

# **NOTICE TO MEMBERS REGARDING PROPOSED AMALGAMATION WITH THE ST. GEORGE LEAGUES CLUB LTD ACN 000 151 020**

Pursuant to Section 17AE of the *Registered Clubs Act* and clause 4(5) of the *Registered Clubs Regulation 2015*, the members of The St. George Masonic Club Ltd ACN 000 680 651 ("**St George Masonic Club**") are hereby notified that:

1. St. George Leagues Club Ltd ACN 000 151 020 ("**St George Leagues Club**") called for expressions of interest in amalgamation from other Clubs on 6 February 2024.
2. St George Masonic Club responded to St George Leagues Club's call for expressions of interest in amalgamation on 6 February 2024 expressing interest in amalgamating with St. George Leagues Club.
3. St George Masonic Club has been advised by St George Leagues Club that it has decided to enter into an amalgamation with St George Masonic Club subject to execution of a Memorandum of Understanding and member approval.
4. St George Leagues Club will be the continuing club in the amalgamation and St George Masonic Club will be the dissolving club in the amalgamation. St George Leagues Club and St George Masonic Club will shortly enter a Memorandum of Understanding containing the terms of the proposed amalgamation.
5. A copy of the Memorandum of Understanding once entered will be made available to members of St George Masonic Club for inspection on the Club's premises at reception and on St George Masonic Club's website at least twenty-one (21) days before the General Meeting at which members will vote on the proposed amalgamation.
6. After the Memorandum of Understanding is executed, St George Leagues Club and St George Masonic Club will convene separate general meetings for members of each club to vote on the proposed amalgamation. A Notice of General Meeting will be sent to members of St George Masonic Club at least twenty (21) days before the General Meeting.
7. If the proposed amalgamation can be completed after various requirements have been met, then in substance all land, assets, liabilities and the club licence of St George Masonic Club, as set out in the Memorandum of Understanding, will pass to St George Leagues Club subject to the terms and conditions on the Memorandum of Understanding.
8. During the twelve (12) month period immediately preceding the date of this notice, St George Masonic Club can advise that it has not received any other expressions of interest in amalgamation or unsolicited merger offers.
9. Any questions in relation to this notice should be directed to Wayne Nolland, CEO of St George Masonic Club.

**Dated: 8 May 2024**

**By direction of the Board**

**Wayne Nolland**  
**CEO**