

Combined Services RSL Club Co-operative Club Ltd ABN 13 485 506 734

(Co-operative)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is given that an Extraordinary General Meeting of the members of the Co-operative will be held as follows:

Date: Tuesday, 22 November 2022
Time: 6.30pm
Venue: The Barracks, 5 – 7 Barrack Street, Sydney NSW 2000

The Explanatory Statement to this notice provides additional information on matters to be considered at the meeting. The Explanatory Statement forms part of this notice.

Meeting Agenda

1. General Nature of Business

On 20 May 2021 the Co-operative entered into a Deed of Amalgamation (**Deed**) and Memorandum of Understanding (**MOU**) with the City Tattersalls Club (**CTC**), proposing to dissolve the Co-operative and amalgamate with the CTC.

On 6 October 2021 the members of the Co-operative voted in favour of the proposed amalgamation with the CTC.

In accordance with the Deed and MOU, the Co-operative is required to be voluntarily wound up once the amalgamation has taken place.

The amalgamation took place on 11 February 2022.

The purpose of this meeting is to resolve to voluntarily wind up the Co-operative, in accordance with the Deed and MOU, and the resolution will be proposed to be passed as a special resolution to achieve that result.

2. Proposed Special Resolution

To consider and, if thought fit, to pass the following resolution as a special resolution in accordance with the Deed and MOU, clause 43 of the Co-operative's Constitution and section 239 of the Co-operatives National Law:

- (a) that the Co-operative be voluntarily wound up; and
- (b) that the Secretary of the Co-operative record the result of the special resolution in the minutes; and
- (c) that the Secretary take all steps necessary to deregister the Co-operative in accordance with section 601AA of the *Corporations Act 2001* (Cth).

By order of the Board



Carl Dumbrell
President & Treasurer

Dated: 21 October 2022

Voting Requirements for Special Resolutions

The proposed resolution set out in item 2 of this notice is required to be passed by special resolution.

A special resolution must be passed by a two-thirds majority of the members who vote at the Extraordinary General Meeting in person.

EXPLANATORY STATEMENT

1. On 20 May 2021 the Co-operative entered into a Deed of Amalgamation (**Deed**) and Memorandum of Understanding (**MOU**) with the City Tattersalls Club (**CTC**), proposing to dissolve the Co-operative and amalgamate with the CTC.
2. In accordance with the Deed and MOU, the Co-operative is required to be voluntarily wound up once the amalgamation has taken place.
3. On 6 October 2021 at the Extraordinary General Meeting, the members voted unanimously in favour of the proposed amalgamation with the City Tattersalls Club.
4. The amalgamation took place on 11 February 2022, being the date that all assets, liabilities and operations of the Co-operative had been transferred to CTC.
5. The Co-operative can now be voluntarily wound up in accordance with section 445 of the Co-operatives National Law, which requires a special resolution to be passed by a special postal ballot.
6. On 18 August 2022 the Registrar of NSW Fair Trading approved the Co-operative's application for exemption from the requirement to conduct a special postal ballot to wind up the Co-operative.
7. As such, the Co-operative is able to voluntarily wind up by calling this Extraordinary General Meeting and passing the special resolution set out in item 2 in the above Notice.