



# Bomaderry Bowling Club Ltd

ABN 93 000 952 705

Locked Bag 3008  
Nowra NSW 2541  
bbc@bomaderrybowling.com.au  
Phone 02 4421 2733  
Fax 02 4423 0758

**NOTICE is hereby given of an Extraordinary General Meeting of the Members of Bomaderry Bowling Club Limited. The meeting will be held in the club rooms at 10.00 am on Sunday, 9 July, 2017. The following resolution will be put to the meeting:**

1. Moved By PG Ingram and Seconded By Craig Jeffery  
Peter Ingram Craig Jeffery  
BBC Chairman Director

"That the members **HEREBY RESOLVE:**

- (a) To Give approval in principle to the Bomaderry Bowling Club Ltd (BBC) amalgamating with the Nowra Club Ltd (NGC);
- (b) To Ratify the decision of the Board of the club to enter into the Memorandum of Understanding (MOU) a copy of which has been posted on the Notice Board and which has been made available to the members as required by Clause 6 of the Registered Clubs Regulation 2009.
- (c) To Authorise the Board to participate in the making of an application pursuant to Part 2 Division 1A of the Registered Clubs Act for approval to the amalgamation of BBC and NGC as set out in the MOU (such amalgamation to be effected by the continuation of the BBC and the dissolution of NGC) **AND** the Board be further authorised to take such steps and to sign such documents as may be required to give effect to this resolution;

## **Notice to members of Matters Prescribed by Registered Clubs Act**

This Extraordinary General Members meeting is being held to enable members of Bomaderry Bowling Club Ltd to consider a resolution which, if passed, will allow the Board of the club and the Board of the Nowra Golf Club to apply to the Independent Liquor and Gaming Authority for approval to amalgamate in accordance with the provisions of the Registered Clubs Act and its Regulations. Members are advised that a copy of the proposed Memorandum of Understanding (MOU) is on display on the Club notice board and website for your information. Copies of the most recent published accounts of NGC, the Constitution for NGC and BBC are available on request of the office. Details for lodging written objections to the Amalgamation are also on the notice board.

## **Summary of Amalgamation Proposal**

Assuming that the proposal to amalgamate is approved by the members at each of Special General Meetings to be held by the respective Clubs the amalgamation will be effected as follows:

- I. The amalgamation will occur as set out in the MOU.
- II. Both Clubs will jointly lodge an Application to the Independent Liquor and Gaming Authority for approval to amalgamate.
- III. The amalgamation will be effected by the continuation of BBC and the dissolution of NGC. BBC will continue as the amalgamated registered club in accordance with its constitution.
- IV. Upon the making of the order for amalgamation, the liquidator will be appointed to wind up the NGC and the nett assets of NGC will be transferred to BBC.
- V. BBC will assume all of the liabilities of NGC.
- VI. The Certificate of Registration of NGC will be cancelled.
- VII. The NGC premises will become additional leased premises of BBC.

- VIII. Subject to a business case being demonstrated the NGC premises will remain available to all members of the Amalgamated Club. If a business case cannot be made out for the continuation of trading then trading will cease.
- IX. All Ordinary and Associate Members of NGC who are not already members of BBC shall be invited to become members of the Amalgamated Club.
- X. Members of NGC applying to become Bowling Members will be admitted with the same rights and privileges as Full members of the BBC as provided for under the Constitution of BBC and they will retain such privileges upon payment of any renewal fees as determined by the Amalgamated Club in the 2017/2018 year.
- XI. Members of NGC applying to become social members will be admitted with the same rights and privileges as Social Members of the BBC as provided for in the constitution of BBC and they will retain such privileges upon payment of any renewal fees as determined by the Amalgamated Club in the 2017/2018 year.

If this meeting of BBC resolves to amalgamate then the clubs will make an application to Authority for approval to amalgamate. Upon the Authority approving the amalgamation a Liquidator will be appointed to wind up the NGC Club. The liquidator will take control of the assets and will proceed to liquidate the assets in accordance with the MOU. The assets will be transferred to the amalgamated club.

#### **The Amalgamation is Supported by the Board**

The Boards of both Clubs support the proposal for the Amalgamation. The Board of NGC initiated the amalgamation by calling for expressions of interest as required by the Registered Clubs Act. BBC answered the call by expressing interest. The Board of BBC resolved to proceed with discussions leading to the preparation of the MOU.

#### **Consideration of Alternatives**

NGC has encountered trading difficulties. It is likely the club will be unable to trade out of these difficulties. If that comes to pass, it will be forced to close. Upon a general winding up the assets of NGC will be sold and dispersed. The Board considers that the amalgamation is the better alternative.

#### **Continuation under constitution of BBC**

Whilst the objects and activities of both clubs are similar the respective constitutions are different. The Board has negotiated for the amalgamated club to operate under the constitution of the BBC.

#### **Major Assets of NGC and What Will Happen to Them**


The Club has certain leasehold interests over the course and a Crown Perpetual Lease over the club house. In addition, the Club has accumulated assets through its trading operations. In a general sense, the NGC is an asset of the Nowra community.


The amalgamation would ensure that NGC assets remain with a registered club having similar objects. Accordingly, upon the making of the Order approving the amalgamation, the assets of NGC will be transferred to BBC. These assets will then be available to the amalgamated club which can only deal with them in accordance with the provisions of the Registered Clubs Act. .

#### **What Happens to Significant Items of NGC Memorabilia?**

Any significant memorabilia of NGC will be identified by the Board and it will be dealt with as set out in the MOU. These items will remain in the NGC premises but if trading ceases then they will be relocated to the BBC premises.

DATED: 23rd May 2017

  
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Peter Ingram  
BBC Chairman

  
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Garry Wilbraham  
Secretary Manager