



ABN 60 000 196 832

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extraordinary General Meeting of Club Marconi Limited (**Marconi**) will be held on **Sunday, 28 August 2022 at 10:00am** at Marconi's premises at 121-133 Prairie Vale Road, Bossley Park NSW 2176.

### BUSINESS TO BE CONDUCTED

- A. To consider and, if thought fit, pass the Ordinary Resolution to approve in principle the amalgamation of Marconi with C.S.I. Sport and Recreation Club Limited ABN 65 001 409 856 (**CSI**).
- B. If the Ordinary Resolution is passed, to consider and, if thought fit, pass the Special Resolution to amend the Constitution of Marconi in accordance with the amalgamation provisions of the Registered Clubs Act 1976 (NSW) (**Registered Clubs Act**).

### ORDINARY RESOLUTION

"That the members hereby:

1. approve in principle the amalgamation of C.S.I. Sport and Recreation Club Limited ABN 65 001 409 856 ("**CSI**") with Club Marconi Limited ABN 60 000 196 832 ("**Marconi**"), such an amalgamation to be effected by:
  - A. the continuation of Marconi (as the amalgamated club) and the dissolution of CSI; and
  - B. the transfer of CSI's assets to Marconi; and
  - C. the transfer of the club licence of CSI to Marconi;
 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 CSI to Marconi for the purposes of such an amalgamation."

### EXPLANATORY MESSAGE REGARDING THE ORDINARY RESOLUTION

General

1. The Extraordinary General Meeting has been called to consider a resolution approving the proposed amalgamation of Marconi with CSI.
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 Marconi and CSI 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 CSI to Marconi 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 CSI to Marconi and for the amalgamation to proceed.

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6. An extraordinary general meeting of members of CSI has been held on Sunday, 17 July 2022. At that meeting, members of CSI considered and approved a similar ordinary resolution.
7. If the amalgamation is approved by both clubs and the Authority, Marconi will continue as the amalgamated club (**Amalgamated Club**) and CSI 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 Marconi and CSI. The MOU deals with matters which must be addressed pursuant to the Registered Clubs Act and Registered Clubs Regulation 2015 (NSW). The Deed deals with commercial and other matters connected to the amalgamation, which do not need to be included in the MOU.
10. Copies of the MOU and Deed may be obtained from the Marconi reception upon request. A copy of the MOU and Deed are also available on the Marconi webpage at [www.clubmarconi.com.au](http://www.clubmarconi.com.au) and on Marconi's notice boards.
11. The Board of Marconi recommends to members that they carefully read the MOU and Deed before attending the Extraordinary General Meeting.
12. In summary, under the MOU and Deed:
  - (a) CSI will be wound up as the dissolving club in the amalgamation, with Marconi being the continuing club as the corporate vehicle for the Amalgamated Club;
  - (b) The land and clubhouse building of CSI located at 81 South Street, Schofields NSW 2762 (**CSI Premises**) will become the additional trading premises of the Amalgamated Club;
  - (c) The Amalgamated Club will:
    - (i) maintain the traditions of the CSI (subject to the continued operation of the Amalgamated Club from the CSI Premises);
    - (ii) support the Italian language, heritage, culture and traditions at the CSI Premises;
    - (iii) include a homage to the history of CSI at the CSI Premises or via electronic means;
    - (iv) retain the memorabilia and honour boards of the CSI at the CSI Premises in a suitable format until such time that the Board of the Amalgamated Club determines otherwise; and
    - (v) continue to support for at least 5 years after completion of the amalgamation, the annual St Anthony's Church Festival event held at the CSI Premises (for at least \$10,000 for each annual event).
  - (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, encourage and foster the existing sub-clubs at the CSI Premises;
    - (ii) maintain and promote the CSI Premises;
    - (iii) provide high quality facilities and services to members of the Amalgamated Club;
    - (iv) develop a dedicated marketing plan for improving community engagement and membership growth at the CSI Premises; and
    - (v) seek to maintain and improve the trading position and increase the value of the assets of the Amalgamated Club.
  - (e) All assets and investments of CSI will become part of the Amalgamated Club. The assets of CSI include:
    - (i) Land at 81 South Street, Schofields (being lots 102 and 103 in deposited plan 1207777);
    - (ii) 12 gaming machine entitlements attached to CSI's club licence; and
    - (iii) Plant, fixtures and fittings.
  - (f) The Amalgamated Club will be governed by the Board of Marconi on and from completion of the amalgamation.
  - (g) The Amalgamated Club will create an Advisory Committee for the CSI Premises, which will comprise at least two (2) directors of CSI, the Chief Executive Officer of CSI

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and management representatives of Marconi approved by the Board. The Advisory Committee will make recommendations to the Board. However, the Advisory Committee will not have any governance or management powers in the Amalgamated Club (except if specifically delegated to it by resolution of the Board) and it shall be subject to the overall control and direction of the Board and management of the Amalgamated Club.

