

Notice of General Meeting

Notice is hereby given that a **General Meeting of Milton Ulladulla Ex-Servos Club Limited ABN 90 000 858 364** will be held at **11.30 am on Saturday, 16 December 2017 at Ulladulla Civic Centre, 81B Princes Hwy, Ulladulla NSW 2539.**

BUSINESS

The business of the General meeting will be as follows:

Amalgamation

1. General discussion regarding the proposed amalgamation of Milton Ulladulla Ex-Servos Club Limited ABN 90 000 (“the Ex Servos Club”) 858 364 and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”);
2. Members to consider and, if thought fit, pass Resolution 1 (set out below) approving in principle and giving effect to amalgamation of the Ex Servos Club and the Bowling Club;
3. Subject to Resolution 1 being approved, Members to consider and, if thought fit, pass Resolution 2 (set out below) as a special resolution to amend the Constitution of Ex Servos Club to provide for the amalgamation and to give effect to the obligations of the Ex Servos Club under, or related to, the amalgamation Memorandum of Understanding entered into by the Ex Servos Club and the Bowling Club;

Other Business

4. Members to consider and, if thought fit, pass Resolution 3 (set out below) as a special resolution to amend the Constitution of the Ex Servos Club to allow the Board to delegate disciplinary procedures relating to members to the Secretary and ensure appropriate powers are in place for any persons, including members, who engage in prejudicial or unbecoming behaviour to be able to be turned out of the premises of the Club; and,
5. Members to consider and, if thought fit, pass Resolution 4 (set out below) as a special resolution to amend the Constitution of the Ex Servos Club to allow for cost effective issuing of Notices of General Meetings, the amending of the objects to ensure the Board has the required flexibility and authority to operate and invest for the benefit of the Club and to do everything to allow it to achieve the objects of the Club and exercise the powers of the Club.

RESOLUTION 1 – ORDINARY RESOLUTION

To consider, and if thought fit, to pass the following ordinary resolution:

“That the members hereby approve:

1. In principle, the amalgamation of the Ex Servos Club and the Bowling Club, such amalgamation to be affected by:
 - a. the continuation of the Ex Servos Club; and
 - b. the transfer of the club licence of the Bowling Club to the Ex Servos Club.

2. The making of an application under section 60 of the Liquor Act to the Independent Liquor and Gaming Authority for the transfer of the club licence of the Bowling Club to the Ex Servos Club for the purposes of such amalgamation.”

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 1

1. At the General Meeting the members will be asked to consider Resolution 1 in relation to:
 - a. the proposed amalgamation of the Ex Servos Club and the Bowling Club;
 - b. the transfer of the club licence of the Bowling Club to the Ex Servos Club; and
 - c. the making of an application to the Independent Liquor and Gaming Authority for the purpose of approving the amalgamation.
2. Amalgamation between two registered clubs, such as is proposed, is governed by the provision of the Registered Clubs Act 1976 (“the Registered Clubs Act”).
3. One of the requirements of the Registered Clubs Act is that the two clubs have entered into a legally binding Memorandum of Understanding which covers various matters reciprocally required by the Registered Clubs Act to be addressed and agreed between the clubs. The Memorandum of Understanding can also deal with additional matters.
4. The Ex Servos Club and the Bowling Club have entered into a Memorandum of Understanding dated 3 October 2017 and a copy of that document is on display at both the Ex Servos Club and the Bowling Club premises as well as being available on the websites of both the Ex Servos Club and the Bowling Club. A hard copy of the Memorandum of Understanding may be obtained on request from reception of either the Ex Servos Club or the Bowling Club.
5. Members are encouraged to carefully read the terms of the Memorandum of Understanding. If they have any questions or wish to seek clarification in relation to any matter relating to the amalgamation or what is contained within the Memorandum of Understanding, they should direct their enquiries to the Secretary Manager of the Ex Servos Club.
6. The amalgamation between the Ex Servos Club and the Bowling Club can only proceed if the members of both clubs approve the amalgamation. The members of the Ex Servos Club give their approval to the amalgamation by passing Resolution 1 to approve the amalgamation in principle.
7. What follows in these notes is a summary of some of the principal features of the Memorandum of Understanding that has been entered into and will need to be complied with by the Ex Servos Club as well as the steps that need to be followed to give effect to the amalgamation process and to form the amalgamated club (“the Amalgamated Club”).

