

# **SEVEN HILLS - TOONGABBIE RSL CLUB LIMITED**

**ABN 65 000 862 680**

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Seven Hills – Toongabbie RSL Club Limited (Club) will be held on Sunday 27 May 2018 at 10.00am on the Club premises at the corner of Best Road and William Street, Seven Hills.

### **BUSINESS OF MEETING**

- (a) To confirm the Minutes of the 2017 Annual General Meeting held on Sunday 30 April 2017.
- (b) To receive and consider the Reports of the Board of Directors.
- (c) To receive and consider the Financial Statements and the Report of the Auditor.
- (d) To consider, and if thought fit, pass eight Ordinary Resolutions (set out below).
- (e) To deal with any business of which due notice has been given.
- (f) To deal with any business that the Meeting may approve of for which due notice has not been given.

### **First Ordinary Resolution**

That pursuant to section 10(6A)(b) of the Registered Clubs Act 1976:-

- (a) The Members hereby approve expenditure by the Club in a sum not exceeding \$50,000 over the following 12 months for the following activities of the Directors:
  - (i) The cost of the meal and beverage for each Director immediately before or immediately after a Board of Committee Meeting on the day of the Meeting.
  - (ii) Reasonable expenses incurred by Directors in travelling to and from Directors' or other duly constituted Committee Meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure.
  - (iii) Reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests of the Club and other promotional activities as is performed as a Director in relation to the Club which expenses are approved by the Board before payment is made on production of receipt, invoices or other proper documentary evidence of such expenditure.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only for those who are Directors of the Club.

### **Second Ordinary Resolution**

That pursuant to section 10(6A)(b) of the Registered Clubs Act 1976:

- (a) The Members hereby approve expenditure by the Club in a sum not exceeding \$40,000 for the professional development and education of Directors over the following 12 months including:
  - (i) The reasonable cost of Directors attending at the Registered Clubs' Association Annual General Meeting.
  - (ii) The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.

- (iii) The reasonable cost of Directors attending other Clubs throughout the State for the purpose of observing their facilities and methods of operations.
  
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only for those who are Directors of the Club.

### **Third Ordinary Resolution**

That pursuant to section 10(6A)(b) of the Registered Clubs Act 1976:

- (a) That the Members hereby approve provision for 8 Directors car parking spots, provision for 3 Sub Branch car parking spots and provision for 1 Welfare Officer car parking spot.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only for those who are Directors of the Club, the Sub Branch and the Welfare Officer.

### **Fourth Ordinary Resolution**

That pursuant to section 10(6)(b) of the Registered Clubs Act 1976:

- (a) That the Members approve the payment of an honorarium to each Director of the Club in the sum of \$10,190 for his/her service as a Member of the Board of the Club until the next Annual General Meeting of the Club, such honorarium to be paid by equal instalments at each Board Meeting. This honorarium will increase by CPI at each AGM.
- (b) That the Members approve the payment of an honorarium to the Chairman of the Club in the sum of \$12,228 for his/her service as a Chairman and a Member of the Board of the Club until the next Annual General Meeting of the Club, such honorarium to be paid by equal instalments at each Board Meeting. This honorarium will increase by CPI at each AGM.
- (c) The Members acknowledge that the benefits in paragraph (a) and (b) above are not available to Members generally but only for those who are Directors of the Club.

### **Fifth Ordinary Resolution**

That for the purposes of section 41J of the Registered Clubs Act 1976, the ordinary members of Seven Hills-Toongabbie RSL Club Limited declare all of the Club's property at Best Road and William Street, Seven Hills (being the Seven Hills-Toongabbie RSL Club licensed premises and car park), to be non-core property of the Club.

### **Sixth Ordinary Resolution**

That for the purposes of section 41J of the Registered Clubs Act 1976, the ordinary members of Seven Hills-Toongabbie RSL Club Limited declare all of the Club's property at 55 Fox Hills Crescent, Prospect (being the Fox Hills Golf Club licensed premises, golf course and car park), to be non-core property of the Club.

