

**ST MARYS R.S.L. AND EX-SERVICEMEN'S CLUB LIMITED**  
**ACN 000 589 060**

**NOTICE OF GENERAL MEETING**

**NOTICE** is hereby given of a General Meeting of the Members of **ST MARYS R.S.L. AND EX-SERVICEMEN'S CLUB LIMITED** to be held on **Wednesday 17 April 2019** commencing at **7:00pm** in the premises of the Club, Hall Street, St Marys, New South Wales.

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**BUSINESS**

The business of the meeting will be to consider and if thought fit pass the Ordinary Resolution and the two (2) Special Resolutions set out below.

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**PROCEDURAL MATTERS FOR RESOLUTIONS**

1. To be passed, the Ordinary Resolution requires votes from a simple majority (50% plus one) of those members who being eligible to do so are present and vote on the Ordinary Resolution.
  2. To be passed, a Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolutions.
  3. **Only Life members of the RSL Club, Sub Branch members of the RSL Club and Associate members of the RSL Club can vote on the Resolutions.**
  4. Under the *Registered Clubs Act*, members who are employees are not eligible to vote and proxy voting is prohibited.
  5. The Board recommends that the members vote in favour of the Resolutions.
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**ORDINARY RESOLUTION**

That the members hereby approve in principle the amalgamation of St Marys R.S.L. and Ex-Servicemen's Club Limited ACN 589 060 (**RSL Club**) with St Marys District Band Club Limited ACN 000 953 293 (**Band Club**) such amalgamation to be effected by:

- (a) the continuation of the corporate structure of the RSL Club and the winding up of the corporate structure of the Band Club; and
  - (b) the granting of an application made to the Independent Liquor & Gaming Authority (**Authority**) for the transfer of the club licence held by the Band Club in respect of its premises at Great Western Highway, St Marys to the RSL Club for the purpose of such amalgamation; and
  - (c) the transfer of the club licence held by the Band Club to the RSL Club pursuant to the application referred to in paragraph (b) in order to effect completion of the amalgamation.
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**EXPLANATORY NOTES FOR ORDINARY RESOLUTION**

**Summary of Ordinary Resolution**

1. The Ordinary Resolution is made up of the following parts:
  - (a) **Paragraph (a)** is to obtain member approval for the amalgamation (merger) of the RSL Club and the Band Club (which will be effected by the winding up of the corporate structure of the Band Club and the continuation of the corporate structure of the RSL Club).
  - (b) **Paragraph (b)** is to obtain member approval for the clubs making an application to the Authority to obtain approval for the amalgamation;
  - (c) **Paragraph (c)** is to obtain member approval for the transfer of the Band Club's club licence to the RSL Club which will take effect on and from completion of the amalgamation.

**Reasons for Amalgamation**

2. The Band Club sought expressions of interest from other registered clubs in relation to a possible amalgamation with the Band Club.
3. After its call for expressions of interest, the Band Club received:
  - (a) a response from the RSL Club; and
  - (b) unsolicited merger offers from Blacktown Workers Club Limited, Ingleburn RSL Sub-Branch Club Limited and Western Suburbs Soccer, Sports & Community Club Limited.

4. The RSL Club also received unsolicited merger offers from Blacktown Workers Club Limited, Ingleburn RSL Sub-Branch Club Limited, Penrith RSL Club Limited and Western Suburbs Soccer, Sports & Community Club Limited.
5. The Boards of the RSL Club and the Band Club, having respectively considered all the expressions of interest and merger offers, have resolved to proceed with an amalgamation of the RSL Club and the Band Club (subject to obtaining the necessary approvals) to continue with their shared focus and commitment to the local St Marys community.

