

THE WONTHAGGI CLUB
ACN 004 154 045

Notice of Special General Meeting of Members
regarding the merger of the Wonthaggi Club and the Wonthaggi Golf Club

Notice is given that a Special General Meeting of the members of the Wonthaggi Club (**Wonthaggi Club Members**) will be held at:

Place: 16 McBride Avenue, Wonthaggi VIC 3995

Time: 6.00pm AEST

Date: Tuesday, 5 August 2025

This Notice of Special General Meeting is accompanied by an Explanatory Memorandum which contains an explanation of, and information regarding, the merger of the Wonthaggi Club and the Wonthaggi Golf Club Incorporated (ABN 99 312 550 590). The Explanatory Memorandum forms part of this Notice of Special General Meeting.

1. Background

The Wonthaggi Club and the Wonthaggi Golf Club have agreed to merge by means of an amalgamation to form an amalgamated association known as the Wonthaggi Country Club pursuant to the *Associations Incorporations Reform Act 2012* (Vic) (**the Act**) (**Merger**) subject to the Wonthaggi Golf Club Members and WC Association Members each approving the Merger.

The Wonthaggi Club and Wonthaggi Golf Club have entered into a Transaction Implementation Deed on 14 July 2025 to effect the Merger (**Transaction Implementation Deed**). Further details of the Merger and Transaction Implementation Deed are set out in the Explanatory Memorandum.

To effect the Merger, an incorporated association known as WCC Licensee Incorporated (**WCCLI**) will be incorporated to hold the full club licence to supply liquor and the existing gaming machine entitlements held by the Wonthaggi Club and will provide services to the Wonthaggi Country Club (**WCCLI Incorporation**) while the Merger is being effected. All the Wonthaggi Golf Club Members and Wonthaggi Club Members will form the members of WCCLI upon its registration.

The Wonthaggi Club must also be incorporated as an incorporated association pursuant to the Act (**Club Incorporation**). After completion of the Club Incorporation, the WC Association will then call a Special General Meeting of its members (**WC Association Members**) to approve the Merger (**WC Association SGM**). The parties anticipate the WC Association SGM to take place on 30 September 2025.

The Wonthaggi Golf Club has called a Special General Meeting of its members (**Wonthaggi Golf Club Members**) on 4 August 2025 (**WC Incorporation SGM**) for the purpose of considering the WCCLI Incorporation and Merger.

2. Purpose and notice requirements

The Board of Directors (**Board**) has called a Special General Meeting of the Wonthaggi Club Members for the purpose of considering the WCCLI Incorporation and the Club Incorporation.

The resolutions proposed in this meeting with respect to the WCCLI Incorporation and the Club Incorporation must be approved by a special resolution which requires at least 75% of the members voting at the meeting, whether in person or by proxy, to vote in favour of the resolution. Under the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**), members who are entitled to vote at a general meeting proposing for special resolutions to be passed must be given at least 21 days' notice of the proposed resolutions.

This Notice is given by the Wonthaggi Club to the Wonthaggi Club Members pursuant to the Act and Corporations Act.

3. **Special Resolutions**

At the Special General Meeting, the following special resolutions will be put forward to the Wonthaggi Club Members for consideration:

Special Resolution 1:

*'That, for the purpose of section 11 of the Act, the incorporation of the Wonthaggi Club as an incorporated association be approved and the Wonthaggi Club be incorporated as an incorporated association known as "Wonthaggi Club Incorporated" (**WC Association**) under the Act and adopting the Proposed Rules as annexed hereto as "Annexure A" with Stephen John Curtis being appointed as first secretary of the WC Association upon the incorporation of the Wonthaggi Club.'*

Special Resolution 2:

*'Subject to and conditional upon the Wonthaggi Golf Club obtaining the Wonthaggi Golf Club Members approval of the WCCLI Incorporation, that, for the purpose of section 5 of the Act, the incorporation of WCC Licensee Incorporated (**WCCLI**) as an incorporated association adopting the proposed rules as annexed hereto as "Annexure B" be approved by the Wonthaggi Club Members as the proposed members of the WCCLI, and Stephen John Curtis be authorised to apply to the Consumer Affairs Victoria (**CAV**) for the incorporation of WCCLI.'*

4. **Authorisation**

Subject to and conditional upon Resolution 1 and 2 being passed, the Secretary, or any Director, of the Wonthaggi Club is authorised to cause all necessary forms and notifications to be provided to Australian Securities & Investments Commission (**ASIC**) and CAV (or any other body or person) as required and undertake any other action necessary or desirable to give effect to the transactions contemplated by Resolution 1 and 2.

