



Panthers, Passion & Politics – The Roger Cowan Years

A serialised history of the Penrith Panthers' transformation and the leadership years of Roger Cowan.

The Port Macquarie Amalgamation — A Contemporary Record

“Shenanigans” at Port

Contemporary news reports and NSW Parliamentary records, 2000-2001



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INTRODUCTION

The amalgamation of Port Macquarie RSL Club with Panthers became one of the most unusual and contentious of the amalgamations undertaken during the expansion of the Panthers Group.

When the proposal first went before members in late 2000, the outlook appeared very different. Port Macquarie members overwhelmingly supported proceeding with the amalgamation, while members at Penrith subsequently gave it unanimous approval. What followed was a much more complicated story.

During 2001, an alternative proposal emerged under which a consortium of 19 local investors would purchase the club's Bay Street property and lease it back to the club. Other alternatives were also advanced. The resulting debate divided opinion within Port Macquarie and eventually involved local members, businesspeople, the Commonwealth Bank, Panthers, the media and State politicians.

By October, the controversy had reached the NSW Parliament. Port Macquarie MP Rob Oakeshott raised the matter following the extraordinary general meeting disrupted by a bomb threat. Gaming and Racing Minister Richard Face responded that the events at Port Macquarie had strengthened his resolve to proceed with reforms to the laws governing club amalgamations. Two days later, John Tingle raised not only the Port Macquarie dispute but the wider expansion of Panthers and the Government's proposed limit on the number of clubs with which a single club could amalgamate.

The documents collected here allow that story to be followed through contemporary sources rather than solely through the retrospective account in *Panthers, Passion & Politics*. They include reports published by the *Port Macquarie News* between December 2000 and December 2001, together with extracts from the official record of debates in the NSW Parliament.

The *Port Macquarie News* material reproduced here has been recovered as archived article text rather than as images of the original printed newspaper pages. It is presented as such, preserving the available text, headline, byline and publication date rather than attempting to recreate the appearance of the original newspaper.

Taken together, these records provide different — and at times sharply conflicting — contemporary perspectives on the proposed amalgamation. They trace the story from the optimism surrounding the original agreement, through the competing proposals and political controversy of 2001, to the eventual conditional approval of the Panthers amalgamation by the Licensing Court in December of that year.

These documents are reproduced as part of the Panthers, Passion & Politics Digital Archive to provide readers with access to contemporary source material relevant to the events described in *Not Your Everyday Amalgamation — Shenanigans in Port* and Part 47 of The Series, *The Political Attention*.



10 Dec 2000: Port News — Penrith Panthers support merger

Article text recovered from the Port Macquarie News online archive. Original newspaper page not available.

By LAUREN BAKER

PENRITH Panthers at its annual general meeting yesterday unanimously supported a merger plan with the Port Macquarie RSL Club.

Penrith Panthers Leagues Club general manager, Mr Roger Cowan, said the amalgamation of the two clubs would be “excellent” for the future of Port Macquarie and the surrounding communities

“I think the merger will be very successful. I see a bright future for Port Macquarie.

“Port Macquarie is a great location and a great place. The RSL club is very successful and together I think we can make it even more successful,” Mr Cowan said.

The vote was 100 per cent among members of the Penrith Panthers Leagues Club and it was just two weeks ago the Port Macquarie RSL Club gave the merger the thumbs up.

On November 27, Port Macquarie RSL Club’s 14,500 members were asked to vote on whether the board of directors’ recommendation for the club to amalgamate with the Penrith Panthers should proceed and it was “overwhelmingly yes”.

The Port Macquarie RSL Club’s vote last month and yesterday’s vote by the Penrith Panthers members are part of a process that should eventually see the club become the Port Macquarie Panthers.

The Port Macquarie RSL Club secretary manager, Mr Greg Wilcox, told the News he was “very, very happy with the result” of yesterday’s vote.

“That’s another major milestone out of the way,” Mr Wilcox said.

“The members have unanimously supported the amalgamation of the two clubs and have approved for an application to be made to the licensing court early next year.”

Mr Wilcox said the amalgamation was a very positive move for the members of the Port Macquarie RSL Club.

