

MANLY-WARRINGAH RUGBY LEAGUE CLUB LTD ACN 000 193 251 NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of **MANLY-WARRINGAH RUGBY LEAGUE CLUB LTD ACN 000 193 251** will be held at Manly Leagues Club at 563 Pittwater Road, Brookvale NSW 2100 on Thursday 6 March 2025 at **6pm**.

BUSINESS:

The business of the General Meeting will be as follows:

Amalgamation

1. Presentation to Members regarding the proposed amalgamation of Manly-Warringah Rugby League Club Ltd ACN 000 193 251 ("Manly Leagues Club") and Chatswood Club Ltd ACN 000 148 354 ("Chatswood Club");
2. Members to consider and, if thought fit, pass Resolution 1 (set out below) approving in principle and giving effect to the amalgamation of Manly Leagues Club and Chatswood Club; and
3. Subject to Resolution 1 being approved, Members to consider and, if thought fit, pass Resolution 2 (set out below) as a special resolution to amend the Constitution of Manly Leagues Club, conditional upon amalgamation completion, to provide for the amalgamation and to give effect to the obligations of Manly Leagues Club under, or related to, the amalgamation Memorandum of Understanding entered into by Manly Leagues Club and Chatswood Club.

RESOLUTION 1 – ORDINARY RESOLUTION

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

"That the members of Manly-Warringah Rugby League Club Ltd ACN 000 193 251 ("Manly Leagues Club") hereby approve in accordance with section 17AEB (d) of the Registered Clubs Act ("RCA") and the Memorandum of Understanding between Manly Leagues Club and Chatswood Club Ltd ACN 000 148 354 ("Chatswood Club") dated 23 December 2024 ("MOU"):

1. In principle, the amalgamation of Manly Leagues Club and Chatswood Club with such amalgamation to be effected by:
 - (a) the continuation of Manly Leagues Club as the Amalgamated Club (as defined in the MOU) and the dissolution of Chatswood Club;
 - (b) the transfer of the Assets, Liabilities and Land (all as defined in the MOU) of Chatswood Club to Manly Leagues Club; and
 - (c) the transfer of the Club Licence (as defined in the MOU) of Chatswood Club to Manly 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 Chatswood Club to Manly Leagues Club for the purposes of such amalgamation.”

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 Manly Leagues Club and Chatswood Club;
 - (b) the transfer of (which includes without limitation) all Assets, Land and Liabilities (as defined in the Memorandum of Understanding) and Club Licence of Chatswood Club to Manly 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 Chatswood Club to Manly Leagues Club.
2. Amalgamation between two (2) registered clubs, such as is proposed, is governed by the provision of the Registered Clubs Act 1976 (“the Registered Clubs Act”). One (1) of the requirements of the Registered Clubs Act is that the two (2) 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. Manly Leagues Club and Chatswood Club have entered into a MOU dated 23 December 2024. The MOU is also available for inspection by the Life Members and Ordinary Members of Manly Leagues Club (which is all members in all classes of membership (excluding employees of Manly Leagues Club), other than Honorary members, Temporary members, Provisional members and Life Members) at the Manly Leagues Club premises and on Manly Leagues 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, Manly Leagues Club notified Manly Leagues Club members that it had in the previous twelve (12) months received an expression of interest in amalgamation from West Tamworth Sports & Bowling Club by placing a notice on its website and notice board. The notice is still available for review by Manly Leagues Club members on the Manly Leagues Club noticeboard and website.
5. The amalgamation between Manly Leagues Club and Chatswood Club can only proceed if, amongst other things, the Ordinary Members of both Chatswood Club and Manly Leagues Club approve the amalgamation process. The members of Manly Leagues 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 MOU that has been entered into and will need to be complied with by Manly Leagues 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 Chatswood Club as a company and the continuation of the Manly Leagues Club as the body corporate of the Amalgamated Club. The Constitution of the Amalgamated Club will be the Constitution of Manly Leagues Club.
8. The Board of the Amalgamated Club will be the Board of Manly Leagues Club, and the Chief Executive Officer of Manly 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 Chatswood Club Premises.
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 Chatswood Club will be transferred to Manly Leagues Club and all financial members of Chatswood Club will be invited to become club members of Manly Leagues Club.
11. All financial members of Chatswood Club will be invited to become club members of Manly Leagues Club, except for Life Members of the Chatswood Club who will become “Chatswood Life Members” of Manly Leagues Club (a new category of membership to be created), and will for the purposes of section 17AC(2) of the Registered Clubs Act all be identified in the separate class of membership called “Chatswood Club Members” and if they accept an invitation to become a member they will be given a credit for any membership subscription amounts paid, and “Chatswood Life Members”, being a new class of Ordinary Membership, will not need to pay subscription fees in the future (except if required by the Registered Clubs Act). All transferring members of Chatswood Club will be subject to the usual restrictions applicable to new members of Manly Leagues Club

Premises

12. The Chatswood Club’s premises and its associated facilities will be incorporated as additional premises of Manly Leagues Club and will be available to all members of Manly Leagues Club in addition to the Manly Leagues Club main premises and Dee Why Bowling Club.