### **Seventh Ordinary Resolution**

That for the purposes of section 41J of the Registered Clubs Act 1976, the ordinary members of Seven Hills-Toongabbie RSL Club Limited declare all of the Club's property at 15 Lismore Street, Blacktown (being the Blacktown Bowling Club licensed premises, bowling greens and car park), to be non-core property of the Club.

## **Eighth Ordinary Resolution**

That for the purposes of section 41J of the Registered Clubs Act 1976, the ordinary members of Seven Hills-Toongabbie RSL Club Limited declare all of the Club's property at 52-54 Yarrara Road, Pennant Hills (being the Pennant Hills Bowling Club licensed premises, bowling greens and car park), to be non-core property of the Club.

## **Explanatory Message to Members regarding Ordinary Resolutions One to Four**

Section 10(1)(i) and (j) of the *Registered Clubs Act 1976* prohibits the Club from offering a benefit or advantage to any member unless it is offered equally to all members of the Club.

Section 10(6A)(b) of the *Registered Clubs Act 1976* allows a member to receive a benefit if the benefit conferred is not in the form of money (ie is in the form of meals, drinks, car parking spaces etc) and those benefits are approved by an ordinary resolution of the members of the Club in general meeting prior to the benefit being provided.

Section 10(6)(b) of the *Registered Clubs Act 1976* provides an exception to section 10(1)(i) and (j) where the benefit comprises an honorarium conferred on Directors of the Club.

The First Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6A)(b) of the *Registered Clubs Act 1976*, reasonable expenditure by the Club in relation to the conferral of non-monetary benefits on Directors and specific members as specified in the resolution.

The Second Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6A)(b) of the *Registered Clubs Act 1976* non-monetary benefits including the reasonable expenditure by the Club for the Directors to attend seminars, lectures, trade displays and other similar events, including the registered club industry's peak industry association (ClubsNSW) Annual General Meeting, to enable the Club's Board to keep abreast of current trends and developments which have a significant bearing on the nature and the way in which the Club conducts its business.

The Third Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6A)(b) of the *Registered Clubs Act 1976* non-monetary benefits being the provision of specified car parking spaces for directors, sub-branch members and Welfare Officer.

The Fourth Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6)(b) of the *Registered Clubs Act 1976*, the conferral of a specified amount of money (ie honorarium) on the President and directors of the Board in recognition of their services as members of the Board.

## **Explanatory Message to Members regarding Ordinary Resolutions Five to Eight**

Under section 41J of the Registered Clubs Act 1976 the Club's licensed premises', carparks and facilities and amenities provided by the Club for use of its members are deemed to be "core property".

Section 41J of the Registered Clubs Act 1976 requires that a Club must not dispose any core property of the Club unless:

- (a) the property has been valued by a registered valuer within the meaning of the Valuers Act 2003, and
- (b) the disposal has been approved at a general meeting of the ordinary members of the club at which a majority of the votes cast supported the approval, and
- (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer.

The word "**dispose**" of property includes to sell, lease or licence the property.

Non-core property can be disposed of (licensed, leased or sold) without having to follow the procedures set out in section 41J.

The Fifth Ordinary Resolution is to have the meeting declare all of the Club's property at Best Road and William Street, Seven Hills (being the Seven Hills-Toongabbie RSL Club licensed premises and car park), to be non-core property of the Club in accordance with section 41J of the Registered Clubs Act 1976.

The Sixth Ordinary Resolution is to have the meeting declare all of the Club's property at 55 Fox Hills Crescent, Prospect (being the Fox Hills Golf Club licensed premises, golf course and car park), to be non-core property of the Club in accordance with section 41J of the Registered Clubs Act 1976.

The Seventh Ordinary Resolution is to have the meeting declare all of the Club's property at 15 Lismore Street, Blacktown (being the Blacktown Bowling Club licensed premises, bowling greens and car park), to be non-core property of the Club in accordance with section 41J of the Registered Clubs Act 1976.

