

PENRITH R S L CLUB LIMITED
ABN 59 000 995 568

NOTICE OF GENERAL MEETING

NOTICE is hereby given of a General Meeting of **Penrith R S L Club Ltd** to be held on 12 February 2025 at 7pm at the premises of the Club, 8 Tindale Street, Penrith NSW.

BUSINESS

The business of the meeting will be to consider and if thought fit pass:

1. an Ordinary Resolution to approve an amalgamation;
2. subject to the passing of the Ordinary Resolution, a Special Resolution to amend the Constitution for that amalgamation.

Procedural Matters

1. Under the relevant provisions of the Registered Clubs Act, all members of the Club in all classes of membership, (other than Provisional, Honorary and Temporary members) are eligible to attend this General Meeting and vote on the Ordinary Resolution.
 2. To be passed, the Ordinary Resolution requires votes from a simple majority (50% plus one) of those members who being eligible to do so are present and vote on the Ordinary Resolution at the meeting.
 3. RSL Life and financial RSL members are eligible to vote on the Special Resolution.
 4. To be passed a Special Resolution requires votes from at least 75% of those members who being eligible to do so are present and vote on the Special Resolution at the meeting.
 5. Under the *Registered Clubs Act*, members who are employees are not eligible to vote and proxy voting is prohibited.
 6. The Board unanimously recommends that the members vote in favour of the both the Ordinary and Special Resolutions.
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ORDINARY RESOLUTION

“That the members hereby approve in principle the amalgamation of Penrith R S L Club Limited ABN 59 000 995 568 (“Penrith”) with Kemps Creek Sporting & Bowling Club Ltd ABN 64 000 488 077 (“Kemps Creek”), with such amalgamation to be effected by:

- (a) the continuation of Penrith as the corporate body of the Amalgamated Club and the dissolution of Kemps Creek; and***
 - (b) the granting of an application to be made to the Independent Liquor & Gaming Authority for the transfer of the club licence held by Kemps Creek in respect of its premises at 1490 Elizabeth Drive Kemps Creek to Penrith for the purpose of such amalgamation; and***
 - (c) the transfer of the club licence held by Kemps Creek to Penrith pursuant to the application referred to in paragraph (b).”***
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EXPLANATORY NOTES TO MEMBERS ON ORDINARY RESOLUTION

1. An amalgamation between two registered clubs is governed by the provisions of the *Registered Clubs Act*.
2. One of the requirements of the *Registered Clubs Act* is that the clubs proposing to amalgamate must enter into a Memorandum of Understanding (**MOU**) which covers various matters specifically required by the *Registered Clubs Act* to be covered. The MOU can also deal with additional matters.
3. Penrith RSL Club Limited (**Penrith**) and Kemps Creek Sporting & Bowling Club Limited (**Kemps Creek**) have entered into a MOU. A copy of that document is available on Penrith's website and copies are on display on the noticeboard. Further copies may be obtained on request from the Chief Executive Officer and from reception at the Club's premises.
4. Members are encouraged to carefully read the terms of the MOU and, if they have any questions or are seeking clarification of any matter relating to the amalgamation or what is contained in the MOU, they should direct their enquiries to the Chief Executive Officer.
5. What follows in these notes is a summary of some of the principal features of the MOU and the steps that need to be followed in the amalgamation process.

Dissolution of Kemps Creek

6. The amalgamation is being effected by the dissolution of Kemps Creek and the continuation of Penrith.

Corporate Governance Matters

7. The constitution of the Amalgamated Club will be the constitution of Penrith, subject to amendments necessary for the purposes of the amalgamation and as specified in the MOU and the Special Resolution set out below.
8. The Board of the Amalgamated Club will be the Board of Directors of Penrith.
9. The Chief Executive Officer (Secretary) of Penrith will be the Chief Executive Officer (Secretary) of the Amalgamated Club.