Name and Branding

13. The Chatswood Club Premises will be rebranded to appeal to the current local demographic of the Chatswood Club Premises.

Traditions and Memorabilia

14. Subject to the terms and conditions on the MOU the Amalgamated Club will:
 - (a) maintain the traditions and memorabilia of Chatswood Club;
 - (b) continue the same or provide a greater amount, of support and sponsorship to community and sporting groups in the local community of Chatswood Club Premises.

Club Operations

15. Manly Leagues Club intends to carry on the business of a licenses registered club at Chatswood Club Premises with all facilities and amenities of a registered club (subject to any period of temporary closures required for renovation or redevelopment).

Intentions regarding Core Property

16. For the purposes of the RCA, Chatswood Club's land is currently "core property" of Chatswood Club.
17. As a Completion, the Chatswood Club land will become core property of the Amalgamated Club and it will, subject to the requirements of the RCA, remain core property.

Intentions regarding Chatswood Club's cash and investments

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

Intentions regarding Chatswood Club's gaming machine entitlements (GMEs)

19. Chatswood Club has twenty-four (24) GMEs as recorded on the Chatswood Club Licence and the Amalgamated Club must retain all twenty-four (24) GMEs at the Chatswood Club Premises. Manly Leagues Club may, subject to regulatory approval, seek to transfer gaming entitlements from its existing premises to Chatswood Club.

Cessation of Trading from Chatswood Club Premises

20. The Amalgamated Club will continue to trade from the Chatswood Club Premises for a minimum of ten (10) years after Completion (as defined in the MOU) unless the circumstances below arise and the Amalgamated Club then elects to cease trading from the premises.
21. The Amalgamated Club may cease trading from the Chatswood 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 which order the permanent closure of the Chatswood Club premises;
 - (c) upon the lawful order of any government agency to permanently cease trading from the Club Premises, or revoking any licence, approval or consent necessary for the Amalgamated Club to continue trading from the Chatswood 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 Chatswood Club Premises are destroyed or partially destroyed and the resulting insurance claim is insufficient to re-initiate a rebuild of an operational clubhouse at Chatswood Club Premises;

- (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; or
- (f) If after the tenth (10th) anniversary of Completion the Board of the Amalgamated Club determines that continued trading of, the Chatswood Club Premises is not in the best interests of the Amalgamated Club.

Transfer of Liabilities

- 22. Manly Leagues Club will on amalgamation completion take on Liabilities of the Chatswood Club as per the definitions and terms of the MOU.

Loan

- 23. Manly Leagues will refinance the existing Loan (as defined in the MOU) that Chatswood Club has in full before Completion, contingent on Chatswood Club entering a loan and security agreement. The loan will cover the refinancing of existing loans and in addition also include a Cladding Allowance amount (as defined in the MOU) to fund anticipated cladding redevelopment costs that may be levied on Chatswood Club.
- 24. Manly Leagues Club can advise that this has already occurred with Manly Leagues Club loaning \$2.6 Million to Chatswood Club and taking a first mortgage position on the Chatswood Club Premises to secure the loan.

Requirement for Resolution 1

- 25. 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 (Chatswood Club) unless the Authority is satisfied that:
 - (a) the parent club (Manly Leagues Club) will meet the requirements set out in section 10(1) of the Registered Clubs Act; and
 - (b) the parent club (Manly 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).
- 26. 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 Manly Leagues Club and Chatswood Club cannot proceed until the Ordinary Members of both clubs have approved in principle the amalgamations of their clubs at separate general meetings. Resolution 1 also satisfies the requirements of section 41E(1)(f) of the Registered Club Regulations.

Procedural Matters in Relation to the proposed Ordinary Resolution

27. 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 Manly Leagues Club), other than Honorary members, Temporary members, and Provisional members.
28. Accordingly, all members in all classes of membership (excluding employees of Manly Leagues 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 Manly Leagues Club that restricts voting rights for certain classes of membership.
29. 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.
30. 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 Manly Leagues Club and Chatswood Club.
31. Please direct any questions or concerns about Resolution 1 in writing to the CEO of Manly Leagues Club, if possible, at least three (3) business days, before the General Meeting.
32. Proxy Votes are not allowed under the Registered Clubs Act nor the Constitution of the Manly Leagues Club.
33. The Board of Directors of Manly Leagues Club recommends that members vote in favour of Resolution 1.

RESOLUTION 2 – SPECIAL RESOLUTION

Subject to the prior approval of Resolution 1, to consider, and if thought fit, to pass the following special resolution:

“That, on and from the date that the Independent Liquor & Gaming Authority issue Final Approval (as defined in the Memorandum of Understanding between Manly Leagues Club and Chatswood Club Ltd ACN 000 148 354 (“Chatswood Club”) dated 23 December 2024 (“MOU”)) for the amalgamation between Manly-Warringah Rugby League Club Ltd ACN 000 193 251 (“Manly Leagues Club”) and Chatswood Club, the Constitution of Manly-Leagues Club be amended by:

1. Adding the following definition: ““Chatswood Club MOU” has the meaning given to those words in Rule 20C of this Constitution.”
2. Amending Rule 18(a) as follows:

“18(a) The Full membership of the Club shall be divided into the following categories:

(i) Ordinary members with the classes or ordinary membership being:

A. Foundation members;

- B. Club members;
- C. Chatswood Life members;
- D. Special members;
- E. Emeritus members;
- F. Junior members;

and:

- (ii) Life members.

