premises in a suitable format;
 - (iii) continue to support the involvement in major competitions/events and community support maintained by Windsor Golf as set out in the MOU (until the Board determines otherwise); and
 - (iv) establish sub-clubs in respect of each corresponding sub-club in existence at Windsor Golf as at completion of the amalgamation.
- (d) The future direction of the Amalgamated Club will be subject to the overall strategic plan of the Amalgamated Club and its finances. The Amalgamated Club will:
 - (i) continue to provide the core services of golfing facilities and registered club and social amenities to members;
 - (ii) promote both the Windsor RSL and Windsor Golf premises;
 - (iii) provide high quality facilities and services to members; and
 - (iv) seek to improve the trading position and increase the value of the Amalgamated Club's assets.
- (e) Any assets and investments of Windsor Golf will become part of the Amalgamated Club.
- (f) The management structure of the Amalgamated Club will be the management structure of Windsor RSL as at the date of completion of the amalgamation.
- (g) Members of Windsor Golf will be invited to become members of Windsor RSL. The *Corporations Act 2001* (Cth) requires applications for membership and the Registered Clubs Act prescribes a process for admissions to membership – members cannot simply be "transferred" from one registered club to another registered club.
- (h) Windsor RSL will determine which of the Windsor Golf employees are required for the ongoing operations of the Amalgamated Club, and will give a written offer of employment to those persons. Windsor Golf will then terminate the employment of all its employees prior to the completion of the Amalgamation. Any employees who accept offers made by Windsor RSL will become employees of the Amalgamated Club.
- (i) The Amalgamated Club will continue to trade at the Windsor Golf premises for at least five (5) years after completion of the amalgamation. The Windsor Golf premises must not be sold, transferred or otherwise disposed during that time subject to the circumstances set out in the MOU.

Voting requirements

18 In accordance with the Registered Clubs Act:

- (a) Life Members (i.e. RSL Life members and Club Life members); and
- (b) all financial Ordinary members (i.e. financial RSL members and financial Club members),

are eligible to attend the EGM and vote on the Ordinary Resolution.

- 19 To be passed the Ordinary Resolution requires votes from a simple majority of those members who, being eligible to do so, are present and vote on the Ordinary Resolution at the meeting.

SPECIAL RESOLUTION

Special Resolution (to amend the Windsor RSL Constitution and to be considered only if the Ordinary Resolution is passed)

That, on the date on which the Independent Liquor and Gaming Authority transfers the club licence of Windsor Country Golf Club Limited ACN 000 386 872 ("**Windsor Golf**") to Windsor RSL Club Ltd ACN 000 811 290 ("**Windsor RSL**"), the Constitution of Windsor RSL be amended by:

- 1 Adding the following definitions in Rule 2 as follows:

""Golfing member" means a person elected to that class of membership in accordance with this Constitution."

""Junior member" means a person elected to that class of membership in accordance with this Constitution."

"Life Member" means a person who:

(i) was listed on the Club's membership register as either an RSL Life member or Club Life member as at [25 October 2020, being the date of the Club's Extraordinary General Meeting] and whose Life membership has not ceased after that meeting; or

(ii) has been duly elected to Life membership in accordance with Rule 26.

""Windsor Golf" means Windsor Country Golf Club Limited ACN 000 386 872, being the registered club that existed prior to its amalgamation with the Club."

- 2 Deleting the definitions of "Club Life member" and "RSL Life member" in Rule 2

- 3 Amending the definition of "Full member" in Rule 2 by deleting the words "a RSL Life member or a Club Life member" and replacing them with the words "Life member" so that the new definition reads as follows:

""Full member" means a person who is an Ordinary member or Life member of the Club."

- 4 Amending the definition of "Ordinary member" by deleting the words "RSL Life member, Club Life member" and replacing them with the words "Life member" such that the new definition reads as follows:

""Ordinary member" means a member of the Club other than a Life member, Honorary member, Temporary member or Provisional member."

