

PROPOSAL FOR THE AMALGAMATION OF: REMUERA BOWLING CLUB INCORPORATED and THE AUCKLAND BRIDGE CLUB INCORPORATED



1 PRESCRIBED INFORMATION

- 1.1 The names, New Zealand business numbers and registrations of the amalgamating societies are:

Remuera Bowling Club Incorporated ("RBC")	The Auckland Bridge Club Incorporated ("AKBC")
Registration number 222796	Registration number 459147
New Zealand Business number: 9429042743163	New Zealand Business Number: 9429042849209
Charity registration: to be confirmed	Charity registration: CC38616

- 1.2 The name of the proposed amalgamated society is **Remuera Bowls and Bridge Incorporated** ("RBB").
- 1.3 The physical address of the proposed registered office of the proposed amalgamated society is **3C Dromorne Road, Remuera, Auckland 1050**.
- 1.4 The Balance Date of the proposed amalgamated society is **30th June** annually.
- 1.5 The names of the proposed officers of the proposed amalgamated society are:
- | RBC | AKBC |
|--------------------|-------------------|
| • Peter Bennett | • Neil Stuckey |
| • Keith Berman | • Mark Robertson |
| • John Heimgartner | • Anthony Hopkins |
- 1.6 Each of the said officers of the proposed amalgamated society is of the opinion that the number of persons who would be members of the proposed amalgamated society is 10 or more.
- 1.7 Each of the said officers considers the proposed constitution of the amalgamated society complies with the Incorporated Societies Act 2022.
- 1.8 The terms of the amalgamation and the details of arrangements necessary to complete the amalgamation and to provide for the subsequent management and operation of the amalgamated society are set out in subsequent paragraphs.
- 1.9 The proposed constitution of the amalgamated society accompanies this proposal.
- 1.10 The proposed Amalgamation date is 19th December 2025

2 DETAILS AND TERMS OF AMALGAMATION

2.1 AKBC land

AKBC is the owner of 3,400 square metre 273 Remuera Road, Remuera where its current club rooms are located. AKBC has entered into an agreement for the sale of that land on the following terms:

PROPOSAL FOR THE AMALGAMATION OF: REMUERA BOWLING CLUB INCORPORATED and THE AUCKLAND BRIDGE CLUB INCORPORATED



Sale Price: \$16,500,000
(with top-up payments if pre-conditions are met over time)

Deposit received: \$2,475,000 (less agent's commission)

Settlement Date: 19 December 2025

The purchaser is a wholly owned subsidiary of a well-established developer.

The agreement is unconditional. AKBC has the right to remain in occupation of the property late June 2026 and possibly later.

2.2 RBC land

RBC is the owner of 3C Dromorne Road, Remuera (also frontage on to Market Road) where its club rooms and bowling greens are located. RBC has been on this 1.3 hectare site since 1895

2.3 Other Assets

RBC has cash of approximately \$220,000 as at June 2025 and an asset register showing Non-Current Assets aside from Property and Buildings after Depreciation as under \$144,000 comprising of bar equipment and stock, kitchen equipment, furniture, ground maintenance equipment and bowling paraphernalia:

• Computer hardware and software	\$2,000
• Plant and machinery	\$60,000
• Furniture and fittings	\$82,000

AKBC has cash of approximately \$2,500,000 (including the balance of deposit on the sale of the land). As at mid-2025 its asset register showing Non-Current Assets aside from Property and Buildings after Depreciation as under \$21,000 comprising of catering equipment, furniture and bridge paraphernalia: -

• Furniture and fixtures	\$20,000
• Office equipment	\$300
• Computers (including software)	\$100

The non-current assets of both AKBC and RBC, though useful and used, likely have minimal market value.

2.4 The amalgamation proposal

Shortly following the settlement of the sale of 273 Remuera Rd, it is proposed that AKBC will merge with RBC bringing with it the property sale proceeds and its other assets. At that point the two incorporated societies will become one with RBC, as the continuing landowner, being the continuing society. The amalgamation is conditional upon the settlement of the AKBC sale. It is intended to name the amalgamated society Remuera Bowls and Bridge Incorporated.

Resource consent has been obtained for new club rooms, additional parking and a new covered green, providing for bridge rooms on the upper floor and bowls club rooms on the lower floor. The area currently known as green C will become a car park. The cottage will be moved to green D. As soon as the amalgamation is completed, work will start on the working drawings for the new building. The target completion of construction is mid-2027.