The Eighth Ordinary Resolution is to have the meeting declare all of the Club's property at 52-54 Yarrara Road, Pennant Hills (being the Pennant Hills Bowling Club licensed premises, bowling greens and car park), to be non-core property of the Club in accordance with section 41J of the Registered Clubs Act 1976.

The Board recommends that the properties specified in each of the Fifth to Eighth Ordinary Resolutions and comprising:

- (i) Best Road and William Street, Seven Hills (being the Seven Hills-Toongabbie RSL Club licensed premises and car park);
- (ii) 55 Fox Hills Crescent, Prospect (being the Fox Hills Golf Club licensed premises, golf course and car park);
- (iii) 15 Lismore Street, Blacktown (being the Blacktown Bowling Club licensed premises, bowling greens and car park); and
- (iv) 52-54 Yarrara Road, Pennant Hills (being the Pennant Hills Bowling Club licensed premises, bowling greens and car park),

(together referred to below as "The Land")

be converted to non-core property for the following reasons:

- (i) The Board is continuously considering and planning for the future strategic direction of the Club.
- (ii) As part of its strategic planning, the Board continuously reviews and considers the present and possible future use of the Club's properties, including The Land.
- (iii) As most of the Club's properties (including The Land) are "core property" for the purposes of the Registered Clubs Act, this limits the options that are available to the Club. By way of example:
  - a. the Board would like to consider the possibility of diversifying the Club's revenue streams; and
  - b. the Club may be able to diversify its revenue streams by developing part of The Land into mixed use premises which leverages off the location;
  - c. the mixed use potential is unlimited and could include a development comprised of commercial premises, offices, residential dwellings, hotel or any other permissible option;
  - d. the Club could then lease (or sell) part of The Land and diversify its revenue.

However, whilst The Land is classified as "core property", the ability for the Club to use and develop The Land is potentially limited.

The Board believes it is imperative for the Club to continue to plan and to diversify its revenue streams. However the Board does not wish to expend considerable time, energy and resources in considering the future use of the Club's properties if there is any potential for members to ultimately reject those plans.

The Board wishes to be in a position to explore all possible options for diversifying the Club's land. It has been informed that developers are hesitant to proceed with any feasibility or other project analysis including pre-development application meetings, plans etc unless members have approved to declare those land areas as non-core property under section 41J of the Registered Clubs Act 1976.

For the avoidance of doubt:

- (i) the conversion of The Land from core to non-core does not reduce the value of the properties; and
- (ii) the Board has no intention of closing, selling or ceasing to trade from The Land;
- (iii) the Board has every intention of retaining and over time improving the facilities and amenities that are provided at The Land;
- (iv) the Board simply wishes to explore all possible options that are available for The Land and to not be limited during that process;
- (v) the Board genuinely believes that, in the current political climate, this is in the best interests of the Club;
- (vi) the Board will continue to communicate with members regarding the Club and the Club's master plans.

### **General Notes to Members**

1. All Life Members, and financial Category 1, Category 2, Golfing, Blacktown Bowling Club and Bowling members (except employees of the Club and members under the age of 18 years) are entitled to vote on the Ordinary Resolutions.
2. To be passed, each Ordinary Resolution must receive votes in its favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
3. As a result of the provisions of the Corporations Act 2001, the Ordinary Resolutions must be considered as a whole and cannot be altered by motions from the floor of the meeting.
4. Members should read the Explanatory Message to Members following the Ordinary Resolutions which explains the nature and effect of each Ordinary Resolution.
5. Please direct any question or concerns about the Ordinary Resolutions in writing at least seven (7) days in advance of the Annual General Meeting to the General Manager, so informed responses can be provided at the meeting.
6. Members of the Club, who are employees of the Club, cannot vote on the Ordinary Resolutions.
7. Members are asked to respectfully submit any questions they may have regarding the Financial Statements in writing at least seven (7) days in advance of the Annual General Meeting to the General Manager, so informed responses can be provided at the meeting.
8. Proxy Votes are not allowed under the Registered Clubs Act 1976.

