

**THE ST. GEORGE MASONIC CLUB LTD
ACN 000 680 651**

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of **THE ST. GEORGE MASONIC CLUB LTD ACN 000 680 651** will be held at The St. George Masonic Club at 86 Roberts Avenue, Mortdale NSW 2223 on **Tuesday, 18 June 2024 at 7.00pm.**

BUSINESS:

The business of the General Meeting will be as follows:

Amalgamation

1. Presentation to Members regarding the proposed amalgamation of The St. George Masonic Club Ltd ACN 000 680 651 ("St George Masonic Club") and St. George Leagues Club Ltd ACN 000 151 020 ("St. George Leagues Club"); and
2. Following the presentation to Members, Members to then consider and, if thought fit, pass Resolution 1 (set out below) approving in principle and giving effect to the amalgamation of St George Masonic Club and St. George Leagues Club.

RESOLUTION 1 – ORDINARY RESOLUTION

To consider, and if thought fit, to pass the following ordinary resolution:

"That the members of The St. George Masonic Club Ltd ACN 000 680 651 ("St George Masonic Club") hereby approve in accordance with section 17AEB (d) of the Registered Clubs Act ("RCA") and the Memorandum of Understanding between The St. George Masonic Club Ltd ACN 000 680 651 ("St George Masonic Club") and St. George Leagues Club dated 15 May 2024 ("MOU"):

1. In principle, the amalgamation of The St. George Masonic Club and St. George Leagues Club with such amalgamation to be effected by:
 - (a) the continuation of St. George Leagues Club as the amalgamated club and the dissolution of St George Masonic Club;
 - (b) the transfer of the Assets, Liabilities and Land (all as defined in the MOU) of St George Masonic Club to St. George Leagues Club; and
 - (c) the transfer of the Club Licence of St George Masonic Club to St. George Leagues Club pursuant to the application referred to in 2 below; and
2. The making of a conditional application under section 60 of the Liquor Act 2007 to the Independent Liquor and Gaming Authority of New South Wales for the transfer of the Club Licence of St George Masonic Club to St. George Leagues Club for the purposes of such amalgamation.
3. The transfer of the Land (as defined in the Memorandum of Understanding) of St George Masonic Club to St. George Leagues Club for the purposes of Regulation 29B(1)(f) of the Registered Clubs Regulation ("Regulations")."

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 1 – ORDINARY RESOLUTION

General

1. At the General Meeting the members will be asked to consider Resolution 1 in relation to:

- (a) the proposed amalgamation of St George Masonic Club and St. George Leagues Club and;
 - (b) the transfer of (which includes without limitation) all Assets, Land and Liabilities (as defined in the Memorandum of Understanding) and Club Licence of St George Masonic Club to St. George Leagues Club; and
 - (c) the making of a conditional application to the Independent Liquor and Gaming Authority for the purpose of approving the amalgamation by approving the transfer of the Club Licence of St George Masonic Club to St. George Leagues Club.
2. Amalgamation between two registered clubs, such as is proposed, is governed by the provision of the Registered Clubs Act 1976 ("the Registered Clubs Act"). One of the requirements of the Registered Clubs Act is that the two amalgamating clubs have entered into a legally binding Memorandum of Understanding ("MOU") which covers various matters required by the Registered Clubs Act to be addressed and agreed between the clubs. The MOU can also deal with additional matters.
 3. St George Masonic Club and St. George Leagues Club have entered into a MOU dated 15 May 2024. The MOU is also available for inspection by the ordinary members at the St George Masonic Club and on St George Masonic Club's website.
 4. Prior to entering into the MOU and in accordance with the requirements of clause 4(5) of the Registered Clubs Regulation 2015, St George Masonic Club notified St George Masonic Club members that it had in the previous 12 months received no expressions of interest in amalgamation nor merger offers by placing a notice on its website and notice board. The notice is still available for review by St George Masonic Club members on the St George Masonic Club noticeboard and website.
 5. The amalgamation between St George Masonic Club and St. George Leagues Club can only proceed if, amongst other things, the ordinary members of both St George Masonic Club and St. George Leagues Club approve the amalgamation process. The members of St George Masonic Club give their approval to the amalgamation component by passing Resolution 1 to approve the amalgamation in principle.
 6. What follows in these notes is a summary of some of the principal features of the Memorandum of Understanding that has been entered into and will need to be complied with by St George Masonic Club as well as the steps that need to be followed to give effect to the amalgamation process and to form the amalgamated club ("the Amalgamated Club").