“This will promise a very strong and prosperous future and confirms a financially sound partner for the Port Macquarie RSL Club,” he said.

Mr Wilcox said the board, under the direction of club director Graeme Linn, would take on a new strategic direction that would promise a smooth transition into the amalgamation.

“The board is working tirelessly to achieve a smooth transition, but there is still a lot of hard work to be done,” he said.

27 Sep 2001: Port News — RSL investor speaks out

Article text recovered from the Port Macquarie News online archive. Original newspaper page not available.

THERE'S a dual purpose behind Michael Pauling revealing himself as one of the 19-strong consortium proposing to take ownership of the RSL Club building.

"I believe that the whole community will benefit from local ownership of the club," Mr Pauling, of Macquarie Business Accountants who pulled the consortium together, said.

"The club will remain a local institution that is run by the members for the members."

Combine that rationale with his perspective as an investor and Mr Pauling believes it's a win-win situation all round.

"The deal offers investors a good rate of return," he explained

"The major risk is whether the club is a viable tenant and we feel the club would be in an excellent financial position upon us purchasing the Bay Street premises."

Since revealing the 19-strong consortium's proposal, much discussion has ensued about the so-called "faceless men". It has not fazed Mr Pauling.

"Our firm has prided itself on the confidentiality of our client information and would never release any information about our clients' identities or their financial investments.

"It's a simple purchase of a building."

"I would like to the point out that no member of the board or past management is a part of the investors, so as to avoid any conflict of interest," he insisted.

When asked point-blank why the consortium's proposal was better than that of Panthers, Mr Pauling offered a six-part answer.

"We are purchasing the Bay Street property and have no involvement with the operation of the club.

"The club retains the ownership of the Hibbard property and its assets and will be debt-free as a consequence of the deal.

"The members of the club retain ownership of the club and it is still run by a local board for its members.

"The club profits will be spent on the local members on a strategy developed by local board members."

As for fears the consortium would "sell off the family farm", Mr Pauling offered an immediate assurance: "The club has a 10-year lease with a 10-year option.

"This means they have a home for 20 years if they wish."

THE deliberations about the future of the Port Macquarie RSL Club may be dependent upon the members' wishes but one institution is bound to play a hugely significant role – the Commonwealth Bank.

As the debate over the future direction of the RSL club spilled over this week, the bank, through corporate affairs manager Paul Rea issued a "background statement" which laid out seven points.

One of the most significant was the last: "If settlement is not reached by 14 November, the bank will consider all remedial options to it."

It also refuted "any suggestion that it intends to take possession of the club to sell off its assets.

"The bank has made no such decision and it remains our preference that, if possible, the RSL and its members resolve their own future on a timely and decisive basis without intervention by the bank."

27 Sep 2001: Port News — RSL investor speaks out (cont.)

The statement also made mention of a “memo of understanding”, signed by the club and bank in which “the club undertakes to use its best endeavours to tender an agreed sum to the bank no later than November 14, 2001, to discharge the loan facilities.

“This agreed sum represents a significant discount on the existing debt of the club and the bank is prepared to accept this agreed sum from whatever source is approved by the members of the club, on the basis that this amount is paid by the mutually agreed date.”

PORT Macquarie-based MLC John Tingle has thrown his support behind the plan that would see local investors buy the Port Macquarie RSL Club Limited’s Bay Street premises.

Mr Tingle, who raised such a possibility with NSW Treasurer Michael Egan three years ago, said a similar scenario had transpired in Sydney in the 1990s.

“Mr Egan said he knew of a club in Sydney which had been saved only when a small group of local ‘white knights’ got together, raised the necessary finance; bought the club from the lender at a liquidation price and put it back in business,” Mr Tingle said.

“Since the club had been relieved of a massive debt, it was able to trade out and repay the rescuers.

“He (Mr Egan) told me he thought that was the very best course Port RSL could follow because apart from saving the club, it would keep it in local ownership.”

Although nothing eventuated from the proposal at the time, Mr Tingle said he believed a local consortium buying the RSL’s premises was now “the best way to go”.

