



22 February 2018

Bondi Junction - Berkeley - Kingswood - Waverley - Woy Woy  
Proud home of the Sydney Roosters

Dear Members

After much deliberation the Board of Directors of Easts Leagues Club Ltd remain of the view that it would be in the best long term interest of the Easts Group, Bondi Golf and Diggers and the community to proceed with the amalgamation with Bondi Golf and Diggers.

Having taken into account the concerns and views of our local Waverley community it is imperative that we clarify a number of points.

We give our undertaking that Bondi Golf and Diggers and Waverley Bowling Club will remain stand-alone entities with neither encroaching on the other in any way. There will be no bowling greens installed at Bondi Golf and Diggers.

Plans for rejuvenation of our Waverley Bowling Club amenities will continue to be pursued with the Bowlers and Residents Group to ensure the venue remains a popular and valued destination for both bowlers and the local community.

The Board feel committed to assisting and guiding Bondi Golf and Diggers to be in a strong position to renew their Crown Lease on a long term basis and maintain and grow their Club and amenities.

On this revised basis, we are asking for your support to expand and diversify the Group and save a valuable and much loved community asset and sporting venue.

Yours Sincerely

**N Politis AM**  
**Chairman**  
**Board of Directors**  
**Eastern Suburbs Leagues Club Ltd**

WW0022

[www.eastsgroup.com.au](http://www.eastsgroup.com.au)

East Suburbs Group operates under Eastern Suburbs Leagues Club Ltd. ABN 63 000 249 490  
Membership Hotline 02 9386 3265 Postal Address PO Box 124, Bondi Junction NSW 1355 Australia

**East Suburbs Leagues Club** 02 9386 3200 - 93-97 Spring St Bondi Junction NSW 2022  
**Kingswood Sports Club** 02 4737 4600 - 2 Santley Cres Kingswood NSW 2747  
**Woy Woy Leagues Club** 02 4342 3366 - 82 Blackwall Rd Woy Woy NSW 2256

**Berkeley Sports Club** 02 4260 7000 - 5 Wilkinson St Berkeley NSW 2506  
**Waverley Sports Club** 02 9389 3026 - 163 Birrell St Waverley NSW 2024



EASTERN SUBURBS LEAGUES CLUB LTD.  
ABN 63 000 249 490

# NOTICE OF GENERAL MEETING

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NOTICE is hereby given that a General Meeting of Eastern Suburbs Leagues Club Ltd (**Easts Leagues**) will be held at Easts Leagues Club, 93-97 Spring Street, Bondi Junction, NSW 2022 on **Thursday, 29 March 2018 at 5.30pm.**

## BUSINESS TO BE CONDUCTED

1. Apologies.
2. To consider and if thought fit, to pass the Ordinary Resolution set out in this Notice of General Meeting.

## ORDINARY RESOLUTION

“That the members hereby:

1. approve in principle the amalgamation of Bondi Golf and Diggers Club Limited ABN 47 001 066 708 (“**Bondi Golf and Diggers**”) with Eastern Suburbs Leagues Club Ltd ABN 63 000 249 490 (“**Easts Leagues**”) such an amalgamation to be effected by:
  - (a) the continuation of Easts Leagues (as the Amalgamated Club) and the dissolution of Bondi Golf and Diggers;
  - (b) the transfer of Bondi Golf and Diggers’ assets to Easts Leagues; and
  - (c) the transfer of the club licence of Bondi Golf and Diggers to Easts Leagues;

and

2. approve in principle the making of an application to the Independent Liquor and Gaming Authority for the transfer of the club licence of Bondi Golf and Diggers to Easts Leagues for the purposes of such an amalgamation.”