#### **Need for Memorandum of Understanding**

6. An amalgamation between two registered clubs is governed by the provisions of the *Registered Clubs Act (RCA)*.
7. One of the requirements of the RCA is that the two clubs have to enter into a Memorandum of Understanding (**MOU**) which covers various matters specifically required by the RCA to be covered. The MOU can also deal with additional matters.
8. The RSL Club and the Band Club have entered into a MOU. Copies of the MOU are currently displayed on the RSL Club's website and noticeboard. Further copies are available on request.
9. Members are encouraged to carefully read the terms of the MOU and, if they have any questions or are seeking clarification of any matter relating to the amalgamation or what is contained in the MOU, they should direct their enquiries to Michael Wiezel (Chief Executive Officer).

#### **Summary of Principle Features of the MOU**

10. Set out below is a summary of some of the principle features of the MOU.

#### ***Winding Up of the Band Club***

11. The amalgamation is being effected by the winding up of the corporate structure of the Band Club and the continuation of the corporate structure of the RSL Club.

#### ***Name of the Amalgamated Club***

12. Subject to obtaining the necessary approvals from ASIC and members passing the Second Special Resolution set out in this Notice, the Amalgamated Club will be renamed as "St Marys Diggers and Band Club Limited".

#### ***Constitution of the Amalgamated Club***

13. The Constitution of the RSL Club will be the Constitution of the Amalgamated Club. However, for the purposes of the amalgamation, the RSL Club's Constitution will be amended in the manner referred to in paragraph 30 below.

#### ***Premises of the Amalgamated Club***

14. With effect from completion of the amalgamation, the Amalgamated Club will trade from both the Band Club's premises (**Band Club Premises**) and the RSL Club's premises (**RSL Club Premises**). However, at some yet to be determined date in the future, the Amalgamated Club will sell or develop the Band Club Premises, construct new additional club premises and facilities on the RSL Club Premises and the transfer and consolidate the operations and activities of the Amalgamated Club to the upgraded facilities at the RSL Club Premises.

#### ***Traditions, Amenities and Community Support***

15. The traditions, amenities and memorabilia of the Band Club will be maintained by the Amalgamated Club.
16. The Amalgamated Club will retain all of the Band Club's memorabilia and honour boards (which may be displayed in the current format or electronically) and in due course these will be transferred to the RSL Club Premises.
17. The Amalgamated Club will recognise and continue major events and competitions of the Band Club.
18. The Amalgamated Club will continue to recognise and support the existing traditions and activities of the RSL Club.
19. As far as financially possible, the Amalgamated Club will continue to support the community to at least the same extent that it was supported by the Band Club and the RSL Club as at the date of the MOU.

#### ***Band Club's Premises***

20. The Band Club Premises, while it continues to trade, will be named and promoted as "St Marys Band Club".

21. Subject to paragraph 14 above, the Amalgamated Club will maintain the Band Club Premises and carry on the business of a licensed registered club at the Band Club Premises with the usual facilities and amenities of a registered club.
22. The Amalgamated Club will retain all of the existing sub clubs of the Band Club (as at the date of the MOU) as sub clubs of the Amalgamated Club and the sub-clubs will:
  - (a) have their own rules, committees and members; and
  - (b) continue using their existing names but if the names refer to the Amalgamated Club they will use the new name of the Amalgamated Club;
  - (c) elect their own committees.

