

CLUB REDFERN LIMITED
ACN 001 064 437
NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of **CLUB REDFERN LIMITED ACN 001 064 437** will be held at "The Club", 33 Bayswater Road, Potts Point NSW 2011 on 25 June 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 Ingleburn RSL Sub-Branch Club Limited ACN 163 551 086 ("Ingleburn RSL") and Club Redfern Limited ACN 001 064 437 ("Club Redfern");
2. Resolution 1: 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 Ingleburn RSL and Club Redfern;
3. Resolution 2: Members to consider and, if thought fit, pass Resolution 2 (set out below) as an ordinary resolution to establish the charitable entity, the Club Redfern Foundation, and to distribute the remaining Assets of Club Redfern to it; and
4. Resolution 3: Members to consider and, if thought fit, pass Resolution 3 (set out below) as an ordinary resolution to approve the sale of Club Redfern's remaining Gaming Machine Entitlements ("GMEs").

RESOLUTION 1 – ORDINARY RESOLUTION

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

"That the members of Club Redfern Limited ACN 001 064 437 ("Club Redfern") hereby approve in accordance with section 17AEB(d) of the Registered Clubs Act 1976 and the Memorandum of Understanding dated 13 May 2024 ("Memorandum of Understanding"):

1. In principle, the amalgamation of Club Redfern Limited ACN 001 064 437 ("Club Redfern") and Ingleburn RSL Sub-Branch Club Limited ACN 163 551 086 ("Ingleburn RSL") with such amalgamation to be effected by:
 - a) the continuation of Ingleburn RSL as the corporate entity of the amalgamated club and the dissolution of Club Redfern;
 - b) the transfer of certain Assets (as per the terms of the Memorandum of Understanding) of Club Redfern to Ingleburn RSL; and
 - c) the transfer of the Club Licence of Club Redfern to Ingleburn RSL pursuant to the application referred to in 2 below.
2. the making of an application under section 60 of the Liquor Act 2007 to the Independent Liquor and Gaming Authority of New South Wales for the transfer of Club Licence of Club Redfern to Ingleburn RSL 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 Ingleburn RSL and Club Redfern;
 - b) the transfer of certain Assets of Club Redfern (being \$2.25M) and the Club Licence of Club Redfern to Ingleburn RSL; and
 - c) the making of an application to the Independent Liquor and Gaming Authority for the purpose of approving the amalgamation.
2. Amalgamation between two registered clubs, such as is proposed, is governed by the provisions 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. Ingleburn RSL and Club Redfern have entered into a MOU dated 13 May 2024. The MOU is available for inspection by ordinary members at 159 Redfern St, Redfern and on Club Redfern's website.
4. Prior to entering into the MOU and in accordance with the requirement of clause 4(5) of the Registered Clubs Regulation 2015, Club Redfern notified its members that it had received during the prior twelve (12) months an expression of interest in amalgamation from Coogee Randwick Club Limited. Club Redfern has also previously received an expression of interest in amalgamation from South Hurstville RSL Club Ltd and had some limited discussions with Bexley R.S.L. and Community Club Limited but has not otherwise received any other expressions of interest in amalgamation or unsolicited merger offers. This notice is still available for review by Club Redfern members at 159 Redfern Street, Redfern and on Club Redfern's website.
5. The amalgamation between Ingleburn RSL and Club Redfern can only proceed if, amongst other things, the ordinary members of both Club Redfern and Ingleburn RSL approve the amalgamation process. The members of Club Redfern 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 Club Redfern 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 Club Redfern as a company and the continuation of the Ingleburn RSL as the body corporate of the Amalgamated Club.
8. The Constitution of the Amalgamated Club will be the Constitution of Ingleburn RSL.
9. The amalgamation is intended to preserve the continuation of the objects of Club Redfern by way of the transfer of funds to the Club Redfern Foundation, which is to be established to support the local community, and the amalgamation of Club Redfern and Ingleburn RSL to create an Amalgamated Club supporting the continued promotion of RSL objects.
10. The Board of the Amalgamated Club will be the Board of Ingleburn RSL and the Chief Executive Officer of Ingleburn RSL will be the Secretary and Chief Executive Officer of the Amalgamated Club.
11. Immediately after the Amalgamation Application is granted, Assets (as limited by the MOU to \$2.25M), of Club Redfern will be transferred to Ingleburn RSL and all financial members of Club Redfern will be invited to become members of Ingleburn RSL as detailed below.
12. Financial members of Club Redfern will be invited to become social members or services members (subject to them meeting the requirements of this latter category) of Ingleburn RSL and will for the purposes of section 17AC(2) of the Registered Clubs Act all be identified in the separate class of membership called "Club Redfern Members" if they accept an invitation to become a Club member by paying the appropriate fees and subscriptions for that class of membership and agree in writing to be bound by the Constitution of Ingleburn RSL.
13. All transferring members of Club Redfern will be subject to the usual restrictions applicable to new members of Ingleburn RSL except for transferring members who have been continuous financial members of Club Redfern for not less than three (3) years prior to Amalgamation Completion for whom the "qualifying periods" in the Ingleburn RSL's Constitution will be deemed satisfied.
14. All transferring members to Ingleburn RSL will be given a credit for any membership subscription amounts paid.