**Notice of Motion**

That Mr Robert Mackay be made a Life Member of Seven Hills - Toongabbie RSL Club Limited.

Moved: A Moore #9

Second: G Black #6

Joseph Bayssari

**GENERAL MANAGER**

**Please Note:**

Members who wish to view the Annual Report can access the 2017 Concise Report on the Club's website [www.7hillsgroup.com.au](http://www.7hillsgroup.com.au) or alternatively contact the Club on 02 9622 2800 and request a copy to be mailed.

# **SEVEN HILLS - TOONGABBIE RSL CLUB LIMITED**

**ABN 65 000 862 680**

## **NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of Seven Hills – Toongabbie RSL Club Limited (**Club**) will be held immediately following the close of the Annual General Meeting on Sunday 27 May 2018 on the Club premises at the corner of Best Road and William Street, Seven Hills.

### **BUSINESS OF GENERAL MEETING**

- (a) To consider and, if thought fit, pass an Ordinary Resolution approving in principle an amalgamation of the Club and Penrith Golf & Recreation Club Limited.
- (b) Subject to the members of the Club passing the Ordinary Resolution, to consider and, if thought fit, pass a Special Resolution to amend the Constitution of the Club (with effect from Amalgamation Completion).

### **Ordinary Resolution**

That the members hereby approve:

- (a) in principle, the amalgamation of Seven Hills - Toongabbie RSL Club Limited ABN 65 000 862 680 and Penrith Golf & Recreation Club Limited ABN 54 000 377 499 such an amalgamation to be effected by:
  - (i) the continuation of Seven Hills - Toongabbie RSL Club Limited ABN 65 000 862 680 as the amalgamated club and the dissolution of Penrith Golf & Recreation Club Limited ABN 54 000 377 499; and
  - (ii) the transfer of the Club Licence of Penrith Golf & Recreation Club Limited ABN 54 000 377 499 to Seven Hills - Toongabbie RSL Club Limited ABN 65 000 862 680; 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 the Club Licence of Penrith Golf & Recreation Club Limited ABN 54 000 377 499 to Seven Hills - Toongabbie RSL Club Limited ABN 65 000 862 680 for the purposes of such amalgamation.

### **Special Resolution**

That, on and from the date of completion of the amalgamation between Seven Hills - Toongabbie RSL Club Limited ABN 65 000 862 680 and Penrith Golf & Recreation Club Limited ABN 54 000 377 499 the Constitution of Seven Hills - Toongabbie RSL Club Limited ABN 65 000 862 680 be amended as follows:

- (a) By deleting the words "Corporations Law" wherever appearing and inserting instead the words "Corporations Act 2001".
- (b) By amending Rule 2 as follows"
  - Deleting the definitions of "Golfing Committee", "Golfing Members", "Golfing Rules" and "Returning Officer";
  - Inserting the following new definitions in alphabetical order:

**"Blacktown Bowling Club"** means the premises of the Club at Blacktown.

**“Fox Hills Golf Club”** means the premises of the Club at Fox Hills.

**“Fox Hills Golfing Committee”** shall mean such Golfing Members who are Golfing Members in respect of the Fox Hills premises as may be elected from time to time to the Fox Hills Golfing Committee in accordance with the Golfing Rules.

**“Fox Hills Golfing Rules”** means rules made from time to time by the Golfing members who are Golfing Members in respect of the Fox Hills premises and who are entitled to vote at meetings of the Sub-Club to be known as Fox Hills Golf Club and/or Fox Hills Golfing Committee and approved by the Board in relation to Fox Hills Golfing members and the playing of golf on the golf course known as Fox Hills Golf Course.

**“Golfing Members”** shall mean any Full member who has been accepted by the Fox Hills Golfing Committee or Penrith Golfing Committee as a Golfing member and who has paid all such fees and met all such requirements as may be determined from time to time by the Golfing Committee pursuant to the Fox Hills Golfing Rules or Penrith Golf Rules as the case may be.