***Board and Management of the Amalgamated Club***

23. The initial Board of the Amalgamated Club (**Initial Board**) will hold office from the completion of the amalgamation until the Annual General Meeting of the Amalgamated Club to be held in 2020.
24. The Initial Board will consist of nine (9) directors comprising a President, Senior Vice President, Junior Vice president and six (6) Ordinary directors.
25. The Initial Board will include:
  - (a) four (4) directors from the Band Club. The President of the Band Club (as at the completion of the amalgamation) must be one (1) of those four (4) directors.
  - (b) four (4) directors from the RSL Club. Three (3) of the four (4) directors must be Sub Branch members and the President of the RSL Club (as at the Completion of the Amalgamation) must be one (1) of the four (4) directors.
  - (c) one (1) other director of either the Band Club or the RSL Club who will be determined by lot.
26. The President of the RSL Club (as at the completion of the amalgamation) will be the President of the Amalgamated Club until the Annual General Meeting of the Amalgamated Club to be held in 2019 (assuming the amalgamation is completed by this time) and will then be the Senior Vice President of the Amalgamated Club until the Annual General Meeting of the Amalgamated Club to be held in 2020.
27. The President of the Band Club (as at the completion of the amalgamation) will be the Senior Vice President of the Amalgamated Club until the Annual General Meeting of the Amalgamated Club to be held in 2019 and will then be the President of the Amalgamated Club until the Annual General Meeting of the Amalgamated Club to be held in 2020.
28. The Board will elect, from amongst their number, a Junior Vice President immediately following the Annual General Meetings of the Amalgamated Club to be held in 2019 and 2020.
29. For the purposes of the Annual General Meeting to be held in 2020 and the election of the Board to be conducted in that year and with effect thereafter, the Board will:
  - (a) consist of nine (9) directors comprising of a President, Senior Vice President, Junior Vice President and six (6) Ordinary directors.
  - (b) consist of three (3) Sub Branch Members and a combination of six (6) Associate members and Band Club members.
  - (c) elect, from amongst their number, a President, Senior Vice President and Junior Vice President after each Annual General Meeting.
30. The RSL Club's Constitution (which will be the Constitution of the Amalgamated Club) will be amended to provide:
  - (a) for the Board structure referred to in paragraphs 24 to 29 inclusive; and
  - (b) for all members of the Band Club who are not already members of the RSL Club to become members of the RSL Club (as the Amalgamated Club) on and from completion of the amalgamation;
  - (c) for the changing of the current winding up rule of the RSL Club to allow members of the Amalgamated Club to determine the distribution of any surplus property on winding up of the Amalgamated Club;
  - (d) a member will not be entitled to nominate for or be elected or appointed to the Board if he or she was an employee of the RSL Club or the Band Club during the preceding four (4) years;
  - (e) no more than two (2) directors on the Board of the Amalgamated Club may reside outside of a radius of ten (10) kilometres of the RSL Club Premises.

31. The Chief Executive Officer and Secretary of the Band Club will be the Chief Executive Officer and Secretary of the Amalgamated Club with effect from the date of completion of the amalgamation on terms and conditions approved by the Board of the Amalgamated Club.

#### ***Advisory Committee***

32. The Amalgamated Club will create an Advisory Committee to assist the Board of the Amalgamated Club with the integration of both clubs into one larger club (being the Amalgamated Club).
33. The Advisory Committee will initially be made up of those directors of the Band Club and the RSL Club (as at the completion of the amalgamation) who are not selected to form part of the Initial Board and who have given their written consent to being a member of the Advisory Committee.
34. The Advisory Committee will make recommendations to the Board and/or management of the Amalgamated Club on issues relating to the Amalgamated Club. However, the Advisory Committee will not have any governance or management powers in the Amalgamated Club (except if specifically delegated to it by resolution of the Board) and it shall be subject to the overall control and direction of the Board and management of the Amalgamated Club.

#### ***Employees of the Band Club***

35. The employees of the Band Club will all be offered employment with the RSL Club (as the Amalgamated Club) and those employees will receive continuity of employment. Their accrued entitlements while employees of the Band Club (holiday pay, long service leave and other entitlements) will be preserved and will be honoured by the RSL Club (as the Amalgamated Club) as if those employees had been employees of the RSL Club (as the Amalgamated Club).
36. Any employee of the Band Club who does not accept the offer of employment with the RSL Club (as the Amalgamated Club) will be paid out their entitlements.

#### ***Intentions regarding core property, cash and investments and poker machine entitlements of the Band Club***

37. The Band Club Premises is currently core property of the Band Club and it will be core property of the Amalgamated Club. The RSL Club Premises will also be core property of the Amalgamated Club.
38. The cash and investments of the Band Club will be transferred to the Amalgamated Club on completion of the amalgamation.
39. The Band Club has one hundred and eighty nine (189) poker machine entitlements at the Band Club Premises and the RSL Club has one hundred and sixty nine (169) poker machine entitlements at the RSL Club Premises.
40. After completion of the amalgamation, the Amalgamated Club intends to conduct a strategic analysis of the poker machine entitlements at the RSL Club Premises and the Band Club Premises. Depending on the outcome of that strategic analysis, the Amalgamated Club may transfer poker machine entitlements between the RSL Club Premises and Band Club Premises.