Premises

15. Club Redfern ceased to trade and then sold the Club Redfern Premises therefore the Amalgamated Club will operate solely from the Club Premises of Ingleburn RSL.

Charity

16. Upon Amalgamation Completion, Club Redfern will transfer:
 - a) two-million two-hundred and fifty thousand dollars (\$2,250,000) to Ingleburn RSL; and
 - b) the remainder of its cash (including GME sale proceeds received or to be received) and investments will transfer to the to be established Club Redfern Foundation.
17. Ingleburn RSL will provide the Club Redfern Foundation with reasonable administrative support and reasonable access to the Ingleburn RSL's meeting rooms and other spaces (subject at all times to the approval of Ingleburn RSL) on an ongoing basis at no cost to the Club Redfern Foundation, where reasonably required by the Club Redfern Foundation.

18. Ingleburn RSL and the Club Redfern Foundation may from time to time jointly promote and support organisations supported by the Club Redfern Foundation.

Sub-Clubs

19. From amalgamation completion Ingleburn RSL will establish a Sub-Club to be known as "Club Redfern Sub Club".
20. The initial committee of the Club Redfern Sub-Club will be the Board of Club Redfern as at the date of amalgamation completion.
21. The Amalgamated Club will provide funding of two-hundred and fifty thousand dollars (\$250,000) into an account under the control of the Club Redfern Sub-Club on amalgamation completion which is to be used for the purpose of engaging Club Redfern members and the local community groups within the community near the prior Club Redfern premises.

Traditions and Memorabilia

22. The Amalgamated Club will at the Ingleburn RSL premises display a commemorative plaque acknowledging the amalgamation between Ingleburn RSL and Club Redfern.
23. Club Redfern will establish the Club Redfern Foundation to continue supporting the community in the Redfern and surrounding areas of Sydney.

Intentions regarding Club Redfern's cash and investments

24. The cash and investments of Club Redfern will be transferred in accordance with clause 5.2 of the MOU.

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

25. Club Redfern previously had twenty-nine (29) GMEs as per its club licence and sold six blocks of GMEs (being eighteen (18) GMEs) and intend to sell the remaining eleven (11) GMEs on its Club Licence.
26. If GMEs remain on the Club Licence at Amalgamation Completion, then Ingleburn RSL will sell such GMEs, and the sale proceeds will accrue to the benefit of the Club Redfern Foundation.

Intentions regarding Club Redfern's Employees

27. Club Redfern only has one (1) employee being the Club Redfern CEO. The Club Redfern CEO will be made redundant on Amalgamation Completion.
28. All legally required payments relating to the redundancy of the Club Redfern CEO will be made by Club Redfern to the Club Redfern CEO immediately prior to Amalgamation Completion.

Procedural Matters in Relation to the proposed Ordinary Resolution 1

29. The Registered Clubs Act requires the proposed amalgamation to "be approved in principle at separate extraordinary general meetings of the ordinary members of each of the clubs proposing to amalgamate."
30. The term "ordinary members" essentially means all members in all classes of membership (excluding employees of Club Redfern), other than Honorary members, Temporary members, and Provisional members.
31. Accordingly, all members in all classes of membership (excluding employees of Club Redfern), 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 Club Redfern that restricts voting rights for certain classes of membership.
32. 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.
33. 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 Ingleburn RSL and Club Redfern.
34. Please direct any questions or concerns about Resolution 1 in writing to the CEO of Club Redfern, if possible, at least seven (7) days, before the General Meeting by email to info@clubredfern.com.au.
35. Proxy Votes are not allowed under the Registered Clubs Act nor the Constitution of Club Redfern.
36. The Board of Directors of Club Redfern recommends that members vote in favour of Resolution 1.

RESOLUTION 2 – ORDINARY RESOLUTION

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

"To allow for the completion of the amalgamation between Club Redfern Limited ACN 001 064 437 ("Club Redfern") and Ingleburn RSL Sub-Branch Club Limited ACN 163 551 086 ("Ingleburn RSL") in accordance with the terms of the Memorandum of Understanding dated 13 May 2024 ("Memorandum of Understanding"), that the members of Club Redfern:

- a) approve the establishment by Club Redfern of the Club Redfern Foundation, in accordance with, and for the purposes set out in, the Memorandum of Understanding; and
- b) approve the distribution to the Club Redfern Foundation of the remaining Assets of Club Redfern prior to its dissolution in accordance with the terms of the Memorandum of Understanding, less an amount to be retained, as determined by the Board, to allow for the solvent dissolution of Club Redfern."

