

OAK FLATS BOWLING & RECREATION CLUB LIMITED
ACN 001 017 894

NOTICE OF EXTRAORDINARY GENERAL MEETING AND RESOLUTIONS

NOTICE is hereby given of a General Meeting of the **OAK FLATS BOWLING & RECREATION CLUB LIMITED** to be held on **Tuesday 18 December 2012** commencing at the hour of 6:30pm at the premises of the Club, Cnr of Kingston Street and David Avenue, Oak Flats, New South Wales.

BUSINESS

The business of the General Meeting will be as follows:

1. General discussion regarding the proposed amalgamation of the Oak Flats Bowling & Recreation Club Limited and the Illawarra Yacht Club Limited.
 2. Members to consider and, if thought fit, pass the Ordinary Resolution set out below.
 3. Members to consider and, if thought fit, pass the Special Resolution set out below.
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ORDINARY RESOLUTION

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

That the members hereby:

- (a) approve in principle the amalgamation of the Oak Flats Bowling & Recreation Club Limited ACN 001 017 894 (**Bowling Club**) with the Illawarra Yacht Club Limited ACN 001 074 987 (**Yacht Club**), such amalgamation to be effected by:
 - (i) the continuation of the Bowling Club (as the amalgamated club) and the dissolution of the Yacht Club; and
 - (ii) the transfer of the Yacht Club's club licence to the Bowling Club.
- (b) approve the making of an application to the Independent Liquor and Gaming Authority to transfer the Yacht Club's club licence to the Bowling Club for the purposes of the amalgamation.
- (c) declare that, as and from the date on which the application referred to in paragraph (b) is granted, the part of the Yacht Club's premises set out in the schedule below is "non-core property" for the purposes of section 41J of the *Registered Clubs Act 1976 (NSW)*:

- (ii) members will see from the above Schedule that the part of the downstairs area that is affected by the resolution is limited to the areas marked in the Schedule;
 - (iii) the areas marked in the Schedule form part of the Yacht Club's "core property";
 - (iv) if the amalgamation is completed, the Yacht Club premises (and the areas marked in the Schedule) will form part of the Bowling Club's "core property";
 - (v) the *Registered Clubs Act* contains provisions which restrict any dealing with "core property" and contain a strict procedure to be followed in respect of any dealing with "core property";
 - (vi) the *Registered Clubs Act* provides greater flexibility with regard to dealing with "non-core property" because "non-core property" is not subject to the procedure and restrictions referred to in the previous paragraph;
 - (vii) if the resolution is passed, the area marked in the Schedule will be converted from "core property" to "non-core property".
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. To be passed the Ordinary Resolution must receive votes from a simple majority (ie 50% plus 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
 4. **All members (except Honorary members, Provisional members and Temporary members) are eligible to attend the meeting and vote on the Ordinary Resolution.**
 5. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
 6. 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 of the Oak Flats Bowling & Recreation Club Limited and the Illawarra Yacht Club Limited is completed (in the

manner defined in the Memorandum of Understanding between the clubs), the Articles of Association of Oak Flats Bowling & Recreation Club Limited be amended by:

- (a) **inserting** the following new Article 4.4:

“4.4 Illawarra Yacht Club members”

- (b) **inserting** the following new heading and new Article 9A:

“ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION

9A

9A.1 Articles 5.1 and 5.5 shall not apply to a person who is admitted as a member of the Club pursuant to:

9A.1.1 an amalgamation with another registered club; and

9A.1.2 Article 9A.

9A.2 A person shall be admitted as a member of the Club pursuant to an amalgamation if that person:

9A.2.1 is a full member (as defined in the Act) of a registered club which has amalgamated with the Club; and

9A.2.2 has agreed to be a member of the Club pursuant to the amalgamation.

9A.3 The agreement referred to in Article 9A.2.2 must be:

9A.3.1 in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Club’s Memorandum of Association, Articles of Association and By-laws;

9A.3.2 in such form as approved by the Board from time to time.

9A.4 Any person who completes and signs the agreement referred to in Article 9A.3 and returns that agreement to the Club shall, after the procedure set out in Articles 5.2 to 5.4 inclusive has been followed, be entered in the Registers as a member and shall be a member of the Club from the date of entry in the Registers.”

- (c) **inserting** the following new heading and new Article 12A:

“ILLAWARRA YACHT CLUB MEMBERS

12A.