Dissolution of the Bowling Club and creation of Milton Ulladulla Ex Servos and Bowling Club.

8. The Ex Servos Club company name upon amalgamation will be changed to Milton Ulladulla Ex Servos and Bowling Club Limited. The two (2) Amalgamated Club premises will keep their existing identities and trade under registered business names. The amalgamation will be affected by the continuation of the Ex Servos Club and the dissolution of the Bowling Club.

Bowling Club Premises, Facilities and Management.

9. The Bowling Club premises and facilities will become additional premises of the Amalgamated Club. On completion of the amalgamation ownership of the title to the Bowling Club premises will be transferred to the Amalgamated Club.

10. The Ex Servos Clubs Secretary Manager will be the Secretary Manager of the Amalgamated Club. The current Secretary Manager of the Bowling Club will continue as the approved manager for the Bowling Club Premises and will report to the Secretary Manager of the Amalgamated Club.
11. The Amalgamated Club will form a Men's Bowling Sub-Club and also a Woman's Bowling Sub-Club which will be permanent Sub-Clubs of the Amalgamated Club.
12. The Board of the Amalgamated Club will create a Bowling Administration Committee in respect of the Bowling Club Premises. This Bowling Administration Committee will be made up of three (3) nominees from the Men's Bowling Sub - Club, three (3) nominees of the Women's Bowling Sub-Club, the approved manager of the Bowling Club Premises and one nominee of the Amalgamated Club Board who will chair the Bowling Administration Committee. This committee will report to the Board of the Amalgamated Club.

Continuation of Bowling Club traditions, amenities and community support.

13. The traditions, amenities, culture and memorabilia of the Bowling Club will be maintained by the Amalgamated Club at the Bowling Club Premises.
14. The Amalgamated Club will continue to support the community to the same extent provided by the Bowling Club and will explore opportunities to enhance community support.

Intentions regarding the future direction of the Amalgamated Club.

15. The future direction of the Amalgamated Club will be subject to the overall strategic plan of the Amalgamated Club and its finances. However, the Amalgamated Club will, subject to the terms of the Memorandum of Understanding:
 - a. carry on the business of the license registered club at the Bowling Club premises with all the facilities and amenities of a registered club; and
 - b. maintain the bowling greens and bowling activities at the Bowling Club Premises; and
 - c. undertake any necessary upgrades and renovations of the Bowling Club Premises and facilities as determined by the Amalgamated Club in its absolute discretion.

The extent to which the employees of the Amalgamated Club will be protected

16. The current Secretary Manager of the Bowling Club will be employed by the Amalgamated Club on and from the date of completion of the amalgamation on the same terms conditions as he is currently employed by the Bowling Club.
17. The Amalgamated Club will offer similar employment to all other Bowling Club's employees. The employment will be on the same terms and conditions presently offered by the Ex Servos Club to employees of the Ex Servos Club.
18. Any employee of the Bowling Club who accepts the offer of employment with the Amalgamated Club will receive continuity of employment and entitlements will be honoured by the Amalgamated Club.

Intentions regarding the Core Property, any Cash or Investments, any Gaming Machine Entitlements of the Bowling Club

19. The Amalgamated Club intends that the Bowling Club premises will be core property of the Amalgamated Club.

20. Any cash and investments of the Bowling Club will be transferred to the Amalgamated Club on completion of the amalgamation other than funds sufficient to pay for voluntary winding up of the Bowling Club.
21. The Bowling Club has 64 gaming machine entitlements. The intention is that the Amalgamated Club will keep in place the 64 gaming machine entitlements at the Bowling Club Premises.

