

MINUTES OF THE GENERAL MEETING OF PARRAMATTA LEAGUES CLUB LIMITED

held in JACKS BAR & GRILL, PARRAMATTA LEAGUES CLUB, 1 EELS PLACE, PARRAMATTA NSW 2150 (being the main physical venue of the meeting) and by VIDEO LINK at VIKING SPORTS CLUB LOCATED at QUARRY ROAD, DUNDAS, NSW on WEDNESDAY 18 JANUARY 2023 at 7PM

WELCOME:

The Chair advised a quorum was present and welcomed all members to the General Meeting of Parramatta Leagues Club Limited.

The meeting opened at 7:10pm.

ATTENDANCE:

Parramatta Leagues Club Directors – Greg Monaghan (President), Mark Jenkins, Darren Adam, Sue Coleman, Joy Cusack, Phil Sim

Parramatta Leagues Club (PLC) Chief Executive Officer - Chris Dimou

Pigott & Stinson, Lawyers – John Ralston

Campbell Advisory – Richard Batten

Dural Board Member – George Trulove

Members of Parramatta Leagues Club Limited

Computershare, returning officers – Richard Powell, Justin Robinson and Bruno Giacomazzi

APOLOGIES:

Richard Foda – Parramatta Leagues Club Director, Gary Morris – Life Member, Margaret Morris – Member, John Drew – Member.

PRESENTATIONS:

Parramatta League's Club Limited (PLC), Chief Executive Officer – Chris Dimou

The PLC CEO presented an overview of the proposed amalgamation with Dural Country Club, along with the benefits for Members, staff and the Group.

NOTICE OF THE GENERAL MEETING:

The Notice of the General Meeting was given to all Full members (being Life members, Ordinary Members and Voting members) all being "ordinary members" as defined in and required by the Registered Clubs Act as being eligible to vote on the Ordinary Resolution

MEMBERS QUESTIONS:

The Chair presented questions received via email from members, with corresponding answers.

VOTING PROCEDURE:

Voting was conducted by a show of hands.

All Members at time of registration received a blue voting card to vote for the Ordinary Resolution.

All Voting Members received a second voting card (yellow) to vote for the Special Resolution.

Ordinary Resolution

That the members hereby approve in principle the amalgamation of Parramatta Leagues' Club Limited ACN 000 218 655 (Parramatta) with Dural Country Club Limited ACN 000 467 872 (Dural), with such amalgamation to be effected:

- (a) by the continuation of Parramatta as the corporate body of the Amalgamated Club and the dissolution of Dural; and*
- (b) by the granting of an application made to the Independent Liquor & Gaming Authority (Authority) for the transfer of the club licence held by Dural to Parramatta for the purpose of such amalgamation; and*
- (c) by the transfer of the club licence held by Dural to Parramatta pursuant to the application referred to in paragraph (b).*
- (d) in accordance with the terms set out in the Memorandum of Understanding (MOU) between Parramatta and Dural.*

The resolution was moved by Greg Monaghan and seconded by Mark Jenkins

The Chair spoke to the resolution, providing a brief update on what our requirements as a club are constitutionally and how obtaining Dural will allow us to achieve our strategic objectives.

The Chair invited members to speak to the resolution. The following members spoke:

Dennis Fitzgerald, Life Member spoke against the resolution;

Luke McGee, Member spoke for the resolution;

Darren Adam, PLC Director spoke for the resolution;

Jason Sotiris, Founder for Supertees Foundation and Member spoke for the resolution;

Ken Sinclair, Parramatta Leagues Travelling Bowlers (President) spoke for the resolution.

The Chair called for a vote by show of hands. Returning Officer Richard Powell, declared the resolution carried, by majority vote of Full members who voted on the ordinary resolution.

The Resolution was carried as an Ordinary Resolution

Special Resolution

That, with effect from the completion of the amalgamation between Parramatta Leagues' Club Limited and Dural Country Club Limited, the Constitution of Parramatta Leagues' Club Limited be amended by:

- (a) *inserting the definition of "Full member" in clause 1.1 the words "a Dural Country Club Member" after the "an Ordinary member".*
- (b) *inserting the following new clause 3.7:*
 - "3.7 Dural Country Club Member**
 - (a) *Dural Country Club members shall be those persons who are full members (as defined in the Registered Clubs Act) of Dural Country Club Limited and who were admitted to membership of the Club pursuant to clause 4.18 for the purposes of the amalgamation between the Club and Dural Country Club Limited.*
 - (b) *Dural Country Club members shall have the same rights and privileges of membership as Ordinary members under this Constitution.*
 - (c) *Membership of Dural Country Club Limited shall be deemed to constitute membership of the Club for the purposes of the qualifying periods contained in this Constitution (including the qualification period to become a Voting member of the Club).*
- (c) *inserting the following new clause 4.18:*
 - "4.18 Admission to membership pursuant to an amalgamation**
 - (a) *A person may be admitted as a Full member of the Club pursuant to an amalgamation if that person is a full member (as defined in the Registered Clubs Act) of a registered club which has amalgamated with the Club and has agreed to be a member of the Club pursuant to the amalgamation (the agreement).*
 - (b) *The agreement must be in writing and to the effect that the person referred to in paragraph (a) agrees to be a member of the Club and agrees to be bound by the Constitution and By-laws of the Club and in such form as approved by the Board from time to time.*
 - (c) *Any person referred to in paragraph (a) agrees who completes and signs the agreement and returns that agreement to the Club shall, (subject to the name of that person being displayed on the noticeboard of the Club for not less than seven (7) days and a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by a resolution of the Board to membership of the Club with effect from the date of completion of the amalgamation."*

The resolution was moved by Greg Monaghan and seconded by Joy Cusack

The Chair invited members to speak to the resolution. No members spoke to the special resolution.

The Chair called for a vote by show of hands. Returning Officer Richard Powell, declared the resolution carried, by a majority vote well in excess of 75% of those Voting members who voted on the special resolution.

The Resolution was carried as a Special Resolution

CLOSE: The Chair declared the General Meeting closed at 7:45pm.