“I have been a member of Port RSL since 1987 and I want it to remain in local control,” Mr Tingle said.

“I understand that this proposal achieves that, relieves the club of debt and allows it to trade successfully.

“If a local syndicate owns the building and leases it to the club, that does not put the club at a disadvantage.

“I imagine the 19 ‘white knights’ have their reasons for remaining anonymous at present but I can’t see how their anonymity can possibly be seen as anything sinister, or any kind of threat to the Port RSL or its members.

“To the contrary, I believe the Panthers proposal was fraught with problems. One of those was that the State Government was not happy with the proposed merger of dissimilar clubs – a football club merging with an RSL club.

“Because of Panthers’ aggressive takeover programs elsewhere, this could have become a takeover too,” Mr Tingle said.

DAVID Meidling is of the opinion that raising the money necessary to secure the future of Port Macquarie RSL Club should be left in the hands of the members.

“I’m a finance merchant banker from way back and there’s nothing magic about raising the sort of funding we’re talking about,” Mr Meidling, a club member for the past 25 years, insisted.

“I hate the thought of losing the club buildings when it’s just not necessary and I just can’t live with the prospect of selling it off to a private group.”

That is principally Mr Meidling’s motivation in becoming embroiled in the RSL finance debate.

The basis of his proposal, about which he has spoken with RSL board chairman Graham Linn, revolves around the members borrowing about \$7 million.

27 Sep 2001: Port News — RSL investor speaks out (cont.)

“The rest could be raised by debenture issue with a prospectus organised in four to six weeks, at a cost of between \$5000 and 10,000,” Mr Meidling said. “That not only gives the club enough to pay out the Commonwealth Bank but also enough to give the club itself a good facelift.”

It is important, he said, for the 14,100 members to know there is an alternative to the 19-strong consortium supported by the club’s board of directors now that amalgamation with Penrith Panthers is apparently off the agenda.

Although agreeing time was of the essence before the scheduled October 11 meeting, Mr Meidling is of the understanding the Commonwealth Bank has not imposed a strict timeframe.

“I have had discussions with the bank and have been told there is no deadline. If the club keeps to the terms of the workout deed then it could well continue into the future.”

Mr Meidling said he was hoping the board would take sufficient interest in his proposal to allow him to address members at the October meeting.

23 Oct 2001: Hansard — NSW Legislative Assembly

PORT MACQUARIE RSL CLUB AND PENRITH PANTHERS RUGBY LEAGUE CLUB AMALGAMATION

Mr OAKESHOTT (Port Macquarie) [5.56 p.m.]: On 11 October, as a member of the Port Macquarie RSL Club, I attended an extraordinary general meeting at which more than 2,000 people were present. Without doubt that meeting emphasised the meaning of the word "extraordinary" in the phrase "extraordinary general meeting". The meeting was called to decide the future of the management arrangements of the Port Macquarie RSL Club, in particular whether the club should amalgamate with Penrith Panthers leagues club or remain with a syndicate of 19 local investors. Only 10 minutes into the meeting there was a bomb threat, and the 2,000 members were asked to leave the building immediately. A suspect has been apprehended and will appear at court tomorrow in connection with the threat.

The personal property of a club member who spoke in support of the local management option in that 10 minutes was vandalised. Last Friday evening the office of the club's chairman was ransacked. The family pet of the club's general manager was tampered with. The proposed amalgamation has divided the local community and raised many issues of concern. Never in the time I have been the local member or in the time I have been the shadow Minister have I seen such activities in a club. Those activities warrant an immediate investigation in which the Department of Gaming and Racing certainly needs to be involved.

The Port Macquarie RSL Club plays a significant role in the life of the local community. It has 14,800 members, and employs 200 staff. It is the largest consumer of supplies within the area and, as such, utilises the services of many local organisations. The club has a long history of debt, including debt resulting from the decision to move its premises. In 1994 the bank debt was \$25 million and in 1998 it had increased to \$41 million. There have been ongoing negotiations with the State Government and various banks to resolve a work-out deed.