3. Inserting a new Rule 20C as follows:

“20C A person who:

- (a) is a financial full member of the Club, or who makes application and is elected as a full member of the Club in accordance with the Memorandum of Understanding for amalgamation between the Club and Chatswood Club Ltd ACN 000 148 354 (“Chatswood Club”) (“Chatswood Club MOU”); and
- (b) is a financial full member (as defined in the Registered Clubs Act) of Chatswood Club and whose name is entered in the register of members of Chatswood Club, on the date of transfer of the club licence of Chatswood Club to the Club by the Independent Liquor and Gaming Authority;

will:

- (c) for the purposes of the Registered Clubs Act only, be identified in the Club’s register of members as an “Chatswood Club Member”;
- (d) be given credit for any subscription pre-paid in respect of their membership of Chatswood Club.”

4. "Rule 22, titled 'Life Members,' will now be relocated to become Rule 26."

5. Inserting a new Rule 23 as follows:

“Chatswood Life Members

- (a) Chatswood Life members shall be persons who have attained the age of eighteen (18) years, who were life members of the Chatswood Club at the time of completion of the Chatswood Club MOU and who have been elected to Chatswood Life membership of the Club in accordance with the processes set out in the Chatswood Club MOU.

- (b) Chatswood Life members are not required to pay an entrance fee (if any) nor annual subscription (subject to any requirements of the Registered Clubs Act).
 - (c) Subject to 23(b) above, Chatswood Life members shall have the same rights and entitlements as Club members.”
6. Amending Rule 33(a) by deleting “and” after “Special members”, and after “Emeritus members,” adding “, financial Chatswood Life members”.
 7. Amending Rule 34(a) by adding “, financial Chatswood Life members” after “Emeritus members”.
 8. Amending Rule 41(a)(vi) by adding “ and Chatswood Life members” after “Life members”.
 9. Amending Rule 117 by adding “, financial Chatswood Life members” after “Emeritus members”.
 10. To make any formatting, grammar and numbering changes to the amendment and Constitution to give effect to the above.

Explanatory Notes to Members Resolution 2

1. The Special Resolution being Resolution 2 will only be considered if the Ordinary Resolution which is Resolution 1 is passed to approve the amalgamation in principle.
2. This Special Resolution will create a new class or membership referred to as “Chatswood Life” members. The Chatswood Life members have the same rights, restrictions and entitlements as Club members.”
3. This Special Resolution will allow all financial full members of Chatswood Club to be able to join Manly Leagues Club as Club Members (with the exception of Life Members of Chatswood Club who will become “Chatswood Life Members” of the Club), as part of the amalgamation process.
4. Chatswood Club members who are becoming Club members of Manly Leagues Club, including Life Members of Chatswood Club who will become “Chatswood Life Members”, who have paid their subscription for Chatswood Club in advance will be given credit, on a pro-rata basis, for any unexpired portion of their membership subscription amounts paid to Chatswood Club.
5. All transferring members of Chatswood Club will be subject to the usual restrictions applicable to new members of Manly Leagues Club, however this resolution in part, as required by the MOU
6. Section 17AC(2) of the Registered Clubs Act requires Manly Leagues Club to establish the members of Chatswood Club who transfer to Manly Leagues Club in the amalgamation process as a separate class of members for the purposes of identification, and the Special Resolution identifies them as “Chatswood Club Member”.
7. The rights of existing Manly Leagues Club members will not be changed by this Special Resolution in any way.
8. The amalgamation will not proceed unless both the Ordinary Resolution being Resolution 1 and this Special Resolution being Resolution 2 are both passed.



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Procedural Matters in relation to Resolution 2

9. In order for the Special Resolution to be passed 75% or more of the Life Members, Foundation Members, Special Members, Emeritus Members and financial Club members who are present at the meeting must vote in favour of the Resolution (subject to point 9 below).
10. Honorary members who are not Full members, Junior members and Provisional members are not permitted to vote on Resolution 2.
11. Employees of Manly Leagues Club are not eligible to vote on the Special Resolution.
12. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of the Special Resolution.
13. Please direct any questions or concerns about the Special Resolution in writing to Manly Leagues Club's CEO at least three (3) business days before the General Meeting.
14. Proxy Voting is not permitted under the Registered Clubs Act nor the Constitution of Manly Leagues Club.
15. The Board of Directors of Manly Leagues Club recommends that members vote in favour of the Resolution.

By direction of the Board



Julien Bova
CHIEF EXECUTIVE OFFICER

Dated 10 February 2025



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