**“Pennant Hills Bowling Club”** means the premises of the Club at Pennant Hills.

**“Penrith Golf Club”** means Penrith Golf & Recreation Club Limited.

**“Penrith Golfing Committee”** shall mean such Golfing Members who are Golfing Members in respect of the Penrith Golf premises and who may be elected from time to time to the Penrith Golfing Committee in accordance with the Golfing Rules.

**“Penrith Golf Club Members”** means any Full Member of Penrith Golf Club as at the date of the dissolution of Penrith Golf Club.

**“Penrith Golfing Rules”** means rules made from time to time by the Golfing members who are Golfing Members in respect of the Penrith Golf premises and who are entitled to vote at meetings of the Sub-Club to be known as Penrith Golf Club and/or Penrith Golfing Committee and approved by the Board in relation to Penrith Golfing members and the playing of golf on the golf course known as Penrith Golf Course.

**“Returning Officer”** means any person appointed as Returning Officer.

(c) By amending Rule 17 by:

- deleting the words “six (6)” and inserting instead the words “eight (8)”;
- deleting paragraph (c) in its entirety;
- inserting the following new paragraph (f):
  - (f) Fox Hills Golfing Members shall mean any Full member who has been accepted by the Fox Hills Golfing Committee as a Fox Hills Golfing member and who has paid all such fees and met all such requirements as may be determined from time to time by the Board of the Club or the Fox Hills Golfing Committee pursuant to the Fox Hills Golfing Rules
- Inserting new paragraphs (g) and (h) as follows:
  - (g) Penrith Golf Club Members shall be:



(i) such persons (other than Penrith Golf Club Life Members) who are members of Penrith Golf as at the date of dissolution of Penrith Golf and who are admitted to membership of the Club; and

(ii) any Full member who has been accepted by the Penrith Golfing Committee into a class of Penrith Golf Club memberships created from time to time by the Board by By-Law;

and who has paid all such fees and met all such requirements as may be determined from time to time by the Board of the Club or the Penrith Golfing Committee pursuant to the Penrith Golfing Rules.

(h) Penrith Golf Club Life members who shall be such persons who are Life members or paid in advance permanent Life members of Penrith Golf as at the date of the Memorandum of Understanding for Amalgamation between the Club and Penrith Golf.

(d) By inserting at the end of Rule 18 the words “or into a class of junior Penrith Golf Club membership.”

(e) By deleting Rule 20 in its entirety.

(f) By inserting after Rule 22 a new Rule 22A as follows:

22A A Penrith Golf Life member shall have all the rights and privileges of Penrith Golf Club members but shall be relieved of the requirement to pay any fees or subscriptions to the Club, other than competition and affiliation fees.

(g) By deleting Rules 31A and 31B in their entirety and inserting instead the following new Rule 31A:

(i) Rules 30 and 31 shall not apply to persons who are members of Penrith Golf Club all members of Penrith Golf Club who apply to become members of the Club will be admitted to membership of the Club in corresponding class of Penrith Golf Club membership of the Club to which the member belonged at Penrith Golf Club at the date of completion of the amalgamation.

(ii) A member of Penrith Golf Club will not be required to be proposed or seconded for membership of the Club.

(iii) As soon as practicable after the Club and the Penrith Golf Club have passed resolutions approving in principle the amalgamation aforesaid the Club will forward to each member of the Penrith Golf Club a written invitation to become a member of the Club.

(iv) Any member of Penrith Golf Club who accepts the invitation and agrees in writing to be bound by the Constitution of the Club will, (subject to the name of that person being displayed on the notice board of the Club for not less than seven (7) days and for a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by resolution of the Board of the Club to membership of the Club in the corresponding Penrith Golf Club membership class with effect from the date of completion of the amalgamation.

