



DOOLEYS Lidcombe Catholic Club Ltd

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the members of DOOLEYS Lidcombe Catholic Club Limited will be held in the Club's main premises at 20-24 John Street, Lidcombe on Wednesday 14 August 2019 commencing at 7:00pm.

Business

- 1. Opening and opening Prayer**
- 2. Attendance and quorum**
- 3. Apologies**
- 4. Ordinary resolution - proposed amalgamation with Concord RSL & Community Club Limited ABN 16 000 977 944 (Concord RSL).**

To consider, and if thought fit pass, the following resolution:

That the members approve in principle the amalgamation of DOOLEYS Lidcombe Catholic Club Limited (DOOLEYS) with Concord RSL in accordance with the provisions of the Registered Clubs Act and the Liquor Act, with the transfer of Concord RSL's club liquor licence to DOOLEYS and in accordance with the Memorandum of Understanding between the two clubs.

continued overleaf

EXPLANATORY NOTE - ORDINARY RESOLUTION - PROPOSED AMALGAMATION WITH CONCORD RSL

It is proposed that DOOLEYS amalgamate with Concord RSL under an amalgamation in conformity with a Memorandum of Understanding (MOU) that has been signed by the two clubs.

The MOU sets out the position of each club regarding the proposed amalgamation that would apply if the amalgamation proceeds.

A copy of the MOU is published on DOOLEYS' website. A copy has also been displayed on the noticeboard at each of DOOLEYS' premises, prior to the sending of this notice of meeting.

The circumstances are unusual. Concord RSL fell into difficult financial times which led to the appointment of an Administrator and most recently, following from the Administration, Concord RSL has entered into a Deed of Company Arrangement that provides the potential to complete the proposed amalgamation.

Due to the termination of its tenancy rights by its landlord, Concord RSL has ceased trading from its former premises and has terminated the employment of all of its employees and is disposing of all of its assets apart from its club liquor licence, gaming machine entitlements, some memorabilia, and its intangible assets including goodwill. Any continuing contracts to which Concord RSL has been a party have either been terminated or disclaimed by the Deed Administrator.

The interest for DOOLEYS in proceeding with an amalgamation is for DOOLEYS to find an alternative location within the same or an adjoining Local Statistical Area, to be developed and opened as a replacement for the previous Concord RSL venue and to where the Concord RSL club liquor licence and gaming machine entitlements will be transferred.

Approximately 8000 DOOLEYS existing members live in the vicinity of the former Concord RSL venue; and in addition that venue had been providing a valuable community resource for the Concord RSL members.

DOOLEYS is very keen to see operations re-commence from new alternative premises located in the immediate vicinity of the former Concord RSL venue, that can continue to provide such a community resource.

DOOLEYS sees the finding and opening of new alternative premises in that same area as consistent with its corporate social responsibilities and at the same time has expectations that appropriate new alternative premises can be financially viable.

The expectation and hope is that this will benefit the local community by providing an alternative for DOOLEYS members who already live in the vicinity, as well as not just a direct replacement venue for the benefit of the former members and patrons of the previous Concord RSL venue but rather new and better premises that also offer all that DOOLEYS can bring to the operation of the new premises, as noted along with the hope and expectation that the new premises will also trade profitably.

Arranging for alternative premises is likely to be a very long process due to the need to find and secure another site, complete the extensive process under the legislation for the transfer of the Concord RSL club liquor licence to the new premises at that site, and construct the appropriate new premises.

Under the proposed amalgamation, DOOLEYS will admit all of Concord RSL's Full members (being all of their Service, Associate and Life members) to ordinary membership of DOOLEYS without entrance fees or payment of the then current DOOLEYS' annual subscription for the then-current year although DOOLEYS won't accept as a new member anyone who is amongst the handful of people already on DOOLEYS' excluded list. Concord RSL members who become members of DOOLEYS will have the same membership rights as DOOLEYS' Ordinary members although subject to the director qualification and voting restrictions specified in DOOLEYS' Constitution.

Under the proposal, on completion of the amalgamation DOOLEYS will pay an amount to the Concord RSL Deed Administrator (which will cover its administration costs and provide some return to its creditors).

The amount to be paid is \$1,101,579 although that is subject to reduction if the final financial position of Concord RSL turns out to be better than currently expected and to increase by up to a further \$22,228 if the termination payments for Concord RSL employees turn out to be higher than expected.

In the hopefully unlikely event that, having used all reasonable endeavours, DOOLEYS is not able to find and open alternative premises, then DOOLEYS would look to either transfer the relevant gaming machine entitlements to one of DOOLEYS' other sites or to sell those entitlements to another club. In that case, then based on DOOLEYS' estimate of the current realisable value of the Concord RSL gaming machine entitlements there is a reasonable expectation that DOOLEYS would still end up with more value than DOOLEYS is proposing to expend to achieve the amalgamation.

The two clubs have also entered into, or are about to enter into, an Amalgamation Deed to deal with the specifics of how the amalgamation will be implemented.

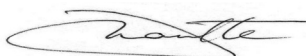
The proposed amalgamation is conditional not least on DOOLEYS' members passing the proposed resolution, on the members of Concord RSL passing a similar resolution, and on the amalgamation being approved by the Independent Liquor & Gaming Authority.

Further details of the proposed amalgamation are recorded in the MOU.

Your Board unanimously recommend the proposed amalgamation and this resolution in support.

Dated at Lidcombe 2nd July 2019

By authority of the Board



David Mantle

Chief Executive Officer and Secretary

continued overleaf

Notice of questions or requests for details

Members who wish to raise any queries or seek any information, including questions in relation to specific legislative or financial matters, are asked to provide written notice of the question to the office of the Chief Executive Officer at least 7 days prior to the meeting, so that answers may be researched, if required.

Eligibility

Life members and financial Ordinary members (including 30 Year members) have the right to attend and vote at the meeting. Employee members are not entitled to vote at the meeting. Under the registered clubs legislation, proxies are not permitted.

Voting

An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a vote in person at the meeting.

Resolutions

It is a legal requirement that no resolution may be proposed at the meeting that is not already listed in the notice of meeting.

Code of Conduct

The Club's General Meetings Code of Conduct By-law applies and subject to the discretion of the Chair the meeting will be conducted in accordance with that Code. Any member proposing to speak at the meeting should make themselves aware of the provisions of that Code. A copy of the Code is on the noticeboard at each of the Club's premises and also any member may request a copy from the CEO's office.



24–28 John Street, Lidcombe NSW 2141
Main entrance via Church Street (opp station)
P +61 2 8745 6100 **F** +61 2 8745 6199