

RANDWICK LABOR CLUB LIMITED
ACN 000 353 417

NOTICE OF EXTRAORDINARY GENERAL MEETING
AND RESOLUTIONS IN RELATION TO PROPOSED AMALGAMATION
WITH RANDWICK BOWLING CLUB LIMITED (ACN 000 934 921)

NOTICE is hereby given of an EXTRAORDINARY GENERAL MEETING of RANDWICK LABOR CLUB LIMITED to be held on MONDAY, 28TH JUNE 2010 commencing at 7.00PM at the club house.

Business

The business of the meeting will be to consider and if thought fit pass the following Ordinary Resolution and thereafter the following Special Resolution.

Ordinary Resolution

That the members hereby approve in principle the amalgamation of Randwick Labor Club Limited (ACN 000 353 417) with Randwick Bowling Club (ACN 000 934 921), such an amalgamation to be effected by:

- (i) the continuation of Randwick Labor Club Limited (ACN 000 353 417) (as the amalgamated club) and the dissolution of Randwick Bowling Club Limited (ACN 000 934 921); and
- (ii) the transfer of the club licence of Randwick Bowling Club Limited (ACN 000 934 921) to Randwick Labor Club Limited (ACN 000 353 417); and
- (iii) the making of an application to the Casino, Liquor and Gaming Control Authority for the transfer of the club licence of Randwick Bowling Club Limited (ACN 000 934 921) to Randwick Labor Club Limited (ACN 000 353 417) for the purpose of such amalgamation.
- (iv) and in accordance with the Memorandum of Understanding between the two clubs.

Special Resolution

That conditional on the Ordinary Resolution above being passed, the Constitution of Randwick labor Club Limited (ACN 000 353 417) be amended as follows:

- (a) Memorandum of Association of Randwick Labor Club Limited (ACN 000 353 417) be amended by **inserting** the following new clauses 3(b1).

“(b1) consistent with the values of the Australian Labor Party and labour movement, to promote and foster the game of bowls and such other indoor and outdoor sports for the benefit of members and guests.

(b) Articles of Association of Randwick Labor Club Limited (ACN 000 353 417) be amended by:

(i) **inserting** at the beginning of Article 4 the words “*Subject to Article 4A,*”

(ii) **inserting** the following new Article 4A:

“4A. *In addition to the qualification of members referred to in Article 4, the following persons may also be admitted as members of the Club:*

(a) *persons who:*

(i) *are over the age of eighteen (18) years;*
and

(ii) *satisfy the procedure set out in Article 6A;*

(iii) *are admitted as Randwick Bowling Club members pursuant to the amalgamation between the Club and the Randwick Bowling Club Limited;*

(c) *persons who are over the age of eighteen (18) years who wish to participate in the sporting activities organised by the Club;*

(d) *persons who are under the age of eighteen (18) years who wish to participate in the sporting activities organised by the Club.*

(iii) **inserting** the following Article 5(a1):

“(a1) *Randwick Bowling Club members*”

(iv) **inserting** the following new Article 5(a2):

“(a2) *Junior members*”

(v) **inserting** the following new Article 6A:

“6A (a) *Article 6 shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered club and to this Article 6A.*

(b) *A person may be admitted as a member of the Club pursuant to an amalgamation if that person:*

(i) *is a full member (as defined in the Registered Clubs Act) of a registered club which has been approved, by the Casino Liquor & Gaming Control Authority pursuant to the*

*Liquor Act, to amalgamate with the Club;
and*

(ii) *has agreed to be a member of the Club.*

(c) *The agreement referred to in paragraph (b)(ii) of this Rule 6A must be:*

(i) *in writing and in such form as may be approved by the Board from time to time;
and*

(ii) *received by the Club.*

(d) *Any person who satisfies paragraph (c) of this Rule 6A shall be entered in the Register of Members of the Club.”*

(vi) **inserting** the following new Article 7(b1):

“(b1) Pursuant to the amalgamation between the Club and the Randwick Bowling Club Limited, any member of the Randwick Bowling Club Limited who was an Honorary Life member of that Club or was a member of that Club for the twenty-five (25) years preceding completion of the amalgamation, shall be admitted as a Life member of the Club.”

(vii) **inserting** at the end of Article 7(c) the words, *“other than any necessary capitation fee for membership of any association, including the Royal NSW Bowling Association and the NSW Women’s Bowling Association”*.

(viii) **inserting** the following new Article 7(d):

“(d) For the purposes of Article 7(b), membership of the Randwick Bowling Club Limited and service to the Randwick Bowling Club Limited shall be deemed to be membership and service to the Club.”

(ix) **inserting** the following new Article 7A:

“7A (a) Junior members shall be persons who have not attained the age of eighteen (18) years and are elected to Junior membership of the Club.

(b) A person shall not be admitted as a Junior member of the Club unless the Board:

(i) is satisfied that the person is joining the Club for the purposes of playing sport as

a member of the Club or a sub club of the Club; and

(ii) *has received from that person's parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a sub club of the Club;*

(iii) *is satisfied that the person will take part in regular sporting activities organised by the Club or a sub club of the Club.*

(c) *Subject to the provisions of the Registered Clubs Act, Junior members shall only be entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time."*

(x) **inserting** into Article 11(a) the words, "*and Junior members*" after the words "*other than Temporary members*".

NOTES TO MEMBERS

1. The amalgamation of registered clubs is regulated by the Liquor Act, Registered Club Act and the Registered Clubs Regulations.
2. The Ordinary Resolution set out above is required for the purposes of the amalgamation and the amalgamation cannot proceed until the members of both clubs have approved the amalgamation at separate general meetings.
3. Under the Registered Clubs Act no amalgamation can proceed unless:
 - A Memorandum of Understanding has been entered into by the two clubs; and
 - A general meeting of the members has approved the proposed amalgamation.
4. On 4th September 2009 Randwick Labor Club Limited entered into a Memorandum of Understanding with Randwick Bowling Club Limited. A further Memorandum of Understanding and Deed of Amalgamation were entered into on 25th May 2010. The revised Memorandum of Understanding is consistent with the provisions contained in the Deed of Amalgamation.
5. In relation to the proposed amalgamation, members should consider the Memorandum of Understanding

6. A copy of the Memorandum of Understanding is on display on the Randwick Labor Club website at www.rlclub.com.au and copies are available from Reception.