

**PARKES SERVICES & CITIZENS CLUB CO-OPERATIVE LTD
ABN 19 681 339 813**

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of **PARKES SERVICES & CITIZENS CLUB CO-OPERATIVE LTD ABN 19 681 339 813** will be held at Parkes Services Club at 9-17 Short Street, Parkes NSW 2870 on **Thursday, 19 December 2024 at 6.30pm.**

BUSINESS:

The business of the General Meeting will be as follows:

Amalgamation

1. Presentation to Members regarding the proposed amalgamation of Parkes Services & Citizens Club Co-Operative Ltd ABN 19 681 339 813 (NSWC00490) ("Parkes Services Club") and Parkes Railway Institute Bowling Club Ltd ACN 001 059 310 ("Parkes Railway Bowling Club");
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 Parkes Services Club and Parkes Railway Bowling 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 Rules of Parkes Services Club, conditional upon amalgamation completion, to provide for the amalgamation and to give effect to the obligations of Parkes Services Club under, or related to, the amalgamation Memorandum of Understanding entered into by Parkes Services Club and Parkes Railway Bowling Club.

RESOLUTION 1 – ORDINARY RESOLUTION

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

"That the members of Parkes Services & Citizens Club Co-Operative Ltd ABN 19 681 339 813 (NSWC00490) ("Parkes Services Club") hereby approve in accordance with section 17AEB (d) of the Registered Clubs Act ("RCA") and the Memorandum of Understanding between Parkes Services Club and Parkes Railway Institute Bowling Club Ltd ACN 001 059 310 ("Parkes Railway Bowling Club") dated 15 November 2024 ("MOU"):

1. In principle, the amalgamation of Parkes Services Club and Parkes Railway Bowling Club with such amalgamation to be effected by:
 - (a) the continuation of Parkes Services Club as the amalgamated club and the dissolution of Parkes Railway Bowling Club;
 - (b) the transfer of the Assets, Liabilities and Land (all as defined in the MOU) of Parkes Railway Bowling Club to Parkes Services Club; and
 - (c) the transfer of the Club Licence of Parkes Railway Bowling Club to Parkes Services 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 Parkes Railway Bowling Club to Parkes Services 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 Parkes Services Club and Parkes Railway Bowling 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 Parkes Railway Bowling Club to Parkes Services 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 Parkes Railway Bowling Club to Parkes Services 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 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. Parkes Services Club and Parkes Railway Bowling Club have entered into a MOU dated 15 November 2024. The MOU is also available for inspection by the ordinary members at the Parkes Services Club premises and on Parkes Services 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, Parkes Services Club notified Parkes Services Club members that it had in the previous twelve (12) months received no other expressions of interest in amalgamation or merger offers by placing a notice on its website and notice board. The notice is still available for review by Parkes Services Club members on the Parkes Services Club noticeboard and website.
 5. The amalgamation between Parkes Services Club and Parkes Railway Bowling Club can only proceed if, amongst other things, the ordinary members of both Parkes Railway Bowling Club and Parkes Services Club approve the amalgamation. The members of Parkes Services 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 Parkes Services 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 Parkes Railway Bowling Club as a company and the continuation of the Parkes Services Club as the body corporate of the Amalgamated Club. The Rules of the Amalgamated Club will be the Rules of Parkes Services Club.
8. The Board of the Amalgamated Club will be the Board of Parkes Services Club and the Chief Executive Officer of Parkes Services 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 Parkes Railway Bowling Club Premises and this position will be undertaken by the Chief Executive Officer of the Amalgamated Club as permitted by section 66(3)(a)(i) of the Liquor Act.
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 Parkes Railway Bowling Club will be transferred to Parkes Services Club and all financial members of Parkes Railway Bowling Club will be invited to become ordinary members of Parkes Services Club.
11. All financial members of Parkes Railway Bowling Club will be invited to become Ordinary Club members of Parkes Services 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 "Parkes Railway Bowling 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 Parkes Railway Bowling Club will be subject to the usual restrictions applicable to new members of Parkes Services Club, except that all transferring members will be subject to a three (3) year qualification period prior to being able to be nominated or appointed to the Board of Parkes Services Club unless they are already a current financial member of Parkes Services Club at the time of Completion.

