

WENTWORTH GOLF CLUB
ABN 55 000 487 669

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of Wentworth Golf Club (ABN 55 000 487 669) will be held on 20 November 2019 at 6.00pm in the Coral Sea Room at Orange Ex-Services' Club Limited at 231-243 Anson Street, Orange New South Wales 2800.

BUSINESS

To consider and, if thought fit, pass the Ordinary Resolution approving in principle an amalgamation of Wentworth Golf Club and Orange Ex-Services' Club Limited.

ORDINARY RESOLUTION

"That the members of Wentworth Golf Club (ABN 55 000 487 669) hereby:

- (a) approve in principle, the amalgamation of Wentworth Golf Club (ABN 55 000 487 669) and Orange Ex-Services' Club Limited (ABN 35 001 027 710) with such an amalgamation to be effected by:
 - (i) the continuation of Orange Ex-Services' Club Limited (ABN 35 001 027 710) as the amalgamated club and the dissolution of Wentworth Golf Club (ABN 55 000 487 669); and*
 - (ii) the transfer of the Club Licence (No. LIQC300241513) of Wentworth Golf Club (ABN 55 000 487 669) to Orange Ex-Services' Club Limited (ABN 35 001 027 710);**
- (b) approve of 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 (No. LIQC300241513) of Wentworth Golf Club (ABN 55 000 487 669) to Orange Ex-Services' Club Limited (ABN 35 001 027 710) for the purposes of such amalgamation; and*
- (c) approve, subject to the Independent Liquor and Gaming Authority of NSW for the transfer of the Club Licence (No. LIQC300241513) of Wentworth Golf Club (ABN 55 000 487 669) to Orange Ex-Services' Club Limited (ABN 35 001 027 710) for the purposes of such amalgamation and in accordance with Rule 7 of the Constitution, of any property of Wentworth Golf Club (ABN 55 000 487 669) remaining after the satisfaction of all its debts and liabilities, being given or transferred to Orange Ex-Services' Club Limited (ABN 35 001 027 710)."*

EXPLANATORY MESSAGE REGARDING THE ORDINARY RESOLUTION

General information

- 1 The General Meeting has been called to consider the Ordinary Resolution for the proposed amalgamation of Wentworth Golf Club (**Wentworth**) and Orange Ex-Services' Club Limited (**Ex-Services'**).
- 2 Both Wentworth and the Ex-Services' are registered clubs holding club licences under the *Liquor Act 2007* (NSW) (**Liquor Act**). The amalgamation of two registered clubs must be effected pursuant to the provisions of Division 1A of Part 2 of the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**).
- 3 Under section 17AB of the Registered Clubs Act, an amalgamation occurs when the club licence of one club is transferred to the other club by the Independent Liquor & Gaming Authority (**Authority**) under section 60 of the Liquor Act, and, the transferring club is then dissolved.
- 4 On 11 July 2017, in accordance with clause 4 of the Registered Clubs Regulation 2015, the Ex-Services', in seeking to amalgamate with another registered club, called for expressions of interest by way of ClubsNSW Circular (No: 17-106) (Notice).

- 5 In response, Wentworth lodged an expression of interest.
- 6 The terms of the proposed amalgamation are set out in a Memorandum of Understanding (**MOU**) between Wentworth and Ex-Services'. The MOU covers matters that are required to be dealt with under the Registered Clubs Act, along with other commercial matters connected to the amalgamation.
- 7 Copies of the MOU are available for members from the Ex-Services' reception and Wentworth Golf's Pro Shop upon request. A copy of the MOU is also on display on:
- (a) the notice boards at the Ex-Services' premises in Anson Street, Orange and the Country Club premises;
 - (b) on the notice board of Wentworth Golf's Pro Shop;
 - (c) on the Ex-Services' website at <http://oesc.com.au>; and
 - (d) on Wentworth Golf's website at <http://www.wentworthgolfclub.com.au>
- 8 Members will have a reasonable opportunity to ask questions at the General Meeting.

