

**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 **Wednesday, 19 June 2024** at **7.00pm**.

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 The St. George Masonic Club Ltd ACN 000 680 651 ("St George Masonic 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 St George Masonic 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 St George Masonic 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 The St. George Masonic Club Ltd ACN 000 680 651 ("St George Masonic Club") dated 15 May 2024 ("MOU"):

1. In principle, the amalgamation of St. George Leagues Club and The St. George Masonic Club with such amalgamation to be effected by:
 - (a) the continuation of St. George Leagues Club as the amalgamated club and the dissolution of St George Masonic Club;
 - (b) the transfer of the Assets, Liabilities and Land (all as defined in the MOU) of St George Masonic Club to St. George Leagues Club; and
 - (c) the transfer of the Club Licence of St George Masonic 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 St George Masonic 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 St George Masonic 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 St George Masonic 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 St George Masonic 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 St George Masonic Club have entered into a MOU dated 15 May 2024 . 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 clause 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 expressions of interest in amalgamation from Tuross Head Country Club Limited, Kotara Bowling and Recreation Club Co-Operative Limited and Wingham District Memorial Services Club Ltd by placing a notice on its website and notice board. In addition, St. George Leagues Club completed an amalgamation with Arncliffe Scots & Social Club on 21 December 2023. The notice is still available for review by St. George Leagues Club members on the St. George Leagues Club noticeboard and website.
5. The amalgamation between St. George Leagues Club and St George Masonic Club can only proceed if, amongst other things, the ordinary members of both St George Masonic 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 Memorandum of Understanding 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 St George Masonic 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 an approved manager for the St. George Masonic Club Premises and this position will be offered to the Chief Executive Officer of St George Masonic Club.
10. At the time or immediately after the Amalgamation Application is granted, all Assets, Liabilities and Land (as defined in the Memorandum of Understanding) of St George Masonic Club will be transferred to St. George Leagues Club and all financial members of St George Masonic Club will be invited to become associate members of St. George Leagues Club.
11. All financial members of St George Masonic Club will be invited to become associate members of St. George Leagues Club and will for the purposes of section 17AC(2) of the Registered Clubs Act all be

identified in the separate class of membership called "St George Masonic Club Members" and if they accept an invitation to become a member will be given a credit for any membership subscription amounts paid. All transferring members of St George Masonic Club will be subject to the usual restrictions applicable to new members of St. George Leagues Club.

Premises

12. The St George Masonic 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 will undertake an initial capital investment of not less than one million dollars (\$1,000,000) into the St George Masonic Club Premises and Business in the first twelve (12) months after Completion.
14. After the first twelve (12) months after the Completion of the Amalgamation, St. George Leagues Club will continue to undertake necessary works and improvements to the St George Masonic Club Premises as and when it deems it necessary and appropriate to do so.

Advisory Committee

15. The Amalgamated Club Board will create the St George Masonic Club Advisory Committee ("Advisory Committee") for the St George Masonic Club Premises as set out in the Memorandum of Understanding.

Traditions and Memorabilia

16. The Amalgamated Club will continue to provide the same, or a greater amount of support and sponsorship to local community, social and sporting groups as set out in Schedule 2 of the Memorandum of Understanding.

Intentions regarding St George Masonic Club's cash and investments

17. St George Masonic Club's cash and investments (if any) will be transferred to the general reserves of the Amalgamated Club.

Intentions regarding St George Masonic Club's gaming machine entitlements (GMEs)

18. St George Masonic Club has one-hundred and four (104) GMEs as recorded on the St George Masonic Club Licence and the Amalgamated Club intends to retain not less than seventy-six (76) GMEs at the St George Masonic Club Premises for as long as it trades from those premises.

Disposal of the Major Assets of the Dissolved Club

19. St George Leagues Club has committed to not disposing of the Major Assets (being the Core Property) of St. George Masonic Club) during the first 5 years after completion of the amalgamation.

Cessation of Trading from St George Masonic Club Premises

20. St. George Leagues Club will continue to trade from the St George Masonic Club Premises for a minimum of five (5) years after Completion unless the circumstances below arise and St. George Leagues Club then elects to cease trading from the premises.
21. The Amalgamated Club may cease trading from the St George Masonic 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 St George Masonic Club Premises, or revoking any licence, approval or consent necessary for the Amalgamated Club to continue trading from the St George Masonic 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 St George Masonic Club Premises are destroyed or partially destroyed and it is not commercially viable or appropriate to reconstruct or repair the St George Masonic 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 in the opinion of the Board of the Amalgamated Club; and
- (f) If after the fifth anniversary of Completion the Board of the Amalgamated Club determines that continued trading from the St George Masonic Club Premises is not in the best interests of the Amalgamated Club, then the Amalgamated Club may cease trading from the St George Masonic Club Premises.

Requirement for Resolution 1

22. 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 (St George Masonic 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).
23. 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 St George Masonic 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

24. 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.
25. 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.
26. 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.
27. 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 St George Masonic Club.
28. 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.
29. Proxy Votes are not allowed under the Registered Clubs Act nor the Constitution of the St. George Leagues Club.
30. 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 The St. George Masonic Club Ltd ACN 000 680 651, the Constitution of St. George Leagues Club be amended by:

1. Inserting a new Rule 11.7 as follows:

“11.7. A person who:

 - a) 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 The St. George Masonic Club Ltd ACN 000 680 651 (**St George Masonic Club**); and
 - b) is a financial full member (as defined in the Registered Clubs Act) of St George Masonic Club and whose name is entered in the register of members of St George Masonic Club, on the date of transfer of the club licence of St George Masonic Club to the Club by the Independent Liquor and Gaming Authority;

will:

 - c) for the purposes of the Registered Clubs Act only, be identified in the Club’s register of members as an “St George Masonic Club Member”; and
 - d) be given credit for any subscription pre-paid in respect of their membership of St George Masonic Club.”
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 St George Masonic Club to be able to join St. George Leagues Club as Associate Members, as part of the amalgamation process.
3. St George Masonic Club members who have paid their subscription for St George Masonic Club in advance will be given credit, on a pro-rata basis, for any unexpired portion of their membership subscription amounts paid to St George Masonic Club.
4. All transferring members of St George Masonic Club will be subject to the usual restrictions applicable to new members of St. George Leagues Club.
5. Section 17AC(2) of the Registered Clubs Act requires St. George Leagues Club to establish the members of St George Masonic 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 “St George Masonic 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 Club Members and Life Members who are present at the meeting must vote in favour of the Resolution (subject to point 10 below).
9. Associate members are not entitled to vote in relation to Resolution 2.
10. Non-Financial Members are not permitted to vote on Resolution 2.
11. Employees of St. George Leagues Club are not eligible to vote on the Special Resolution.
12. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of the Special Resolution.
13. 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.

14. Proxy Voting is not permitted under the Registered Clubs Act nor the Constitution of St. George Leagues Club.
15. The Board of Directors of St. George Leagues Club recommends that members vote in favour of the Resolution.

By direction of the Board

Mr Craig Epton

COMPANY SECRETARY

Dated: 22/05/2024