

Notice of General Meeting

Notice is hereby given that a General Meeting of the Wyong Rugby League Club Limited (“Club”), will be held on the premises of the Club at Lakehaven Drive, Kanwal on Tuesday 28th May, 2024 at 6.00pm. Members can also attend virtually at Avoca Beach Bowling Club, Woolgoolga Diggers Club and Goulburn Railway Bowling Club.

Agenda

1. To consider, and if thought fit, pass an Ordinary Resolution (set out below) to proceed with the Cootamundra Amalgamation.
2. To consider, and if thought fit, pass a Special Resolution (set out below) adopting a new Constitution for the Club
3. To consider, and if thought fit, pass a Special Resolution (set out below) adding a Category of Cootamundra Members to the constitution provided the Ordinary Resolution has been passed.

ORDINARY RESOLUTION

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

That the members hereby approve in principle the amalgamation of Wyong Rugby League Club Ltd ACN 000 834 908 (“Wyong”) with Cootamundra Country Club Ltd ACN 000 999 379 (“Cootamundra”), such amalgamation to be effected by:

- (a) the continuation of Wyong as the corporate body of the amalgamated club and the dissolution of Cootamundra;*
- (b) the making of an application to the Independent Liquor and Gaming Authority for the transfer of the club licences held by Cootamundra to Wyong for the purposes of such amalgamation;*
- (c) the transfer of the club licences held by Cootamundra to Wyong;*
- (d) the control of the Cootamundra Club and Land being assigned or transferred to Wyong.*

Notes to Members on the Ordinary Resolution

1. The Ordinary Resolution proposes for members to approve an amalgamation between Wyong and Cootamundra.
2. This will be the final amalgamation Wyong can commit to under the current legislation.
3. Members are advised that a Memorandum of Understanding between Wyong and Cootamundra is available for inspection at each of the venues of Wyong and on the Wyong web site.
4. Members are advised that additional facts regarding this proposed amalgamation which is unanimously supported by the Directors, between Wyong and Cootamundra is available for inspection at each of the venues of Wyong and on the Wyong web site.
5. Cootamundra operates one licensed club and sits on approximately 120 acres.
6. Cootamundra holds 12 gaming licences.
7. Wyong will spend a minimum of \$2 million renovating Cootamundra within 3 years. Noting this is a minimum spend.
8. Cootamundra has a number of acres of non-core property that can be sold. The proceeds of which will go to investment in the Cootamundra Club.
9. Cootamundra Country Club is the oldest Country Club in NSW established in 1895.
10. Cootamundra operates an 18 hole golf course, a bowling green and a croquet green.
11. Wyong will increase the community support in the region including support of local sporting groups.

SPECIAL RESOLUTION 1

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Wyong Rugby league Club Limited (Club) in the form presented to the meeting (and having previously been made available to members) be adopted as the Constitution of the Club in substitution for and to the exclusion of the existing Constitution.

Notes to Members on the Special Resolution 1

1. The Special Resolution proposes for members to approve the adoption of new Constitution of the Club.
2. The Club’s Constitution is an important document that provides for and underpins the operations, practices and guiding principles of the Club.
3. Following discussions with members and the Club’s lawyers, Pigott Stinson Lawyers, it became apparent that the Club’s existing Constitution needed updating to ensure that it properly reflects the relevant legislation, compliance and industry best practice.
4. As opposed to making a number of piecemeal amendments to the Club’s existing Constitution, the Club engaged Pigott Stinson Lawyers to prepare a new constitution which reflects the relevant legal requirements and industry best practice whilst retaining many of the existing practices and operations for the Club.

5. Copies of the current and proposed Constitution are available on the Club's noticeboards, website (www.wyongleagues.com.au) and on request via the Club's reception.
 6. An Explanatory Memorandum is also attached to this Notice for voting members and is available on the Club's website.
 7. The Explanatory Memorandum outlines principal features of the proposed Constitution and its significant variations from the existing Constitution.
 8. This Explanatory Memorandum is also intended to assist members with understanding the proposed new Constitution and why it is appropriate to adopt it.
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SPECIAL RESOLUTION 2

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

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 Cootamundra Country Club Ltd ACN 000 999 379 the constitution of Wyong Rugby League Club Limited be amended in the following manner.

1. That clause 10.2 be amended by adding subsection "f" with the following words:

"f. Members of the dissolved Cootamundra Country Club Ltd"

2. By adding after clause 10.29, a new clause:

"Members of the dissolved Cootamundra Country Club Ltd

10.30 Members of the dissolved Cootamundra Country Club Ltd ("Cootamundra") shall be:

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

10.31 Until a Cootamundra 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 on the Ordinary Resolution and the Special Resolution 2

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 Cootamundra Country Club Ltd ACN 000 999 379 is the "Dissolved Club".
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Procedural matters

1. In accordance with the requirements of the Corporations Act 2001 amendments to the Ordinary or Special Resolutions will not be permitted from the floor of the meeting.
2. To be passed, the Ordinary Resolution requires votes from not less than a simple majority (50% plus one) of those members who, being entitled to do so, vote in person on the Ordinary Resolution at the Extraordinary General Meeting.
3. Life, Rugby League, and Associate Members may vote on the Ordinary Resolution
4. To be passed, the Special Resolutions requires votes from not less than three quarters (75%) of those members who being eligible to do so, vote in person on the Special Resolution at the Extraordinary General Meeting.
5. Only Life members and financial Rugby League Members are entitled to vote on the Special Resolutions.
6. Under the Registered Clubs Act proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
7. The Board of the Club recommends that members vote in favour of Special Resolution 1 as it will bring the Club's Constitution up to date with current legislation and industry best practice.
8. The Board of the Club recommends that members vote in favour of the Ordinary Resolution and Special Resolution 2 as it will be financially beneficial to both Clubs to proceed with the amalgamation with Cootamundra.

Dated: 29/4/2024 By direction of the Board

Ben Coghlan
Chief Executive Officer