Circumstances that would permit the Amalgamated Club to cease trading on the premises of the Bowling Club or to substantially change the objects of the Bowling Club

22. The intention is that the Amalgamated Club will continue to trade as set out in point 15 above.
23. However, as required by the Registered Clubs Act it has been agreed that the Amalgamated Club would either cease trading from, change objectives of or will cease sporting activities at the Bowling Club Premises in the following circumstances:
- a. Upon the order of any Court or body with jurisdiction to administer the laws in relation to liquor, gaming and registered clubs;
 - b. upon the lawful order of any government authority;
 - c. if the premises were destroyed or partially destroyed by fire, flood, storm et cetera, except where appropriate insurance cover is available to reinstate the premises or where it is otherwise economically viable to do so; or
 - d. if it is not financially viable for the Amalgamated Club (as defined in the Memorandum of Understanding) to continue to trade from, continue the objectives of or continue the sporting activities at the Bowling Club Premises (subject to the circumstances set out in point 24 below).
24. It has been agreed in the Memorandum of Understanding that the Amalgamated Club shall continue Bowling activities at the Bowling Club Premises for a period of at least five (5) years following completion of the amalgamation excepts in the circumstances set out 23(a), (b) and (c) above.

Admission of Bowling Club members to the Amalgamated Club

25. At the General Meeting of the Ex Servos Club to approve the amalgamation the members of the Ex Servos Club will be asked to vote on Resolution 2 and Resolution 3 (each a special resolution) to amend the Constitution of the Ex Servos Club to take effect from completion of the amalgamation.
26. If passed, Resolution 2 will allow all members of the Bowling Club to become members of the Amalgamated Club as easily as legally possible and for life members of the Bowling Club to become life members of the Amalgamated Club.
27. The Ex Servos Club will also create additional member categories of Junior Sporting Member and Social Bowling Member. Bowling Club members will be admitted as either a Life Member, Club Member, Social Bowling Member or Junior Sporting Member.
28. A Bowling Club member who is admitted to membership of the Amalgamated Club, or were at the time of amalgamation a member of both the Ex Servos Club and the Bowling Club, will be identified as "Milton Ulladulla Bowling Club Members".

Formation of a Joint Board

29. The Ex Servos Club and the Bowling Club have agreed that to assist in the smooth transition of the amalgamation that until the end of the third Annual General Meeting of the Amalgamated Club:

- a. The Board of the Amalgamated Club will be increased to nine (9) directors (with the appropriate resolution to be put to the members of the Ex Servos Club); and
 - b. Of the nine (9) Directors of the Amalgamated Club three (3) Directors will be current directors of the Bowling Club.
30. Following the period of time referred to in 29 above the Board of the Amalgamated Club will be reduced to seven (7) Directors.

Requirement for Resolution 1

31. Under the Registered Clubs Act, 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 (the Bowling Club) unless the Authority is satisfied that:
- a. the parent club (the Ex Servos Club) will meet the requirements set out in the Registered Clubs Act, and
 - b. the parent club (the Ex Servos Club) 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).
32. Resolution 1 proposed in this Notice of General Meeting is required for the purposes of the Registered Clubs Act and the amalgamation between the Ex Servos Club and the Bowling Club cannot proceed until the ordinary members of both clubs have approved the amalgamations of their clubs at separate general meetings.

Procedural Matters in Relation to the proposed Ordinary Resolution

33. The Registered Clubs Act requires 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” essentially means all members in all classes of membership (excluding employees of the Ex Servos Club), other than Honorary members, Temporary members and Provisional members.
34. Accordingly, all members in all classes of membership (excluding employees of the Ex Servos Club), other than Honorary members, Temporary members and Provisional members are eligible to attend the extraordinary general meeting and vote on Resolution 1. This is despite any provision in the Constitution of the Ex Servos Club that restricts voting rights for certain classes of membership.
35. To be passed, Resolution 1 requires votes from a simple majority of eligible members (50% + 1) present and voting on the Ordinary Resolution at the meeting.
36. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 1. Members should also read in full the Memorandum of Understanding between the Ex Servos Club and the Bowling Club.
37. Please direct any question or concerns about Resolution 1 in writing to Ex Servos Club Secretary Manager, if possible, before the General Meeting.
38. Proxy Votes are not allowed under the Registered Clubs Act nor the Constitution of the Ex Servos Club.