Premises

12. The Parkes Railway Bowling Club's premises and its associated facilities will become additional premises of Parkes Services Club and will be available to all members of the Amalgamated Club.

Name and Branding

13. The Parkes Railway Bowling Club Premises will become known as "Parkes Services Bowling Club" and the logo incorporating the name will be altered to show an affiliation with Parkes Services Club.

Bowling Sub-Club

14. On or before Completion Parkes Services Club will establish a Parkes Services Bowling Sub-Club to manage, conduct and administer bowling at the Parkes Railway Bowling Club Premises on behalf of the Amalgamated Club.
15. The Rules will be prepared by Parkes Services Club in consultation with Parkes Railway Bowling Club and will include without limitation the following membership classes:
 - (a) Ordinary
 - (b) Life
16. The committee will consist of no less than four (4) and no more than seven (7) members who must be active bowling members and registered with Bowls NSW, and who bowl at the Parkes Services Bowling Club Premises, except if there are insufficient number of active bowling members willing to nominate in which case any member of the Amalgamated Club may nominate for election to the committee.
17. The Amalgamated Club will each year within its yearly budget make a bowls budget allocation for the Parkes Services Bowling Club Premises for greens upkeep, presentation nights, pennants allowance and to specify the green fees required to be charged to offset additional costs.
18. Parkes Services Bowling Sub-Club committee will be responsible for the continuation of bowling operations at the Parkes Railway Bowling Club Premises following Completion.
19. Parkes Services Bowling Sub-Club will by way of volunteer work to be completed by its members, continue maintenance and capital works with respect of the Parkes Railway Bowling Club.

Traditions and Memorabilia

20. Subject to the terms and conditions on the MOU the Amalgamated Club will:
 - (a) maintain the amenities of the Parkes Railway Bowling Club Premises in place as at the date of the MOU;
 - (b) maintain the traditions of Parkes Railway Bowling Club, being President's Day, Presentation Day and Old Bowls Day;
 - (c) continue to contribute community support donations to the same extent as Parkes Railway Bowling Club did prior to the date of the MOU for the following local community groups:
 - (i) One (1) Cricket Club
 - (ii) Two (2) Pool Clubs; and
 - (iii) Two (2) Darts Clubs.
 - (d) continue to display the honour boards at the Parkes Railway Bowling Club Premises in its present form, electronically or in such other manner as determined by the Amalgamated Club, for as long as the Amalgamated Club trades from the Parkes Railway Bowling Club.

Club Operations

21. Parkes Services Club intends to open the Parkes Railway Bowling Club Premises when competition and social bowls are being played (as per open schedule determined by the Amalgamated Club in consultation with the Bowls Sub-Club Committee).

Intentions regarding Parkes Railway Bowling Club's cash and investments

22. Parkes Railway Bowling Club's cash and investments (if any) will be transferred to the general reserves of the Amalgamated Club.

Intentions regarding Parkes Railway Bowling Club's gaming machine entitlements (GMEs)

23. Parkes Railway Bowling Club currently has four (4) GMEs as recorded on the Parkes Railway Bowling Club Licence and the Amalgamated Club intends to retain the four (4) GMEs at the Parkes Railway Bowling Club Premises for as long as it trades from those premises.

Cessation of Trading from Parkes Railway Bowling Club Premises

24. Parkes Services Club will continue to trade from the Parkes Railway Bowling Club Premises for a minimum of five (5) years after Completion unless the circumstances below arise and Parkes Services Club then elects to cease trading from the premises.
25. The Amalgamated Club may cease trading and/or cease bowling activities from the Parkes Railway Bowling 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 Parkes Railway Bowling Club Premises, or revoking any licence, approval or consent necessary for the Amalgamated Club to continue trading from the Parkes Railway Bowling 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 Parkes Railway Bowling Club Premises are destroyed or partially destroyed and it is not commercially viable or appropriate to reconstruct or repair the Parkes Railway Bowling Club Premises in the opinion of the Board of the Amalgamated Club;
 - (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 fifth anniversary of Completion the Board of the Amalgamated Club determines that continued trading of, and/or the conducting of bowling activities from, the Parkes Railway Bowling Club Premises is not in the best interests of the Amalgamated Club, then the Amalgamated Club may cease trading from the Parkes Railway Bowling Club Premises.

