



NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Wollongong Golf Club Limited (A.C.N 000 740 983) will be held at Wollongong Golf Club, 151-161 Corrimal Street, Wollongong NSW at 6.00pm on Thursday 2nd July 2020.

BUSINESS

1. To consider, and if thought fit, to pass the Ordinary Resolution set out below to approve in principle the amalgamation of Wollongong Golf Club Limited (A.C.N 000 740 983) and The Wollongong Ex-Services Club Limited (A.C.N 001 003 854).
2. If the Ordinary Resolution is passed, to consider and if thought fit, to pass the Special Resolutions set out below to amend the Constitution of Wollongong Golf Club Limited (A.C.N 000 740 983).

ORDINARY RESOLUTION

"That subject to the passing of Special Resolutions 1 and 2, the members of Wollongong Golf Club Limited (A.C.N 000 740 983) (**WGC**) approve in principle:

1. the amalgamation of WGC with The Wollongong Ex-Services Club Limited (A.C.N 001 003 854) (**City Diggers**) with such amalgamation to be effected by:
 - 1.1 the continuation of WGC (as the amalgamated club);
 - 1.2 the dissolution of City Diggers;
 - 1.3 the transfer of City Diggers' assets to WGC; and
 - 1.4 the transfer of the Club licence of City Diggers to WGC; and
2. the making of an application to the Independent Liquor and Gaming Authority for the transfer of the Club licence of City Diggers to WGC for the purpose of such an amalgamation."

SPECIAL RESOLUTION 1

If the Ordinary Resolution is passed, to consider and if thought fit, to pass the following resolution as a Special Resolution to amend the Constitution of Wollongong Golf Club Limited (A.C.N 000 740 983):

"That on the date on which the Independent Liquor and Gaming Authority transfers the Club Licence LIQC300244245 of The Wollongong Ex-Services Club Limited (A.C.N 001 003 854) to Wollongong Golf Club Limited (A.C.N 000 740 983) (**WGC**), the Constitution of WGC be amended as follows:

1. Amend Rule 6 by inserting a new sub-rule '(j)'
'(j) City Diggers Social Member'
2. Amend Rule 7 by inserting a new sub-rule '(9A)'
'(9A) **City Diggers Social Member**



- (a) Any person who:
 - (i) makes application and is admitted as a full member of the Club in accordance with the Deed of Amalgamation between the Club and Wollongong Ex-Services Club Limited (A.C.N 001 003 854) ('City Diggers'); and
 - (ii) is a financial full member but not a life member of City Diggers (as defined in the Registered Clubs Act) and whose name is entered into the register of members of City Diggers, on the date of the transfer of the Club Licence LIQC300244245 of City Diggers ('Club Licence') to the club by the Independent Liquor and Gaming Authority.
 - (b) Notwithstanding anything to the contrary in the Rules, a City Diggers Social Member will not be required to be proposed or seconded for membership of the club and the provisions of Rule 12(2) shall not apply to any such application for membership.
 - (c) City Diggers Social Members will be given credit for any annual subscription paid in respect of their membership of City Diggers up to the end of the current financial year of the Club in which the Club Licence of City Diggers was transferred to the Club.
 - (d) City Diggers Social Members are entitled to the same rights as a social member (see Rule 7(9)) except that a City Diggers Social Member will be entitled:
 - (i) to nominate for and be elected to hold office on the board of directors of the club as a City Diggers Director; and
 - (ii) propose, second or nominate any eligible person for office on the board of directors of the club as a City Diggers Director.'
3. Delete Rule 8 and replace with:
- '8 Life Members**
- (1) Life membership will consist of the following classes:
 - (a) Golfing Life Member; and
 - (b) City Diggers Life Member.

Golfing Life Member

- (2) Any ordinary member who has been an ordinary member for at least 5 years and has rendered exceptional service to the club can be elected as a Golfing Life Member.