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 2 – ORDINARY RESOLUTION

General

1. At the General Meeting the members will be asked to consider Resolution 2 in relation to the establishment of the charitable entity, the Club Redfern Foundation, and the distribution of the remaining assets of Club Redfern on amalgamation completion to the Club Redfern Foundation less an amount required to be retained to fund dissolution.
2. The Club Redfern Foundation will be established to pursue the charitable purposes of advancing social and public welfare in the community, with a focus on the Redfern and surrounding areas of Sydney; and intends to:
 - a) register as a charity with the Australian Charities and Not-for-profits Commission (ACNC); and
 - b) apply for tax exemptions and concessions available to it by application to the Australian Taxation Office following ACNC registration.
3. The transfer of funds to the Club Redfern Foundation is consistent with the objects of Club Redfern given its charitable object.
4. The Club Redfern Foundation legal structure, as a company limited by guarantee, will prohibit the distribution of income and property among its members to an extent at least as great as is imposed on Club Redfern by its Constitution.
5. Under the provisions of the Memorandum of Understanding, Club Redfern will transfer two-million two-hundred and fifty thousand dollars (\$2,250,000) to Ingleburn RSL and then will transfer the remainder of its cash and investments (including GME sale proceeds received or to be received) to the Club Redfern Foundation.
6. To allow for the solvent winding up of Club Redfern after amalgamation completion, Club Redfern will retain an amount sufficient to cover the winding up and associated expenses.

Procedural Matters in Relation to the proposed Ordinary Resolution 2

7. Financial RSL Members and Associate Members, provided they have been a member of Club Redfern for at least three (3) years in any class of membership, shall be entitled to vote on this resolution.
8. To be passed, Resolution 2 requires votes from a simple majority of eligible members (50% + 1) present and voting on the Ordinary Resolution at the meeting.
9. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 2. Members should also read in full the Memorandum of Understanding between Ingleburn RSL and Club Redfern.
10. Please direct any questions or concerns about Resolution 2 in writing to the CEO of Club Redfern, if possible, at least seven (7) days, before the General Meeting by email to info@clubredfern.com.au.
11. Proxy Votes are not allowed under the Registered Clubs Act nor the Constitution of Club Redfern.
12. The Board of Directors of Club Redfern recommends that members vote in favour of Resolution 2.

RESOLUTION 3 – ORDINARY RESOLUTION

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

"For the purpose of section 21(4) of the Gaming Machines Act, the members of Club Redfern Limited ACN 001 064 437 ("Club Redfern") hereby approve in principle the sale by Club Redfern of all remaining gaming machine entitlements on Club Licence LIQC300225135 (including without limitation the last eleven (11) gaming machine entitlements)."

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 3 – ORDINARY RESOLUTION

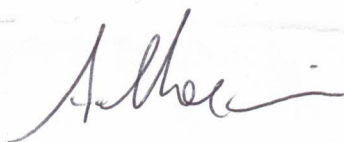
General

1. Club Redfern will, as set out in the amalgamation Memorandum of Understanding with Ingleburn RSL, be selling its remaining gaming machine entitlements (subject to approval of this Resolution 3).
2. Under the provisions of the Memorandum of Understanding, Club Redfern will transfer the remainder of its cash (including GME sale proceeds received or to be received) and investments to the Club Redfern Foundation.
3. Section 21(4) of the Gaming Machines Act requires in principle member approval be obtained at a General Meeting prior to the last ten (10) gaming machine entitlements on a Club Licence being sold.
4. This Resolution 3, if passed by members, will satisfy the requirements of section 21(4) of the Gaming Machines Act, and allow Club Redfern to sell all of the remaining gaming machine entitlements on its Club Licence.

Procedural Matters in Relation to the proposed Ordinary Resolution 3

5. Financial RSL Members and Associate Members, provided they have been a member of Club Redfern for at least three (3) years in any class of membership, shall be entitled to vote on this resolution.
6. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 3.
7. To be passed, Resolution 3 requires votes from a simple majority of eligible members (50% + 1) present and voting on the Ordinary Resolution at the meeting.
8. Please direct any questions or concerns about Resolution 3 in writing to the CEO of Club Redfern, at least seven (7) days, before the General Meeting by email to info@clubredfern.com.au.
9. Proxy Votes are not allowed under the Registered Clubs Act nor the Constitution of Club Redfern.
10. The Board of Directors of Club Redfern recommends that members vote in favour of Resolution 3.

By direction of the Board



Mr. Anthony MacAlpine
COMPANY SECRETARY

25 May 2024