



**Concord Community, Recreation  
& Bowling Club Ltd  
Est. 1934**

## **NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of Concord Community Recreation & Bowling Club Limited (ACN 000 265 056) (**Club**) will be held at the premises of the Club at Clermont Avenue, Concord NSW 2137 on Sunday, 13 September 2020 at 10.00 AM

### **Business**

1. To receive a presentation from Western Suburbs Soccer, Sports & Community Club Limited (ACN 000 430 491) (**Canada Bay Club**) in respect of the proposed amalgamation with the Club; and
2. To consider and, if thought fit, pass the Ordinary Resolution approving in principle an amalgamation of the Club and Canada Bay Club.

### **Ordinary Resolution**

*"That the members of Concord Community Recreation & Bowling Club Limited (ACN 000 265 056) hereby approve:*

- (a) *in principle, the amalgamation of Concord Community Recreation & Bowling Club Limited (ACN 000 265 056) and Western Suburbs Soccer, Sports & Community Club Limited (ACN 000 430 491) such amalgamation to be effected by:*
  - (i) *the continuation of Western Suburbs Soccer, Sports & Community Club Limited (ACN 000 430 491) as the amalgamated Club and the dissolution of Concord Community Recreation & Bowling Club Limited (ACN 000 265 056);*
  - (ii) *the transfer of the assets of Concord Community Recreation & Bowling Club Limited (ACN 000 265 056) to Western Suburbs Soccer, Sports & Community Club Limited (ACN 000 430 491); and*
  - (iii) *the transfer of the Club Licence of Concord Community Recreation & Bowling Club Limited (ACN 000 265 056) to Western Suburbs Soccer, Sports & Community Club Limited (ACN 000 430 491); and*
- (b) *the making of an application under section 60 of the Liquor Act 2007 to the Independent Liquor and Gaming Authority of NSW for the transfer of Club Licence of Concord Community Recreation & Bowling Club Limited (ACN 000 265 056) to Western Suburbs Soccer, Sports & Community Club Limited (ACN 000 430 491) for the purposes of such amalgamation."*



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**Explanatory Note regarding the Ordinary Resolution**

1. On 14 April 2020, the Club and Canada Bay Club executed a Memorandum of Understanding (**MOU**) relating to a proposed amalgamation of the two clubs.
2. Members of the Club should consider the terms of the signed copy of the MOU between the Club and Canada Bay Club, which is on the noticeboards of the Club and Canada Bay Club.
3. A signed copy of the MOU is also on display on:
  - the Club's website at [www.concordbowlingclub.com.au](http://www.concordbowlingclub.com.au); and
  - Canada Bay Club's website at [www.canadabayclub.com.au](http://www.canadabayclub.com.au).
4. The key features of the proposal as set out in the MOU are summarised as follows:
  - (a) *The amalgamation will result in the dissolution of the Club as a company and a Licensed Club and the continuation of the Canada Bay Club as the body corporate of the Amalgamated Club.*
  - (b) *The Club's premises will become additional premises of Canada Bay Club and will be available to all members of the Amalgamated Club.*
  - (c) *The Board of Canada Bay Club will be the Governing Body of the Amalgamated Club.*
  - (d) *The Chief Executive Officer of Canada Bay Club will be the Chief Executive Officer of the Amalgamated Club.*
  - (e) *The members (subject to their consent and if not already members) of the Club will be invited to become members of Canada Bay Club.*
  - (f) *An Advisory Committee will be established in relation to the Club premises for the purpose of making recommendations to the Board and/or management of Canada Bay Club in relation to the operations of the Club premises, Club GRANTS to be made by the Canada Bay Club that are attributable to the Club Premises, membership matters at the Club premises and the operation of the bowling activities at the Club premises.*

*The Advisory Committee will initially comprise the Board of the Club and after the first election, the Advisory Committee will comprise 5 members.*



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- (g) *Canada Bay Club intends for the Club to create a men's bowling sub-club, a women's bowling sub-club and administer bowling at the Club premises on behalf of the Amalgamated Club.*

*It is intended that the bowling sub-clubs will:*

- (i) have their own rules, committees and members; and*
- (ii) be authorised to operate a bank account;*
- (iii) continue using their existing names and insignia of Concord Bowling Club;*
- (iv) select their own committees;*
- (v) be eligible to affiliate with such bodies controlling bowls in New South Wales on such terms and conditions (not inconsistent with the Articles of the Canada Bay Club or the Registered Clubs Act) as such controlling bodies may from time to time require;*
- (vi) be created with the existing Life members of the Club recognised as life members of the relevant sub-clubs.*

*Canada Bay Club will allocate an annual budget in relation to the bowling greens and bowling activities at the the Club premises. The annual budget will be determined by the Board of Canada Bay Club after discussions with the bowling sub-clubs. The annual budget will cover:*