- (v) Members of Penrith Golf Club who are admitted to membership of the Club may transfer to any other class of membership of the Club for which they are eligible to join.
- (h) By deleting Rule 32 in its entirety and inserting instead the following new Rule 32:
- When a person is elected to membership, the member so elected is deemed to have agreed to be bound by this Constitution and the By-laws from time to time in force.
- (i) By deleting Rule 53(m) in its entirety and inserting instead the following new Rule 53(m):
- (m) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons eligible for membership of all or any such sections and committees, provided that the powers of the Board in relation to:
    - (i) the Sub-Club known as Fox Hills Golf Club which shall be subject to the provisions of the Deed of Amalgamation entered into between the Club and Fox Hills Golf Club Limited;
    - (ii) the Sub-Club known as Penrith Golf Club which shall be subject to the provisions of the Memorandum of Understanding entered into between the Club and Penrith Golf & Recreation Club Limited,

and to fix or approve any supplemental subscriptions or any charge (whether annual or special) for membership of such sections any committees or any of them, and from time to time to prepare or approve and amend By-laws for the control and regulation of such sections and committees and the conduct and activities thereof and also to terminate and dissolve such sections or committees or to reconstitute the same on a different basis.
- (j) By deleting Rule 60(c) in its entirety and inserting instead the following new Rule 60(c):
- (c) The Fox Hills Golfing Committee and Penrith Golfing Committee the section created by the respective Golfing Members shall each be deemed to be a Section or Committee created under this Constitution. Subject to the absolute control and supervision of the Board as aforesaid, and in amplification of its management powers pursuant to sub-rule (a) the Fox Hills Golfing Committee shall manage the use of the Golf Course known as Fox Hills Golf Course and the Penrith Golfing Committee shall manage the use of the Golf Course known as Penrith Golf Course.
- (k) By inserting the words “and the Memorandum of Understanding entered into between the Club and Penrith Golf & Recreation Club Limited” at the end of Rule 60(d).
- (l) By deleting from Rules 76 and 78 the words “or one hundred (100) Full members of the Club (whichever is lesser)”.
- (m) By deleting Rule 90 in its entirety and inserting instead the following new Rule 90:
- A. The Club must, within four (4) months after the end of the Club's financial year or not less than twenty-one (21) days before each Annual General Meeting (whichever is the earlier), report to the members of the Club in accordance with Part 2.M3 of the Act.

- B. The Club may report to members under Rule 90A by Sending, to each member who has made an election to receive a copy of the financial report;
- (i) A hard copy of the financial reports; or
  - (ii) If the member has elected to receive the reports, or the concise report, as an electronic copy in accordance the Act – an electronic copy of the financial report;
  - (iii) By making a copy of the financial reports readily accessible on a website; directly notifying, in writing, all members who did not make the election under the Act, that the copy is accessible on the website, and specifying the direct address on the website where the reports, or the concise report, may be accessed.
- (n) By deleting Rule 97 in its entirety and inserting instead the following new Rule 97:
- 97 A notice (except a notice of meeting) may be given by the Club to any member either:-
- (a) personally; or
  - (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
  - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
  - (d) A notice of meeting may be given by the Club to any member by sending a notification by post or electronic address (if any) nominated by the member informing the member that the notice of meeting is available for viewing on the Club's website.
- (o) To make such other consequential amendments necessary to ensure Rule numbering and cross referencing is correct.

### **Explanatory Note regarding the Ordinary Resolution**

1. On 20 October 2015, in accordance with clause 4 of the *Registered Clubs Regulation 2009*, Penrith Golf & Recreation Club Limited ABN 54 000 377 499 (**Penrith Golf**), in seeking to amalgamate Penrith Golf with another registered club, called for expressions of interest by ClubsNSW E-Circular 15:152 (**Notice**).
2. In response to the Notice, Seven Hills - Toongabbie RSL Club Limited ABN 65 000 862 680 (**Seven Hills**) submitted an expression of interest to Penrith Golf seeking an amalgamation.
3. Following negotiation of commercial terms, on 23 April 2018, Penrith Golf and Seven Hills executed a Memorandum of Understanding (**MOU**) relating to a proposed amalgamation of the two clubs.