## EXPLANATORY NOTES REGARDING THE ORDINARY RESOLUTION

### *General*

1. The purpose of the Ordinary Resolution is to approve in principle the proposed amalgamation of Easts Leagues with Bondi Golf and Diggers.
2. The amalgamation of two registered clubs must be effected pursuant to the provisions of Division 1A of Part 2 of the Registered Clubs Act.
3. Both Easts Leagues and Bondi Golf and Diggers hold club licences under the Liquor Act 2007 (NSW) (**Liquor Act**). Under section 17AB of the Registered Clubs Act, an amalgamation occurs when the club licence of one club is transferred to the other club, under section 60 of the Liquor Act.
4. The transfer of the club licence of Bondi Golf and Diggers to Easts Leagues Club is subject to approval by the Independent Liquor and Gaming Authority (**Authority**). Under section 17AEB of the Registered Clubs Act the Authority may not approve the transfer unless it is satisfied that the proposed amalgamation has been approved in principle at separate extraordinary general meetings of the ordinary members of both clubs proposing to amalgamate (being in each case an approval supported by a majority of the votes cast at the meeting).
5. This means that the Ordinary Resolution must be passed before the Authority will approve the transfer of the club licence of Bondi Golf and Diggers to Easts Leagues and for the amalgamation to proceed.
6. A general meeting of members of Bondi Golf and Diggers was held on Wednesday, 26 July 2017. At that general meeting, members of Bondi Golf and Diggers approved a similar ordinary resolution.
7. If the amalgamation is approved by Easts Leagues and the Authority, Easts Leagues will continue as the amalgamated club and Bondi Golf and Diggers will be dissolved.
8. If the Ordinary Resolution is approved, the members will be authorising the making of the application to the Authority for approval of the amalgamation.

### *Terms of the amalgamation*

9. The terms of the amalgamation are set out in a Memorandum of Understanding (**MOU**) and Deed of Amalgamation (**Deed**) which have been entered into between the Easts Leagues and Bondi Golf and Diggers. The Deed deals with commercial and other matters connected to the amalgamation, which do not need to be included in the MOU.
10. A copy of the MOU is on display on the Easts Leagues notice boards and copies may be obtained from the Easts Leagues administration office upon request.
11. A copy of the MOU is also available on the Easts Leagues webpage at [www.eastsgroup.com.au](http://www.eastsgroup.com.au). The Board of Easts Leagues recommends to members that they carefully read the MOU and Deed before attending the General Meeting.
12. In summary, under the MOU and Deed:
  - a. Bondi Golf and Diggers will be wound up as the dissolving club in the amalgamation, with Easts Leagues being the continuing club as the corporate vehicle for the Amalgamated Club;
  - b. Bondi Golf and Diggers' leased premises located at 5 Military Road, North Bondi NSW 2026 (being lots 1 and 2 in deposited plan 916095 and lot 7056 in deposited plan 93856 (**Bondi Golf and Diggers Premises**)), comprising a clubhouse and nine hole golf course will become one of the licensed premises and facilities of Easts Leagues;
  - c. Easts Leagues as the Amalgamated Club will maintain the sporting and social activities of Bondi Golf and Diggers (subject to consent of the relevant authorities being obtained);
  - d. The future direction of the Amalgamated Club will be subject to the overall strategic plan of the Amalgamated Club and its finances. The Amalgamated Club will:
    - (i) promote and develop the Bondi Golf and Diggers Premises and other premises of the Amalgamated Club;
    - (ii) provide high quality facilities and services to members of the Amalgamated Club; and
    - (iii) Improve the trading position and increase the value of the assets of the Amalgamated Club.
  - e. Members of Bondi Golf and Diggers will be invited to become members of Easts Leagues.
  - f. Easts Leagues will offer employment to all employees of Bondi Golf and Diggers. Any employee who does not accept an offer of employment will be paid their documented and verified employee entitlements (except personal carer's leave).
  - g. The Amalgamated Club will continue to trade at the Bondi Golf and Diggers Premises for at least 3 years following completion of the amalgamation unless the Authority approves of a disposal of the Bondi Golf and Diggers Premises within that period on the grounds it is necessary to ensure the survival of Easts Leagues (as the Amalgamated Club) and the majority of members of the Amalgamated Club have approved the disposal, and subject to any new Crown Lease granted to Easts Leagues following expiry of the existing Crown Lease which is due to expire 31 December 2018.
  - h. Easts Leagues will honour all subscriptions paid by members of the Bondi Golf and Diggers up to the date of expiry of the subscription for the Bondi Golf and Diggers financial year in which the amalgamation is completed. This means that after this date, all members will need to pay annual subscriptions. Life Members of Bondi Golf and Diggers will continue to be recognised as Life Members in respect of the Bondi Golf and Diggers Premises but will not be Life Members of the Amalgamated Club although they will only be required to pay the minimum annual subscription for ordinary membership of the Amalgamated Club as required by the Registered Clubs Act (which is currently \$2 per annum).

