



# 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

### NOTICE OF GENERAL MEETING

**NOTICE** is hereby given that a General Meeting of **ST. GEORGE LEAGUES CLUB LTD ACN 000 151 020** will be held at St. George Leagues Club at 124 Princes Highway, Kogarah NSW 2217 on Tuesday 26<sup>th</sup> September 2023 at 7.00 pm.

#### **BUSINESS:**

The business of the General Meeting will be as follows:

#### **Amalgamation**

1. Presentation to Members regarding the proposed amalgamation of St. George Leagues Club Ltd ACN 000 151 020 ("St. George Leagues Club") and Arncliffe Scots Sports & Social Club Ltd ACN 000 346 690 ("Arncliffe Scots Club");
2. Following the presentation to Members, Members to then consider and, if thought fit, pass Resolution 1 (set out below) approving in principle and giving effect to the amalgamation of St. George Leagues Club and Arncliffe Scots Club; and
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 St. George Leagues Club, conditional upon amalgamation completion, to provide for the amalgamation and to give effect to the obligations of St. George Leagues Club under, or related to, the amalgamation Memorandum of Understanding entered into by St. George Leagues Club and Arncliffe Scots Club.

#### **RESOLUTION 1 – ORDINARY RESOLUTION**

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

"That the members of St. George Leagues Club Ltd ACN 000 151 020 ("St George Leagues Club") hereby approve in accordance with section 17AEB (d) of the Registered Clubs Act ("RCA") and the Memorandum of Understanding between St. George Leagues Club and Arncliffe Scots Sports & Social Club Ltd ACN 000 346 690 ("Arncliffe Scots Club") dated 15 August 2023 ("MOU"):

1. In principle, the amalgamation of St. George Leagues Club and Arncliffe Scots Sports & Social Club Ltd ACN 000 346 690 ("Arncliffe Scots Club") with such amalgamation to be effected by:
  - (a) the continuation of St. George Leagues Club as the amalgamated club and the dissolution of Arncliffe Scots Club;
  - (b) the transfer of the Assets, Liabilities and Land (all as defined in the MOU) of Arncliffe Scots Club to St. George Leagues Club; and
  - (c) the transfer of the Club Licence of Arncliffe Scots Club to St. George Leagues Club pursuant to the application referred to in 2 below; and
2. The making of a conditional application under section 60 of the Liquor Act 2007 to the Independent Liquor and Gaming Authority of New South Wales for the transfer of the Club Licence of Arncliffe Scots Club to St. George Leagues Club for the purposes of such amalgamation."

**EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 1 – ORDINARY RESOLUTION****General**

1. At the General Meeting the members will be asked to consider Resolution 1 in relation to:
  - (a) the proposed amalgamation of St. George Leagues Club and Arncliffe Scots Club;
  - (b) the transfer of (which includes without limitation) all Assets, Land and Liabilities (as defined in the Memorandum of Understanding) and Club Licence of Arncliffe Scots Club to St. George Leagues Club; and
  - (c) the making of a conditional application to the Independent Liquor and Gaming Authority for the purpose of approving the amalgamation by approving the transfer of the Club Licence of Arncliffe Scots Club to St. George Leagues Club.
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"). One of the requirements of the Registered Clubs Act is that the two amalgamating clubs have entered into a legally binding Memorandum of Understanding ("MOU") which covers various matters required by the Registered Clubs Act to be addressed and agreed between the clubs. The MOU can also deal with additional matters.
3. St. George Leagues Club and Arncliffe Scots Club have entered into a MOU dated 15 August 2023. The MOU is also available for inspection by the ordinary members at the St. George Leagues Club premises and on St George Leagues Club's website.
4. Prior to entering into the MOU and in accordance with the requirements of Regulation 4(5) of the Registered Clubs Regulation 2015 St. George Leagues Club notified St. George Leagues Club members that it had in the previous 12 months received an expression of interest from the West Tamworth Sports & Bowling Club Ltd by placing a notice on its website and notice boards. These are still available for review by St. George Leagues Club members at such locations.
5. The amalgamation between St. George Leagues Club and Arncliffe Scots Club can only proceed if, amongst other things, the ordinary members of both Arncliffe Scots Club and St. George Leagues Club approve the amalgamation process. The members of St. George Leagues Club give their approval to the amalgamation component by passing Resolution 1 to approve the amalgamation in principle.
6. What follows in these notes is a summary of some of the principal features of the MOU that has been entered into and will need to be complied with by St. George Leagues 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").