5. **Voting**

Each Wonthaggi Club Member is entitled to vote:

- (a) in person at the general meeting; or
- (b) if the member is unable to attend the general meeting, by proxy or completing the Absentee Voting Form as set out in the Explanatory Memorandum.

By order of the Board

A handwritten signature in black ink, appearing to read 'Jason Sartori', is written over a light gray rectangular background.

Jason Sartori
President

Dated: 14 July 2025

THE WONTHAGGI CLUB
SPECIAL GENERAL MEETING
5 AUGUST 2025
EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of members of the Wonthaggi Club ACN 004 154 045 (**the Wonthaggi Club**) in relation to the resolutions to be considered at the Wonthaggi Club's Special General Meeting to be held on Tuesday, 5 August 2025.

The purpose of this Explanatory Memorandum is to provide members with information that is reasonably required by the members to decide how to vote upon the resolutions.

1. Background

The Wonthaggi Club is a public company limited by guarantee registered on 22 April 1929. Before transferring its registration to become a company, the Wonthaggi Club was an incorporated association operating as a gentleman's club. The Wonthaggi Club currently operates as a clubhouse at 16 McBride Avenue, Wonthaggi VIC 3995 and 11 Doctor Sleeman Drive, Wonthaggi VIC 3995 under a lease agreement with the Wonthaggi Golf Club.

Wonthaggi Golf Club (A0003984G) is an incorporated association registered in Victoria on 6 February 1985. Since its incorporation, Wonthaggi Golf Club has been operating principally as a golf club located at 11 Doctor Sleeman Drive, Wonthaggi VIC 3995.

2. The Merger

As many of the Wonthaggi Club's members are members of both clubs and the Wonthaggi Club and Wonthaggi Golf Club share facilities and services, the Wonthaggi Club and Wonthaggi Golf Club propose to merge to better utilise the resources and improve services to the community (**Proposed Merger**). Further, from the members' perspective, the Wonthaggi Club and Wonthaggi Golf Club have been operating as a single entity for over 8 years. In 2015 under a mutual agreement, Wonthaggi Golf Club leased its clubhouse facility to the Wonthaggi Club. The Wonthaggi Club, together with Wonthaggi Golf Club are working towards providing their members, guests and visitors with a premium entertainment and social venue known as 'Wonthaggi Country Club' (**Amalgamated Association**). Details of the Proposed Merger were set out in the Merger Proposal dated March 2023 (**Merger Proposal**) which was presented to the members of the Wonthaggi Club and Wonthaggi Golf Club. Both the Wonthaggi Club and Wonthaggi Golf Club have considered and taken on members' feedback regarding the Proposed Merger.

The Board has obtained advice from legal and tax advisors that the most time and cost-effective approach for the Proposed Merger will be through an amalgamation of the Wonthaggi Club and Wonthaggi Golf Club to form an amalgamated association (**Merger**). The Merger requires the Wonthaggi Club to convert its registration from a company limited by guarantee to an incorporated association (**WC Association**) (**Club Incorporation**). Upon completion of the Club Incorporation, the WC Association and Wonthaggi Golf Club could then amalgamate to form the Amalgamated Association. All existing members of the Wonthaggi Golf Club and Wonthaggi Club will automatically become a member of the Amalgamated Association upon the registration of the Amalgamated Association.

On 14 July 2025, the Wonthaggi Club entered into a Transaction Implementation Deed with Wonthaggi Golf Club for the purpose of implementing the Merger (**Transaction Implementation Deed**).