Premises of the Amalgamated Club

10. The premises of the Amalgamated Club will be the current premises of Penrith located in Penrith and the Kemps Creek Premises located at 1490 Elizabeth Drive Kemps Creek.
11. On completion of the amalgamation, the Kemps Creek Premises will be transferred to Penrith.
12. The traditions, amenities, culture, facilities, activities, and memorabilia of Kemps Creek will be maintained by the Amalgamated Club.
13. The Amalgamated Club will continue to support the community that was supported by Kemps Creek as at the date of the MOU and will explore opportunities to expand community support subject to the performance of the Kemps Creek Premises.
14. After completion of the amalgamation, the Kemps Creek Premises will trade and be promoted as Kemps Creek Sports Club.
15. Penrith intends to:
 - (a) seek to enhance the social facilities, amenities and activities at the Kemps Creek Premises.
 - (b) maintain and where possible enhance, the existing facilities and activities at the Kemps Creek Premises.
 - (c) make improvements to the clubhouse and surrounds at the Kemps Creek Premises in order to provide superior facilities and food offerings.
 - (d) within the first three (3) years of Completion of the Amalgamation, undertake a feasibility study for the works contained in the Kemps Creek Masterplan that has already been prepared by Penrith's architects.

Advisory Committee

16. The Amalgamated Club will create an Advisory Committee to make recommendations to the Amalgamated Club regarding the Amalgamated Club's operations. It will not have any governance or management powers in the Amalgamated Club, and it will be subject to the overall control and direction of the Board and management of the Amalgamated Club at all times.
17. The Advisory Committee will comprise of members of Kemps Creek who were directors of Kemps Creek as at the date of the general meeting and will operate for two (2) years from completion of the amalgamation.

Sub-clubs and Bowls

18. Each of Kemps Creek's sub-clubs operating as of the date of the MOU will continue to exist subject to the overall supervision and oversight by the Amalgamated Club.

Contracts

19. Penrith and Kemps Creek will review existing contracts of Kemps Creek, to determine which are to be taken up by Penrith rather than terminated.

Employees

20. Prior to Completion of the Amalgamation:
 - (a) Penrith will offer employment to Kemps Creek's permanent employees employed by Penrith as at the Completion of Amalgamation, despite those employees having been notified of potential redundancy, apart from those employees who do not want such an offer.
 - (b) the offers of employment will be effective from the Completion of the Amalgamation and will be on the same terms and conditions presently offered by Penrith to employees of Penrith provided that it does not result in any employee of Kemps Creek receiving lesser benefits than they presently receive from Kemps Creek.
 - (c) any employee of Kemps Creek who accepts the offer of employment with Penrith will have their accrued entitlements paid out on completion of the amalgamation by Kemps Creek
 - (d) any employee of Kemps Creek who does not accept the offer of employment with Penrith will be paid their full entitlements (funded by Kemps Creek when their employment with Kemps Creek comes to an end).
21. At Completion of the Amalgamation, the employment of Kemps Creek's four permanent employees will be terminated and Kemps Creek will pay them all accrued entitlements and payments due at the end of their employment on a redundancy basis and otherwise under applicable legislation and their individual contracts of employment – irrespective of whether they have taken up any offer from Penrith.

Intentions regarding core property, cash and investments and gaming machine entitlements of Kemps Creek

Core Property

22. The Kemps Creek Premises is currently core property of Kemps Creek and it will also be core property of the Amalgamated Club (within the meaning of the *Registered Clubs Act*).

Cash and Investments

23. The cash and investments of Kemps Creek will be transferred to the Amalgamated Club on Completion of the amalgamation, other than funds sufficient to pay for the voluntary winding up of Kemps Creek.

Gaming Machine Entitlements

24. The Kemps Creek currently has one hundred (100) gaming machine entitlements which will become an asset of the Amalgamated Club.
25. Those entitlements will remain attached to the Kemps Creek premises.

Ceasing trading from the Kemps Creek Premises

26. Penrith does not intend to cease trading from the Kemps Creek Premises.
27. Penrith will continue to trade from the Kemps Creek Premises and continue the bowling activities and facilities at those premises for a minimum of eight (8) years and only cease to do so:
 - (a) upon the order of any court or body with jurisdiction; or
 - (b) upon the lawful order of any government authority; or
 - (c) if the premises are destroyed or partially destroyed by fire, floods, storms etc such that it is not lawful for a licensed premises/clubhouse to be operated at that site and any resulting insurance claim is not sufficient to re-state or re-build licence premises/clubhouse at that site.

Admission of Kemps Creek Members to Penrith

28. Eligible members of Penrith will be asked to vote on the Special resolution at the end of this Notice to amend the Constitution of the Penrith to take effect from completion of the amalgamation.
29. If passed, the Special Resolution will allow all eligible members of Kemps Creek to become members of Penrith as easily as legally possible. A Kemps Creek member who is admitted to membership of Penrith will be identified as a separate class called "Kemps Creek members" and will have the rights of Associate members under the Penrith Constitution.
30. The Special Resolution also provides that any person who, at Completion of the Amalgamation is a Life member of Kemps Creek will become a Life member of Penrith.