4. Members of Seven Hills should consider the terms of the signed copy of the MOU between Penrith Golf and Seven Hills which is on the noticeboards of Seven Hills and Penrith Golf.
5. A signed copy of the MOU is also on display on:
  - Seven Hills' website at [www.7hillsgroup.com.au](http://www.7hillsgroup.com.au); and
  - Penrith Golf's website at [www.penrithgolfclub.com.au](http://www.penrithgolfclub.com.au)
6. 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 Penrith Golf as a company and a Licensed Club and the continuation of the Seven Hills as the body corporate of the Amalgamated Club.*
  - (b) *Penrith Golf's premises will become additional premises of Seven Hills and will be available to all members of the Amalgamated Club.*
  - (c) *The Board of Seven Hills will be the Governing Body of the Amalgamated Club.*
  - (d) *The General Manager of Seven Hills will be the General Manager of the Amalgamated Club.*
  - (e) *The members (subject to their consent and if not already members) of Penrith Golf will become members of Seven Hills.*
  - (f) *An Advisory Committee will be established in relation to the Penrith Golf premises for the purpose of providing feedback from the membership at Penrith Golf to the venue manager or the Amalgamated Club's General Manager. The Advisory Board will comprise five people initially selected by and from the Board of Penrith Golf. Thereafter the Advisory Committee will be elected every two years by ballot from former members of Penrith Golf who are admitted to membership of the Amalgamated Club for the purposes of the Amalgamation or who join the Amalgamated Club through the Penrith Golf premises.*
  - (g) *The Club Licence of Penrith Golf will be transferred to Seven Hills under section 60A of the Liquor Act 2007.*
  - (h) *All employees of Penrith Golf will be offered employment on similar terms and conditions as they would have in equivalent positions at Seven Hills.*
  - (i) *Seven Hills will continue to trade the Penrith Golf premises from Amalgamation Completion. Seven Hills may cease trading from, change the objects of or cease the golfing activities at the Golf Club Premises in the following circumstances:*
    - (a) *upon the order of any Court or body with jurisdiction to administer the laws in relation to liquor, gaming and registered clubs;*
    - (b) *upon the lawful order of any government authority;*
    - (c) *if the premises were destroyed or partially destroyed by fire, flood, storm etc., except where appropriate insurance cover is available to reinstate the premises or where it is otherwise economically viable to do so; or*
    - (d) *if it is not financially viable (ie if the premises do not maintain an EBITDARD of at least ten per cent (10%) during a rolling twelve (12) month average basis after the first three (3) years) for the Amalgamated Club to continue to trade from, continue the objects of or continue the golfing activities at the Golf Club Premises; and*
    - (e) *if there was any significant change in legislation that adversely impacted on the viability of the Amalgamated Club.*

- (j) *Penrith Golf is currently a party to an agreement whereby it is likely to dispose of some non-core land. The purchase price of the non-core land is in the vicinity of six million dollars (\$6M) Seven Hills has agreed that it will:*
- *construct a new course maintenance shed on the Golf Course; and*
  - *undertake some, if not all, of the works required to change the layout of the Golf Course.*
7. If the members of both Penrith Golf and Seven Hills 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 Penrith Golf's Club Licence to Seven Hills.
  8. If the Independent Liquor and Gaming Authority is satisfied that the amalgamation can proceed, it will grant approval of the transfer of Penrith Golf's Club Licence to take effect upon the completion of the commercial matters required to complete the amalgamation (as contained in the MOU).
  9. The assets and liabilities of Penrith Golf will then be transferred to Seven Hills as contemplated in the MOU and the members of Penrith Golf will be invited by Seven Hills to become members of Seven Hills. The invitation to membership of Seven Hills 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 Seven Hills simply made all of Penrith Golf's members, members of Seven Hills without their consent, Seven Hills would be committing an offence.
  10. After the assets and liabilities of Penrith Golf have been transferred to Seven Hills and the amalgamation has been effected, the Deed Company Arrangement of Penrith Golf will be satisfied and Penrith Golf 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 (Penrith Golf Bowling and Recreation Club Limited) unless the Authority is satisfied that:
  - (a) the parent club (Seven Hills-Toongabbie RSL Club Limited) will meet the requirements set out in section 10(1) of the *Registered Clubs Act 1976*, and
  - (b) the parent club (Seven Hills-Toongabbie RSL Club Limited) 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 Penrith Golf and Seven Hills cannot proceed until the ordinary members of both clubs have approved the amalgamations of their clubs at separate general meetings.