Under the terms of the Transaction Implementation Deed, completion of the Merger is conditional upon the following conditions precedent being satisfied:

- (a) a new entity be incorporated as an incorporated association known as “WCC Licensee Incorporated” (**WCCLI**) for the purpose of holding the club licence and gaming entitlements;
- (b) the Wonthaggi Club procuring the Club Incorporation including obtaining all requisite regulatory and member approvals required under the *Associations Incorporations Reform Act 2012* (Vic) (**the Act**) and adopting rules that comply with the Act;
- (c) upon completion of the Club Incorporation, transferring the property held by the Wonthaggi Club to the WC Association;
- (d) the WC Association and Wonthaggi Golf Club each obtaining member approval for the Merger;
- (e) the WC Association and Wonthaggi Golf Club appointing Stephen John Curtis as the secretary of the Amalgamated Association;
- (f) the WC Association and Wonthaggi Golf Club each informing its respective mortgagee of the Merger and to the extent required, obtaining written consent from the mortgagee to the change in control or structure of the relevant entity or change in the use of the WGC Land; and
- (g) the Wonthaggi Club and the Wonthaggi Golf Club is not subject to:
 - (i) a Material Adverse Change where there is a material adverse change in its assets, liabilities, financial conditions or business; or
 - (ii) any prescribed occurrences such as a restructure or disposal of material assets of a party occurring prior to the Merger.

The Wonthaggi Club and Wonthaggi Golf Club has each called a Special General Meeting on 5 August 2025 and 4 August 2025 respectively to seek members approval to the relevant matters set out in the conditions precedent. The condition precedent set out in item (a) is the subject of Resolution 2 and item (b) is the subject of Resolution 1 for consideration by the Wonthaggi Club Members in this Special General Meeting and item (d) and (e) are the subject for consideration by the WC Association Members of the WC Association SGM anticipated to take place on 30 September 2025.

Conversely, the conditions precedent set out in item (a), (d) and (e) above are the subject for consideration by the Wonthaggi Golf Club Members in the Wonthaggi Golf Club’s Special General Meeting to be held on 4 August 2025. Upon approval of the Wonthaggi Golf Club Members to items (a), (d) and (e) above, the Wonthaggi Club and Wonthaggi Golf Club will then attend to the matter set out in item (f) to satisfy the relevant conditions precedent.

On or about 17 May 2024, the Wonthaggi Club and Wonthaggi Golf Club lodged an application to the Victorian State Revenue Office (**SRO**) for a private tax ruling to obtain landholder and stamp duty exemptions with respect to the transactions contemplated by the Merger. On 17 December 2024, the Commissioner of the SRO issued a private tax ruling which confirmed that the transfers of the properties held by the Wonthaggi Club and Wonthaggi Golf Club required under the Club Incorporation and Merger will not give rise to a liability to landholder duty. On 18 February 2025, the Commissioner of the SRO issued a private tax ruling which confirmed that the transfers of the properties held by the Wonthaggi Club and Wonthaggi Golf Club required under the Club Incorporation and Merger will not give rise to a liability to stamp duty.

3. Advantages and Disadvantages of the Merger

As noted in the presentation of the Merger Proposal to the Wonthaggi Club Members, there are several advantages and disadvantages to the Merger:

3.1 Advantages of the Merger

The Board is of the view that the following non-exhaustive list of advantages may be relevant to a member’s decision on how to vote on the proposed resolutions:

- (a) the Board considers that the Merger will allow the Wonthaggi Club and Wonthaggi Golf Club to merge and form a robust and viable organisation;

- (b) the Merger:
 - (i) will allow the structure for a new combined clubhouse and additional recreational facilities to be constructed which allows for improved and expanded facilities and services;
 - (ii) is expected to result in increase in membership and visitor growth;
 - (iii) will allow for a golf course improvement plan to be implemented that assures capital improvements, future water supply and sufficient resources for annual maintenance;
 - (iv) presents an opportunity to diversify into accommodation and strengthen visitor support for club facilities and establishment of new revenue stream;
 - (v) is expected to result in improvement in hospitality, entertainment and sporting facilities to attract greater participation;
 - (vi) is expected to result in improvement in support for other community sporting and not profit groups through improved financial performance;
 - (vii) is expected to result in strengthened community support and relevance, with best practice systems of responsibly managing gaming and alcohol;
 - (viii) will allow the synergies of one governance, management and employee workforce structure;
- (c) as a larger organisation, the Amalgamated Association has more ability to attract and retain quality people in its governance, management and workforce; and
- (d) the Amalgamated Association will be eligible for income tax exemption as a combined club whose principal activity is the provision of golf and other recreational facilities.