The reason the Department of Gaming and Racing should become involved is because of what seems to be a questionable relationship between the Commonwealth Bank and the Panthers leagues club.

Following the meeting on 11 October and the bomb threat, the club's board of directors sought to reconvene a meeting to put strategies in place and to obtain the views of members concerning the future of the club. Unfortunately, the Commonwealth Bank aggressively declined to grant an extension of six weeks in which to make arrangements, and its deadline of 8 or 9 November stood. The Panthers and the Commonwealth Bank forced the hand of the local directors. I am concerned that the person at the Commonwealth Bank who is in charge of managing the debt is a former Panthers player. I regard that as a questionable relationship, and I hope that the Minister, through Ken Brown, the director-general, will investigate both the relationship and what is going on in Port Macquarie.

I ask for a value judgment on the future of Port Macquarie. We have heard only one of the three or four available options. We heard only one side of the story in the 10 minutes that Roger Cowan had to address the 2,000 members. We deserve to hear all sides; we certainly deserve to hear about the local option, to which I am personally attracted. I am concerned that that option is not coming forward. I ask the director-general to investigate the promises that have been made to upgrade the facilities of the Hibbard Sports Club. My understanding is that that promise cannot be fulfilled.

Mr FACE (Charlestown—Minister for Gaming and Racing, and Minister Assisting the Premier on Hunter Development) [6.01 p.m.]: I view the matters raised by honourable member for Port Macquarie with some concern. The department has kept a watching brief on the proposed amalgamation. I am aware that there was a vote to proceed with the amalgamation of Penrith Panthers leagues club and the Port Macquarie RSL Club. However, there appears to have been a change of heart.

23 Oct 2001: Hansard — NSW Legislative Assembly (cont.)

I am extremely disturbed to hear that attempts to have the issue openly discussed at a recent meeting had to be abandoned following a bomb scare. It is clearly not in the best interests of either the pro-amalgamation group or the anti-amalgamation group to have rational debate stifled by threats of violence.

The shenanigans at Port Macquarie over the past couple of weeks simply serve to strengthen my resolve to reform laws relating to club amalgamations. As honourable members would know, on 26 July I announced a package of changes, one of which involves significant controls over club amalgamations. In particular, there will be a requirement that two clubs that propose to amalgamate will have to enter into a deed of agreement before applying to the court for approval. The regulations will specify the subject areas to be covered in the deed of amalgamation. It will be necessary for both clubs to provide basic information to their members before an application to amalgamate can be made. The regulations will prescribe the type of information that will need to be provided to members before amalgamation takes place.

I am sure that if those measures had been in place, the Port Macquarie club would not be in the difficult position it is in today. I send this message to both parties: at the end of the day the board of directors and senior managers are there to serve club members and the local community, not the other way around. I am far from impressed by the way in which the Commonwealth Bank has behaved recently in a range of matters pertaining to clubs. I will ask the director-general to look in depth at the matters raised by the honourable member and if criminal matters are involved they will be referred to the police. I repeat that I am far from happy with the shenanigans at Port Macquarie, and they further steel my resolve to do something about club amalgamations to avoid the same sort of thing happening again.

25 Oct 2001: Hansard — NSW Legislative Council

PENRITH PANTHERS RUGBY LEAGUE CLUB AMALGAMATIONS

The Hon. JOHN TINGLE: My question without notice is directed to the Special Minister of State, representing the Minister for Gaming and Racing. Has the Minister seen the report in the Daily Telegraph in the last two days relating to the expansion plans of Penrith Panthers Leagues Club? In particular, did he see yesterday's article reporting death threats, bomb threats and other violence surrounding the proposed amalgamation of Port Macquarie RSL Club with Panthers? Is he aware that a meeting of Port Macquarie RSL Club members, called on 11 October to discuss the amalgamation, had to be aborted because of a bomb threat? Is the Minister concerned about the disruptive effect that this proposed amalgamation is having on the Port Macquarie community?

Is today's Daily Telegraph report correct in claiming that Panthers is seeking to amalgamate with 16 other clubs? Is this contrary to the intention of the Minister's foreshadowed legislation limiting mergers to four clubs? Will the Minister order an inquiry by the Director-General of Gaming and Racing into the proposed amalgamations by Panthers Leagues Club and the circumstances surrounding the Panthers proposed amalgamation with Port Macquarie RSL Club?