39. The Board of Directors of the Ex Servos Club recommends that members vote in favour of Resolution 1.

RESOLUTION 2 – SPECIAL RESOLUTION

Subject to the approval of Resolution 1, to consider, and if thought fit, to pass the following special resolution:

“That, on and from the date that the Independent Liquor & Gaming Authority approves the amalgamation between the Ex Servos Club and the Bowling Club, the Constitution of the Ex Servos Club be amended by:

- (a) Replacing Rule 1.1 with the following wording to change the name of the Ex Servos Club “1.1. The name of the Company is "Milton Ulladulla Ex-Servos and Bowling Club Limited”.
- (b) Replacing in Rule 3.1(d) the words “Milton Ulladulla Ex-Servos Club Limited” with the words “Milton Ulladulla Ex-Servos and Bowling Club Limited”.
- (c) Amending Rule 4.1 by adding a new sub-clause (a1) as follows: “The promotion and carrying on of the game of bowls and other sports as determined by the Board from time to time”.
- (d) Adding a new Rule 8.2A as follows:

“8.2A The following properties will be core property of the Club for the purposes of section 41J of the Registered Clubs Act 1976 and will remain core property until a special resolution of the Club has resolved that such properties should be non-core property:

- a. Milton Ulladulla Club Premises located at 212-222 Princes Highway, Ulladulla NSW 2539; and
- b. Milton Ulladulla Bowling Club Premises located at 68 St Vincent Street, Ulladulla NSW 2539.”
- (e) Amending Rule 10.2 by adding to it the words “other than as a Junior Sporting member”.
- (f) Amending Rule 10.3(a) by deleting the word “and”.
- (g) Amending Rule 10.3 by the addition of a new subclause (c) as follows:
“(c) Social Bowling member; and.”
- (h) Amending Rule 10.3 by the addition of a new subclause (d) as follows:
“(d) Junior Sporting members”.
- (i) Inserting a new Rule 10.4 as follows:
“10.4 A person who:
 - a. is a financial full member of the Club, or, who makes application and is elected as a full member of the Club in accordance with the Deed of Amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”); and

- b. is a financial member (as defined in the Registered Clubs Act 1976) of the Bowling Club and whose name is entered in the register of members of the Bowling Club, on the date of transfer of the club licence of the Bowling Club to the Club by the Independent Liquor and Gaming Authority;

will:

- c. be given credit for any annual subscription paid in respect of their membership of the Bowling Club, up to the end of the current financial year of the Club in which the club licence of the Bowling Club was transferred to the Club

- (j) Amending Rule 10.8 (which will following amendments to the Constitution be Rule 10.9) by replacing the first two lines with the words "Except as expressly set out in this Constitution all Club members, except for Junior Sporting Members, are entitled to:"

- (k) Inserting a new Rule 10.20 as follows:

"10.20 Any person, who, at completion of the amalgamation pursuant to the Deed of Amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 ("the Bowling Club") was a life member of the Bowling Club will, following admission as a member of the Club in accordance with Rule 15.14, will be transferred to the class of membership of Life Member and the requirements otherwise set out in Rules 10.10 – 10.19 will not apply."

- (l) Inserting a new heading after Rule 10.20 as follows:

"SOCIAL BOWLING MEMBERS"

- (m) Inserting after the new heading added by (l) above a new Rule 10.21 as follows:

"10.21 A Social Bowling member shall be persons who have attained the age of eighteen (18) and who has elected to be a Social Bowling member and has paid the applicable annual subscription. A Social Bowling Member shall be entitled only to the Social Bowling privileges and advantages of the Club as may from time to time be approved by the Board."

- (n) Inserting a new heading after Rule 10.21 as follows:

"JUNIOR SPORTING MEMBERS"

- (o) Inserting after the new heading added by (n) above a new Rule 10.22 as follows:

"10.22

Any person who has not attained the age of 18 years is eligible for election to Junior membership if that person has made an application for Junior membership in accordance with this Constitution and also fulfils the following requirements:

- a) the person must satisfy the Board that he or she has an interest in taking an active part in the Club's sporting activities on a regular basis;
- b) the Board must receive written consent from the person's parent or guardian to that person becoming a Junior Member and taking part in the Club's sporting activities; and
- c) the person must, in the opinion of the Board, be suitable to be elected to Junior membership."