Bridge will continue at 273 Remuera Road until at least late 2026. It is to be hoped that the bridge rooms will continue to be open for use after that date but if the purchaser requires the property, bridge can be accommodated within the existing RBC club rooms or at a temporary location nearby.

During the construction process both the bridge and the bowls club members may need interim accommodation. It may be possible to provide a temporary bowls club house onsite. Whether temporary offsite accommodation is required for bridge will depend on the continuing availability of 273 Remuera Road. Necessary arrangements will be made when the date and the duration become clearer.

2.5 Interim Governance / Transition Period

Explanatory note: The Transition Period will be a challenging time with the re-development of the Dromorne Road site and associated disruption to bowlers, and the uncertainty for bridge players as how long they can remain at 273 Remuera Road after June 2026 which may require renting temporary premises. The Executive hopes that through the Transition period day-to-day bowls and bridge can continue as usual despite disruptions. After transition, the Executive aims to enable access to all Activities to all Members with minimal inconvenience.

The amalgamation process, including the design of the re-development is being managed by three members of RBC and three members of AKBC as in paragraph 1e of this document.

From the date of the amalgamation to the second AGM of the amalgamated society (RBB) in or before November 2027, the Executive Committee of RBB shall be those named in section 1e. The existing committees of the two constituent societies (RBC and AKBC) will comprise the bowls subcommittee and the bridge subcommittees of RBB respectively. Section 17 of the proposed Constitution provides more details on the Transition Period.

2.6 Ongoing Governance

At or immediately following the second AGM of RBB, in or before November 2027, an Executive Committee will be elected or as defined in the proposed Constitution and the Transition Period measured in section 17 of the draft Constitution are to be removed.

After the Transition Period (but unlikely before) there will be modest opportunities for financial savings and some economy of scale.

2.7 Management and Operation of RBB

It is anticipated that staffing will remain substantially unchanged.

RBC currently contracts a maintenance person for under 30 hours per week.

AKBC employs and contracts about three Full Time Equivalents and expects to retain that level of engagement. AKBC has a Director (umpire), an Officer Manager, an Accounts Administrator, a Bridge Host, contract cleaners and various maintenance service providers. This is unlikely to change before the two activities settle into their new premises.

2.8 Liabilities

AKBC, aside from employee contracts, has monthly commitments of under \$400 in total for photocopier lease (expires May 2027) and an EFTPOS rental with an annual contract term. AKBC is obliged under the terms of the sale and purchase agreement with the buyers of 273 Remuera Road to retain insurance and maintain the building in warrantable condition until the settlement date in December 2025. Although loosely defined RBB will be responsible for operational costs of 273 Remuera Road while it occupies the site.

PROPOSAL FOR THE AMALGAMATION OF: REMUERA BOWLING CLUB INCORPORATED and THE AUCKLAND BRIDGE CLUB INCORPORATED



RBC does not have monthly commitments nor employees but has a loan at 0% interest from Bowls Auckland for \$850,000 related to the construction of a covered green. The loan is secured by an unregistered mortgage over the RBC land and there is a caveat registered over the title. The loan agreement requires RBC to make the covered green available to Bowls Auckland as required. Subject to compliance by RBC, the loan will be written off and the caveat and mortgage released in 2034. Bowls Auckland has consented to the proposed amalgamation. The “Further Information” section at the end of this document contains copies of the signed agreements.

To date RBC and AKBC have shared costs equally related to the amalgamation and resource consent processes and the engagement of specialists. The total cost as to June 2025 was about \$80,000 each. Should either party decide to withdraw from the amalgamation the underlying Memorandum of Understanding agreed in 2023 outlines the process.

2.9 Memberships

The approximately 600 members of AKBC and 100 members of RBC will be automatically transferred into RBB at the amalgamation date. Any member not wishing to be part of RBB may withdraw their membership by writing to the RBB Executive Committee within 30-days of amalgamation and is eligible for a pro-rated refund of any annual subscription amounts paid.

2.10 Transition Period

As outlined in the proposed RBB Constitution a Transition Period will allow slightly different operation from the Amalgamation Date until the second AGM of RBB to be held within six months of the Balance Date

- (a) to allow bridge and bowls to continue as normal until there are new shared premises
- (b) to ensure continuity over the re-development

3 FURTHER INFORMATION

Members are encouraged to review the accompanying draft constitution and to discuss any concerns with the steering committee members and/or with the societies’ committee members.

The plans approved by the Council for the resource consent are available. While external dimensions are set by the consent, some adjustment of internal spaces may be possible and are being considered by the steering committee.