**Key Features of the MOU**

7. The amalgamation will result in the dissolution of Arncliffe Scots Club as a company and the continuation of the St. George Leagues Club as the body corporate of the Amalgamated Club. The Constitution of the Amalgamated Club will be the Constitution of St. George Leagues Club.
8. The Board of the Amalgamated Club will be the Board of St. George Leagues Club and the Chief Executive Officer of St. George Leagues Club will be the Secretary and Chief Executive Officer of the Amalgamated Club.
9. For the purposes of section 66 of the Liquor Act, the Amalgamated Club will appoint the Chief Executive Officer of Arncliffe Scots Club as approved manager for the Arncliffe Scots Club Premises.
10. At the time or immediately after the Amalgamation Application is granted, all Assets, Liabilities and Land (as defined in the MOU) of Arncliffe Scots Club will be transferred to St. George

Leagues Club and all financial members of Arncliffe Scots Club will be invited to become associate members of St. George Leagues Club.

11. The members of Arncliffe Scots Club will become associate members of St. George Leagues Club if they accept an invitation to become a member and be given a credit for any membership subscription amounts paid. All transferring members of Arncliffe Scots Club will be subject to the usual restrictions applicable to new members of St. George Leagues Club, except for financial members of Arncliffe Scots with no less than three (3) years consecutive financial membership as at amalgamation completion who will not be subject to any "qualifying periods" contained within the St. George Leagues Club Constitution.

#### **Premises**

12. Arncliffe Scots Club's premises and its associated facilities will become additional premises of St. George Leagues Club and will be available to all members of the Amalgamated Club.
13. St. George Leagues Club has undertaken, subject to the terms and conditions of the MOU, to spend not less than \$1M in relation to the Arncliffe Scots Club Premises and Business in the first twelve (12) months following completion of the Amalgamation.
14. After the first twelve (12) months from completion of the Amalgamation, St. George Leagues Club will continue to undertake necessary works and improvements to the Arncliffe Scots Club Premises as and when it deems it necessary and appropriate to do so.

#### **Sporting Clubs Support Guarantee**

15. St. George Leagues Club must either take an assignment of what is defined in the MOU as the "Sporting Contracts" or enter new leases, licenses, or agreements with the relevant Government Authority within six months of completion to replicate the same arrangement, at its own expense. These Sporting Contracts relate to sports field leases and licences currently utilised by certain sporting bodies currently supported by, and associated with, Arncliffe Scots Club.
16. St. George Leagues Club must also comply with Scots Club's obligations under the contracts which it currently has with third parties. St George Leagues Club will take an assignment or novation of such contracts from amalgamation completion.
17. St. George Leagues Club will provide \$150,000 in collective sponsorship support to Sporting Clubs during 12 months after completion, with a commitment to ensure there is no negative financial impact from changes in sponsorship amounts compared to Arncliffe Scots Club's previously provided support during the financial year ending 28 February 2023.
18. The Amalgamated Club will provide sponsorship for the Sporting Clubs for ten (10) years after Completion, equal in aggregate to not less than Arncliffe Scots Club's aggregated financial support provided to the Sporting Club for Arncliffe Scots Club's financial year ending 28 February 2023.
19. Unforeseen circumstances may cause Arncliffe Scots Club to cease trading, but the amalgamated club will continue financial support for Sporting Clubs as mentioned above.
20. The Amalgamated Club may require each of the Sporting Clubs to enter into agreements with the Amalgamated Club where in return for the sponsorship they agree to:
  - (a) hold their events, functions, presentation evenings and the like at a venue of the Amalgamated Club;
  - (b) use reasonable endeavours to have their players and support staff being members of the Amalgamated Club; and
  - (c) have the Amalgamated Club brand, displayed on jerseys, apparel and on game day ground signage, in addition to the existing Arncliffe Scots Club badge/emblem/logo.

21. The Amalgamated Club will, carry on the business of a licensed, registered club at Arncliffe Scots Club Premises with all the facilities and amenities of a registered club, subject to the terms of the MOU.