3.2 Disadvantages of the Merger

The Board is of the view that the following non-exhaustive list of disadvantages may be relevant to a member's decision on how to vote on the proposed resolutions:

- (a) the Wonthaggi Club will change the nature of its activities to become an association which will focus primarily on promoting golf and other sporting and recreational activities such as tennis, rock climbing, skating etc. Those activities may not be consistent with the objects of all members;
- (b) completion of the Merger will result in the assets and liabilities of the Wonthaggi Club and Wonthaggi Golf Club to vest in the Amalgamated Association and there will be no separation of assets and liabilities between the Wonthaggi Club and Wonthaggi Golf Club;
- (c) completion of the Merger will result in a new board being formed and the Wonthaggi Club and Wonthaggi Golf Club will have less control over the matters being decided; and
- (d) completion of the Merger will result in new rules being adopted and the members' rights under each club will be changed to a certain degree (noting the Wonthaggi Club and Wonthaggi Golf Club will seek to minimise changes to the members' rights by adopting rules which incorporate the key terms of each club).

4. Risks of the Merger

Members should be aware that if the resolutions are approved, the Wonthaggi Club will be changing the nature and scale of its activities to a clubhouse with a primary focus on promoting golf and other sporting and recreational activities. A non-exhaustive list of the risk factors associated with the change to the nature and scale of the Wonthaggi Club's activities are as follows:

4.1 Risks relating to Wonthaggi Golf Club

As the Wonthaggi Golf Club operates as a golf course with various infrastructure covering a large plot of land, there are general financial and environmental risks associated with its operation as a golf club.

The operational costs associated with running a golf course is generally high as the golf course typically operates on a large plot of land and the maintenance of the golf course infrastructure on such land will be costly. The high operational costs may exceed the golf club's income especially in the circumstances when membership numbers are low.

The outdoor nature of golf activities and golf course also means that the Wonthaggi Golf Club is susceptible to severe weather conditions. Any adverse weather conditions may affect course maintenance, members' cancellations or create unsafe playing conditions for members. This may affect the golf club's income and presents financial risk given the high operational costs associated with operating a golf club.

As the golf course is located at the WGC Land, the Wonthaggi Golf Club is also subjected to certain environmental regulations as the WGC Land contains certain flora and plant which are subjected to environmental protection. The requirement to comply with environmental regulations may also increase the operational costs in running the golf club.

In general, the risks associated with Wonthaggi Golf Club are typical in the operation of a golf club and there is no extraordinary risk associated with Wonthaggi Golf Club which is of concern at this stage.

4.2 Regulatory approval - Gaming and liquor licence

To operate as a social club, the Wonthaggi Club currently holds a gaming licence and a liquor licence. It is intended that the Amalgamated Association will continue the Wonthaggi Club's operations which include undertaking gaming activities and supply of alcohol. The Victorian Gambling and Casino Control Commission (**VGCCC**) has confirmed that the Wonthaggi Club's existing gaming licence and liquor licence will not be transferred to the Amalgamated Association as it will be a new entity. The Amalgamated Association will require a new gaming licence and liquor licence (**New Licences**) following the Merger and may not be able to operate while the application for the New Licences is being processed by the VGCCC.

To eliminate the risk of the Amalgamated Association having to cease operation while its application is being processed, an incorporated association known as the WCC Licensee Incorporated (**WCCLI**), will apply to the VGCCC to hold the gaming machine entitlements (**GME**) and liquor licence before the Merger. The WCCLI will hold the GME and liquor licence and will provide services to the Amalgamated Association while the Merger is being effected. All the Wonthaggi Golf Club Members and Wonthaggi Club Members will be the members of WCCLI upon its incorporation.

4.3 Consolidation of Board

The Merger will result in an integration of the Wonthaggi Club's and Wonthaggi Golf Club's activities and consolidation of the Boards of the Wonthaggi Club and Wonthaggi Golf Club. Given that the operation of the Wonthaggi Club and Wonthaggi Golf Club have been largely integrated over the past years and the parties have entered into the Transaction Implementation Deed, any risk of poor integration and consolidation has been alleviated.

4.4 Risk relating to status of income tax exemption

Wonthaggi Golf Club is exempted for income tax under Division 50 of the *Income Tax Assessment Act 1997* (**ITAA1997**) because it is an association or club established for the encouragement of a game or sport and it meets the special conditions in section 50-70 of the ITAA1997 (**Games and Sports Exemption**). The Wonthaggi Club is not income tax exempt as it is in the nature of a social club. It is intended that the Amalgamated Association will have a primary purpose of encouraging a game or sport such that it will be exempted from income tax under the Games and Sports Exemption. However,

if the Amalgamated Association changes its main purpose over time, there is a risk that the Amalgamated Association will not be eligible for income tax exemption for those periods.