Particulars of the proposed amalgamation, including the proposed constitution of the amalgamated society, are set out in the amalgamation proposal which is available by request from

- **RBC** rembowls@xtra.co.nz
- **AKBC** abc.membership@xtra.co.nz
- the website **www.akbc.co.nz**

Details of the bowls agreement relating to the covered green are on pages 5 to 12.



4 HISTORIC DISCUSSIONS, COMMUNICATIONS AND DRAFTS

The nine documents which collectively make up an application to amalgamate AKBC and RBC supersede any and all previous discussions, rules, communications and understandings which may have occurred leading up to the amalgamation.

DRAFT

**PROPOSAL FOR THE AMALGAMATION OF: REMUERA BOWLING CLUB
INCORPORATED and THE AUCKLAND BRIDGE CLUB INCORPORATED**



**Auckland
Bowls**

17 Stokes Road, Mt Eden / PO Box 74 077, Greenlane, Auckland 1 B+8, New Zealand
Telephone 09 623 3555, Facsimile 09 623 3552, info line 09 623 3551
Web: www.aucklandbowls.co.nz
Email: info@aucklandbowls.co.nz

28 November 2018

To: The President & Officers

REMUERA Bowling Club Incorporated, 6 Market Road, Remuera, Auckland (hereafter known as Remuera)

AUCKLAND BOWLS Incorporated (hereafter known as Auckland Bowls) wants your covered green to be a successful project and for Remuera to be a successful and sustainable club. Auckland Bowls will provide substantial funding for the project and discuss additional operational funding and support.

Therefore, Auckland Bowls being the holder and manager of the Rawhiti Fund, hereby offer a loan to your club on the following terms and conditions:

1. The principal sum is \$850,000 (no GST) and not subject to any further increase. Payment will be made in instalments, in line with the project payment schedule
2. The moneys are to be applied in the erection of a canopy over B Green of the club's land in accordance with the plans, specifications and details already supplied to Auckland Bowls and following receipt by Auckland Bowls of the full project budget that includes any additional expenditure (such as the covered walkway).
3. Remuera warrants that resource consent has been obtained from Auckland Council.
4. Security is to be by way of a registrable unregistered first mortgage over all Remuera freehold land situated at Market Road and Dromone Road, Remuera, Auckland, and will be protected by the registration of a caveat in the form usually prepared by solicitors in Auckland.
5. Interest and Principal Payments: Nil
6. Term: 15 years from date of advance of first progress payment.
7. Discharge: On the expiry of the period of 15 years provided Remuera has substantially complied with all terms and conditions of this agreement the mortgage will be discharged in full at no further cost to Remuera apart from paying all registration and associated expenses.
8. The principal sum will be due payable and recoverable if at any time during the Term of the mortgage:
 - (a) Remuera sells or disposes of any of the club land which generates cash in excess of \$850,000;
 - (b) Remuera is dissolved or liquidated;
 - (c) Remuera amalgamates merges or is taken over by any other entity which alters the prime bowling activities of the land provided however this provision does not extend to the amalgamation merger or takeover of another Bowling Club affiliated to Auckland Bowls; nor does this provision extend to any agreement that may eventuate between Bowls NZ and Remuera.