- 5 Deleting Rule 20 and replacing it with the word "Deleted";

- 6 Amending Rule 21 by deleting the words "RSL Life member, Club Life member" and replacing them with the words "Life member"

- 7 Inserting at the end of Rule 22 the words "unless admitted as a Junior member of the Club"

8 Amending Rule 24 by:

- inserting the words "Golfing member" as a new paragraph (c); and
- inserting the words "Junior member" as a new paragraph (d),

so that the new Rule 24 reads as follows:

"24. Unless and until otherwise determined by the Board, Ordinary membership of the Club consists of the following classes:

- (a) RSL member.
- (b) Club member.
- (c) Golfing member.
- (d) Junior member

9 Adding a new Rule 24A after Rule 24 as follows:

24A. (a) A person who makes application and is elected as a Full member of the Club pursuant to the amalgamation between the Club and Windsor Golf will be given credit for any annual subscription paid in respect of their membership of Windsor Golf, up to the end of the current financial year of the Club in which the club licence of Windsor Golf was transferred to the Club.

(b) The Board may by way of by-law from time to time, create sub-categories of Golfing membership or Junior membership to correspond with the former classes of membership at Windsor Golf, and set out the specific social and playing rights and privileges for each such sub-category.

(c) All persons who, as at the date on which the Independent Liquor and Gaming Authority transferred the club licence of Windsor Golf to the Club:

- (i) were financial full members of Windsor Golf; and
- (ii) whose names were entered into the Register of Members of Windsor Golf,

shall, for the purposes of section 17AC(2) of the Registered Clubs Act, be identified in the Club's Register of Members as 'Windsor Golf members'."

10 Amending Rule 25 by:

- inserting a new paragraph (c) with subheading "Golfing member"
- inserting the words "Any person who is at least 18 years of age, who is not eligible to be elected as an RSL member, and who makes application for membership in this class in accordance with this Constitution." in new paragraph (c) under the subheading "Golfing member"
- inserting a new paragraph (d) with subheading "Junior member"
- inserting the following in new paragraph (d) under the subheading "Junior member"

Any person who:

- (i) is under 18 years of age;
- (ii) who satisfies the Board that the person has an interest in taking active part in the sporting activities of the Club on a regular basis;
- (iii) from whose parent or guardian the Board receives written consent to that person becoming a Junior member of the Club and taking part, in the sporting activities of the Club; and
- (iv) who in the opinion of the Board is suitable to be elected to Junior membership.

so that the new Rule 25 reads as follows:

"25. The requirements for eligibility of persons for election to the following classes of Ordinary membership are:

(a) **R.S.L member**

Any person who is a financial member of the Windsor Sub Branch of the State RSL who makes application for membership in this class in accordance with this Constitution.

(b) **Club member**

Any person who is at least 18 years of age, who is not eligible to be elected as an RSL member, and who makes application for membership in this class in accordance with this Constitution.

(c) **Golfing member**

Any person who is at least 18 years of age, who is not eligible to be elected as an RSL member, and who makes application for membership in this class in accordance with this Constitution."

(d) **Junior member**

Any person who:

- (i) is under 18 years of age;
- (ii) who satisfies the Board that the person has an interest in taking active part in the sporting activities of the Club on a regular basis;
- (iii) from whose parent or guardian the Board receives written consent to that person becoming a Junior member of the Club and taking part, in the sporting activities of the Club; and
- (iv) who in the opinion of the Board is suitable to be elected to Junior membership.

11 Deleting existing Rules 26 and 27 and replacing them with the following new Rules 26, 27 and 27A:

"26. A person may, in recognition of their outstanding service to the Club, be elected to Life membership of the Club at an Annual General Meeting in accordance with

Rule 27, and subject to Rule 27A.

