

COLLEGIANS' RUGBY LEAGUE FOOTBALL CLUB LIMITED
ACN 000 820 119

NOTICE OF GENERAL MEETING AND RESOLUTIONS

NOTICE is hereby given of a General Meeting of the **COLLEGIANS' RUGBY LEAGUE FOOTBALL CLUB LIMITED** to be held on **18 January 2017** commencing at the hour of **6:00pm** at the premises of the Club, Charlotte Street, Wollongong, New South Wales.

BUSINESS

The business of the meeting will be:

- (a) to consider and if thought fit pass the ordinary resolution set out below;
 - (b) to consider and if thought fit pass the special resolution set out below.
-

ORDINARY RESOLUTION

[The Ordinary Resolution is to be read in conjunction with the notes to members set out below.]

That the members hereby approve in principle:

- (a) The amalgamation of the Collegians' Rugby League Football Club Limited ("**Collegians**") with Dapto Bowling Club Limited (Subject to Deed of Company Arrangement) ("**Dapto Bowling**") in accordance with the provisions of the Registered Clubs Act and the Liquor Act, such amalgamation to be effected by the dissolution of Dapto Bowling and the continuation of Collegians; and
 - (b) The making of an application to the Independent Liquor & Gaming Authority pursuant to section 60 of the Liquor Act for the transfer of Dapto Bowling's club licence (in respect of premises at Marshall Street, Dapto, New South Wales, 2530) to Collegians.
-

Notes to Members on Ordinary Resolution

1. To be passed the Ordinary Resolution must receive votes from a simple majority (i.e. 50% plus 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
2. Before attending the meeting, members should read and consider the Memorandum of Understanding which has been entered into between the clubs. A copy of the Memorandum of Understanding is on display on the Club's website and on the Club's Notice Board.
3. **All members (except Junior members, Honorary members, Provisional members and Temporary members) are eligible to attend the meeting and vote on the Ordinary Resolution.**
4. Under the Registered Clubs Act:

- (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
5. The Board recommends that members vote in favour of the Ordinary Resolution.

SPECIAL RESOLUTION

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

Provided the Ordinary Resolution is passed and the amalgamation between the Collegians' Rugby League Football Club Limited and the Dapto Bowling Club Limited (Subject to Deed of Company Arrangement) is completed (in the manner referred to in the Memorandum of Understanding between the parties), that the Constitution of Collegians' Rugby League Football Club Limited be amended by **inserting** the following new Rule 6.5:

"6.5 Persons who are full members (as defined in the Registered Clubs Act) of Dapto Bowling Club Limited (Subject to Deed of Company Arrangement) and who are admitted to membership of the Club pursuant to Rule 12A for the purposes of the amalgamation between the Club and the Dapto Bowling Club Limited (Subject to Deed of Company Arrangement) are eligible for ordinary membership as Dapto Bowling Club members. For the purposes of the various qualification periods referred to in this Constitution (including Rules 7.1 and 24.1) membership of the Dapto Bowling Club Limited (Subject to Deed of Company Arrangement) shall be deemed to be membership of the Club."

Notes to Members on Special Resolution

1. The Special Resolution will only be considered if the Ordinary Resolution is passed by members.
2. The amendments contained in the Special Resolution will not take effect until such time as the amalgamation between the Club and the Dapto Bowling Club Limited (Subject to Deed of Company Arrangement) is completed (in the manner referred to in the Memorandum of Understanding between the parties).
3. The Special Resolution proposes to amend the Club's Constitution to create a new category of ordinary membership to be known as "Dapto Bowling Club members".
4. It is a requirement of the Registered Clubs Act that a separate category of membership is established for amalgamated members.
5. Dapto Bowling Club Members will have the same rights as the existing "Ordinary members" of the Club.
6. To be passed the Special Resolution must receive votes from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
7. **Only Ordinary members (excluding Junior members) and Life members of the Club are entitled to vote on the Special Resolution.**

8. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
 9. Amendments (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
 10. The Board recommends that members vote in favour of the Special Resolution
-

Explanatory Note regarding the Ordinary Resolution

1. Members of the Club should consider the terms of the signed copy of the MOU between the Club and Dapto Bowling Club which is on the noticeboards of both the Club and Dapto Bowling Club.
2. A signed copy of the MOU is also on display on the Club's website at collegians.com.au and Dapto Bowling's website at daptobowlingclub.com.au
3. 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 Dapto Bowling as a company and a Licensed Club and the continuation of the Collegians as the body corporate of the Amalgamated Club.*
 - (b) *The Dapto Bowling premises will become additional premises of Collegians and will be available to all members of the Amalgamated Club.*
 - (c) *The Board of Collegians will be the Governing Body of the Amalgamated Club.*
 - (d) *The Chief Executive Officer of Collegians will become the Chief Executive Officer of the Amalgamated Club.*
 - (e) *The members (subject to their consent and if not already members) of Dapto Bowling will become members of Collegians.*
 - (f) *On approval of the amalgamation members of Dapto Bowling who are not already members of Collegians will be invited to become members of Collegians.*
 - (j) *A Dapto Bowling Administration Committee (BAC) will be established in relation to the Dapto Bowling premises. The BAC will be responsible, in consultation with the manager of the Dapto Premises, for the administration of the game of bowls at the Dapto Premises*
 - (k) *The Club Licence of Dapto Bowling will be transferred to Collegians under section 60A of the Liquor Act 2007.*
 - (l) *All employees of Dapto Bowling will be offered employment on terms no less favourable than the terms of employment of Collegians employees performing the same or similar roles.*

(m) It is the intention of Collegians to continue to trade from the Dapto Bowling premises into the future.

The Amalgamated Club will be permitted to cease to trade or cease the sporting activities at the Dapto Bowling premises in the following circumstances:

- (a) after five (5) years, if it is not financially viable for the Amalgamated Club to continue to trade from or continue the bowling activities at the Dapto Premises;*
- (b) upon the order of any Court or body with jurisdiction to administer the laws in relation to liquor, gaming and registered clubs;*
- (c) if the Dapto Premises were destroyed or partially destroyed by fire, flood, storm etc., except where appropriate insurance cover is available to reinstate the Dapto Premises or where it is otherwise economically viable to do so; or*
- (d) upon the lawful order of any government authority.*

Dated:

By direction of the Board

Michael Wilkins
Chief Executive Officer