



WILLIAMSTOWN
SEAGULLS
EST. 1864



WILLIAMSTOWN FOOTBALL CLUB

ACN 006 057 030

Proxy form

I, _____

of _____

being a member of the Club appoint:

of _____

Or if no person is named, the Chairperson of the extraordinary general meeting as my proxy to vote and act for me and on my behalf at the extraordinary general meeting of members of the club to be held on 26 February 2026 and any other day to which that extraordinary general meeting is adjourned or postponed.

I direct my proxy to vote in the following manner:

No	Resolution	For	Against	Abstain
1.	That the Club's existing constitution be repealed and replaced with the constitution to be tabled at the extraordinary general meeting.			

If you have appointed the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote, please place a mark in the box (below).

By marking this box, you acknowledge that the Chairperson may exercise your proxy even if they have an interest in the outcome of the resolution and votes cast by the Chairperson other than as proxy holder will be disregarded because of that interest.

The Chairperson intends to vote in favour of the resolution.

Dated _____ 2026

Signature of member/s (note if the member is a company, the proxy should be signed in accordance with the member company's constitution and with the *Corporations Act 2001 (Cth)*).

Notes to proxy form

1. A member who is entitled to attend and vote at a general meeting is entitled to appoint a proxy to attend and vote for the member at that meeting.
2. If no directions are given the proxy may vote as the proxy thinks fit or may abstain from voting.
3. A proxy need not be a member of the Club. If a person attends a meeting both as a member and as a proxy for another member, such person will only be counted once on a show of hands.
4. The proxy form must be signed by the member or the member's attorney (in which case the power of attorney must have been previously noted by the Club or a certified copy of the power of attorney must accompany this proxy form).
5. To be valid, proxies must be received by the Club:
 - (a) at its registered office [**Lvl 1, 1 Mason Street, Newport 3016**]; or
 - (b) successfully transmitted by facsimile to the Club's registered office on [**(03) 9391 5497**],

in any case no later than 48 hours before the commencement of the extraordinary general meeting.



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Explanatory notes

These explanatory notes have been prepared to provide members with sufficient information to assess the merits of the resolutions contained in the accompanying notice of general meeting of the Club to be held at Seaview Events Centre, DSV Stadium, Williamstown (enter via Battery Road) on 26 February 2026 at 6:30pm.

1. Adoption of new constitution

1.1 Background

The Club's board (**Board**) has formed the view that the Club's current constitution (**Existing Constitution**) is outdated and accordingly, not drafted in accordance with contemporary best practice corporate governance. To provide the Club with a more robust governance framework for the continued operation of the Club, it is proposed that Existing Constitution be replaced entirely with the form of the constitution that is annexed to this notice of meeting (**New Constitution**).

1.2 Adoption of the New Constitution

In order to adopt the New Constitution, the New Constitution must be approved by the Club's members by special resolution.

Therefore, to adopt the New Constitution, at least 75% of the members entitled to vote on the resolution, who vote either in person or proxy, must vote in favor of the resolution.

If the Club's members vote against the resolution to adopt the New Constitution, the Club and its members will continue to be governed by the Existing Constitution.

1.3 Changes to the Association's Rules

The following is a brief summary of the key features of the New Constitution. Please note, capitalised terms set out in this summary have the meaning given to them in the New Constitution unless otherwise specified.

(a) Objects of the Club

The Objects of the Club have not changed from the Existing Constitution to the New Constitution.

(b) Class of Membership

There are the following categories of membership in the New Constitution:

(i) Life Member

To be eligible to be a Life Member of the Club, a person must be either:



- (A) nominated by the Board for reasons of outstanding service and contribution to the Club for at least 10 years;
- (B) be a Player who has played at least 100 senior games for the Club: or
- (C) be a Player who has played 100 senior games or 130 senior and reserve games in aggregate or who has been a listed Player of the Club for at least a 10 year period.

(ii) Ordinary Member

An Ordinary Member must be:

- (A) at least 18 years of age and have paid his or her Annual Subscription Fee;
- (B) be a Donor who has donated an amount greater than the Annual Subscription Fee; or
- (C) a Listed Player.

(iii) Junior Member

A Junior Member is any person under the age of 18 who has paid his or her Annual Subscription Fee.

(iv) Honorary Member

The Board may appoint a person to be an honorary member of the Club.

(c) Annual Subscription Fee

The Annual Subscription Fee will be determined by the Board from time to time. An Ordinary Member's membership will cease if the Member's Annual Subscription Fee remains unpaid on 31 March of the year following that Member's registration of membership.

(d) Chairperson

The President will be the chairperson of Member's meetings and Board Meetings.

(e) Voting at general meetings

Each Life Member and Ordinary Member has 1 vote.

(f) Composition of Board

The Board must appoint one of its number to the position of President and may appoint up to 3 of its members as Vice Presidents.

The Club must have at least 5 Directors, or such greater number of Directors not exceeding 10 as the Directors think fit, in office at all times.

A Director must be an Ordinary Member of the Club.



(g) Election and retirement of Directors

Every year one third of Directors (or the number nearest one-third) of the Board must retire from office. Such retiring Directors may renominate for election as a Director.

Generally, no Director of the Club may remain in office for more than 4 consecutive 3 years terms (**Maximum Term**). The Members may however, in general meeting, pass a resolution to extend the tenure of a Director who has exceed the Maximum Term by 1 further year at a time.

All nominations for the office of Director must follow the elections procedure set out in the New Constitution. A Director's Nomination Form must be signed by 3 proposing Members. Each nomination for Director will be evaluated by the Independent Nominations Committee which will make a recommendation as to the Nominee's suitability as a Director. The election to fill Director vacancies will then be held at the Annual General Meeting of the Club.

(h) Independent Nominations Committee

The Independent Nominations Committee will comprise the President and 2 persons who are neither Directors nor members of the Club's management and who the Board has determined are free from any business or other relationship that could materially interfere with, could reasonably be perceived to materially interfere with, the independent exercise of their judgement.

2. Further Information

The directors of the Club are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in the notice of the general meeting.

The directors recommend members read these explanatory notes in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.