

**MOOREBANK SPORTS CLUB LIMITED  
(ACN 002 081 905)  
NOTICE OF GENERAL MEETING**

Notice is given that a General Meeting of Moorebank Sports Club Ltd ABN 21 002 081 905 will be held at the Club at 230 Heathcote Road, Hammondville at 6.00pm on Wednesday, 22<sup>nd</sup> January 2020.

**Business**

- To consider and if thought fit pass the Ordinary Resolution relating to the de-amalgamation of Sporties and Sporties @ Kareela Golf premises (Refer below)

**Ordinary Resolution**

That the members of Moorebank Sports Club Limited (ACN 002 081 905) hereby approve:

- a. in principle, the de-amalgamation of Sporties @ Kareela Golf (Licence Number: LIQC300231704) (**Sporties Kareela**) from Moorebank Sports Club Limited (ACN 002 081 905) (**Sporties**) and amalgamation with Cronulla-Sutherland Leagues Club Limited (ACN 000 202 826) (**Sharkies**), such de-amalgamation and amalgamation to be effected by:
  - i) the transfer to Sporties Kareela Temporary Company Limited (ACN 636 544 771) (**TCL**) of club licence LIQC300231704 and the right to occupy the premises at 1 Bates Drive, Kareela, currently occupied by Sporties trading as Sporties @ Kareela at the date of this resolution;
  - ii) the subsequent transfer from TCL to Sharkies of club licence (Licence Number: LIQC300231704) and the right to occupy the premises at 1 Bates Drive, Kareela;
  - iii) the making of applications to the Independent Liquor & Gaming Authority to effect the transfer of such club licence to Sharkies by way of a de-amalgamation and amalgamation.
- b. that Sporties takes all action necessary to effect the de-amalgamation of Sporties @ Kareela Golf (Licence Number: LIQC300231704) from Sporties, and the amalgamation of TCL and Sharkies.

**Explanatory Note regarding the Ordinary Resolution**

1. Members should refer to the Statement to Members on De-amalgamation which is enclosed with this Notice.

Members should also refer to the Memorandum of Understanding between Sporties, TCL and Sharkies which is displayed on the noticeboards of Sporties, Sporties @ Kareela Golf and Sharkies and on the websites of Sporties at [www.sportiesgroup.com.au](http://www.sportiesgroup.com.au) and Sharkies at [www.sharkies.com.au](http://www.sharkies.com.au)

**Notes to Members regarding the Ordinary Resolution**

1. Under section 17AM(d) of the *Registered Clubs Act 1976*, the proposed de-amalgamation is to be “*approved in principle at separate extraordinary general meetings of the ordinary members of the parent club and the members of the dissolved club.*”

The term “*parent club*” in section 17AM(d) is defined in Division 1A of the *Registered Clubs Act 1976* and means Sporties and the term “*members of the dissolved club*” in section 17AM(d) is defined in Division 1A and section 17AJ of the *Registered Clubs Act 1976* to mean members of Kareela Golf including any person who, following the amalgamation of Sporties and Kareela has become a member of the amalgamated club but only in relation to the Kareela premises.

The term “*extraordinary general meeting*” is not defined in the *Registered Clubs Act 1976*. However, Sporties’ Constitution does not recognise the concept of “*extraordinary general meeting*” but rather Rule 85 provides:

*A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.*

The term "ordinary members" where used in section 17AM(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 Sporties), other than Honorary members, Temporary members and Provisional members.

1. Accordingly, all members in all classes of membership (excluding employees and junior members of Sporties), 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 Sporties that restricts voting rights for certain classes of membership.
2. To be passed, the Ordinary Resolution requires votes from a simple majority of members (50% + 1) present and voting on the Ordinary Resolution at the meeting.
3. In accordance with the Corporations Act 2001, the ordinary resolution must be considered as a whole and cannot be amended by motion at the meeting.
4. Members should read the Statement to Members on de-amalgamation and the Memorandum of Understanding between Sporties, TCL and Sharkies.
5. Please direct any question or concern about the Ordinary Resolution in writing to the Chief Executive Officer of Sporties if possible, before the General Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act 1976.
7. The Board of Directors of Moorebank Sports Club Limited recommends that members vote in favour of the proposed Ordinary Resolution.

Dated 17<sup>th</sup> December 2019



Jeff Gibbs  
Chief Executive Officer