27. *In order for a person to be elected as a Life member of the Club:*
- (a) *the person must have been an Ordinary member of the Club for a continuous period of at least 10 years;*
 - (b) *the person must be nominated and seconded for Life membership by 2 financial Full members (excluding Junior members) of the Club;*
 - (c) *the nomination must be approved by the Board, and the Board shall refer the nomination to the next Annual General Meeting of the Club; and*
 - (d) *the nomination must be approved by a resolution of at least a 75% majority of those members present and voting on the resolution at that Annual General Meeting,*
- 27A. *The Board shall elect a person to Life membership of the Club if the person has been a life member (within the meaning of the Registered Clubs Act) of Windsor Golf as at the date on which the Independent Liquor and Gaming Authority transferred the club licence of Windsor Golf to the Club."*
- 12 *Deleting in Rule 28 the words "RSL Life member and Club Life member" and replacing them with the words "Life member"*
- 13 *Amending Rule 29 by:*
- *Inserting the words "Golfing members" after the words "Club members,"*
 - *Deleting the words "RSL Life members and Club Life members" and replacing them with the words "and Life members"*
 - *Inserting the words "including under Rule 29A" after the words "subject to any further restrictions in this Constitution"*
- so that the new Rule 29 reads as follows:*
- "29. *Financial RSL members, Club members, Golfing members, and Life members are (subject to any further restrictions in this Constitution including under Rule 29A) entitled to:*
- (a) *attend or to vote on any matter at any General Meeting;*
 - (b) *vote at the election of the Board; and*
 - (c) *be nominated for, elected to and hold office on the Board."*
- 14 *Inserting a new Rule 29A after Rule 29 as follows:*
- "29A. (a) *No Golfing member will be eligible to nominate for, be elected to or hold office on, the Board of the Club for a period of five (5) years from the date on which the Independent Liquor and Gaming Authority transferred the club licence of Windsor Golf to the Club.*
- (b) *No member who is a former employee of the Club or Windsor Golf will be eligible to nominate for, be elected to or hold office on the Board of the Club for a period of five (5) years from the date on which the Independent Liquor and Gaming Authority transferred the club licence of Windsor Golf to the Club, or for a period of five (5) years from the date of that person's cessation of employment with either the Club or*

Windsor Golf (whichever occurs later).

- (c) *No Golfing member will be eligible to vote on a Special Resolution for a period of five (5) years from the date on which the Independent Liquor and Gaming Authority transferred the club licence of Windsor Golf to the Club.*
- (d) *No Golfing member will be entitled to transfer to another class of membership of the Club unless they have been a member of the Club for five (5) continuous years."*

15 *Inserting a new Rule 29B after new Rule 29A as follows:*

"29B. Junior members are only entitled to those playing privileges, facilities and amenities of the Club as determined by the Board from time to time subject to the Registered Clubs Act, but shall not be entitled to:

- (a) *attend or to vote on any matter at any General Meeting;*
- (b) *vote at the election of the Board; and*
- (c) *be nominated for, elected to and hold office on the Board."*

16 *Deleting in Rule 57 the number "60" and replacing it with the number "30"*

17 *Inserting at the end of Rule 60 the words "for service".*

18 *Replacing in Rule 64 the number "4" with the words "ten (10)".*

19 *Deleting existing Rule 78 and replacing it with the following new Rule 78:*

"78. Subject to Rule 79:

- (a) *up until the conclusion of the Annual General Meeting in 2020, the Board shall consist of a President, a Vice President and 6 other Directors; and*
- (b) *from the conclusion of the Annual General Meeting in 2020, the Board shall consist of a President, a Vice President and 5 other Directors.*

20 *Inserting at the commencement of Rule 82, the words "Subject to Rule 29A".*

21 *Replacing the word "section" in Rules 88 to 92 (and the heading above Rule 88) and replacing it with the word "sub-club"*

22 *Deleting in Rule 97 the words "5 Directors" and replacing it with the words "a majority of the total number of directors on the Board"*

23 *Inserting at the end of the first sentence in Rule 109 the words "subject to the Act"*

24 *Deleting Rules 136 and 137 and replacing each of them with the word "Deleted".*

25 *Deleting in Rule 138 the words "without using the Seal".*

26 *Amending Rule 139 by:*

- *deleting the words "whether with or without using the Seal";*

- deleting the words "Rule 137 and Rule 138 do not" and replacing them with the words "Rule 138 does not"

so that new Rule 139 reads as follows:

"139. The Club must not execute a document except by the authority of a resolution passed at a meeting of the Board. Rule 138 does not limit the ways in which the Club may execute any document.