(p) Inserting a new Rule 15.14 as follows:

“15.14

- a. Rules 15.1, 15.2, 15.3, 15.4, 15.5, 15.6, 15.7, 15.10, 15.11, 15.12 and 15.13 shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Amalgamation”) and this Rule 15.14 shall apply to the admission to membership of the Club of that person.
- b. A person shall be admitted as a member of the Club pursuant to the Amalgamation if:
 - i. the person is a full member (as defined in the Registered Clubs Act 1976) of the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758);
 - ii. the Independent Liquor and Gaming Authority has approved the Amalgamation pursuant to the Registered Clubs Act 1976; and
 - iii. that person has agreed to be a member of the Club pursuant to the Amalgamation.
- c. The agreement referred to in paragraph (b)(iii) of this Rule 15.14 must be:
 - i. by way of acceptance of the invitation issued by the Club for that person to become a member of the Club; and
 - ii. with such acceptance to include that the person agrees in writing to be bound by this Constitution.
- d. As soon as practicable after approval of the Amalgamation the Club will forward to each person who is a full member of the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758) an invitation to become a member of the Club.
- e. Any person being a full member of the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758) and signs and returns the form provided by the Club in the invitation shall (subject to compliance with section 30(2)(a) and (b) of the Registered Clubs Act 1976) be entered in the register of members of the Club as a member and shall, from the date of entry in the register, be a member of the Club.
- f. The date that a person is entered into the register of members of the Club pursuant to paragraph (e) above of this Rule 15.14 shall not occur prior to the date of completion of the Amalgamation.
- g. A member who was admitted to membership of the Club pursuant to this Rule 15.14, or was at the time of amalgamation a member of both the Club and the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758), will be eligible to transfer to any class of membership for which they are eligible, but until transfer will be a Club Member and will have all the rights of a Club Member.
- h. All persons who become members of the Club pursuant to this Rule 15.14, or were at the time of amalgamation a member of both the Club and the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758), shall be identified as a “Milton Ulladulla Bowling Club Member” for the purposes of the Registered Clubs Act 1976 only.”

(q) Amending Rule 24.1 by replacing the word “The” at its beginning the words “Subject to Rule 24.1A, the”.

(r) Inserting a new Rule 24.1A as follows:

“To give effect to the Deed of Amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”):

- (a) the Board of Directors shall, following completion of the amalgamation pursuant to the Deed of Amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”):
 - (i) for a period of three (3) years only, consist of a President, three (3) Vice Presidents, three (3) Ordinary Board Members and two (2) appointed Board Members (appointed pursuant to Rule 24.1A(a)(ii)) after which time the Board will revert to consisting of the positions set out in Rule 24.1 and the temporary additional Vice President Position will revert to being an Ordinary Director position;
 - (ii) as permitted by the Registered Clubs Regulation 2015, appoint two (2) additional Ordinary Board Members to the Board of Directors for a period of 3 years provided that:
 - (a) such persons to be appointed have consented to being appointed as Directors of the Club;
 - (b) such persons were immediately prior to the amalgamation Directors of the Board of the Bowling Club;
 - (c) such persons have been nominated for appointment to the Board of the Club by the Board of the Bowling Club; and
 - (d) such persons must be an ordinary member of the Club at the time of, and for the duration of, his or her appointment
 - (iii) appoint an Ordinary Board member will take up the new Vice President position, call for the resignation of a Vice President and appoint the person who was the Chairman of the Bowling Club at the time of completion of the amalgamation to fill any arising Vice President casual vacancy (provided they are a member of the Club);
- (b) from the date of completion of the amalgamation pursuant to the Deed of Amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”) until the end of the third Annual General Meeting of the Club after that date (the “Period”):
 - (i) the person who was the Chairman of the Bowling Club at the time of completion of the amalgamation will be the only member eligible for appointment to the Vice President casual vacancy referred to in 24.1A(a)(ii) above and for election to the same position when it comes up for election pursuant to Rule 24A Schedule 4 5(2);
 - (ii) only eligible members who have also not been Bowling Members, Permanent Bowling Members or Social Bowling Members (“Bowling Members”) of the Bowling Club at any time during the period 3 October 2016 to the date of completion of the amalgamation shall be able to be elected to:
 - 1. the position of President,
 - 2. two of the positions of Vice President; and
 - 3. three of the positions of Ordinary Director;
 - (iii) only eligible members, who were not Bowling Members of the Bowling Club at any time during the period 3 October 2016 to the date of completion of the amalgamation, shall be able to be elected or appointed to the Board unless:

1. the person was the Chairman of the Bowling Club at the time of completion of the amalgamation; or
 2. they are appointed pursuant to Rule 24.1A(a);
- (c) From the end of the Period only continuous membership of the Milton Ulladulla Bowling Club Cooperative Limited up until the date of amalgamation with the Club will be recognised as membership of the Club for the purposes of Rule 24.4(a)."
- (s) Adding to Rule 24.3 after the words "Subject to Rules" the words "24.1A,".
- (t) Adding to Rule 24.3(b) the words "; and".
- (u) Adding a new Rule 24.3(c) as follows: "(c) Social Bowls members".
- (v) Replacing in Rule 24.4 the word "Rule" with the words "Rules 24.1A and".
- (w) Amend Rule 26.3(a) to replace "Rule 26.17" with the words "Rule 26.18".
- (x) Amend Rule 26.11 to replace "Rule 26.17" with the words "Rule 26.18"..
- (y) Adding a new Rule 26.17 as follows: "26.17 The Club will at all times maintain a Men's Bowling sub club and a Women's Bowling sub club."
- (z) Amend Rule 26.18 which will now be 26.19 with the addition set out in (y) above to read "Rule 26.18".
- (aa) Amend Rule 26.19 which will now be 26.20 with the addition of (y) above to read "Rule 26.18".
- (bb) Adding to Rule 27.4 the following: "however whilst there are nine (9) directors on the Board during the period of three (3) years following completion of the amalgamation pursuant to the Deed of Amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 ("the Bowling Club") the quorum for meetings of the Board shall be five (5) directors personally present."
- (cc) Adding to Rule 45.1 the words ", Social Bowling member" after the words "Life members".
- (dd) Make any other consequential amendments including updating Rule cross referencing as required to accommodate the above amendments and updating of headings including those set out in Annexure "A".

EXPLANATORY NOTES TO MEMBERS RESOLUTION 2

1. A draft amended Constitution of the Ex Servos Club incorporating all the proposed amendments from Resolution 2, Resolution 3 and Resolution 4 (in mark-up) is at Annexure A of this Notice of Meeting.
2. Resolution 2, if passed will allow the Ex Servos Club to give effect to the terms of the Memorandum of Understanding signed between the Ex Servos Club and the Bowling Club relating to the amalgamation of the two Clubs and other matters required for the amalgamation including amendments to the Constitution to give effect to the following:

- a. The name of the Ex Servos Club will be changed to the "Milton Ulladulla Ex Servos and Bowling Club Limited" ("Amalgamated Club").
- b. The promotion and the carrying on of the game of bowls and other sports as determined by the Board will be added as an objective of the Amalgamated Club.
- c. The premises of the Ex Servos Club and the Bowling Club will be considered core property and a special resolution of the Amalgamated Club will be required for it to be non-core property for the purposes of the Registered Clubs Act.
- d. The membership categories of "Social Bowling member" and "Junior Sporting member" will be added as new membership categories of the Amalgamated Club to accommodate the activities and membership of the Bowling Club. Junior Sporting members will not be entitled to vote.
- e. Any life members of the Bowling Club will become life members of the Amalgamated Club upon completion of the amalgamation.
- f. The membership process will be specially altered to allow members of the Bowling Club to become members of the Amalgamated Club in the easiest way legally possible, that is, by invitation, which if accepted in writing, can then be acted on by the Board.
- g. Once the Independent Liquor & Gaming Authority has approved the amalgamation, an invitation will be sent to all members of the Bowling Club inviting them to become members of the Amalgamated Club, with effect from completion of the amalgamation.
- h. Members of the Bowling Club who accept the invitation in writing will then have their names and addresses displayed on the Amalgamated Club Notice Board in accordance with the Registered Clubs Act. Also, in accordance with the Registered Clubs Act an interval of at least 14 days shall elapse between the proposal of election of members of the Bowling Club, who have accepted the invitation, as an ordinary member of the Amalgamated Club and those persons election.
- i. Shortly before completion of the amalgamation, the Board of the Ex Servos Club will be able to meet and by resolution admit all of the members of the Bowling Club who have accepted the invitation and by that resolution, those members will be admitted as members of the Amalgamated Club but only with effect from the date of completion of the amalgamation.
- j. At the same meeting the Board of the Amalgamated Club also note for recording members of the Bowling Club who have elected to be categorised as Milton Ulladulla Bowling Club members as such but only with effect from the date of completion of the amalgamation.
- k. As set out in the Memorandum of Understanding the Ex Servos Club and the Bowling Club have, to assist the smooth transition of the amalgamation, agreed that from the date of completion of the amalgamation the Board of the Ex Servos Club will for a period of three (3) years be increased to nine (9) Directors and then at the end of that three (3) year period be reduced to seven (7) Directors.
- l. Following the amalgamation for a period of three (3) years three (3) of the nine (9) Amalgamated Club Board positions will be held by individuals who were Directors of the Bowling Club as at the date of completion of the amalgamation. The other six (6) Amalgamated Club Board positions will be held by continuing Ex Servos Club Directors.

- m. On and from the end of the third Annual General Meeting of the Amalgamated Club following the date of completion of the amalgamation:
 - i. all members of the Amalgamated Club shall, subject to the terms of the Amalgamated Clubs Constitution, be eligible to be elected to the Board of the Amalgamated Club;
 - ii. for the purposes of nominating for or been elected or appointed to the Board of the Amalgamated Club, membership of the Bowling Club will be recognised as membership of the Amalgamated Club.

Procedural Matters in relation to Resolution 2

1. To be passed, Resolution 2 requires votes of not less than 75% of those members present and voting on Resolution 2 at the meeting.
2. Only Life members and Club members being eligible to do so, and who are present and financial, are eligible to vote on Resolution 2.
3. Employees of the Ex Servos Club are not eligible to vote on Resolution 2.
4. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 2.
5. Please direct any question or concerns about Resolution 2 in writing to Ex Servos Club Secretary Manager, if possible, before the General Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act or the Constitution of the Ex Servos Club.
7. The Board of Directors of the Ex Servos Club recommends that members vote in favour of Resolution 2.

RESOLUTION 3 – SPECIAL RESOLUTION

To consider, and if thought fit, to pass the following special resolution:

“That the Constitution of the Club be amended as follows:

- (a) The addition to Rule 20.1 of the following:

“and the Board shall have the power by resolution to delegate such powers to the Secretary in which case:

- (a) the Board may impose any conditions it sees fit upon the exercise by the Secretary of such powers as delegated;
- (b) any reference to the Board in Rules 20.2 to 20.13 will as the context so requires be read as a reference to the Secretary; and
- (c) in relation to Rule 20.8 the Secretary will make his or her decision in his or her sole and absolute discretion.”.

- (b) The addition of a new sub-rule 21.1(h) as follows: “(h) who has engaged in conduct which may be prejudicial to the interests of the Club or which may be conduct unbecoming of a member or render the person unfit for membership.”

- (c) Make any other consequential amendments including updating Rule cross referencing as required to accommodate the above amendments and updating of headings including those set out in Annexure "A".

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 3

1. A draft amended Constitution of the Ex Servos Club incorporating all the proposed amendments from Resolution 2, Resolution 3 and Resolution 4 (in mark-up) is at Annexure A of this Notice of Meeting.
2. Resolution 3 if passed will allow the Ex Servos Club to:
 - a. allow the Board to delegate member disciplinary matters to the Secretary so that the Board may focus its time on more strategic matters relating to Club operations and the provision of services to members; and
 - b. provide a broader express right under the Constitution for the Board to turn out any person or member for prejudicial or unbecoming behaviour.