Summary of the amalgamation process

- 9 Under section 17AEB of the Registered Clubs Act, the Authority will not approve the transfer of the club licence unless it is satisfied, among other things, that the proposed amalgamation has been approved in principle at separate extraordinary general meetings of the ordinary members of both clubs proposing to amalgamate.
- 10 If the Ordinary Resolution is approved, the members will be authorising the making of the application to the Authority for approval of the amalgamation and transfer of the club licence.
- 11 At the Ex-Services' General Meeting, its members will be asked to consider resolutions to:
- (a) approve the amalgamation; and
 - (b) amend Ex-Services' Constitution to facilitate the transfer of members from Wentworth to Ex-Services' in the amalgamation process, in accordance with the MOU.
- 12 If the amalgamation is approved by both clubs and the Authority, Ex-Services' will continue as the 'Amalgamated Club' and Wentworth will then be dissolved.
- 13 Paragraph (c) of the Ordinary Resolution is proposed under Rule 7 of Wentworth's Constitution and is intended to permit any property (if any) of Wentworth remaining after the winding up, to be transferred or given to the Ex-Services'.

Some key terms of the proposed amalgamation

- 14 **The Board recommends to members that they carefully read the MOU before voting.**
- 15 This notice does not set out all matters relevant to the amalgamation which are contained in the MOU. However, some key matters for consideration by members include:
- (a) The amalgamation will result in the dissolution of Wentworth as a company and a licensed club and the continuation of the Ex-Services' as the body corporate of the Amalgamated Club.
 - (b) The Board of Ex-Services' will be the Governing Body of the Amalgamated Club.
 - (c) The Chief Executive Officer of Ex-Services' will be the Chief Executive Officer of the Amalgamated Club.

- (d) On approval of the amalgamation members of Wentworth who are not already members of Ex-Services' will be invited to become members of Ex-Services'.
- (e) The Ex-Services' is creating a new class of membership to be known as Orange Golfing Members and all golfing members of Wentworth will become members of that class of membership of the Ex-Services'. Orange Golfing Members will have the same rights as Associate members in the Amalgamated Club.
- (f) Life Members of Wentworth will continue to be recognised as Life members of the Wentworth premises and will be relieved of their obligation to pay annual subscription.
- (g) All members of Wentworth who are not already members of the Ex-Services' and who become members of the Ex-Services', will be relieved of the requirement to pay their annual subscriptions to the Ex-Services' for one year.
- (h) The assets of Wentworth are essentially Real Property upon which the club house was located, the proceeds of an insurance claim after the fire, some gaming machines and gaming machine entitlements. Wentworth does not own the land of the Golf Course. The Golf Course land is leased by Wentworth from the Crown.
- (i) Wentworth and the Ex-Services' have agreed that if the Ex-Services' is not able to purchase the land of the Golf Course or negotiate a lease of at least 20 years on acceptable terms, the Ex-Services' may terminate the amalgamation. Unfortunately, the amount of capital expenditure required on the Golf Course is simply too great for the Ex-Services' to agree to a lease of less than 20 years.
- (j) A Transition Committee will be established in order to oversee and assist with the management of the golfing activities at the Wentworth premises. The Transition Committee will provide advice to the CEO and Board of the Amalgamated Club in relation to golfing activities and matters arising with respect to the Wentworth premises. The Transition Committee is subject to the overall control and direction of the Board and management of the Amalgamated Club.
- (k) The Club Licence of Wentworth will be transferred to the Ex-Services' under section 60A of the Liquor Act 2007.
- (l) Wentworth's employees will be offered employment with the Amalgamated Club and any employee entitlements will be carried over to their employment with the Amalgamated Club if they choose to accept employment.

Background information

- 16 Both clubs have similar objects concerning the promotion of sporting and recreational activities.
- 17 Ex-Services' has a long and established reputation as a strong supporter of community organisations and sporting clubs, and is looking to continue its strong affiliation with the Wentworth members.
- 18 The amalgamation with Ex-Services' will provide members with access to a much wider range of facilities of a major registered club.

General notes regarding the Ordinary Resolution

- 19 In accordance with the Registered Clubs Act, all Life Members and financial Ordinary members (comprising Playing Members, Associate Playing Members and Social Members) are eligible to attend the General Meeting and vote on the Ordinary Resolution. Junior Playing members are not permitted to attend or vote at the General Meeting.

20 To be passed the Ordinary Resolution requires votes in favour from a simple majority (50%+1) of those members who, being eligible to do so, are present and vote on the Ordinary Resolution.

21 Under the Registered Clubs Act:

- (a) members who are employees of Wentworth are not entitled to vote; and
- (b) proxy voting is prohibited.

The Board encourages members to attend and vote on this important opportunity for our Club.

By Order of the Board of Directors.

Simon Atkinson
President
Dated: 25th October 2019