

WESTERN SUBURBS LEAGUES CLUB LTD

ACN 000 154 736

TRADING AS WESTS ASHFIELD LEAGUES

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Western Suburbs Leagues Club Ltd ACN 000 154 736 trading as Wests Ashfield Leagues (**Wests Ashfield Leagues Club**) will be held in Wests Ashfield Leagues Club's premises, 115 Liverpool Road, Ashfield at **6:00PM** on **7TH September 2010**.

BUSINESS

1. To consider and, if thought fit, pass the Ordinary Resolution to approve in principle the amalgamation between Wests Ashfield Leagues Club and Western Suburbs Leagues' Club Bowling Club Ltd ACN 000 756 801 trading as Wests Sports Club (**Wests Sports Club**).
2. If the Ordinary Resolution is passed, to consider and, if thought fit, pass the Special Resolution to amend the Constitution of Wests Ashfield Leagues Club in accordance with the amalgamation provisions of the *Registered Clubs Act 1976 (NSW)* (**Registered Clubs Act**).

ORDINARY RESOLUTION

"That the members hereby approve:

- (a) *In principle the amalgamation of Western Suburbs Leagues Club Ltd ACN 000 154 736 trading as Wests Ashfield Leagues (**Wests Ashfield Leagues Club**) with Western Suburbs Leagues' Club Bowling Club Ltd ACN 000 756 801 trading as Wests Sports Club (**Wests Sports Club**), such amalgamation to be effected by:
 - (i) *The continuation of Wests Ashfield Leagues Club (as the amalgamated club) and the dissolution of Wests Sports Club; and*
 - (ii) *The transfer of the club licence of Wests Sports Club to Wests Ashfield Leagues Club.**
- (b) *The making of an application to the Casino, Liquor and Gaming Control Authority for transfer of the club licence of Wests Sports Club to Wests Ashfield Leagues Club for the purposes of such amalgamation."*

Explanatory Message to Members Regarding the Ordinary Resolution

1. The amalgamation of two registered clubs must be effected pursuant to the provisions of Division 1A of Part 2 of the Registered Clubs Act.
2. Both Wests Ashfield Leagues Club and Wests Sports Club hold club licences under the *Liquor Act 2007 (NSW)* (**Liquor Act**). Under section 17AB of the Registered Clubs Act, an amalgamation occurs when the club licence of one club is transferred to the other club, under section 60 of the Liquor Act.
3. The transfer of the club licence of Wests Sports Club to Wests Ashfield Leagues Club is subject to approval by the Casino, Liquor and Gaming Control Authority (**Authority**). Under section 17AEB of the Registered Clubs Act the Authority may not approve the transfer unless it is satisfied that the proposed amalgamation has been approved in principle at separate extraordinary general

meetings of the ordinary members of both clubs proposing to amalgamate (being in each case an approval supported by a majority of the votes cast at the meeting).

4. This means that the Ordinary Resolution must be passed before the Authority will approve the transfer of the club licence of Wests Sports Club to Wests Ashfield Leagues Club and for the amalgamation to proceed.
5. If the amalgamation is approved, Wests Ashfield Leagues Club will continue as the amalgamated club and Wests Sports Club will be dissolved.

SPECIAL RESOLUTION

(TO BE CONSIDERED ONLY IF THE ORDINARY RESOLUTION IS PASSED)

*"That, on the date on which the Casino, Liquor and Gaming Control Authority transfers the club licence of Western Suburbs Leagues Club Bowling Club Ltd ACN 000 756 801 trading as Wests Sports Club to Western Suburbs Leagues Club Ltd ACN 000 154 736 trading as Wests Ashfield Leagues (**Wests Ashfield Leagues Club**), the Constitution of Wests Ashfield Leagues Club be amended by deleting the existing Rule 19 and inserting instead the following new Rule 19:*

"19(a) Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:

- (i) General Members;*
- (ii) Social Members; and*
- (iii) Junior Sporting Members.*

*(b) Those persons who were financial full members of Western Suburbs Leagues' Club Bowling Club Ltd ACN 000 756 801 trading as Wests Sports Club (**Wests Sports Club**), and whose names were entered in the Register of Members of Wests Sports Club on the date on which the Casino, Liquor and Gaming Control Authority transfers the club licence of Wests Sports Club to the Club shall, for the purposes of the Registered Clubs Act, be identified in the Club's Register of Members as "Wests Sports Club Members".*

(c) Each class of Ordinary membership shall be open to both sexes."