#### **Advisory Committee**

22. The Amalgamated Club Board will create the Arncliffe Scots Club Advisory Committee for the Arncliffe Scots Club Premises.
23. The Committee will meet quarterly and forward any recommendations and reports to the CEO of the Amalgamated Club regarding matters relating to the Arncliffe Scots Club Premises generally.
24. The Advisory Committee will meet not less than quarterly with the CEO of the Amalgamated Club in the first twelve (12) months following Completion to ensure:
  - (a) the smooth running of the Arncliffe Scots Club Premises;
  - (b) The proper ongoing support of the Sporting Clubs;
  - (c) The heritage, traditions and memorabilia of Arncliffe Scots Club are properly preserved and understood.

#### **Traditions and Memorabilia**

25. The Amalgamated Club will maintain the traditions and memorabilia of Arncliffe Scots Club as set out in Schedule 2 of the MOU and continue to provide support and sponsorship to local community, social and sporting groups.
26. Memorabilia currently at the Arncliffe Scots Club Premises and the historical information on the Arncliffe Scots Club website, will be retained and continued to be displayed for as long as the Amalgamated Club trades from the Arncliffe Scots Club Premises.
27. The Sporting Clubs will be invited to be active participants in the St George Leagues Club Sports Council along with its existing affiliated sporting groups.
28. The Amalgamated Club will continue to celebrate anniversaries of the Arncliffe Scots Club and the Sporting Clubs and will provide support (financial and otherwise) for such celebrations (such as holding of functions and other similar events).

#### **Intentions regarding Arncliffe Scots Club's cash and investments**

29. Arncliffe Scots Club's cash and investments will be transferred to the general reserves of the Amalgamated Club.

#### **Intentions regarding Arncliffe Scots Club's gaming machine entitlements (GMEs)**

30. Arncliffe Scots Club has seventy-five (75) GMEs and the Amalgamated Club must retain not less than forty (40) GMEs at the Arncliffe Scots Club Premises for as long as it trades from those premises.

#### **Cessation of Trading from Arncliffe Scots Club Premises**

31. St. George Leagues Club will continue to trade from the Arncliffe Scots Club Premises for a minimum ten (10) years after Completion unless the circumstances in clause 32 below arise and St. George Leagues Club then elect to cease trading from the premises.
32. The Amalgamated Club can cease trading from the Arncliffe Scots Club Premises:
  - (a) if it does so in a manner that complies with section 17AI of the Registered Clubs Act;
  - or

- (b) upon the order of any court, government agency or body with jurisdiction to administer the laws in relation to liquor, gaming and registered clubs;
- (c) upon the lawful order of any government agency to permanently cease trading from the Arncliffe Scots Club Premises, or revoking any licence, approval or consent necessary for the Amalgamated Club to continue trading from the Arncliffe Scots Club Premises and it is not possible for the licences, approvals or consents to be re-instated or new/replacement licences, approvals or consents to be obtained;
- (d) if the Arncliffe Scots Club Premises are destroyed or partially destroyed and it is not commercially viable or appropriate to reconstruct or repair the Arncliffe Scots Club Premises in the opinion of the Board of the Amalgamated Club following consultation with the Advisory Committee;
- (e) if required to avoid an Insolvency Event occurring in respect of the Amalgamated Club.

33. If after the tenth anniversary of Completion:

- (a) The Board of the Amalgamated Club determines that continued trading from the Arncliffe Scots Club Premises is not in the best interests of the Amalgamated Club; and
  - (b) The Arncliffe Scots Club Premises has traded over any rolling 12-month period (commencing from the tenth anniversary of Completion) at an EBITDA% (as defined in the MOU) of 10% or less as evaluated at the end of each quarter on a rolling basis where the most recent quarter and the three preceding quarters are aggregated for the purposes of the calculation.
- then the Amalgamated Club may cease trading from the Arncliffe Scots Club Premises if it so chooses.

**Requirement for Resolution 1**

34. 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 (Arncliffe Scots Club) unless the Authority is satisfied that:

- (a) the parent club (St. George Leagues Club) will meet the requirements set out in section 10(1) of the Registered Clubs Act; and
- (b) the parent club (St. George Leagues 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).

35. Resolution 1 proposed in this Notice of General Meeting is required for the purposes of section 17AEB(d) of the Registered Clubs Act and the amalgamation between St. George Leagues Club and Arncliffe Scots Club cannot proceed until the ordinary members of both clubs have approved in principle the amalgamations of their clubs at separate general meetings.

**Procedural Matters in Relation to the proposed Ordinary Resolution**

36. 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 St. George Leagues Club), other than Honorary members, Temporary members and Provisional members.