12A.1 *“Illawarra Yacht Club Members” shall mean any person who is admitted as an Illawarra Yacht Club Member in accordance with Article 9A. Illawarra Yacht Club Members shall have the same rights and privileges of Social Members as set out in these Articles.”*

(d) **deleting** Article 27 and in lieu thereof inserting the following new Articles 27, 27A and 27B:

“27 Subject to these Articles, the following members shall be entitled to stand for and be elected or appointed to the Board:

27.1 Life members; and

27.2 Bowling members who have been Bowling members of the Club for the two (2) calendar years immediately preceding the date on which they stand for or are elected or appointed to the Board and are either:

27.2.1 Home Club Members and Active Bowling Members; or

27.2.2 Home Club Members and Former Active Bowling Members.

27A. For the purposes of Article 27:

27A.1 “Active Bowling member” shall mean any Bowling member who has participated in at least twelve (12) Organised Games of Bowls in the previous calendar year or who has satisfied the Board that there were reasonable circumstances which prevented them from doing so.

27A.2 “Former Active Bowling member” shall mean any Bowling member who was previously an Active Bowling member and who has satisfied the Board that there were reasonable circumstances which prevented them from being an Active Bowling member.

27A.3 “Home Club Member” shall mean any Bowling member who has either the:

27A.3.1 Oak Flats Men's Bowling Club; or

27A.3.1 Oak Flats Women's Bowling Club,

nominated or declared as their “home club” for the purposes of their membership with the Royal New South Wales Bowling Association or the New South Wales Womens' Bowling Association.

27A.4 “Organised Game of Bowls” shall mean a game of bowls organised by the committees of the bowling clubs referred to in

Article 27A.3 including, but not limited to, pennant, championship, interclub or social games.

27B Notwithstanding anything contained in these Articles, no person who was a director or former director of a registered club which has amalgamated with the Club shall be entitled to take part in the management of the Club or stand for or be elected or appointed to the Board at any time during the five (5) calendar years after completion of the amalgamation.”

Notes to Members on Special Resolution

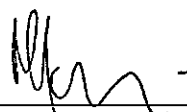
1. The Special Resolution will only be considered if the Ordinary Resolution is passed by members.
2. The amendments contained in the Special Resolution will not take effect until such time as the amalgamation between the Club and the Illawarra Yacht Club Limited is completed in accordance with the Memorandum of Understanding entered into by the clubs.
3. The Special Resolution is made up of a number of parts:
 - (a) Paragraphs (a), (b) and (c) propose to amend the Club’s Articles to create a new category of membership to be known as “Illawarra Yacht Club Members”. It is a requirement of the *Registered Clubs Act* that a separate category of membership is established for amalgamated members.
 - (b) Paragraph (d) proposes to amend the eligibility requirements for election to the Club’s Board. In this regard:
 - (i) Under the Club’s Articles (Article 27) only Bowling members (who have been Bowling members of the Club for two (2) years) and Life members are entitled to stand for and be elected or appointed to the Board;
 - (ii) The Special Resolution proposes to amend the Club’s Articles so that the only persons who will be entitled to stand for and be elected or appointed to the Board will be Bowling members (who have been Bowling members of the Club for two (2) years) and Life members who are:
 - (1) Home Club members and Active Bowling members; or
 - (2) Home Club members and Former Active Bowling members.
 - (iii) A “Home Club member” will be any Bowling member who has Oak Flats Bowling Club nominated or declared as their home club for the purposes of their membership with the Royal NSW Bowling Association or the NSW Women’s Bowling Association.
 - (iv) An “Active Bowling member” will be any Bowling member who has participated in at least twelve (12) Organised Games of Bowls in the

previous calendar year or who has satisfied the Board that there were reasonable circumstances which prevented them from doing so.

- (v) A "Former Active Bowling member" will be any Bowling member who was previously an Active Bowling member and who has satisfied the Board that there were reasonable circumstances that prevented them from being an Active Bowling member.
 - (vi) An "Organised Game of Bowls" will be a game of bowls with either the Men's Bowling Club or the Women's Bowling Club including, but not limited to, pennant, championship, inter-club or social games.
- (c) The Special Resolution also proposes to clarify that a person, who was a director or former director of a registered club which has amalgamated with the Club, will not be entitled to stand for or be elected or appointed to the Board at any time during the five (5) calendar years after completion of the amalgamation.
4. To be passed the Special Resolution must receive votes from not less than three quarters of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
 5. **Only Bowling members and Life members of the Club are entitled to vote on the Special Resolution.**
 6. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
 7. 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.
 8. The Board recommends that members vote in favour of the Special Resolution

Dated: Tuesday 13 November 2012

By direction of the Board



Matt OHara
General Manager