

**THE FRATERNITY BOWLING & RECREATION CLUB LTD**  
**ACN 001 005 545**

**NOTICE TO MEMBERS OF PROPOSED AMALGAMATION**

Members of The Fraternity Bowling & Recreation Club Ltd ABN 56 001 005 545 (**Fraternity Club**) are hereby notified that:

1. Fraternity Club and Kemblawarra Portuguese Sports & Social Club Ltd (subject to Deed of Company Arrangement) ACN 000 734 403 (**Kemblawarra Portuguese Club**) propose to amalgamate.
2. Kemblawarra Portuguese Club called for expressions of interest in amalgamation on 21 May 2024.
3. The Board of Fraternity Club submitted to Kemblawarra Portuguese Club's Administrators an expression of interest in amalgamation. Following further negotiations between each of the clubs, the clubs now propose to progress this amalgamation.
4. Details of the proposed amalgamation between Fraternity Club and Kemblawarra Portuguese Club will be contained in a Memorandum of Understanding (**MOU**) which both clubs propose signing. In accordance with the requirements of the *Registered Clubs Act 1976* (NSW) and the *Registered Clubs Regulation 2015* (NSW), a copy of the MOU will be made available to members for inspection on the noticeboard and website of Fraternity Club following execution and prior to the required Extraordinary General Meeting of members to consider the proposed amalgamation.
5. Fraternity Club will be the continuing club and Kemblawarra Portuguese Club will be the dissolving club in the proposed amalgamation.
6. The proposed amalgamation will only proceed if it is approved at separate Extraordinary General Meetings of the members of each club who are eligible to vote at the meetings and if the amalgamation is approved by the Independent Liquor and Gaming Authority.
7. A Notice of Extraordinary General Meeting to consider the proposed amalgamation will shortly be sent to members. A copy of the Notice of Extraordinary General Meeting will also be displayed on the noticeboard and website of Fraternity Club.
8. In the previous 12 months, Fraternity Club has not received any other expressions of interest in an amalgamation or received an unsolicited merger offer from another registered club.
9. This Notice is given in accordance with section 17AE of the *Registered Clubs Act 1976* (NSW) and clauses 4(5) and 5 of the *Registered Clubs Regulation 2015* (NSW), and is displayed on the noticeboard and website of Fraternity Club.

**By direction of the Board**

**Glenn Ward**

**Chief Executive Officer**

**Dated: 26 September 2024**