5. Resolution 1 – Club Incorporation

5.1 Reason for seeking member approval

Section 11(1)(a) of the Act provides that a company applying for incorporation to be an incorporated association under the Act must pass a special resolution within the meaning of the *Corporations Act 2001* (Cth) to approve the application. Accordingly, the Wonthaggi Club requires member approval for the incorporation of the Wonthaggi Club as an incorporated association known as “Wonthaggi Club Incorporated” (**WC Association**) under the Act.

Further, section 11(1)(c) of the Act requires a company applying for incorporation to have rules that comply with or will, on the incorporation of the company as an incorporated association, comply with the requirements of the Act. The Board has prepared the association rules of the WC Association (**Proposed WCC Association Rules**) having regard to the Wonthaggi Club’s Association of Articles dated 16 February 2018 to minimise any changes to the rights and obligations of the members. The Board has also considered the requirements of the *Liquor Control Reform Act 1998* (Vic) (**Liquor Act**) and *Gambling Regulation Act 2003* (Vic) (**Gambling Act**) to ensure the Proposed WC Association Rules complies with the relevant requirements to hold a gaming licence and liquor licence. It is noted that a copy of the Proposed WC Association Rules is enclosed with this notice of meeting in Annexure A for consideration by the Wonthaggi Club Members.

In accordance with section 11(1)(d) of the Act, a company that intends to apply for incorporation under the Act must also nominate a person who is at least 18 years of age and a resident in Australia to be the first secretary of the proposed incorporated association. As Mr Stephen John Curtis has been a current executive member of the Board acting as the Secretary of the Wonthaggi Club, the Board nominates Mr Curtis to be appointed as the first Secretary of the WC Association. Mr Curtis has given his consent to act as a secretary of the WC Association and the Board now seeks the approval of members to the election of Mr Curtis as the first Secretary of the WC Association.

5.2 Recommendation

For the reasons mentioned in section 2 and 3.1 above, the Board recommends that you vote in favour of this resolution.

6. Resolution 2 – Incorporation of WCC Licensee Incorporated

6.1 Reason for seeking member approval

Section 5 of the Act provides that an unincorporated association may by special resolution of its members:

- (a) approve the incorporation of the association under the Act;
- (b) approve the rules of the proposed incorporated association; and
- (c) authorise a person who is an Australian resident over 18 years of age to apply to the Consumer Affairs Victoria (**CAV**) for the incorporation of the association.

As it is proposed that all existing Wonthaggi Club Members and Wonthaggi Golf Club Members will be the members of the WCCLI, the Wonthaggi Club requires the Wonthaggi Club Members’ approval and the Wonthaggi Golf Club Members’ approval for the incorporation of the association known as “WCC Licensee Incorporated” and adopting the proposed rules as annexed hereto as “Annexure A” upon the incorporation of WCC Licensee Incorporated.

Similar to the WC Association Rules, the Board has prepared the association rules of the WCCLI (**Proposed WCCLI Rules**) having regard to the Wonthaggi Club's Association of Articles dated 16 February 2018 and the Wonthaggi Golf Club's Rules adopted on 16 September 2008 to minimise any changes to the rights and obligations of the members. The Board has also considered the requirements of the Liquor Act and Gambling Act to ensure the Proposed WCCLI Rules complies with the relevant requirements to hold a gaming licence and liquor licence. It is noted that a copy of the Proposed WCCLI Rules is enclosed with this notice of meeting in Annexure B for consideration by the Wonthaggi Club Members.

The Board also seeks the approval of Wonthaggi Club Members to the appointment of Stephen John Curtis as the authorised person to apply to the CAV for the incorporation of WCCLI as Mr Curtis has been a current executive member of the Board acting as the Secretary of the Wonthaggi Club. Unless otherwise nominated, Mr Curtis will also be the first Secretary of the WCCLI.

6.2 Recommendation

For the reasons mentioned in section 2 and 3.1 above, the Board recommends that you vote in favour of this resolution.

7. Actions to be taken by Wonthaggi Club Members

Wonthaggi Club Members should read the Notice and this Explanatory Statement carefully before deciding on how to vote on the Resolutions.

