

ST JOHN'S PARK BOWLING CLUB LIMITED
NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of St John's Park Bowling Club Limited (SJPBC) will be held in The Powerhouse at the premises of the SJPBC, 93 Edensor Road, St John's Park, New South Wales on 28th May 2024 at 6.30pm.

Business

1. To consider and, if thought fit, pass an Ordinary Resolution approving in principle an amalgamation of the SJPBC and Mollymook Beach Bowling & Recreation Club Limited.
2. Subject to the members of SJPBC passing the Ordinary Resolution, to consider and, if thought fit, pass a Special Resolution to amend the Constitution of SJPBC (with effect from Amalgamation Completion).

Ordinary Resolution

"That the members hereby approve:

- (a) *the amalgamation of St Johns Park Bowling Club ACN 001 067 241 with Mollymook Beach Bowling & Recreation Club Limited ACN 000 960 994, such an amalgamation to be affected by:*
 - (i) *the continuation of St Johns Park Bowling Club ACN 001 067 241 (as the amalgamated club) and the dissolution Mollymook Beach Bowling & Recreation Club Limited ACN 000 960 994; and*
 - (ii) *the transfer of the assets and club licence of Mollymook Beach Bowling & Recreation Club Limited ACN 000 960 994 to St Johns Park Bowling Club ACN 001 067 241; and*
- (b) *the making of an application to the Independent Liquor and Gaming Authority for the transfer of the club licence of Mollymook Beach Bowling & Recreation Club Limited ACN 000 960 994 to St Johns Park Bowling Club ACN 001 067 241 for the purposes of such amalgamation."*

Special Resolution

"That, on and from the date of completion of the amalgamation between St John's Park Bowling Club Limited ACN 001 067 241 and Mollymook Beach Bowling & Recreation Club Limited ACN 000 960 994 the Constitution of St John's Park Bowling Club Limited ACN 001 067 241 be amended as follows:

- (a) *by deleting Rule 18 in its entirety and inserting instead the following new Rule 18:*
 18. *Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of the following classes:*
 - (i) *Full Playing members;*
 - (ii) *Wallacia Bowling Full Playing members;*
 - (iii) *Mollymook Beach Bowling Full Playing members;*
 - (iv) *Wallacia Golf Life members;*
 - (v) *Mollymook Beach Bowling Life members;*
 - (vi) *Mollymook Beach Bowling Life members;*
 - (vii) *Wallacia Golf members;*
 - (viii) *Club members;*
 - (ix) *Mollymook Beach Bowling Club members;*
 - (x) *Mollymook Beach Bowling Social members;*
 - (xi) *Junior members;*

- (xii) *Mollymook Beach Bowling Junior members; and*
 - (x) *Cadet members.*
- (b) *By inserting the following new Rule 19(gg) after Rule 19(g):*
- (gg) Mollymook Beach Life Members**
- A Mollymook Beach Life member is a person who is a Life Member of Mollymook Beach Bowling & Recreation Club Limited at the amalgamation completion and who consents to becoming a Mollymook Beach Bowling Life member of the Club.*
- (c) *By inserting the following new Rule 19(ii) after Rule 19(i):*
- (ii) Mollymook Beach Bowling Social Members**
- (i) *A Mollymook Beach Bowling Social member is a person who:*
 - a. *is a Social member of Mollymook Beach Bowling Club Limited at the amalgamation completion and who consents to becoming a Mollymook Beach Bowling Club Social member of the Club; or*
 - b. *has attained the age of 18 years and is elected as a Mollymook Beach Bowling Club Social member of the Club; or*
 - c. *is transferred by the Board from another class of Ordinary membership to Mollymook Beach Bowling Club Social membership of the Club.*
 - (ii) *The Board may determine, from time to time by By-Law, any additional eligibility criteria with which a person must comply in order to be eligible for election as a Mollymook Beach Bowling Club Social member.*
- (d) *By inserting the following new Rule 19(jj) after Rule 19(j):*
- (jj) Mollymook Beach Bowling Junior Members**
- (i) *A Mollymook Beach Bowling Junior Member is a person who:*
 - a. *is a Junior member of Mollymook Beach Bowling Club Limited at the amalgamation completion and who's parent or guardian provides written consent to that person becoming a Mollymook Beach Bowling Junior member of the; or*
 - b. *has attained the age of 12 years but is under the age of 18 years and is elected by the Board to Mollymook Beach Bowling Club Junior Membership of the Club.*
 - (ii) *A person who applies for Mollymook Beach Bowling Club Junior Membership must satisfy the Board that he or she has an interest in actively and regularly taking part in the bowling activities of the Club at or on behalf of the Mollymook Beach Bowling Club premises. The Board must receive from the parent or guardian of that person a written consent to that person joining the class of Junior Membership and taking part in the bowling and other activities of the Club.*
- (e) *By deleting Rules 23(b) and (c) in their entirety and insert instead the following new Rules 23(b) and (c):*
- (b) *Financial Club members, Wallacia Bowling Club members, Mollymook Beach Bowling Life members, Mollymook Beach Bowling Club members, Mollymook Beach Bowling Life members and Mollymook Beach Bowling Social members (who are over the age of 18 years) shall be eligible to vote at the election of the Board, and attend and vote at General Meetings on all resolutions except Special Resolutions.*
 - (c) *Any member under the age of 18 years shall be ineligible to nominate or second any person for election to the Board, be elected or appointed to the Board of the Club, vote on any special resolution, vote at the election of the Board, hold office, or introduce guests to the Club but may attend, but are ineligible to vote, at General Meetings.*