Requirement for Resolution 1

26. 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 (Parkes Railway Bowling Club) unless the Authority is satisfied that:
- (a) the parent club (Parkes Services Club) will meet the requirements set out in section 10(1) of the Registered Clubs Act; and
 - (b) the parent club (Parkes Services 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).
27. 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 Parkes Services Club and Parkes Railway Bowling 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

28. 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 Parkes Services Club), other than Honorary members, Temporary members, and Provisional members.
29. Accordingly, all members in all classes of membership (excluding employees of Parkes Services 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 Rules of the Parkes Services Club that restricts voting rights for certain classes of membership.

30. 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.
31. 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 Parkes Services Club and Parkes Railway Bowling Club.
32. Please direct any questions or concerns about Resolution 1 in writing to the CEO of Parkes Services Club, if possible, at least three (3) days, before the General Meeting.
33. Proxy Votes are not allowed under the Registered Clubs Act nor the Rules of the Parkes Services Club.
34. The Board of Directors of Parkes Services 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 approves the amalgamation between Parkes Services & Citizens Club Co-Operative Ltd ABN 19 681 339 813 and Parkes Railway Institute Bowling Club Ltd ACN 001 059 310, the Rules of Parkes Services & Citizens Club Co-Operative Ltd ABN 19 681 339 813 be amended by:

1. Inserting a new Rule 18.(e) as follows:

“18.(e). 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 Parkes Railway Institute Bowling Club Ltd ACN 001 059 310 (**Parkes Railway Bowling Club**); and
 - b) is a financial full member (as defined in the Registered Clubs Act) of Parkes Railway Bowling Club and whose name is entered in the register of members of Parkes Railway Bowling Club, on the date of transfer of the club licence of Parkes Railway Bowling 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 “Parkes Railway Bowling Club Member”;
 - d) be given credit for any subscription pre-paid in respect of their membership of Parkes Railway Bowling Club.”; and
 - e) be subject to a three (3) year qualification period prior to being able to be nominated or appointed to the Board of the Club unless they are already a current financial member of the Club at the date of transfer of the club licence of Parkes Railway Bowling Club to the Club.
2. To make any formatting, grammar and numbering changes to the amendment and Rules 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 allow all financial full members of Parkes Railway Bowling Club to be able to join Parkes Services Club as Ordinary Club Members, as part of the amalgamation process.
3. Parkes Railway Bowling Club members who have paid their subscription for Parkes Railway Bowling Club in advance will be given credit, on a pro-rata basis, for any unexpired portion of their membership subscription amounts paid to Parkes Railway Bowling Club.
4. All transferring members of Parkes Railway Bowling Club will be subject to the usual restrictions applicable to new members of Parkes Services Club, however this resolution in part, as required by the MOU, imposes such transferring members a three (3) year qualification period prior to being able to be

nominated or appointed to the Board of the Club (unless they are already a current financial member of the Club).

5. Section 17AC(2) of the Registered Clubs Act requires Parkes Services Club to establish the members of Parkes Railway Bowling Club who transfer to Parkes Services Club in the amalgamation process as a separate class of members for the purposes of identification, and the Special Resolution identifies them as "Parkes Railway Bowling Club Member".
6. The rights of existing Parkes Services Club members will not be changed by this Special Resolution in any way.
7. The amalgamation will not proceed unless both the Ordinary Resolution being Resolution 1 and this Special Resolution being Resolution 2 are both passed.

Procedural Matters in relation to Resolution 2

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

By direction of the Board

Mr Mike Phillips

COMPANY SECRETARY



Dated: 27/11/2024