N. Wa. H. J.

PROPOSAL FOR THE AMALGAMATION OF: REMUERA BOWLING CLUB INCORPORATED and THE AUCKLAND BRIDGE CLUB INCORPORATED



9. Remuera warrants that it will enter into agreement with Auckland Bowls to make the covered green available for the use by Auckland Bowls on ten weekend days per season for the next ten seasons. The exact days are to be supplied to Remuera by Auckland Bowls by the 1st day of July each year. Additional days or times may be agreed to by mutual agreement. The terms and conditions for use to be agreed upon on the basis of the prevailing conditions and arrangements for use set out by Auckland Bowls.
10. Remuera warrants that the covered green will be made available (where not already booked) for the use by other clubs as an alternative venue during inclement weather provided that a booking is made by the other club on fair and reasonable terms and conditions. Remuera must publish a hireage fee schedule prior to the start of each season based on what is needed to cover the cost of running and maintaining the facility. It is agreed that a fair balance between Remuera's use of the facility for its own events and other clubs needs to be established.
11. Remuera warrants that it will establish by the 31st July 2019 a first annual agreement with Auckland Bowls reflecting the direction of the club's strategic plan in relation to using the facility for the wider benefit of the sport of bowling and including a club Membership Growth Strategy. Such agreement to include:
 - (a) Targets for the promotion and growth of the club for both membership and participation – including the establishment / continuation of:
 - (i) Members tournament / events programme
 - (ii) Corporate, social, community events and tournaments programme;
 - (iii) Secondary school bowls programme;
 - (iv) Coaching programme;
 - (v) Volunteer recruitment / development programme;
 - (vi) Other areas deemed appropriate
 - (b) Targets to be established for each 3-year period with an annual review to be conducted to ensure the targets remain relevant.
 - (c) Further operational funding for the club would be made available subject to the completion of a Club Development Agreement with Auckland Bowls.
12. If Remuera, having entered into the Annual Agreement envisaged in Clause 11 hereof, has for a period of two consecutive years failed to meet a substantial number of the targets set out in those Agreements, then Auckland Bowls following consultation with Remuera may operate the covered greens promotion programme until such time that Remuera can satisfy Auckland Bowls that they can successfully operate the facility once again. Remuera will do all things and execute all papers and documents necessary to achieve and complete the above. Notwithstanding this clause, at the conclusion of the Term, the debt owing under the mortgage shall be discharged in full in terms of clause 7 above.
13. Remuera will within one month of the completion of the canopy contract, file an accountability report with Auckland Bowls showing how the principal sum has been spent.
14. Any dispute or difference arising out of or in connection with this contract or the subject matter of this contract including any questions about its existence, validity or termination shall be referred to and finally resolved by arbitration in accordance with the Arbitration Rules of the New Zealand Dispute Resolution Centre
15. In carrying out the terms of this agreement, the parties agree at all times to act in good faith towards one another.

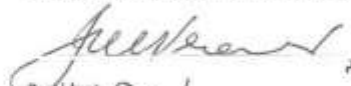
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Dated the 11 day at December 2018.

Signed by Auckland Bowls Incorporated, under Common Seal:



President


Auckland Bowls Incorporated



Remuera Bowling Club Incorporated accepts the terms and conditions of this offer. The

Common Seal of Remuera Bowling Club Incorporated was hereto applied in the p



President


Secretary Board Member



PROPOSAL FOR THE AMALGAMATION OF: REMUERA BOWLING CLUB INCORPORATED and THE AUCKLAND BRIDGE CLUB INCORPORATED



9 May 2024

To : President & Officers,

Variation of Heads of Agreement dated 24 October 2018

Remuera Bowling Club Incorporated ("Remuera") and Bowls Auckland Incorporated (formerly Auckland Bowls Incorporated) ("Bowls Auckland") are parties to a heads of agreement dated 24 October 2018 in respect of the covered green at Remuera funded by Bowls Auckland from the Rawhiti Fund.

The parties wish to mutually vary the agreement which is annexed hereto marked "A" as follows:

1. Clause 9 will be removed and replaced with the following clause:

Bowls Auckland will have the right to use the covered green on ten weekend days per year until 2026. The exact ten days will be supplied to Remuera by Bowls Auckland by the 1st of July each year for the next 12 months. Should these dates not be supplied by the 1st of July Bowls Auckland may, with one month's notice, schedule any of their ten weekend days, having taken into consideration Remuera's published Bowling Programme, not including Club RoN Up requirements. Any additional days will be by mutual agreement.

2. Clause 11 will be removed and replaced with the following clause:

Remuera will establish a Strategic Plan that is in alignment with Bowls Auckland and reflects the advancement of a healthy club in terms of membership and financials and that the facility is for the wider benefit of the sport of bowling.

3. Clause 12 will be removed and not replaced.

Dated the 07th day of May 2024.

Signed by Bowls Auckland Incorporated:

Chairperson [Signature]

CEO [Signature]

Remuera Bowling Club Incorporated:

President [Signature]

Board Member [Signature]

17 Stokes Road, Mt Eden, Auckland 1024, PO Box 74 077, Greenlane, Auckland 1546, New Zealand
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REMUERA BOWLING CLUB Incorporated

3c Dromorne Road

Remuera

Auckland 1050

Ph: 09 520 2335

Email: rembowls@xtra.co.nz

Bowls Auckland Board and Rawhiti Fund

20 Aug 2024

Dear Members,


This is a formal request for an agreement to transfer the Caveat on the Remuera Bowling Club property to the new Amalgamated Club property. The new club will nominally be known as the Remuera Bowling and Bridge Club Inc.¹

As you are aware RBC is in negotiations with the ABC to amalgamate. The ABC has sold their property and we have lodged a Resource Consent Application to rebuild the club rooms, create a new car park and erect a new covered green. While we wait for Resource Consent Approval, we are busy creating a new joint Constitution, Incorporated Society document and an Amalgamation Agreement.