#### ***Admission of Band Club members to the RSL Club***

41. The RCA requires the RSL Club to create a separate category of membership for Band Club members as part of the amalgamation.
42. Accordingly, the RSL Club's Constitution will be amended to:
  - (a) formally create "Band Club Members" as a category of membership of the Club. "Band Club Members" will have the same rights as Associate members under the RSL Club's Constitution;
  - (b) admit members of the Band Club to membership of the RSL Club (as the Amalgamated Club) with effect from the date of completion of the amalgamation.
43. Life members of the Band Club will be admitted to Life membership of the RSL Club (as the Amalgamated Club) and they will be exempt from paying annual subscriptions to the Amalgamated Club. The RSL Club's Constitution will be amended to admit the Band Club's Life members to Life membership of the Amalgamated Club.

#### **The Amalgamation Process**

44. Each club must hold a meeting of its members to approve the amalgamation in the same terms as the Ordinary Resolution above.
45. Once the members of both clubs have approved the amalgamation at separate meetings, an application will be made to the Authority for its approval of the amalgamation. The Band Club will have the carriage of that application.

46. Once the approval of the Authority to the amalgamation has been obtained (and subject to due diligence being conducted by each club on the other and all other necessary steps being completed) there will be a formal commercial settlement. On the day of that commercial settlement the following things (among others) will happen:
- (a) The Band Club will transfer its assets (including the Band Club Premises) to the RSL Club (as the Amalgamated Club);
  - (b) All members of the Band Club who have consented to become members of the RSL Club will be admitted to membership of the RSL Club (as the Amalgamated Club);
  - (c) The Band Club employees who accept employment with the RSL Club will become employees of the RSL Club (as the Amalgamated Club).
  - (d) The Band Club's club licence will be transferred to the RSL Club (as the Amalgamated Club) and the Band Club CEO will become the CEO of the Amalgamated Club;
  - (e) The Amalgamated Club will be responsible for and trade from the RSL Club Premises and the Band Club Premises.
  - (f) The initial Board of the Amalgamated Club will take office (see paragraphs 24 to 29 inclusive).
47. After completion of the amalgamation, the corporate structure of the Band Club will be wound up.

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### **FIRST SPECIAL RESOLUTION**

Conditional on the amalgamation of St Marys R.S.L. and Ex-Servicemen's Club Limited and St Marys District Band Club Limited being completed (in the manner referred to in the Memorandum of Understanding between the clubs), then on and from the date of Completion of the Amalgamation, the Memorandum and Articles of Association of St Marys R.S.L. and Ex-Servicemen's Club Limited is amended by:

- (a) **deleting** the words "*the St Marys Sub-Branch of the Returned Servicemens League (N.S.W. Branch) Inc.*" from Clause 7 of the Memorandum of Association and in lieu thereof **inserting** the words "*an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club. The institution or institutions referred to in this Article shall be determined by the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution or in default thereof, the Supreme Court of New South Wales.*"
- (b) **inserting** the following new Clause 3(r) into the Memorandum of Association:  
"*(r) To support brass bands and pipe and drum bands in the traditions and practices of the Band Club and also to support the game of bowls.*"
- (c) **inserting** the following definition into Article 1.1:  
"*Band Club*" means St Marys District Band Club Limited ACN 000 953 293".
- (d) **inserting** the following new Article 5(g):  
"*(g) Band Club Members.*"
- (e) **inserting** the following new Article 7(b)(v):  
"*(v) A Band Club Member.*"
- (f) **inserting** into Article 7(e) the words "*or an Ordinary Member who is also a Life member of the Band Club*" after the words "*membership for life*".
- (g) **inserting** into Article 7(e) the words "*and/or the Band Club*" after the words "*services to the Club*".
- (h) **inserting** the following new Article 7(g):  
*(g) A Band Club Member is any person who was a full member (as defined in the Registered Clubs Act) of the Band Club and has been admitted to membership of the Club pursuant to Article 15A for the purposes of the amalgamation between the Club and the Band Club. Band Club members shall be eligible to transfer to such other category of ordinary membership for which they are qualified under these Articles. However until a Band Club member transfers to another category of ordinary membership that member shall be entitled to the rights and privileges of Associate membership under these Articles.*
- (i) **inserting** the following new Article 15A:  
15A. (a) *Articles 8 to 15 inclusive shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with the Band Club and is admitted to membership pursuant to this Article 15A.*