Explanatory Note regarding the Ordinary Resolution

1. On 10 October 2023, in accordance with clause 4 of the *Registered Clubs Regulation 2009*, St Johns Park Bowling Club Limited (SJPBC), in seeking to amalgamate SJPBC with another registered club, called for expressions of interest by ClubsNSW Circular (23-167) (**Notice**).

2. In response to the Notice, Mollymook Beach Bowling & Recreation Club Limited (**Mollymook Beach Bowling**) submitted an expression of interest to SJPBC seeking an amalgamation with SJPBC.
3. Mollymook Beach Bowling and SJPBC have agreed the terms of a Memorandum of Understanding (**MOU**) relating to a proposed amalgamation of the Mollymook Beach Bowling and SJPBC.
4. Members of SJPBC should consider the terms of the signed copy of the MOU between SJPBC and Mollymook Beach Bowling which is on the noticeboards of SJPBC.
5. A signed copy of the MOU is also on display on SJPBC's website at www.sjpbowling.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 Mollymook Beach Bowling as a company and a Licensed Club and the continuation of the SJPBC as the body corporate of the Amalgamated Club.*
 - (b) *Mollymook Beach Bowling's premises, will become additional premises of SJPBC and will be available to all members of the Amalgamated Club.*
 - (c) *The Board of SJPBC will be the Governing Body of the Amalgamated Club.*
 - (d) *The Chief Executive Officer of SJPBC will be the Chief Executive Officer of the Amalgamated Club.*
 - (e) *The members (subject to their consent and if not already members) of Mollymook Beach Bowling will become members of SJPBC.*
 - (f) *An Advisory Committee will be established in relation to the Mollymook Beach Bowling premises for the purpose of overseeing and assisting with the management of bowling activities and providing advice to the CEO and Board of the Amalgamated Club in relation to bowling activities at the Mollymook Beach Bowling premises. The Advisory Committee will initially comprise:*
 - (a) *the Chairperson;*
 - (b) *two (2) Vice-Chairpersons in office at the date of the Order; and*
 - (c) *one (1) Mollymook Beach Social member elected by the members of Mollymook Beach directors of Mollymook Bowling.*
 - (g) *The Club Licence of Mollymook Beach Bowling will be transferred to SJPBC under section 60A of the Liquor Act 2007.*
 - (h) *All employees of Mollymook Beach Bowling will initially be offered employment on the same terms as they would have in equivalent positions at SJPBC.*
 - (k) *SJPBC will continue to trade the Mollymook Beach Bowling premises for at least five (5) years from Amalgamation Completion. After five (5) years from Amalgamation Completion SJPBC will continue to trade the Mollymook Beach Bowling premises on a year to year basis subject to the Mollymook Beach Bowling premises returning a financial result of not less than fifteen percent (15%) Earnings Before Interest, Taxes, Depreciation, Amortization (EBITDA).*
 - (l) *SJPBC intends to provide lawn bowling at the Mollymook Bowling Premises for at least ten (10) years from the date of the Order and after five (5) years from the date of the Order, SJPBC may, following consultation with the Advisory Committee, review the operations of the Mollymook Bowling Premises if the Mollymook Bowling Premises are not Financially Viable.*
 - (m) *SJPBC has undertaken:*
 - (a) *continue the Mollymook 'Garden and Bowling Green Volunteer Group' in recognition of the importance for the mental health and social interaction of this group not unlike a 'Mens Shed';*
 - (b) *subject to obtaining the necessary approvals from local government and other relevant authorities, to spend a minimum of one million two hundred and fifty thousand dollars (\$1,250,000.00) in capital investment including renovations to the Mollymook Bowling Premises over the year following Amalgamation Completion; and*
 - (c) *continue ongoing capital improvements to the Mollymook Bowling Premises as required from time to time.*
 - (n) *The future direction of the Amalgamated Club generally will be subject to the overall strategic plan of the Amalgamated Club and its finances.*