#### **Explanatory Note regarding the Special Resolution**

1. Under the terms of the section 17AC(2) of the *Registered Clubs Act 1976*, before two or more registered clubs amalgamate, the parent club (Seven Hills) must, under its rules, establish the members of the dissolving club (Penrith Golf) as a separate class of members.
2. Under clause 2.4 (e) of the MOU, Seven Hills agreed that at the general meeting called for the purpose of putting the resolution to amalgamate to Seven Hills members, the members of Seven Hills would be asked to consider, and if thought fit, pass a special resolution to amend the

constituent documents of Seven Hills (with effect from Amalgamation Completion) to include two new classes of members (including for identification purposes only under section 17AC of the Registered Clubs Act) to be known as:

“Penrith Golf Club Members” having the same rights and privileges as “Fox Hills Members”;  
and

“Penrith Golf Club Life Members”, being elected Life members and paid in advance permanent Life members of Penrith Golf, having the same rights and privileges as “Fox Hills Members” but not being required to pay any fees of subscriptions other than competition and affiliation fees.

3. The Special Resolution is proposed to amend the Constitution of Seven Hills in the manner required by section 17AC(2) of the *Registered Clubs Act* 1976, and as contemplated in clause 2.4(e) of the MOU.
4. The Special Resolution also includes amendments to Rules 76, 78, 90 and 97. These amendments are proposed in order to reflect changes in legislation and industry best practice.

### **Procedural Matters in Relation to the proposed Ordinary Resolution and Special 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 members in all classes of membership (excluding employees and junior members of the Club), other than Honorary members, Temporary members and Provisional members are eligible to attend the general meeting and vote on the Ordinary Resolution. This is despite any provision in the Constitution of the Club that restricts voting rights for certain classes of membership.

### **General Notes to Members**

1. All Life Members, and financial Category 1, Category 2, Golfing, Blacktown Bowling Club and Bowling members (except employees of the Club and members under the age of 18 years) are entitled to vote on the Ordinary Resolution and Special Resolution.
2. To be passed, the Ordinary Resolution must receive votes in its favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
3. To be passed, the Special Resolution must receive votes in its favour from not less than a three quarters (75%) of those members who being eligible to do so, vote in person at the meeting.
4. As a result of the provisions of the Corporations Act 2001, the Ordinary Resolution and Special Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
5. Members should read the Explanatory Message to Members following the Ordinary Resolutions and Special Resolution which explains the nature and effect of each.

6. Please direct any question or concerns about the Ordinary Resolution or Special Resolution in writing at least seven (7) days in advance of the General Meeting to the General Manager, so informed responses can be provided at the meeting.
7. Members of the Club, who are employees of the Club, cannot vote on the Ordinary Resolution or Special Resolution.
8. Proxy Votes are not allowed under the Registered Clubs Act 1972.
9. Members can review a copy of the MOU by visiting the Club or by visiting the following websites:
  - Seven Hills' website at [www.7hillsgroup.com.au](http://www.7hillsgroup.com.au);
  - Penrith Golf's website at [www.penrithgolfclub.com.au](http://www.penrithgolfclub.com.au)

By authority of the Board

Joseph Bayssari

**GENERAL MANAGER**

TREAT MUM THIS

# MOTHER'S DAY

AT SEVEN HILLS RSL



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