- (b) *A person shall be admitted as a member of the Club pursuant to the amalgamation with the Band Club if that person is a full member (as defined in the Registered Clubs Act) of the Band Club and that person has agreed to be a member of the Club pursuant to the amalgamation and the requirements of this Article 15A are satisfied.*
- (c) *The agreement referred to in paragraph (b) of this Article 15A must be in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Constitution and By-laws of the Club and in such form as approved by the Board from time to time.*
- (d) *Any person who completes and signs the agreement referred to in paragraph (c) of this Article 15A and returns that agreement to the Club shall, (subject to the name of that person being displayed on the noticeboard of the Club for not less than seven (7) days and a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by a resolution of the Board to membership of the Club with effect from the date of completion of the amalgamation with the Band Club."*

(j) **deleting** Article 31 and in lieu thereof **inserting** the following new Article 31:

- "31. (a) *The Board shall consist of nine (9) directors who shall comprise of a President, Senior Vice President, Junior Vice President and six (6) Ordinary directors.*
- (b) *The Board shall consist of three (3) Sub Branch Members and a combination of six (6) Associate members and Band Club members.*
- (c) *The Board shall be elected biennially in accordance with these Articles.*
- (d) *Subject to any restrictions contained in these Articles, all Full members (excluding Junior Bowling members) shall be entitled to nominate for and be elected or appointed to the Board.*
- (e) *A member who is an employee, currently under suspension or not a financial member of the Club shall not be entitled to nominate for or be elected or appointed to the Board.*
- (f) *A member shall not be entitled to nominate for or be elected or appointed to the Board if he or she was an employee of the Club or the Band Club during the preceding four (4) years.*
- (g) *No more than two (2) directors of the Board may reside outside of a ten (10) kilometre radius of the Club's premises in Hall Street, St Marys.*
- (h) *A member shall not be eligible to nominate for or be elected or appointed to the Board unless he or she has been a member of the Club and/or the Band Club during the preceding two (2) years.*
- (i) *With effect from the Annual General Meeting of the Club to be held in 2020 and all Annual General Meetings thereafter, the Board shall elect, from amongst their number, a President, Senior Vice President and Junior Vice President after each Annual General Meeting."*

(k) **inserting** the following new heading and Article 32A:

**"BOARD OF DIRECTORS**

**(Initial Board After Completion of the Amalgamation)**

- 32A. *The following provisions shall apply in respect of the initial Board of Directors who take office with effect from the completion of the amalgamation between the Club and the Band Club (Initial Board):*
- (a) *The Initial Board shall hold office from the completion of the amalgamation between the Club and the Band Club until the date of the Annual General Meeting of the Club to be held in 2020.*
  - (b) *The Initial Board shall consist of nine (9) directors who shall comprise of a President, Senior Vice President, Junior Vice President and six (6) Ordinary directors.*
  - (c) *The Board shall consist of three (3) Sub Branch Members and a combination of six (6) Associate members and Band Club members.*
  - (d) *The Initial Board must include:*
    - (i) *four (4) directors from the Band Club provided that the President of the Band Club (as at the completion of the amalgamation) must be one (1) of those four (4) directors.*
    - (ii) *four (4) directors from the RSL Club provided that three (3) of the four (4) directors must be Sub Branch members and the President of the RSL Club (as at the completion of the amalgamation) must be one (1) of the four (4) directors.*