- (3) A nomination for a Golfing Life Member must be made in writing by not less than 2 full playing members or life members and submitted to the board for consideration and recommendation prior to a general meeting.
- (4) The election must be by secret ballot.
- (5) Subject to these rules a Golfing Life Member is a member of the club for the life of that member and has all the rights which a playing member has under these rules.
- (6) A Golfing Life Member is not required to pay an annual subscription or other payment for life membership.
- (7) Any person who was a Life Member of the club immediately prior to the date that this Rule commences will automatically become a Golfing Life Member upon commencement of this Rule.

City Diggers Life Member

- (8) Any person who:
 - (a) makes application and is admitted as a full member of the club in accordance with the Deed of Amalgamation between the club and City Diggers; and
 - (b) is a life member (as defined in the Registered Clubs Act) of City Diggers and whose name is entered into the register of members of City Diggers, on the date of the transfer of the Club Licence of City Diggers to the club by the Independent Liquor and Gaming Authority.
 - (9) City Diggers Life Members have the right to:
 - (i) attend and vote at general meetings of the club;
 - (ii) introduce guests to the club;
 - (iii) any social, facilities and amenities privileges afforded to a 'City Diggers Life Member' set out in the by-laws or otherwise determined by the board from time to time; and
 - (iv) will only be required to pay to the club the minimum annual subscription prescribed by the Registered Clubs Act.'
 - (10) Subject to these Rules a City Diggers Life Member is a member of the club for the life of that member.'
4. Insert a new Rule 27A:

'27A. Transitional Provision: City Diggers Directors



Despite anything else in Rules 28, 29, 31 or 32 (and with the terms of this Rule prevailing should there be any contrary intention expressed in said Rules 28, 29, 31 or 32):

- (a) From the date that this Rule commences:
 - (i) 2 of the existing directors of the board will vacate their office;
 - (ii) the board must call for nominations from City Diggers Social Members to fill the vacancies;
 - (iii) the board must appoint 2 City Diggers Social Members ('City Diggers Directors') to fill the casual vacancies, provided that there are sufficient eligible nominations, failing which the positions will be left vacant;
 - (iv) the appointment of the City Diggers Directors must be confirmed by ordinary resolution of the members entitled to vote at the next Annual General Meeting;
 - (v) upon confirmation, those directors will hold office for the remaining period of the director who vacated under Rule 27A(a)(i);
 - (vi) any subsequent casual vacancy in the office of a City Diggers Director (including where lack of the required confirmation under Rule 27A(iv) creates such vacancy) is to be filled by a City Diggers Social Member unless there are no nominations, in which case the vacancy can be filled by any full playing member of the club;
 - (vii) after the term of the City Diggers Directors appointed under Rule 27A(a)(iii) and confirmed (or any subsequent casual vacancy to fill that position) has expired, the City Diggers Directors will be elected in accordance with clause 29 and they will hold office in accordance with Rule 28(3).
 - (b) On the date that is 5 years from the date this Rule commences:
 - (i) both of the positions of the City Diggers Directors will be automatically vacated and will constitute casual vacancies;
 - (ii) the board may only appoint a full playing member of the club to fill either or both of the casual vacancies until the next Annual General Meeting;
 - (c) On and from the next Annual General Meeting after the date that is 5 years from the date that this Rule commences there will no longer be a designated class of City Diggers Director on the board.'
5. Rule 28(4) is amended by inserting '(except in respect of a City Diggers Director, in which case clause 27A will apply)' at the end of the first sentence.
 6. Rule 29(1) is amended by inserting after 'directors', '(other than City Diggers Directors, in which case Rule 29(1A) will apply in respect of requirements for nominations)'



7. Insert a new Rule 29(1A):
'Nominations of candidates for election as City Diggers Directors must be:
 - (a) made in writing and signed by 2 City Diggers Social Members; and
 - (b) delivered to the secretary not less than 21 days before the date fixed for the holding of the annual general meeting at which the election is to take place.'