The Amalgamation Process

31. Each club must hold a meeting of its members to approve the amalgamation in the same terms as the Ordinary Resolution above.
32. If the members of both clubs approve the amalgamation at the meetings, an application will be made to the Independent Liquor and Gaming Authority for its approval of the amalgamation.
33. Once the approval of the Independent Liquor and Gaming Authority to the amalgamation has been obtained (and subject to all other necessary steps being completed) there will be a formal commercial settlement. On the day of that commercial settlement, amongst other things:
 - (a) Kemps Creek will transfer its assets, including its land, to Penrith;
 - (b) all members of Kemps Creek who have consented to become members of Penrith will be admitted to membership of Penrith;
 - (c) Kemps Creek employees who are offered and accept employment with Penrith will become employees of Penrith;
 - (d) the club licence held by Kemps Creek will be transferred to Penrith;
 - (e) Penrith will become responsible for the management, business and affairs of the Kemps Creek Premises.
34. After completion of the amalgamation, Kemps Creek will then proceed to a members' voluntary winding up.

SPECIAL RESOLUTION

That the Constitution of Penrith RSL Club Ltd be amended by:

- (a) **inserting** the following new Rule 10.3(d):

“Kemps Creek members”

- (b) **inserting** the following new Rules 10.20- 10.22:

“KEMPS CREEK MEMBERS

10.20 *Kemps Creek members shall be a separate class of members comprising those persons who are full members as defined in the Registered Clubs Act of Kemps Creek Sporting and Bowling Club Limited and who are admitted to the Club pursuant to Rule 15.12 for the purposes of the amalgamation of those two clubs.*

10.21 *Kemps Creek members shall be entitled to the rights and privileges of Associate members under this Constitution.*

10.22 *The Board can create different subcategories of Kemps Creek members as to take into account bowling and other sports activities at those premises.”*

- (c) inserting the following new Rules:

“15.12 Rules 15.5 to 15.7 inclusive shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered club and Rules 15.12 to 15.16.

15.13 *A person shall be admitted as a member of the Club pursuant to an amalgamation if that person is a full member (as defined in the Registered Clubs Act) of a registered club which has amalgamated with the Club and has agreed to be a member of the Club pursuant to the amalgamation.*

15.14 *The agreement referred to in Rule 15.13 must be in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Constitution and By-laws of the Club and in such form as approved by the Board from time to time.*

15.15 *Any person who completes and signs the agreement referred to in Rule 15.14 and returns that agreement to the Club shall, (subject to the name of that person being displayed on the noticeboard of the Club for not less than seven (7) days and a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by a resolution of the Board to membership of the Club with effect from the date of completion of the amalgamation.”*

EXPLANATORY NOTES TO MEMBERS ON THE SPECIAL RESOLUTION

1. The Special Resolution will only be considered if the Ordinary Resolution is passed.
2. The Special Resolution proposes amendments to the Club’s Constitution to enable Kemps Creek’s members to become members of Penrith with effect from completion of the amalgamation. This proposed change is required by the MOU and also in order to meet the agreements in the MOU, compliant with the *Registered Clubs Act*.
3. The Special Resolution if passed will allow members of Kemps Creek to become members of Penrith pursuant to the amalgamation in the simplest way possible, that is, by invitation, which if accepted in writing, can then be acted on by the Board.
4. Once the Independent Liquor & Gaming Authority has approved the amalgamation, an invitation will be sent to all members of Kemps Creek inviting them to become members of Penrith, with effect from completion of the amalgamation.
5. Members who accept the invitation in writing will then have their names displayed on the Penrith notice board in accordance with the *Registered Clubs Act*.

6. The Board of Penrith will be able to meet and by resolution admit all of the members of Kemps Creek who have accepted the invitation and by that resolution, those members will be admitted as members of Penrith but only with effect from the date of completion of the Amalgamation.
 7. The amendments will provide that Kemps Creek members who join Penrith as a result of the amalgamation will be Associate members.
 8. A requirement of the *Registered Clubs Act* is that the members of Kemps Creek be identified as a separate class of members (notwithstanding that they may also be Kemps Creek members) and for this purpose they will be identified as "Kemps Creek members".
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Dated: 17 January 2025

By direction of the Board

Neel Chand

Chief Executive Officer