### *Reasons for the amalgamation*

13. Bondi Golf and Diggers has assets comprising its club licence at Bondi Golf and Diggers' Premises, 11 gaming machine entitlements, stock in trade and other moveable assets and a Crown Lease of its premises. The amalgamation will result in the transfer of the assets of the Club to Easts Leagues, including a transfer of the Crown Lease.
14. Both clubs are registered clubs which have similarities in their objects concerning the promotion of sporting and recreational activities.
15. The Bondi Golf and Diggers Premises include the following facilities:
  - a. a bistro style restaurant;
  - b. a bar including TAB and KENO facilities;
  - c. gaming machine area with 11 gaming machine entitlements and machines;
  - d. fully functioning kitchen; and
  - e. a nine-hole course, with excellent views of the Sydney coastline from North Head to Malabar.
16. The Bondi Golf and Diggers Premises (including the clubhouse and surrounding land comprising lots 1 and 2 in deposited plan 916095 and lot 7056 in deposited plan 93856) is leased from the Crown. The current Crown Lease expires 31 December 2018. The Crown Lease and all other assets, including the club licence of Bondi Golf and Diggers, will be transferred to Easts Leagues on completion of the amalgamation.

17. The current financial position of Bondi Golf and Diggers is that as at 31 December 2017 (being the end of its last financial year and based on its most recent un-audited financial reports), it had total assets of \$1,238,228 and total liabilities of \$330,187. The net assets are therefore \$908,041.
18. Bondi Golf and Diggers has approximately 800 members.
19. The current financial position of Easts Leagues is that as at 31 October 2017 (being the end of its last financial year and based on its most recent audited financial reports), it had total assets of \$80,897,310 and total liabilities of \$12,432,002. The net assets are therefore \$68,465,308.
20. Easts Leagues has over 40,000 members.
21. The amalgamation with Bondi Golf and Diggers will give Easts Leagues a stronger presence in the Waverley Council Local Government Area.
22. The Bondi Golf and Diggers's affiliation with the game of golf will provide additional facilities and activities available for members of the Amalgamated Club.
23. If the amalgamation proceeds to completion, Easts Leagues intends to seek a new long term Crown Lease of the site and then improve the facilities available at the Bondi Golf and Diggers premises.
24. The addition of the Bondi Golf and Diggers Premises as premises of the Amalgamated Club will add to the members' facilities, asset value and membership of the Amalgamated Club.
25. The Board believes that the Bondi Golf and Diggers Premises will be profitable once the expenditure on the facilities is undertaken by the Amalgamated Club.

#### **GENERAL NOTES REGARDING THE ORDINARY RESOLUTION**

1. In accordance with the Registered Clubs Act, Life Members and financial Ordinary Members (i.e. all other financial full members of Easts Leagues) are eligible to attend the General Meeting and vote on the Ordinary Resolution.
2. To be passed each Ordinary Resolution requires votes from a simple majority of those members who, being eligible to do so, are present and vote on the Ordinary Resolution at the meeting.
3. Under the Registered Clubs Act and the Easts Leagues Constitution:
  - a. members who are employees of Easts Leagues are not entitled to vote; and
  - b. proxy voting is prohibited.
4. The Board of Easts Leagues recommends the Ordinary Resolution to members.

**By Order of the Board of Directors**

**S Bennetts**

**Company Secretary**

**Dated 22 February, 2018**