SPECIAL RESOLUTION 2

If the Ordinary Resolution and Special Resolution 1 is passed, to consider and if thought fit, to pass the following resolution as a Special Resolution to amend the Constitution of Wollongong Golf Club Limited (A.C.N 000 740 983):

3. "That the Constitution of Wollongong Golf Club Limited (A.C.N 000 740 983) be amended as set out in Special Resolution 1, considered and passed at the same meeting that this resolution is passed."

EXPLANATORY NOTES TO MEMBERS

Legislation

- 1 Wollongong Golf Club Limited (**WGC**) and The Wollongong Ex-Services Club Limited (**City Diggers**) are registered clubs holding club licences under the *Liquor Act 2007* (**Liquor Act**).
- 2 Under the *Registered Clubs Act 1976* (**Registered Clubs Act**) the amalgamation of registered clubs occurs when the club licence of one club is transferred to another club by the Independent Liquor and Gaming Authority (**Authority**) in accordance with section 60 of the Liquor Act, and the transferring club is then dissolved.
- 3 The Authority can only approve the amalgamation if it has first been approved in principle at separate general meetings of the members of WGC and City Diggers.
- 4 If the members and the Authority approve the amalgamation:
 - (a) The assets and club licence of City Diggers will be transferred to WGC.
 - (b) A process will be put in place to enable financial members of City Diggers to transfer to the 'Amalgamated Club'.
 - (c) WGC would be the continuing 'Amalgamated Club' and City Diggers as a company would be dissolved after amalgamation completion.

Expressions of Interest for Amalgamation

- 5 WGC sought expressions of interest from other registered clubs for amalgamation by notice published on 20 August 2019. City Diggers lodged an expression of interest, and was selected by WGC as its preferred amalgamation partner.
- 6 WGC and City Diggers then entered into a Memorandum of Understanding (**MOU**) and a Deed of Amalgamation (**Deed**) on 25 February 2020.



- 7 The Board of Directors of WGC unanimously supports the amalgamation, and the opportunity that it will present to improve the trading position of the Amalgamated Club, so as to enhance the future delivery of services for the members of the Amalgamated Club.

MOU and Deed

- 8 The MOU sets out the intentions for the future of City Diggers' members and the club's assets and management in accordance with the *Registered Clubs Regulation 2009*.
- 9 The Deed sets out commercial matters and other procedures agreed by the Clubs to carry out the amalgamation.
- 10 Key issues for consideration by members in relation to this amalgamation include (and are covered in more detail in the MOU and Deed):
- (a) **Assets:** All of the assets of City Diggers including any cash, chattels, contractual rights, motor vehicles, stock in trade, plant, fixtures and fittings, real property, gaming machines and gaming machine entitlements, debtors, intellectual property rights and goodwill and all other property will vest in WGC (see clause 10 of the Deed).
 - (b) **Liabilities:** WGC will be responsible for and pay when due all debts and liabilities of City Diggers as at amalgamation completion and those reasonably incurred after this date for the purpose of the winding up of City Diggers (see clause 9 of the Deed).
 - (c) **Premises:** City Diggers' premises situated at 82 Church Street, Wollongong NSW (**City Diggers Premises**) will become additional registered club premises of WGC. WGC will continue to operate the City Diggers Premises for a minimum period of 5 years unless it ceases to trade upon the order of a Court or body that regulates clubs or a government authority or if after a review after 3 years and then annually, the City Diggers Premises are not financially viable (see clauses 4 and 8 of the MOU).
 - (d) **Community support:** WGC will continue to support City Diggers' sub-clubs and existing beneficiaries (see clause 2.12 of the MOU).
 - (e) **RSL related matters:** WGC will maintain certain traditions such as ANZAC and Remembrance Day, and will maintain all significant RSL-related features at the City Diggers Premises including the external cenotaph and the entry display while it continues to trade from those premises. If trade ceases at the City Diggers Premises, it will as far as reasonably practicable relocate to or reconstruct significant RSL related features at WGC's existing premises, including the cenotaph (see clause 4.5 of the MOU). WGC will continue to provide to Wollongong RSL Sub-Branch and related bodies the use of the existing space on the City Diggers Premises (see clause 3.4 of the MOU).
 - (f) **Management and staffing:** WGC will appoint its General Manager as Chief Executive Officer and Secretary of the Amalgamated Club. It will offer employment to the employees of City Diggers identified in the MOU. Employees who transfer to WGC will receive continuity of employment and their accrued entitlements will be honoured by WGC (see clause 5 of the MOU).