Key Features of the MOU

7. The amalgamation will result in the dissolution of St George Masonic Club as a company and the continuation of the St. George Leagues Club as the body corporate of the Amalgamated Club. The Constitution of the Amalgamated Club will be the Constitution of St. George Leagues Club.
8. The Board of the Amalgamated Club will be the Board of St. George Leagues Club and the Chief Executive Officer of St. George Leagues Club will be the Secretary and Chief Executive Officer of the Amalgamated Club.
9. For the purposes of section 66 of the Liquor Act, the Amalgamated Club will appoint an approved manager for the St. George Masonic Club Premises and this position will be offered to the Chief Executive Officer of St George Masonic Club.
10. At the time or immediately after the Amalgamation Application is granted, all Assets, Liabilities and Land (as defined in the Memorandum of Understanding) of St George Masonic Club will be transferred to St. George Leagues Club and all financial members of St George Masonic Club will be invited to become associate members of St. George Leagues Club.
11. All financial members of St George Masonic Club will be invited to become associate members of St. George Leagues Club and will for the purposes of section 17AC(2) of the Registered Clubs Act all be identified in the separate class of membership called "St George Masonic Club Members" and if they accept an invitation to become a member will be given a credit for any membership subscription amounts paid. All transferring members of St George Masonic Club will be subject to the usual restrictions applicable to new members of St. George Leagues Club.

Premises

12. The St George Masonic Club's premises and its associated facilities will become additional premises of St. George Leagues Club and will be available to all members of the Amalgamated Club.
13. St George Leagues Club will undertake an initial capital investment of not less than one million dollars (\$1,000,000) into the St George Masonic Club Premises and Business in the first twelve (12) months after Completion.
14. After the first twelve (12) months after the Completion of the Amalgamation, St. George Leagues Club will continue to undertake necessary works and improvements to the St George Masonic Club Premises as and when it deems it necessary and appropriate to do so.

Advisory Committee

15. The Amalgamated Club Board will create the St George Masonic Club Advisory Committee ("Advisory Committee") for the St George Masonic Club Premises as set out in the Memorandum of Understanding as follows:
 - (a) The initial Advisory Committee will consist of the approved manager for the St George Masonic Club Premises, the current President of the St George Masonic Club and the up to three (3) other existing directors of St George Masonic Club as nominated by the President of the St George Masonic Club who, as at the date of Completion, have given written consent to St. George Leagues Club to be members of the Advisory Committee;
 - (b) The Advisory Committee Chairperson will be appointed by the members of the Advisory Committee; and
 - (c) The Advisory Committee will be required to meet quarterly (or more regularly if deemed necessary by the Advisory Committee) and forward any recommendations and reports to the CEO of the Amalgamated Club regarding matters relating to the St George Masonic Club Premises generally.
 - (d) Subject at all times to the approval of the Board of the Amalgamated Club, the Advisory Committee will meet quarterly with the CEO of the Amalgamated Club during the first twelve (12) months following Completion to ensure a smooth running of the St George Masonic Club Premises following Completion.
 - (e) St. George Leagues Club's CEO or his or her delegate shall be entitled to attend and participate in all meetings of the Advisory Committee but he or she shall have no voting rights at such meetings.
 - (f) The Advisory Committee:
 - i. is subject to the overall control and direction of the Board and management of the Amalgamated Club; and
 - ii. will have no function in the governance or management of the Amalgamated Club or the St George Masonic Club Premises (except if specifically delegated to it by the Board of the Amalgamated Club).
16. St. George Leagues Club is required by the Memorandum of Understanding to adopt by-laws to establish the Advisory Committee as required by the Memorandum of Understanding with such by-laws to be agreed by St. George Masonic Club and St. George Leagues Club prior to completion of the amalgamation.

Traditions and Memorabilia

17. The Amalgamated Club will continue to provide the same, or a greater amount of support and sponsorship to local community, social and sporting groups as set out in Schedule 2 of the Memorandum of Understanding (see extract below):

Forest Rangers Football Club (Soccer)	\$7,500
Mortdale Heights Cricket Club	\$5,000
Oatley Snr's Rugby Club (Drop Bears)	\$6,000

Penshurst Physical Culture	\$3,000
101 Art Society Oatley	\$2,000
Croquet Club Penshurst	\$500
St George Basketball	\$6,000
RSLNSW Auxiliary (St George)	\$2,500
Peaky Striders	\$2000
Total	\$34,500

Intentions regarding St George Masonic Club's cash and investments

18. St George Masonic Club's cash and investments (if any) will be transferred to the general reserves of the Amalgamated Club.

Intentions regarding St George Masonic Club's gaming machine entitlements (GMEs)

19. St George Masonic Club has one-hundred and four (104) GMEs as recorded on the St George Masonic Club Licence and the Amalgamated Club intends to retain not less than seventy-six (76) GMEs at the St George Masonic Club Premises for as long as it trades from those premises.