The Resource Consent [RC] is a necessary condition for the amalgamation to proceed. Once the RC is granted, before any funds are available to proceed further, we need to amalgamate. This will mean all assets of both clubs will need to become joint. To accomplish this, we need your agreement to transfer the Caveat following the granting of the RC and the signing of an Amalgamation Agreement. Essentially nothing changes with the Covered Green Agreement we have with you and the Caveat will remain as a security of that. Obviously nothing legal will be done immediately, however we make this request at this time so that we are able to continue amalgamation discussions and to assure there is no delay once the RC is granted.

RBC is in good shape both financially and membership wise. We have had 30 + new members in the last 12 months and we are excited about this amalgamation as it will ensure both Clubs' futures are secure. Given the weather we have experienced over the last two years we see the provision of a second covered green a huge plus for not only RBC but Bowls Auckland and the wider Auckland Bowling Community.

Yours sincerely


[RBC President]

PROPOSAL FOR THE AMALGAMATION OF: REMUERA BOWLING CLUB INCORPORATED and THE AUCKLAND BRIDGE CLUB INCORPORATED



peter@henben.co.nz

From: peter@henben.co.nz
Sent: Saturday, 5 October 2024 11:53 am
To: Dean Bartlett
Subject: Re: Request of Transfer of Caveat - Remuera BC

Hi Dean, Thanks for that. Please communicate our sincere thanks to Bowls Auckland and the Rawhiti Fund Committee for their consideration rgds Peter HB

On 2024-10-01 10:06, Dean Bartlett wrote:

> Hi Peter,

> Re Request to Transfer Caveat (as per letter sent 20 August 2024)

> Thanks for your patience and submitting the request to transfer the
> caveat based on the pending amalgamation.

> The request was discussed both at Rawhiti and Bowls Auckland Board >
level, and I am pleased to inform you that they are supportive of the > request
and will transfer the caveat as requested when applicable.

> Congratulations on your progress re the amalgamation, growth of the > bowling club,
and the plans you have for the development, very
> exciting

> We trust this email will ensure no delays as you continue the process, > and
please let me know once resource consent is granted and / or you > wish for us
to action anything.

> Nga mihi,

> Dean Bartlett | CEO

> Bowls Auckland Inc 1 PO Box 74 077, Greenlane, Auckland 1548

> Office: 09 623 3555 - Mob: 021 025 57484 1 www.bowlsauckland.co.nz
(1)

> (2)

> Links

> [1] <http://www.bowlsauckland.co.nz/>

> [2] <https://www.bowlsauckland.co.nz/getting-started/>



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CONFIRMED MINUTES
BOARD MEETING - SEPTEMBER



At the **Board Meeting - October on 21 Oct 2024** these minutes were **confirmed with the following changes**
That the Bowls Auckland Board supports the Chair's recommendation in Board only time.

Name: Bowls Auckland
Date: Monday, 30 September 2024
Time: 1 :00 pm to 3:10 pm (NZDT)
Location : Bowls Auckland , 17 Stokes Road, Mount Eden, Auckland, New Zealand (an
Board Members; Dee (Chair), Craig Pryor, Helen Blick , Michael Feek , Tere Brunton, Karl Andersen
Attendees : Dean Bartlett, Wendy Brown
***Apologies :** Rikki Swannell

1. Opening Meeting

1.1 Apologies



Apology

That the Bowls Auckland Board accepts the apology of Rikki Swannell. **Decision**
Date: 30 Sept 2024
Mover: Michael Feek
Seconder: Helen Blick
Outcome: Approved

1.2 Confirm Minutes

Bowls Auckland Board Meeting - June 2024 24 Jun 2024, the minutes were confirmed as presented.



11 July Meeting (via correspondence) Minutes

The minutes be accepted.
Decision Date: 30 Sept 2024 **Mover:** Helen Blick **Seconder:** Ian Dee **Outcome:** Approved



July Minutes

The minutes were accepted with the amendment made to illustrate Helen Blick was the Chairperson of the meeting.
Decision Date: 30 Sept 2024
Mover: Craig Pryor

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Minutes - Board Meeting - September - 30 Sept 2024



Remuera Caveat

That Bowls Auckland approves the request to transfer the caveat to the new entity if applicable.

Decision Date: 30 Sept 2024
Mover: Ian Dee
Seconded: Michael Feek
Outcome: Approved

10. General Business

10.1 General Business

NA

11. Board Only Time

11.1 CEO Appraisal and KPI Setting

* 12. Close Meeting

12.1 Close the meeting

Next meeting: Board Meeting - October - 21 Oct 2024, 1:00 pm

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END.