



# St. George Leagues Club Ltd

A.C.N. 000 151 020

Chairman: Ralph Piggott

Chief Executive Officer: Craig Epton

ST. GEORGE LEAGUES CLUB LTD ACN 000 151 020 ("CLUB")

## NOTICE TO MEMBERS REGARDING PROPOSED AMALGAMATION WITH ARNCLIFFE SCOTS SPORTS & SOCIAL CLUB LTD ACN 000 346 690

Pursuant to Section 17AE of the *Registered Clubs Act* and clause 4(5) of the *Registered Clubs Regulation 2015*, the members of St. George Leagues Club Ltd ACN 000 151 020 ("**St George Leagues Club**") are hereby notified that:

1. St George Leagues Club called for expressions of interest in amalgamation from other Clubs on 29 November 2022.
2. Arncliffe Scots Sports & Social Club Ltd ACN 000 346 690 ("**Arncliffe Scots Club**") responded to St George Leagues Club's call for expressions of interest in amalgamation on 29 May 2023 expressing interest in amalgamating with St. George Leagues Club.
3. St George Leagues Club has advised Arncliffe Scots Club that it has decided to enter into an amalgamation with Arncliffe Scots Club subject to execution of a Memorandum of Understanding and member approval.
4. St George Leagues Club will be the continuing club in the amalgamation and Arncliffe Scots Club will be the dissolving club in the amalgamation. St George Leagues Club and Arncliffe Scots Club will shortly enter a Memorandum of Understanding containing the terms of the proposed amalgamation.
5. A copy of the Memorandum of Understanding once entered will be made available to members of St George Leagues Club for inspection on the Club's premises at reception and on St George Leagues Club's website at least twenty-one (21) days before the General Meeting at which members will vote on the proposed amalgamation.
6. After the Memorandum of Understanding is executed, St George Leagues Club and Arncliffe Scots Club will convene separate general meetings for members of each club to vote on the proposed amalgamation. A Notice of General Meeting will be sent to members of St George Leagues Club at least twenty (21) days before the General Meeting.
7. If the proposed amalgamation can be completed after various requirements have been met, then in substance all land, assets, liabilities and the club licence of Arncliffe Scots Club, as set out in the Memorandum of Understanding, will pass to St George Leagues Club subject to the terms and conditions on the Memorandum of Understanding.
8. During the twelve (12) month period immediately preceding the date of this notice, St George Leagues Club can advise that in addition to the expression of interest in amalgamation received from Arncliffe Scots Club that it also received an expression of interest in amalgamation from West Tamworth Sports & Bowling Club Ltd which it is not pursuing. St George Leagues Club has not received any other expressions of interest in amalgamation or unsolicited merger offers.
9. Any questions in relation to this notice should be directed to Craig Epton, CEO of St George Leagues Club.

**Dated: 28 July 2023**

**By direction of the Board**

**Craig Epton**

**Chief Executive Officer**