Explanatory Message Regarding the Special Resolution

1. The Special Resolution will only be considered by the General Meeting if the Ordinary Resolution has been passed by the General Meeting. In order for Wests Ashfield Leagues Club to proceed with the amalgamation with Wests Sports Club, the members must approve the Special Resolution.
2. Section 17AC(2) of the Registered Clubs Act requires that before registered clubs amalgamate, the parent club (in this case Wests Ashfield Leagues Club) must, under its rules (the Constitution) establish the members of the dissolved club (this will be Wests Sports Club) as a separate class of members for the purposes of **identification only**. Persons will not be able to join the Wests Sports Club Membership class in the future. It is established for the purposes of identification only of those persons who were members of Wests Sports Club at the date on which the Authority approves the transfer of the club licence of Wests Sports Club to Wests Ashfield Leagues Club.

3. The new Rule 19 is the same as existing Rule 19 in that no new classes of Ordinary membership are added by the new Rule 19(a). The proposed new Rule 19(b) is for compliance with section 17AC(2) of the Registered Clubs Act only.
4. All full financial members of Wests Sports Club will be able to make application to join Wests Ashfield Leagues Club on the same terms as all other members and subject to the membership requirements contained in Wests Ashfield Leagues Club' Constitution. All Wests Sports Club members who are admitted to ordinary membership of the Wests Ashfield Leagues Club, as the amalgamated club, will be given credit for pre-payment of annual subscriptions for that year of membership with Wests Ashfield Leagues Club.
5. The rights of existing members of Wests Ashfield Leagues Club will not be changed by proposed new Rule 19.

MEMORANDUM OF UNDERSTANDING AND DEED OF AMALGAMATION

1. Section 17AE of the Registered Clubs Act requires that a registered club that is a party to a proposed amalgamation must, in accordance with the *Registered Clubs Regulations 2009 (NSW) (Regulations)* notify its members of the proposed amalgamation.
2. In addition, clause 6 of the Regulations requires that registered clubs which are proposing to amalgamate must enter into a memorandum of understanding with respect to that proposal (**MOU**), and sets out the matters which must be included in the MOU.
3. The MOU must:
 - (a) be made available to the ordinary members of each club at least 21 days before any meeting is held by the members of the club for the purposes of voting on whether to approve the proposed amalgamation, and
 - (b) be made available for inspection on the premises and on the club's website (if any) for at least 21 days before any such meeting is held.
4. Wests Ashfield Leagues Club and Wests Sports Club have entered into an MOU and deed of amalgamation. The MOU sets out the matters required by the Regulations. The deed of amalgamation covers other matters relevant to the amalgamation, but which are not required to be included in the MOU.
5. The MOU and deed of amalgamation will be made available on display on the notice board at the premises of Wests Ashfield Leagues Club and on its website. A copy is also available on request at Club reception.

Wests Ashfield Leagues Club recommends to members that they carefully read the MOU and deed of amalgamation before attending the General Meeting.

GENERAL NOTES TO MEMBERS

1. In accordance with section 17AEb(d) of the Registered Clubs Act, all Ordinary (and Life) members of Wests Ashfield Leagues Club are entitled to vote on the Ordinary resolution.
2. To be passed, the Ordinary Resolution must receive votes in its favour from a simple majority of those members who being eligible to do so, vote in person on the Ordinary Resolution at the General Meeting.
3. A member may on request to Wests Ashfield Leagues Club's office obtain a copy of its Constitution which contains the existing provisions that are proposed to be amended by the above Special Resolution.
4. In accordance with Rules 22(a) and 94 of the Constitution of Wests Ashfield Leagues' Club, only General Members and Life Members are entitled to vote on the Special Resolution.
5. To be passed, the Special Resolution must receive votes in its favour from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the General Meeting.
6. As a result of the Special Resolution provisions of the *Corporations Act 2001 (Cth)*, the Special Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
7. Members who are employees of Wests Ashfield Leagues Club are not entitled to vote under the Registered Clubs Act.
8. Proxy voting is prohibited by the Registered Clubs Act.
9. The Board recommends that members vote in favour of the Ordinary Resolution and the Special Resolution.
10. Please direct any questions about the business to be conducted at the General Meeting to the Chief Executive Officer, if possible by at least 7 days before the General Meeting.

BY ORDER OF THE BOARD

Andy Timbs
Chief Executive Officer

Dated: 5 August 2010