37. Accordingly, all members in all classes of membership (excluding employees of St. George Leagues 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 St. George Leagues Club that restricts voting rights for certain classes of membership.

38. 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.
39. 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 MOU between St. George Leagues Club and Arncliffe Scots Club.
40. Please direct any questions or concerns about Resolution 1 in writing to the CEO of St. George Leagues Club, if possible at least three (3) days, before the General Meeting.
41. Proxy Votes are not allowed under the Registered Clubs Act nor the Constitution of the St. George Leagues Club.
42. The Board of Directors of St. George Leagues Club recommends that members vote in favour of Resolution 1.

## **RESOLUTION 2 – SPECIAL RESOLUTION**

Subject to the prior 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 St. George Leagues Club Ltd ACN 000 151 020 and Arncliffe Scots Sports & Social Club Ltd ACN 000 346 690, the Constitution of St. George Leagues Club be amended by:

1. Inserting a new Rule 4A as follows:  
"4A. A person who:  
(i) is a financial full member of the Club, or, who makes application and is elected as a full members of the Club in accordance with the Memorandum of Understanding for amalgamation between the Club and Arncliffe Scots Sports & Social Club Ltd ACN 000 346 690 (**Arncliffe Scots Club**); and  
(ii) is a financial full member (as defined in the Registered Clubs Act) of Arncliffe Scots Club and whose name is entered in the register of members of Arncliffe Scots Club, on the date of transfer of the club licence of Arncliffe Scots Club to the Club by the Independent Liquor and Gaming Authority;  
will:  
(iii) for the purposes of the Registered Clubs Act only, be identified in the Club's register of members as an "Arncliffe Scots Club Member";  
(iv) be given credit for any subscription pre-paid in respect of their membership of Arncliffe Scots Club; and  
(v) if that person has been a financial full member of Arncliffe Scots Club as at completion of the amalgamation with no less than three (3) years consecutive financial membership that person will not be subject to any qualifying periods set out in this Constitution."
2. To make any formatting, grammar and numbering changes to the amendment and Constitution to give effect to the above.

## **Explanatory Notes to Members Resolution 2**

1. The Special Resolution being Resolution 2 will only be considered if the Ordinary Resolution which is Resolution 1 is passed to approve the amalgamation in principle.
2. This Special Resolution will allow all financial full members of Arncliffe Scots Club to be able to join St. George Leagues Club as Associate Members, as part of the amalgamation process.

3. Arncliffe Scots Club members who have paid their subscription for Arncliffe Scots Club in advance will be given credit, on a pro-rata basis, for any unexpired portion of their membership subscription amounts paid to Arncliffe Scots Club.
4. All transferring members of Arncliffe Scots Club will be subject to the usual restrictions applicable to new members of St. George Leagues Club, except for financial members of Arncliffe Scots Club with no less than three (3) years consecutive financial membership as at completion who will not be subject to any "qualifying periods" in the Constitution.
5. Section 17AC(2) of the Registered Clubs Act requires St. George Leagues Club to establish the members of Arncliffe Scots Club who transfer to St. George Leagues Club in the amalgamation process as a separate class of members for the purposes of identification, and the Special Resolution identifies them as 'Arncliffe Scots Club Member'.
6. The rights of existing St. George Leagues Club members will not be changed by this Special Resolution in any way.
7. The amalgamation will not proceed unless both the Ordinary Resolution being Resolution 1 and this Special Resolution being Resolution 2 are both passed.

**Procedural Matters in relation to Resolution 2**

8. In order for the Special Resolution to be passed 75% or more of the Honorary life members and ordinary members (who have been a financial member for at least three (3) years as at the date of the general meeting) who are present at the meeting must vote in favour of the Resolution.
9. Associate members are not entitled to vote in relation to Resolution 2.
10. Employees of St. George Leagues Club are not eligible to vote on the Special Resolution.
11. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of the Special Resolution.
12. Please direct any questions or concerns about the Special Resolution in writing to St. George Leagues Club's CEO at least three (3) business days before the General Meeting.
13. Proxy Voting is not permitted under the Registered Clubs Act nor the Constitution of St. George Leagues Club.
14. The Board of Directors recommends that members vote in favour of the Resolution.

**By direction of the Board**



Mr Craig Epton

COMPANY SECRETARY

Dated: 1<sup>st</sup> September 2023