- (h) The employees of CSI will all be offered employment with Marconi (as the Amalgamated Club) and those employees will receive continuity of employment. Their accrued entitlements during employment with CSI (holiday pay, long service leave and other entitlements) will be preserved and will be honoured by Marconi as if those employees had been employees of Marconi.
- (i) Members of CSI will be invited to become members of Marconi. The Corporations Act 2001 (Cth) requires applications for membership and the Registered Clubs Act prescribes a process for admissions to membership – members cannot simply be “transferred” from one registered club to another registered club.
- (j) The CSI premises must be preserved for at least five (5) years after completion of the Amalgamation and not sold, transferred or otherwise disposed during that time subject to certain events that may prevent it from doing so set out in the MOU.

## Reasons for amalgamation

- 13. Both clubs are registered clubs which have strong similarities in their objects concerning the preservation of the Italian language, traditions and culture, including the support of various sporting activities.
- 14. Given the similarities in objects between both clubs, the amalgamation is a good cultural fit for Marconi and will allow the Amalgamated Club to perpetuate the Italian culture in the Blacktown region.
- 15. The facilities at the CSI Premises include the following:
  - (a) Two lots of land, which includes a soccer field, with a total property size of 19,281 sqm (approx. 4.76 acres)
  - (b) Bars, including a sports bar
  - (c) Italian Restaurant “Cucina 81”
  - (d) 12 Gaming Machines and TAB facilities
- 16. Following completion of the amalgamation, the above facilities will become facilities of the Amalgamated Club for all members to enjoy.
- 17. The Board of Marconi believe that with the management and resources available to Marconi and its ability to invest in the CSI Premises, those premises can trade viably following amalgamation completion.
- 18. Marconi has already expanded its operations and influence to Lismore, NSW through its recent amalgamation with The Italo-Australian Sports & Recreation Club Ltd, and the Board anticipates that similar growth opportunities will arise in an amalgamation with CSI.
- 19. As depicted in the “CSI Sport & Recreation Club Limited Financial Report for the Period Ending 30 June 2021, the CSI reported a total debt of \$1,624,448 and total reported assets valued at \$7,506,872. If the amalgamation proceeds and is completed, the assets will be transferred to Marconi and the debts will be absorbed by Marconi.
- 20. The Board of Marconi therefore believes that an amalgamation with CSI is in the best interests of Marconi and its members.

## SPECIAL RESOLUTION

Special Resolution (to be considered only if the Ordinary Resolution is passed)

“That, on the date on which the Independent Liquor and Gaming Authority transfers the club

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licence of C.S.I. Sport and Recreation Club Limited ABN 65 001 409 856 ("CSI") to Club Marconi Limited ABN 60 000 196 832 ("**Marconi**"), the Constitution of Marconi be amended by:

- inserting the following new Rule 17B after rule 17A:  
"17B. Those members who were financial full members of C.S.I. Sport and Recreation Club Limited ABN 65 001 409 856 ("**CSI**") and whose names were entered in the Register of Members of CSI on the date on which the Independent Liquor and Gaming Authority transfers the club licence of CSI to the Club shall, for the purposes of section 17AC(2) of the Registered Clubs Act, be identified in the Club's Register of Members as CSI Members."

### EXPLANATORY MESSAGE REGARDING THE SPECIAL RESOLUTION

1. The Special Resolution will only be considered by the Extraordinary General Meeting if the Ordinary Resolution has been passed by the meeting. In order for Marconi to proceed with the amalgamation with CSI, the members must approve the Special Resolution.
2. Section 17AC(2) of the Registered Clubs Act requires that before registered clubs amalgamate, the parent club (in this case, Marconi) must under its rules (the constitution) establish the members of the dissolved club (i.e. CSI) as a separate class of members for the purposes of identification. Accordingly, all persons joining Marconi who were formerly members of CSI will be identified as "CSI Members" on Marconi's register.
3. Under the Deed, any persons who were Life members of CSI will continue to be recognised as a Life member of the CSI Premises. However, they will not be Life Members of the Amalgamated Club.
4. All members of the CSI must apply for membership of the Amalgamated Club in order to be admitted to membership of the Amalgamated Club in a class of membership under the Amalgamated Club's constitution (and other constituent documents) for which they are eligible.

### GENERAL NOTES REGARDING THE SPECIAL RESOLUTION

1. To be passed, the Special Resolution must receive votes in its favour from not less than 75% of those members who being eligible to do so, vote in person at the meeting.
2. The Special Resolution must be considered as a whole and cannot be altered in substance by motions from the floor of the meeting.
3. Subject to the qualification period referred to in point 4 below, the members entitled to vote on the Special Resolution are financial members who are:
  - (a) Foundation Life Members;
  - (b) Honorary Life Members;
  - (c) Financial Life Members; or
  - (d) Club Members.
4. Persons who became Full Members after the conclusion of the 2018 Annual General Meeting held on 28 October 2018 and who are members in any of the abovementioned classes of membership must have at least 5 consecutive years of Full membership of the Club to be eligible to vote on the Special Resolution.
5. Under the Registered Clubs Act:
  - (a) members who are employees of Marconi are not entitled to vote; and
  - (b) proxy voting is prohibited.
6. The Board of Marconi recommends that members vote in favour of the Special Resolution.

Matthew Biviano  
Chief Executive Officer  
Dated: 17 July 2022