The Hon. JOHN DELLA BOSCA: I saw the press reports to which the honourable member is referring. I can say with some certainty that the Minister has also seen them. However, we have not had an opportunity to discuss them. I will ask the Minister to prepare a response as quickly as possible and provide it to the honourable member.

22 Nov 2001: Port News — RSL Club president resigns

Article text recovered from the Port Macquarie News online archive. Original newspaper page not available.

By Janine Graham

JUST days out from its annual general meeting, Port Macquarie RSL Club board of directors chairman Graham Linn has resigned.

Mr Linn, who has been at the helm for 12 months, stepped aside at yesterday's board meeting which will be followed on Sunday by the AGM. His departure comes after six of the most tumultuous weeks in the club's history as the proposed amalgamation process with Sydney super-club Penrith Panthers gets back on track.

Former RSL Sub-branch president Bob Hanlon, one of two senior vice-presidents on the board of directors, has been elevated to the top job.

Warren Turner stays as senior vice-president with Howard Batt taking on vice-president responsibilities also.

While it does mean there is a vacant seat on the board, the club's constitution leaves it up to the directors to determine whether it should be filled.

It is widely felt that given the late stage of the proposed amalgamation process, the vacancy may remain until the next election of executive officers next year.

Despite a significant degree of public vilification over recent weeks, Mr Linn, who served on the finance and marketing committee for 18 months assisting the club's administrator, remained tight-lipped on his exit yesterday.

"This is a down payment on a request from Panthers. It is in compliance with Roger Cowan's statement to the members at the October meeting," Mr Linn said.

"Now all the lights are green from our side of the fence for the amalgamation process to go ahead."

However, that may not be the case as the Port News believes staff entitlement matters have clouded the issue once again.

Brett Gilbert, one of the board's legal advisors, confirmed that all the sailing was not smooth.

"There are issues which still need to be addressed," Mr Gilbert said.

"I have serious concerns as to whether Penrith Panthers are committed to this amalgamation," Mr Gilbert said.

Although he would not be drawn on specifics, Panthers' spokesman Rob Weaver yesterday agreed the unification process was taking a good deal of time.

"We are working through the details, and yes, it is taking longer than expected," Mr Weaver said.

Tributes for Mr Linn came from expected quarters with secretary-manager Greg Willcocks and chairman-elect Mr Hanlon offering kind words.

"I would personally like to thank Graham Linn for all his efforts over the past few years and the commitment he has shown," Mr Hanlon said.

"There have been numerous occasions when his efforts alone has saved it from closure."

Mr Willcocks was even more effusive in support.

"I sincerely hope the amalgamation process will be a better one for Graham's sacrifice," Mr Willcocks said. "When the dust settles it will be seen that he was barking up the right tree all along," added.

In the course of yesterday's proceedings, the spokesman for a group of concerned members David Meidling threw his support behind Mr Willcocks.

"He is the meat in the sandwich. Losing him would be a bit like shooting the messenger."

6 Dec 2001: Hansard — NSW Legislative Council

Gaming Machines Bill — Second Reading

Extract from the Government's Second Reading Speech — Amalgamation of Clubs

The Hon. IAN MACDONALD (Parliamentary Secretary) [3.13 p.m.]:

I move:

That this bill be now read a second time.

I seek leave to have the second reading speech incorporated in Hansard.

Leave granted.

Amalgamation of Clubs

Amalgamations are to be limited to no more than 4 per club. The number of all original clubs are to be counted within this threshold — including all "child" clubs and "grand child" clubs, where applicable.

There will be an exception to the limit of 4 amalgamations per club where a club amalgamates with another club that is located within the same district. In the case of clubs in metropolitan areas, clubs will be able to amalgamate with other clubs within a radius of 1 kilometre without that amalgamation being counted towards the ceiling of 4. For non-metropolitan areas, clubs will be permitted to amalgamate with an unlimited number of clubs within a radius of 50 kilometres.