GENERAL NOTES

1. **(Voting):** In accordance with rule 6 of the Wonthaggi Club's Association of Articles dated 16 February 2018 (**Club Rules**), any Wonthaggi Club Member who is not an Effective Member appointed under rule 6(2), a Silver Member and Blue Member (as defined in the Club Rules) is entitled to vote (**Eligible Member**).
2. **(Absentee voting):** If an Eligible Member is unable to attend the general meeting, the Eligible Member is requested to vote by either:
 - (a) completing the Absentee Voting Form as set out in the Wonthaggi Club's website, a link of which is as follows:
www.wonthaggiclub.com.au/vote
 - (b) appointing a proxy by completing and returning the proxy form enclosed (**Proxy Form**).
3. **(Appointing a proxy):** An Eligible Member entitled to attend and cast a vote at the meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting.
4. **(Direction to vote):** An Eligible Member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
5. **(Signing Instructions for the Proxy Form):**
 - (a) **(Individual):** Where the Eligible Member is an individual, the member must sign.
 - (b) **(Power of Attorney):** Where the Eligible Member is an individual who has authorised an attorney to sign on his or her behalf, the member must provide a certified photocopy of the Power of Attorney together with the completed Proxy Form to the Wonthaggi Club.
 - (c) **(Companies):** Where the Eligible Member is a company which has a sole director who is also the sole company secretary, that person must sign. Where the Eligible Member is a company (pursuant to Section 204A of the Corporations Act) who does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the meeting, the documentation evidencing such appointment should be produced prior to admission to the meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
6. **(Attending the Meeting):** Completion of a Proxy Form will not prevent Eligible Members from attending the meeting in person if they wish. Where an Eligible Member completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the meeting.
7. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to the Wonthaggi Club at 16 McBride Avenue, Wonthaggi VIC 3995; or
 - (b) email to the Wonthaggi Club's secretary at steve@wonclub.com.au,so that it is received not later than 24 hours before the meeting commences.

Proxy forms received later than this time will be invalid.

**The Wonthaggi Club
ACN 004 154 045**

FORM OF PROXY

I/We,.....

of.....

being a member of the Wonthaggi Club and entitled to vote appoint:

☐ the Chairman of the meeting OR ☐
(insert name and address of proxy)

.....
or failing that appointment or the absence of that person, the Chairman of the meeting**, as my/our proxy to act generally at the meeting and to vote for me on my/our behalf in accordance with the following instructions (or if no directions have been given, as the proxy sees fit and with discretion as to any business not referred to below) at the meeting of the Wonthaggi Club to be held on 5 August 2025 and at any adjournment of that meeting.

(Voting instructions, if any, are to be indicated by placing a tick in the appropriate box. If no instruction is given the proxy may vote as that person thinks fit, or abstain.)

Business		For	Against	Abstain*
Resolution 1:	Incorporation of the Wonthaggi Club as an incorporated association known as Wonthaggi Club Incorporated with the adoption of the rules and appointment of the first secretary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2:	Incorporation of an incorporated association known as WCC Licensee Incorporated with the adoption of the rules and appointment of first secretary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the abstain box for any item, you are directing the proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in calculating the required majority on a poll.

** If the Chairman of the meeting is appointed as your proxy or is appointed by default and your voting direction is not indicated, the Chairman may exercise your proxy even if he has an interest in the outcome of those items.

Signature of Member:

..... Member (Individual)

Name:.....

..... Director

Name:

..... Director/Company Secretary

Name:

..... Attorney /Authorised Person

Name:

Notes

This form should be signed by the Eligible Member. If signed by an attorney or other authorised person, the power of attorney or written authority must have been previously noted by the Company or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the Eligible Member's constitution and the *Corporations Act 2001* (Cth).

Proxies

- (a) An Eligible Member who is entitled to attend and vote at this meeting is entitled to appoint not more than 1 proxy to attend and vote instead of the member.
- (b) A proxy need not be an Eligible Member of the Wonthaggi Club.
- (c) To be effective, proxy forms (duly completed and signed) must be received by the Wonthaggi Club at 16 McBride Avenue, Wonthaggi VIC 3995 or by email to Stephen Curtis at steve@wonclub.com.au no later than 24 hours before the time for the holding of the meeting.

Annexure A
Proposed Rules for the Wonthaggi Club Incorporated

Annexure B
Proposed Rules for the WCC Licensee Incorporated