Explanatory message regarding the Special Resolution

- 1 The Special Resolution will only be considered at the EGM if the Ordinary Resolution has been passed by the meeting. In order for Windsor RSL to proceed with the amalgamation with Windsor Golf, the members must approve the Special Resolution.
- 2 The Special Resolution contains all of the proposed amendments to Windsor RSL's existing Constitution in light of the Club's amalgamation with Windsor Golf.
- 3 Section 17AC(2) of the Registered Clubs Act requires that before registered clubs amalgamate, the parent club (in this case, Windsor RSL) must under its Constitution establish the members of the dissolved club (i.e. Windsor Golf) as a separate class of members for the purposes of identification. This has been reflected under proposed new rule 24A which ensures that all former members of Windsor Golf who are joining Windsor RSL will be identified as 'Windsor Golf Members' on Windsor RSL's register.
- 4 Two new classes of Ordinary membership will be introduced under the Special Resolution, being 'Golfing members' and 'Junior members' respectively.
 - (a) A Golfing member will be any person who is at least 18 years of age, who is not eligible to be elected as an RSL member, and who makes application for Golfing membership in accordance with the Constitution. This class has been created in anticipation of the 'Windsor Golf Members' who may seek to join a membership class that relates to the game of golf, noting that this membership class is available to any person who satisfies the above eligibility requirements. While Golfing members will be entitled to attend or vote on any matter at any General Meeting of Windsor RSL, vote at the election of the Club's Board and be nominated for, elected to and hold office on the Board of Windsor RSL, there are some restrictions attaching to these rights, namely:
 - (i) No Golfing member will be eligible to nominate for, be elected to or hold office on, the Board of the Club for five (5) years after the date of completion of the amalgamation;
 - (ii) No Golfing member will be eligible to vote on a Special Resolution for five (5) years after the date of completion of the amalgamation; and
 - (iii) No Golfing member will be entitled to transfer to another class of membership of the Club unless they have been a member of the Club for five (5) consecutive years.
 - (b) A Junior member will be any person who, among other requirements outlined in proposed new rule 25(d), is under the age of 18 and satisfies the Board that they have an interest in taking active part in the sporting activities of the Club on a regular basis. Junior members will not be entitled to attend or vote on any matter at any General Meeting, vote at the election of the Board or be nominated for, elected to and hold office on the Board.
- 5 The Special Resolution also consolidates the separate Life membership classes of the Club (i.e. RSL Life members and Club Life members) into one category of Life membership. Under the proposed new Constitution, a Life member will be any person who is either elected to the Life membership class, or was listed on the Club's membership register as either an RSL Life member or Club Life member as at the date of this meeting and whose membership will not cease after this meeting. Any person who is a life member of Windsor Golf at the date of completion of the

amalgamation will be eligible to be recognised and admitted as a Life member of the Amalgamated Club. Additional information about the consolidated Life membership class include as follows:

- (a) There are several requirements that must be satisfied in order for a person to be elected as a Life member. These are:
 - (i) The person must have been an Ordinary member of the Club for at least 10 consecutive years;
 - (ii) The person must be nominated and seconded for Life membership by 2 financial Full members (excluding Junior members) of the Club;
 - (iii) The nomination must be approved by the Board, and the Board shall refer the nomination to the next Annual General Meeting of the Club; and
 - (iv) The nomination must be approved by a resolution of at least a 75% majority of those members present and voting on the resolution at that Annual General Meeting.
- (b) As is currently the case, Life members will continue to be entitled to attend or vote on any matter at any General Meeting, vote at the election of the Board and be nominated for, elected to and hold office on the Board.

Other changes

- 6 As part of this Constitution update, Windsor RSL has proposed a few other amendments including:
- (a) that if an annual subscription or other money is unpaid for 30 days instead of 60 days (noting that the Board has discretion to extend this timeframe), then the Club can debar that person from membership;
 - (b) that the Board has the power to suspend a person of up to 10 weeks;
 - (c) reducing the number of positions on the Board to 7 Directors (including the president and Vice President);
 - (d) ensuring the quorum is a majority of the number of directors on the Board; and
 - (e) removing the references in the Constitution to the Club having a seal (as it is not required to execute documents with a seal).

Voting requirements

- 7 To be passed, the Special Resolution must receive votes in its favour from not less than 75% of those members who being eligible to do so, vote in person at the meeting.
- 8 The Special Resolution must be considered as a whole and cannot be altered in substance by motions from the floor of the meeting.
- 9 Only Life members (i.e. RSL Life members and Club Life members) and financial Ordinary members (i.e. financial RSL members and financial Club members) who are present at the Extraordinary General Meeting are entitled to vote on the Special Resolution.

General notes regarding the Resolutions

1. Under the Registered Clubs Act:

- (a) members who are employees of Windsor RSL are not entitled to vote; and
 - (b) proxy voting is prohibited.
2. The Board of Windsor RSL recommends that members vote in favour of both the Ordinary and Special Resolutions.

Tony Jeffcott
General Manager
Dated: 02/10/2020