Procedural Matters in relation to Resolution 3

1. To be passed, Resolution 3 requires votes of not less than 75% of those eligible members present and voting on Resolution 3.
2. Only Life members and Club members being eligible to do so, and who are present and financial, are eligible to vote on Resolution 3.
3. Employees of the Ex Servos Club are not eligible to vote on Resolution 3.
4. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 3.
5. Please direct any question or concerns about Resolution 3 in writing to Ex Servos Club Secretary Manager, if possible, before the General Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act or the Constitution of the Ex Servos Club.
7. The Board of Directors of the Ex Servos Club recommends that members vote in favour of Resolution 3.

RESOLUTION 4 – SPECIAL RESOLUTION

To consider, and if thought fit, to pass the following special resolution:

“That the Constitution of the Club be amended as follows:

- (a) Deletion of Rule 33.5 and 33.7 and the replacement of Rule 33.5 with the following:

33.5 At least twenty one (21) days notice of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor by:

- a. posting of such notice of a general meeting of the members of the Club (including an Annual General Meeting) on the Club Notice Board for a period of not less than twenty one (21) days prior to the date of the meeting; and
 - b. posting of such notice of a general meeting of the members of the Club (including an Annual General Meeting) on the Club website for a period of not less than twenty one (21) days prior to the date of the meeting; and
 - c. posting of such notice of a general meeting of the members of the Club (including an Annual General Meeting) on the Club Facebook Page on a date which is not less than twenty one (21) days prior to the date of the meeting; and
 - d. posting of such notice of a general meeting of the members of the Club (including an Annual General Meeting) in the foyer of the Club for a period of not less than twenty one (21) days prior to the date of the meeting; and
 - e. emailing a copy of such notice of general meeting to members of the Club who have provided the Club with a valid email address on their latest membership application form, and to the email address of the auditor, on a date which is not less than twenty one (21) days prior to the date of the meeting.
- (b) The addition to Rule 4.1(e) of the following: “including without limitation by owning, holding or operating any type of business or investment as the Board may determine from time to time”.
- (c) The addition of a new sub-rule 4.1(bb) as follows: “To do such acts, deeds, matters and things and to enter into and make all such agreements as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club or any of them.”
- (d) The deletion from Rule 41.1 of the words “if requested by a member”.
- (e) Make any other consequential amendments including updating Rule cross referencing as required to accommodate the above amendments and updating of headings including those set out in Annexure “A”.

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 4

1. A draft amended Constitution of the Ex Servos Club incorporating all the proposed amendments from Resolution 2, Resolution 3 and Resolution 4 (in mark-up) is at Annexure A of this Notice of Motion.
2. Resolution 4 if passed will allow the Ex Servos Club to:
 - a. notify members of any General Meeting (including an Annual General Meeting) by posting the Notice of General Meeting on the Club notice board, the Club website, the Club Facebook page, in the foyer of the Club and by emailing a copy to the auditor and members of the Club who in their last membership application or renewal form provided a valid email address ; and
 - b. ensure that its Board is clear that it is an object of the Ex Servos Club that the Ex Servos Club may carry on all types of trade or business for the benefit of the Club and not for individual profits without limitation; allowing for the Board to make business and investment decisions at all times in the best interest of the Club.

Procedural Matters in relation to Resolution 4

1. To be passed, Resolution 4 requires votes of not less than 75% of those eligible members present and voting on Resolution 4.
2. Only Life members and Club members being eligible to do so, and who are present, are eligible to vote on Resolution 4.
3. Employees of the Ex Servos Club are not eligible to vote on Resolution 4.
4. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 4.
5. Please direct any question or concerns about Resolution 4 in writing to Ex Servos Club Secretary Manager, if possible, before the General Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act or the Constitution of the Ex Servos Club.
7. The Board of Directors of the Ex Servos Club recommends that members vote in favour of Resolution 4.

By order of the board
Darryl Bozicevic
Secretary Manager