- (iii) *one (1) other director of either the Band Club or the RSL Club who will be determined by lot.*
- (e) *The President of the RSL Club (as at the completion of the amalgamation) will be the President of the Club until the Annual General Meeting of the Amalgamated Club to be held in 2019 at which time that person will hold the position of Senior Vice President of the Club and he or she will hold that office until the Annual General Meeting of the Club to be held in 2020.*
- (f) *The President of the Band Club (as at the completion of the amalgamation) will be the Senior Vice President of the Club until the Annual General Meeting of the Club to be held in 2019 at which time that person will hold the position of President of the Club and he or she will hold that office until the Annual General Meeting of the Club to be held in 2020.*
- (g) *The Board shall elect, from amongst their number, a Junior Vice President immediately following the Annual General Meetings of the Amalgamated Club to be held in 2019 and 2020."*
- (h) *Article 32A shall cease to apply with effect from and for the purposes of the Annual General Meeting to be held in 2020 and the election of the Board to be conducted in that year."*
- (l) **deleting** from Article 34A(a) the words "*or Associate member*" and in lieu thereof **inserting** the words "*Associate Member or Band Club Member*".

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#### **EXPLANATORY NOTES FOR FIRST SPECIAL RESOLUTION**

1. The First Special Resolution will only be considered if the Ordinary Resolution is passed by members.
2. The First Special Resolution proposes a series of amendments to the Club's Memorandum and Articles of Association (**Articles**) for the purposes of the Memorandum of Understanding (**MOU**) and the amalgamation between the Club and the Band Club.
3. Set out below is a summary of the amendments to the Club's Articles.

#### ***Distribution of Surplus Funds on Winding Up***

4. The First Special Resolution proposes to amend the existing provision in the Club's Articles dealing with the distribution of the surplus property of the Club if it is wound up or dissolved.
5. In this regard:
  - (a) The Articles currently require any surplus property of the Club on the winding up or dissolution of the Club to be transferred to the St Marys Sub Branch of the RSL.
  - (b) The MOU requires any surplus property of the Club on the winding up or dissolution of the Club to be transferred to an institution or institutions having objects similar to the objects of the Club and determined by members.
  - (c) Accordingly, the First Special Resolution proposes for any surplus property of the Club on the winding up or dissolution of the Club to be transferred to an institution or institutions determined by members having objects similar to the objects of the Club.
6. In the remote possibility that the Club was to be wound up or dissolved, there is no restriction on members determining at the time that some or all of the Club's surplus property should be transferred to the St Marys Sub Branch of the RSL.

#### ***Objects of the Club***

7. The First Special Resolution proposes to slightly amend the objects of the Club to include the support of bands of the sort supported by the Band Club and the game of bowls as an object of the Club.

#### ***New Category of Membership of the Club***

8. As part of the amalgamation, the RSL Club must formally create a separate category of membership for Band Club members.
9. Accordingly, the First Special Resolution proposes to amend the RSL Club's Constitution to create "Band Club Members" as a category of membership of the Club. "Band Club Members" will have the same rights as Associate members under the RSL Club's Constitution.

#### ***Life Members of Band Club***

10. The First Special Resolution proposes to amend the eligibility requirements for Life membership of the Club to enable Life members of the Band Club to become Life members of the RSL Club (as the Amalgamated Club) with effect from completion of the amalgamation.

