



WYONG RUGBY LEAGUE CLUB LIMITED

A.B.N 11 000 834 908

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Wyong Rugby League Club Limited will be held at the premises of the Club at Lakehaven Drive, Kanwal, New South Wales on Monday the 26th of April, 2021 at 5.00pm.

Woolgoolga Returned Services Club Limited operates two licensed clubs, being Woolgoolga Returned Services Club in Woolgoolga and Woolgoolga Returned Services Golf Club in Safety Beach.

The business of the meeting will be to consider and, if thought fit, pass the following ordinary resolution and the following special resolutions.

PROCEDURAL MATTERS FOR RESOLUTIONS

1. Ordinary Resolution: to be passed, the Ordinary Resolution must receive in its favour votes from not less than a simple majority (50% plus one) of those members who, being entitled to do so, vote in person at the meeting.
2. Members who can vote on an Ordinary Resolution are Life Members, Rugby League Members, and Associate Members.
3. If the Ordinary Resolution is passed, to consider and, if thought fit, pass the Special Resolutions to amend the Constitution of Wyong Rugby League Club in accordance with the amalgamation provisions of the Registered Clubs Act 1976 (NSW) (Registered Clubs Act).
4. To be passed, the Special Resolutions must receive votes in favour from not less than three quarters of those members, who being entitled to do so, vote in person at that meeting.
5. Members who can vote on Special Resolution are Life Members and Rugby League Ordinary Members.

ORDINARY RESOLUTION

That the members hereby approve in principle the amalgamation of Wyong Rugby League Club Ltd ACN 000 834 908 ("Wyong") with Woolgoolga Returned Services Club Ltd ACN 001 062 620 ("Woolgoolga"), such amalgamation to be effected by:

- (a) the continuation of Wyong as the corporate body of the amalgamated club and the dissolution of Woolgoolga;
- (b) the making of an application to the Independent Liquor and Gaming Authority for the transfer of the club licences held by Woolgoolga to Wyong for the purposes of such amalgamation;
- (c) the transfer of the club licences held by Woolgoolga to Wyong;
- (d) the transfer of land comprising Lot 1 in Deposit Plan 789950 and Lot 1 in Deposited Plan 1066712 owned by Woolgoolga to Wyong; and
- (e) the control of the Woolgoolga Golf Club and Land being assigned or transferred to Wyong.

SPECIAL RESOLUTIONS

That contingent upon the approval by the Independent Liquor and Gaming Authority of New South Wales for the amalgamation of the Wyong Rugby League Club Limited ACN 000 834 908 with Woolgoolga Returned Services Club Ltd ACN 001 062 620 the constitution of Wyong Rugby League Club Limited be amended in the following manner.

1. That clause 3.1 be amended by adding subsection "e" with the following words:
"e. Members of the dissolved Woolgoolga Returned Services Club Ltd"
2. By adding after clause 8, a new clause:

"8A. Members of the dissolved Woolgoolga Returned Services Club Ltd

8A.1 Members of the dissolved Woolgoolga Returned Services Club Ltd ("Woolgoolga") shall be:

- a. those members who are full members (as defined in the Registered Clubs Act) of Woolgoolga and who are admitted to membership of the Club for the purpose of the Amalgamation between the Club and Woolgoolga ; and

- b. eligible to transfer to such other category of membership for which they are or become qualified under these rules but shall also be identified as Woolgoolga member.

8A.2 Until a Woolgoolga member transfers to another category of membership, that member shall be entitled to the rights and privileges and be subject to the restrictions of an Associate member under these Rules.”

NOTES TO MEMBERS

These notes are to be read in conjunction with the proposed Resolutions.

1. The purpose of the Special Resolutions is to ensure the Club complies with Section 17AC (2) of the Registered Clubs Act 1976 which states:

“Before any 2 or more registered clubs amalgamate, the parent club must, under its rules, establish the members of the dissolved club as a separate class of members. Such members are to be identified by the parent club as, and are referred to in this Division and in Division 1B as, “the members of the dissolved club”.
2. For the purposes of the Registered Clubs Act, Wyong Rugby League Club Limited ACN 000 834 908 is the “Parent Club” and Woolgoolga Returned Services Club Ltd ACN 001 062 620 is the “Dissolved Club”.
3. Notification of the proposed amalgamation is displayed on a notice board of the premises of the Club and on the web site of the Club.
4. Members are advised that a Memorandum of the Understanding between Wyong and Woolgoolga is available for inspection at each of the venues of Wyong and on the Wyong web site.

Dated: Friday the 19th of March, 2021

By the Direction of the Board



Ben Coghlan
Chief Executive Officer/ Secretary
Wyong Rugby League Club Limited.

ADDITIONAL INFORMATION FOR MEMBERS

This information is to provide members with additional facts regarding this proposed amalgamation which is unanimously supported by the Directors.

Woolgoolga Returned Services Club Ltd:

1. Operates two licensed clubs, Woolgoolga Returned Services Club in Woolgoolga and Woolgoolga Returned Services Golf Club in Safety Beach.
2. The Woolgoolga Returned Services Club in Woolgoolga sits on approximately 9400sqm of freehold land.
3. The Woolgoolga Returned Services Golf Club operates an 18-hole golf course and a licensed clubhouse on land that it leases.
4. 69 Poker Machines Entitlements between both licenced clubs
5. Currently generates annual revenues of approximately \$5,500,000.00
6. There will be no debt.
7. Current book value of assets including land is approximately \$5,600,000.00.
8. The Woolgoolga Returned Services Club in Woolgoolga's building is sound and of sufficient size and will receive capital expenditure of \$2,000,000.00 over 3 years which is expected to significantly increase revenues and profitability.
9. The Woolgoolga Returned Services Golf Club in Safety Beach will receive capital expenditure of \$1,000,000 over 3 years once a long term lease or purchase of the land is secured.
10. Both licensed clubs are proud and historic venues, which are the social pillars of its community with local support and following.
11. Wyong will increase the community support in the region including support of local junior and senior rugby league.