7. If the members of both Mollymook Beach Bowling and SJPBC approve of the proposed amalgamation and 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 Mollymook Beach Bowling's Club Licence to SJPBC.
8. If the Independent Liquor and Gaming Authority is satisfied that the amalgamation can proceed, it will grant approval of the transfer of Mollymook Beach Bowling'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 real property and other assets and liabilities of Mollymook Beach Bowling will then be transferred to SJPBC as contemplated in the MOU and the members of Mollymook Beach Bowling will be invited by SJPBC to become members of SJPBC. The invitation to membership of SJPBC 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 SJPBC simply made all of Mollymook Beach Bowling's members, members of SJPBC without their consent, SJPBC would be committing an offence.
10. After the real property, other assets and liabilities of Mollymook Beach Bowling have been transferred to SJPBC and the amalgamation has been effected, it will be necessary to wind up Mollymook Beach Bowling as a company and a liquidator appointed for that purpose.

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 (Mollymook Beach Bowling) unless the Authority is satisfied that:
 - (a) the parent club (St John's Park Bowling Club Limited) will meet the requirements set out in section 10(1) of the *Registered Clubs Act 1976*, and
 - (b) the parent club (St John's Park Bowling Club Limited) 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 Mollymook Beach Bowling and SJPBC cannot proceed until the ordinary members of both clubs have approved the amalgamations of their clubs at separate general meetings.

Explanatory Note regarding the Special Resolution

1. Under the terms of the section 17AC(2) of the *Registered Clubs Act 1976*, before 2 or more registered clubs amalgamate, the parent club (SJPBC) must, under its rules, establish the members of the dissolving club (Mollymook Beach Bowling) as a separate class of members.
2. Under clause 3.10(e) of the MOU, SJPBC agreed that at the general meeting called for the purpose of putting the resolution to amalgamate to SJPBC members, the members of SJPBC would be asked to consider, and if thought fit, pass a special resolution to amend the constituent documents of SJPBC (with effect from Amalgamation Completion) to add three classes of members (including for identification purposes only under section 17AC of the Registered Clubs Act) to be known as:
 - Mollymook Beach Bowling Life members;
 - Mollymook Beach Bowling Social members; and
 - Mollymook Beach Bowling Junior members.
3. Under Rule 23(b) and (c) is amended to provides that Financial Club members, Wallacia Bowling Club members, Mollymook Beach Bowling Life members, Mollymook Beach Bowling Club members, Mollymook Beach Bowling Life members and Mollymook Beach Bowling Social members (who are over the age of 18 years) shall be eligible to vote at the election of the Board, and attend and vote at General Meetings on all resolutions except Special Resolutions.
4. The Special Resolution is proposed to amend the Constitution of SJPBC in the manner required by section 17AC(2) of the *Registered Clubs Act 1976*, and as contemplated in clause 3.10(e) of the MOU.

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

5. 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 and junior members of the Club), other than Honorary members, Temporary members and Provisional members.
6. Accordingly, all members in all classes of membership (excluding employees and junior members of SJPBC), other than Honorary members, Temporary members and Provisional members are eligible to attend the general meeting and vote on the Ordinary Resolution. This is despite any provision in the Constitution of the Club that restricts voting rights for certain classes of membership.
7. 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.
8. Under Rule 147 of the Club's Constitution, only Life members and financial Full members of SJPBC are entitled to vote on special resolutions to alter or amend the Constitution.
9. 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.
10. As a result of the provisions of the Corporations Act 2001, the Ordinary Resolution and Special Resolution must each be considered as a whole and cannot be altered by motions from the floor of the meeting.
11. 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 SJPBC and Mollymook Beach Bowling.
12. Please direct any question or concerns about the Ordinary Resolution or Special Resolution in writing to the Club's Chief Executive Officer, if possible, before the General Meeting.
13. Proxy Votes are not allowed under the Registered Clubs Act 1976.
14. The Board of Directors of the Club recommends that members vote in favour of the proposed Ordinary Resolution and Special Resolution.

Dated 30 April 2024 by order of the Board of Directors



David Marsh
Chief Executive Officer