### **Board of the Amalgamated Club**

11. The First Special Resolution proposes a series of amendments in relation to the composition of the Board of the Club.
12. In relation to the initial Board of the Amalgamated Club amalgamation (**Initial Board**):
  - (a) The Initial Board will hold office from the completion of the amalgamation until the Annual General Meeting of the Amalgamated Club to be held in 2020.
  - (b) The Initial Board will consist of nine (9) directors comprising of a President, Senior Vice President, Junior Vice President and six (6) Ordinary directors.
  - (c) The Board will consist of three (3) Sub Branch Members and a combination of six (6) Associate members and Band Club members.
  - (d) The Initial Board will include:
    - (i) four (4) directors from the Band Club provided that the President of the Band Club (as at the completion of the amalgamation) must be one (1) of those four (4) directors.
    - (ii) four (4) directors from the RSL Club provided that three (3) of the four (4) directors must be Sub Branch members and the President of the RSL Club (as at the completion of the amalgamation) must be one (1) of the four (4) directors.
    - (iii) one (1) other director of either the Band Club or the RSL Club who will be determined by lot.
  - (e) The President of the RSL Club (as at the completion of the amalgamation) will be the President of the Club until the Annual General Meeting of the Amalgamated Club to be held in 2019 and will then be the Senior Vice President of the Amalgamated Club until the Annual General Meeting of the Club to be held in 2020.
  - (f) The President of the Band Club (as at the completion of the amalgamation) will be the Senior Vice President of the Club until the Annual General Meeting of the Club to be held in 2019 and will then be the President of the Amalgamated Club until the Annual General Meeting of the Club to be held in 2020.
  - (g) The Board will elect, from amongst their number, a Junior Vice President immediately following the Annual General Meetings of the Amalgamated Club to be held in 2019 and 2020.
13. In relation to the Board of the Amalgamated Club with effect from and for the purposes of the Annual General Meeting to be held in 2020 and the election of the Board to be conducted in that year and thereafter:
  - (a) The Board will consist of nine (9) directors comprising of a President, Senior Vice President, Junior Vice President and six (6) Ordinary directors.
  - (b) The Board will consist of three (3) Sub Branch Members and a combination of six (6) Associate members and Band Club members.
  - (c) The Board will elect, from amongst their number, a President, Senior Vice President and Junior Vice President after each Annual General Meeting.

### ***New Restrictions for Election or Appointment to Board of the Amalgamated Club***

14. The First Special Resolution proposes that:
  - (a) a member shall not be entitled to nominate for or be elected or appointed to the Board if he or she was an employee of the Club or the Band Club during the preceding four (4) years; and
  - (b) no more than two (2) directors on the Board may reside outside of a ten (10) kilometre radius of the RSL Club's premises.

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### **SECOND SPECIAL RESOLUTION**

Provided the Ordinary Resolution and First Special Resolution are passed and the amalgamation of St Marys R.S.L. and Ex-Servicemen's Club Limited and St Marys District Band Club Limited is completed (in the manner referred to in the Memorandum of Understanding between the clubs) that:

- (a) the company name of the Club be changed from "*St Marys R.S.L. and Ex-Servicemens Club Limited*" to "*St Marys Diggers and Band Club Limited*"; and
  - (b) the Constitution of *St Marys R.S.L. and Ex-Servicemens Club Limited* be amended by **deleting** the words "*St Marys R.S.L. and Ex-Servicemens Club Limited*" wherever they appear and in lieu thereof **inserting** the words "*St Marys Diggers and Band Club Limited*".
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**EXPLANATORY NOTES FOR SECOND SPECIAL RESOLUTION**

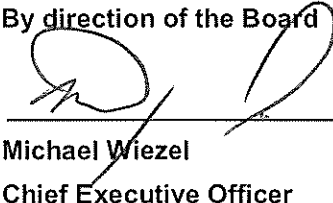
- 15. The Second Special Resolution will only be considered if the Ordinary Resolution and First Special Resolution are passed by members.
- 16. The MOU provides that the Amalgamated Club will be renamed and promoted as "St Marys Diggers and Band Club Limited.
- 17. Accordingly, Second Special Resolution proposes to:
  - (a) change the Club's company name from "St Marys R.S.L. and Ex-Servicemens Club Limited" to "St Marys Diggers and Band Club Limited"; and
  - (b) replace references to "St Marys R.S.L. and Ex-Servicemens Club Limited" in the Club's Articles with references to "St Marys Diggers and Band Club Limited.

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**Dated:**

*12 Mar 2019*

**By direction of the Board**



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**Michael Wiezel**  
**Chief Executive Officer**