- (i) all relevant insurances applicable to the bowling sub-clubs and their activities; and*
  - (ii) all relevant fees payable to relevant associations in respect of the bowling sub-clubs' activities;*
  - (iii) all relevant trophies, prizes and prize money for bowling competitions and events and the recoupment of competition fees;*
  - (iv) all relevant costs for the maintenance and repair of the bowling greens and surrounds.*
- (h) *The Club Licence of the Club will be transferred to Canada Bay Club under section 60A of the Liquor Act 2007. All assets of the Club will be transferred to Canada Bay Club in accordance with the MOU.*
- (h) *All Employees of the Club will be offered employment on the same terms as they would have in equivalent positions at Canada Bay Club.*
- (k) *Canada Bay Club will continue to trade the Club premises for at least five (5) years from Amalgamation Completion. After five (5) years from Amalgamation Completion Canada Bay Club will continue to trade the Club premises on a year to year basis subject to the Club premises remaining financially viable for the Amalgamated Club to continue to trade from or continue the bowling activities, upon the order of any Court or body with jurisdiction, upon the lawful order of any government authority or if the lessor of the Club premises terminates the lease or does not agree to an extension or renewal of the Amalgamated Club's lease over the Club premises.*

*However before Canada Bay Club could cease to trade from the Club premises, it must first make an offer to the Advisory Committee (as representatives of the Club) for a de- amalgamation between the Amalgamated Club and the Club (see clause 11.5, 11.6 and 11.7 of the MOU). The Canada Bay Club can cease to trade from the Concord Bowling Club premises if the de-amalgamation does not proceed.*

- (m) *The future direction of the Amalgamated Club generally will be subject to the overall strategic plan of the Amalgamated Club and its finances.*



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5. If the members of both the Club and Canada Bay Club pass the Ordinary Resolution to amalgamate, an application will then be lodged with the Independent Liquor and Gaming Authority to seek approval of the transfer of the Club's Club Licence to Canada Bay Club.
6. If the Independent Liquor and Gaming Authority is satisfied that the amalgamation can proceed, it will grant approval of the transfer of the Club's Club Licence to take effect upon the completion of the commercial matters required to complete the amalgamation (as contained in the MOU).
7. The assets and liabilities of the Club will then be transferred to Canada Bay Club as contemplated in the MOU and the members of the Club will be invited by Canada Bay Club to become members of Canada Bay Club. The invitation to membership of Canada Bay Club is required because under the *Corporations Act 2001* a person cannot become a member of a company if that person has not consented to membership. In other words, if Canada Bay Club simply made all of the Club's members, members of Canada Bay Club without their consent, Canada Bay Club would be committing an offence.
8. After the assets and liabilities of the Club have been transferred to Canada Bay Club and the amalgamation has been effected, the Club will proceed to liquidation and be wound up.

**Requirement for the Ordinary Resolution**

1. Under section 17AEB of the Registered Clubs Act 1976, 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 (the Club) unless the Authority is satisfied that:
  - (a) the parent club (Western Suburbs Soccer, Sports & Community Club Limited (ACN 000 430 491)) will meet the requirements set out in section 10(1) of the *Registered Clubs Act 1976*, and
  - (b) the parent club (Western Suburbs Soccer, Sports & Community Club Limited (ACN 000 430 491)) 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).
2. The Ordinary Resolution proposed in this Notice of General Meeting is required for the purposes of section 17AEB(d) of the *Registered Clubs Act 1976* and the amalgamation between the Club and Canada Bay Club cannot proceed until the ordinary members of both clubs have approved the amalgamations of their clubs at separate general meetings.



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**Procedural Matters in Relation to the proposed Ordinary Resolution**

1. Under section 17AEB(d) of the *Registered Clubs Act 1976*, 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” where used in section 17AEB(d) of the *Registered Clubs Act 1976* is defined in section 4 of the *Registered Clubs Act 1976* and essentially means all members in all classes of membership (excluding employees and junior members of the Club), other than Honorary members, Temporary members and Provisional members.
2. Accordingly, all Life Members, Lawn Bowling Members and Social Members (excluding employees and Junior Members of the Club) are eligible to attend the general meeting and vote on the Ordinary Resolution. This is despite the Constitution of the Club restricting voting rights of Social Members of the Club.
3. To be passed, the Ordinary Resolution requires votes from a simple majority of members (50% + 1) present and voting on the Ordinary Resolution at the meeting.
4. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of the Ordinary Resolution. Members should also read the Memorandum of Understanding between Canada Bay Club and the Club.
5. Please direct any question or concerns about the Ordinary Resolution in writing to the President, if possible, before the General Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act 1976.
7. The Board of Directors of the Club recommends that members vote in favour of the proposed Ordinary Resolution.

Dated: 04 August 2020

Yours faithfully

The Board of Directors

Mick Tierney  
**President**