Clubs which already have amalgamated with more than 4 other clubs will be permitted to retain those amalgamations. Further, the limitation on 4 amalgamations is to be subject to an exception where clubs that have made firm commitments to amalgamate prior to the Government's announcement on 26 July 2001 will be able to do so, even if this entails more than 4 "child" clubs.

Other controls over amalgamations are to be introduced, aimed at preserving the assets of the "child" club, and ensuring that members of both clubs are fully informed of all relevant details before voting on the amalgamation.

Editorial note: The following extracts reproduce those contributions to the debate that specifically referred to Panthers amalgamations.

Reverend the Hon. FRED NILE [4.03 p.m.]: ... Some clubs that are struggling for various reasons, possibly bad management, wish to amalgamate. I have stayed at the motel in the Panthers complex. I know that the Panthers club has expanded and taken other clubs under its wing. Problems would occur if a monopoly developed by one or two clubs taking over many small clubs. Clubs, as distinct from hotels, have always been community-based operations, with local membership, their own board of directors and a close community association. It is important to maintain that situation. ...

The Hon. JOHN TINGLE [4.33 p.m.]: ... Another element of the bill which has not been touched on in debate up to date is the need to curb the aggressive expansive activities of one or two large registered clubs such as Penrith Panthers, which seems determined to take over every club in this State. If it does, it will have access to a huge number of poker machine entitlements. We have to put a cap and a curb on that. ...

20 Dec 2001: Port News — Conditional approval on RSL merger

Article text recovered from the Port Macquarie News online archive. Original newspaper page not available.

By Janine Graham

THE road has as much been long and winding as bumpy and potholed, but conditional approval was given in the Licensing Court on Wednesday for Port Macquarie RSL Club to amalgamate with Penrith Panthers.

The union, first mooted way back in March last year, took its penultimate step toward reality in Sydney this week much to the delight of senior executives from both clubs.

“It’s a symbolic time – and provides us with a new view of the year ahead,” Port RSL Club’s secretary-manager Greg Willcocks said

“This is a measure of the effort put into the amalgamation since the postal ballot of members. Everyone has worked expeditiously to see this happen as quickly as possible.”

Penrith’s group general manager Roger Cowan was equally pleased the long-winded negotiations had all but been completed.

“It has taken longer than usual but this conditional approval is a huge step for us,” Mr Cowan told the Port News.

“It’s likely the debt will be assigned on Friday (today) and we can move on from there.

Both parties are optimistic the process, which first appeared in the Licensing Court on March 26 last year, can be completed by the end of next month.

Firstly the Port Macquarie board will meet later today to activate a resolution calling for a general meeting of members.

At that meeting the membership must agree to appoint a liquidator and, with that done, final orders will be issued by the Licensing Court.

While it seems a fait accompli, hitches can arise. As late as Monday, when the matter returned to the Licensing Court, it was adjourned until Wednesday so more technicalities could be resolved.

“The problems were of a technical nature and they were overcome and dealt with as quickly as possible,” Mr Willcocks said.

Until final orders are granted, the Port Macquarie directors, with chairman Bob Hanlon at the helm, continue to govern the club.

“There’s an advisory board in place – the existing directors of the club – and they won’t change,” Mr Cowan said.

“I will be trying to get up there sometime in January but there’s a process which must be followed and that will be done.”

Port Macquarie becomes the latest acquisition for the ambitious Panthers, which most recently annexed two Club Nova facilities in the Hunter region.

That comes on top of adding the likes of Albury’s Lavington Sporting Club and Cabramatta’s Mekong Club to its stable.

According to some reports, Panthers receive as many as three requests for amalgamation with other clubs a week.

Massive financial burdens have encumbered the club since it moved from Short Street to its present Bay Steet premises eight years ago.

Panthers appeared as a saviour on the horizon and a huge majority of members agreed to amalgamate with the super-club at the foothill of the Blue Mountains more than a year ago.

But negotiation delays, the potential for local ownership through a consortium of businessmen, a bomb hoax and another membership poll conspired to hold up the amalgamation ... until now, it would seem.