Disposal of the Major Assets of the Dissolved Club

20. St George Leagues Club has committed to not disposing of the Major Assets (being the Core Property of St. George Masonic Club) during the first 5 years after completion of the amalgamation.
21. For the purposes of the RCA, St George Masonic Club's land (including the St George Masonic Club Premises) is currently "core property" and a major asset of St George Masonic Club.
22. As and from Completion, St George Masonic Club's land (including the St George Masonic Club Premises) will become core property of the Amalgamated Club.

Cessation of Trading from St George Masonic Club Premises

23. St. George Leagues Club will continue to trade from the St George Masonic Club Premises for a minimum of five (5) years after Completion unless the circumstances below arise and St. George Leagues Club then elects to cease trading from the premises.
24. The Amalgamated Club may cease trading from the St George Masonic Club Premises:
- (a) if it does so in a manner that complies with section 17A1 of the Registered Clubs Act; or
 - (b) upon the order of any court, government agency or body with jurisdiction to administer the laws in relation to liquor, gaming, and registered clubs;
 - (c) upon the lawful order of any government agency to permanently cease trading from the St George Masonic Club Premises, or revoking any licence, approval or consent necessary for the Amalgamated Club to continue trading from the St George Masonic Club Premises and it is not possible for the licences, approvals, or consents to be re-instated or new/replacement licences, approvals, or consents to be obtained;
 - (d) if the St George Masonic Club Premises are destroyed or partially destroyed and it is not commercially viable or appropriate to reconstruct or repair the St George Masonic Club Premises in the opinion of the Board of the Amalgamated Club following consultation with the Advisory Committee;
 - (e) if required to avoid an Insolvency Event occurring in respect of the Amalgamated Club in the opinion of the Board of the Amalgamated Club; and
 - (f) If after the fifth anniversary of Completion the Board of the Amalgamated Club determines that continued trading from the St George Masonic Club Premises is not in the best interests of the Amalgamated Club, then the Amalgamated Club may cease trading from the St George Masonic Club Premises.

Transfer of Liabilities

25. St George Leagues Club will on amalgamation completion take on the liabilities of St George Masonic Club. As at the date of the Memorandum of Understanding such liabilities totalled \$3,410,042.44 as set out below (as included in Schedule 3 of the Memorandum of Understanding):

Account	
Liabilities	
Current Liabilities	
ANZ AU CC 456480XXXXXX344	8,059.60
800 - Accounts Payable	185,048.89
83002-0 - INNER CLUBS CLEARING - GOLF	6,608.28
83002-20 - INNER CLUBS CLEARING - BOWLS	3,312.30
83002-40 - INNER CLUBS CLEARING - FISHING	12,351.72
83004 - LOAN-INS FUNDING	31,094.28
83006 - SUBS IN ADVANCE	43,638.52
83008 - St George Leagues - Advance	200,000.00
83009 - PROV FOR HOLIDAY PAY	55,127.97
83011 - PROV FOR LONG SERVICE	52,019.28
83017 - ACC EXPENSES-AUDIT FEES	21,868.65
83020 - ACC EXPENSES-P/M DUTY	58,780.80
83024 - ACC EXPENSES-OTHER	9,462.28
83025 - ACC EXPENSES ACCOUNTANCY	9,425.00
83027 - ACC COMMUNITY LEVY	21,545.31
83030 - SECURITY DEPOSIT	200.00
83031 - SALARY & WAGES CLEARING A/C	22,166.73
83032 - TAB CLEARING A/C	2,137.09
83034 - SUPERANNUATION CLEARING A/C	11,893.50
83036 - Net GST	41,783.18
83039 - HIRE PURCHASE CREDITOR - BOQ	2,613.13
83041 - Hire Purchase - Aristocrat	33,208.36
83043 - Houale - Learning Links Clearing	1,549.71
83040 - KENO CLEARING A/C	701.29
83042 - Sundry Creditors	24,716.28
Total Current Liabilities	859,070.95
Commercial Bill Bank Liabilities	
Cheque Account - main - Commercial Bill drawn	2,193,998.67
83053 - ANZ BUSINESS LOAN	356,972.82
Total Bank Liabilities	2,550,971.49
Total Liabilities	3,410,042.44

Transfer of St George Masonic Club's Land –Regulation 29B of the Regulations

26. As part of the amalgamation, St George Masonic Club must transfer its land to St. George Leagues Club (as the Amalgamated Club). St George Masonic Club's land is core property of St George Masonic Club.
27. The Transfer of the St George Masonic Club's land to St. George Leagues Club will be transferred in accordance with an exemption contained in the Regulations.
28. Relevantly, Regulation 29B(1)(f) of the Regulations provide as follows:

"(1) Section 41E(1) of the Act does not apply in relation to the disposal of any core property of a registered club in any of the following circumstances –

(f) the terms and nature of the disposal (including details of the parties, property, price and valuation) are disclosed to the ordinary members of the club, and the disposal is approved at a general meeting of the ordinary members of the club"

29. Accordingly, for the purposes of complying with the exemption contained in Regulation 29B(1)(f) of the RCA, members are hereby advised that:

(a) St George Masonic Club's land will be transferred by St George Masonic Club to St. George Leagues Club as part of the amalgamation.

- (b) The transfer of St George Masonic Club's land to St. George Leagues Club is set out in the Memorandum of Understanding and a Supplementary Agreement – Land Transfer on Amalgamation Completion between the parties.
- (c) St George Masonic Club is located at 86 Roberts Avenue, Mortdale NSW 2223 and the title reference for St George Masonic Club's land is Lot 22 in Deposited Plan 542051.
- (d) St George Masonic Club's land will be transferred to St. George Leagues Club for a nominal value under the Supplementary Agreement – Land Transfer on Amalgamation Completion. However, it is important to note that the transfer of St George Masonic Club's land is not a standalone transaction and it is part of an amalgamation where St. George Leagues Club will assume significant debts, liabilities and contract obligations of St George Masonic Club.
- (e) St George Masonic Club's property is valued at approximately twelve million five hundred thousand dollars (\$12,500,000) (being a combination of \$6,500,000 land and \$6,000,000 improvements). The valuation is on the basis of an ongoing use as a registered club premises. The market value to non-registered club purchasers would be less than this valuation which assumes an ongoing use will occur.
- (f) St George Masonic Club's members are approving the transfer of St George Masonic Club's land by voting in favour of the resolution.

Requirement for Resolution 1

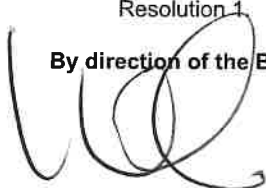
30. Under the Registered Clubs Act, without limiting section 60 of the Liquor Act 2007, the Independent Liquor and Gaming Authority cannot approve of the transfer of the licence of a dissolved club (St George Masonic Club) unless the Authority is satisfied that:
- (a) the parent club (St. George Leagues Club) will meet the requirements set out in section 10(1) of the Registered Clubs Act; and
 - (b) the parent club (St. George Leagues Club) will be financially viable; and
 - (c) the proposed amalgamation is in the interests of the members of each of the clubs that are amalgamating; and
 - (d) the proposed amalgamation has been approved in principle at separate extraordinary general meetings of the ordinary members of each of the clubs proposing to amalgamate (being in each case an approval supported by a majority of the votes cast at the meeting).
31. Resolution 1 proposed in this Notice of General Meeting is required for the purposes of section 17AEB(d) of the Registered Clubs Act and the amalgamation between St George Masonic Club and St. George Leagues Club cannot proceed until the ordinary members of both clubs have approved in principle the amalgamations of their clubs at separate general meetings.

Procedural Matters in Relation to the proposed Ordinary Resolution

32. The Registered Clubs Act requires the proposed amalgamation is to "be approved in principle at separate extraordinary general meetings of the ordinary members of each of the clubs proposing to amalgamate." The term "ordinary members" essentially means all members in all classes of membership (excluding employees of St George Masonic Club), other than Honorary members, Temporary members, and Provisional members.
33. Accordingly, all members in all classes of membership (excluding employees of St George Masonic Club), other than Honorary members, Temporary members and Provisional members are eligible to attend the extraordinary general meeting and vote on Resolution 1. This is despite any provision in the Constitution of the St George Masonic Club that restricts voting rights for certain classes of membership.
34. To be passed, Resolution 1 requires votes from a simple majority of eligible members (50% + 1) present and voting on the Ordinary Resolution at the meeting.

35. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 1. Members should also read in full the MOU between St George Masonic Club and St. George Leagues Club.
36. Please direct any questions or concerns about Resolution 1 in writing to the CEO of St George Masonic Club, if possible, at least three (3) days, before the General Meeting.
37. Proxy Votes are not allowed under the Registered Clubs Act nor the Constitution of the St George Masonic Club.
38. The Board of Directors of St George Masonic Club recommends that members vote in favour of Resolution 1.

By direction of the Board



Mr Wayne Nolland

COMPANY SECRETARY

Dated: 23rd May 2024