- (g) **Board of Directors:** The Board of Directors of WGC will continue to be comprised of 9 directors (or such other number as prescribed by the Registered Clubs Act). For 5 years after amalgamation completion, 2 of those directors will be required to be City Diggers Social Members, except where there are no nominations.
- (h) **Membership:** New classes of membership will be established in the Constitution of WGC known as '**City Diggers Social Members**' and '**City Diggers Life Members**':
- (i) Members of City Diggers who are financial at amalgamation completion will be eligible to transfer to the new class of membership known as City Diggers Social Members. They will be given credit for any annual subscription already paid to City Diggers up to the end of the financial year of WGC in which the amalgamation occurs.
- (ii) City Diggers Social Members will have the same rights as 'Social Members' under the WGC Constitution (see Rule 7(9) of the WGC constitution), except that a City Diggers Social Member will be entitled to:
- nominate for and be elected to hold office on the board of the amalgamated club as a '**City Diggers Director**'
 - propose, second or nominate any eligible person for office on the board of WGC as a City Diggers Director.
- (iii) City Diggers Life Members will become life members of WGC and will only be required to pay the minimum annual subscription required by the Act.
- (iv) In order to differentiate between the new City Diggers Life Member category and the existing life members of WGC, a new category of '**Golfing Life Member**' has been created, so that all persons who are life members of WGC immediately prior to amalgamation completion will become Golfing Life Members and will continue retain all of the rights which a 'Playing Member' has under the Constitution of WGC (see Rule 8 of the WGC Constitution).

11 Copies of the MOU and Deed are available from the Club on request. They are also available for inspection at 151-161 Corrimal Street, Wollongong NSW and on the website <https://www.wollongonggolfclub.com.au> for the information of members.

Voting on the Ordinary Resolution

- 12 The Ordinary Resolution will be passed if a simple majority of the members, who being eligible to do so, are present and vote in favour of the resolution.
- 13 All financial Ordinary Members (other than Junior Members) and Life Members are entitled to vote on the Ordinary Resolution except that employees are prohibited from voting and proxy voting is prohibited under the Registered Clubs Act.

Voting on the Special Resolutions



- 14 The Special Resolutions will only be passed if at least 75% of the members who being eligible to do so, are present and vote in favour of the Special Resolution. The substance of the Special Resolution cannot be amended by motions from the floor of the meeting.
- 15 All financial Ordinary Members (other than Junior Members) and Life Members are entitled to vote on Special Resolution 1 except that employees are prohibited from voting and proxy voting is prohibited under the Registered Clubs Act.
- 16 All financial Full Playing Members and Life Members are entitled to vote on Special Resolution 2 except that employees are prohibited from voting and proxy voting is prohibited under the Registered Clubs Act.

Enquiries and other information

- 17 Members are requested to address enquiries about the matters in this notice to the General Manager's office in writing (by email is acceptable to gm@wollongonggolfclub.com.au at least 5 business days before the General Meeting, to enable answers to be researched as necessary.
- 18 The Club encourages members to attend the General Meeting and vote on this important opportunity for your Club.
- 19 City Diggers proposes to hold its General Meeting to vote on the amalgamation at 6.00pm on Monday 29th June

MEMBERS ARE ENCOURAGED TO READ THE MOU AND DEED BEFORE VOTING

By Order of the Board of Directors

Leigh Hingston

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Leigh Hingston, General Manager

Dated: **Thursday 4th June**
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