

IN THE SUPREME COURT OF VICTORIA
AT MELBOURNE
COMMERCIAL COURT
COMMERCIAL LIST – GARDE J

S ECI



Case: S ECI 2025 02613

Filed on: 14/11/2025 04:25 PM

Lake Eildon Country Club Ltd
(ACN 005 642 937)

Plaintiff

- and -

Marchelleen Pty Ltd (ACN 005 104 478)
and others

Defendants

Plaintiff's Outline of Submissions
Lake Eildon Country Club – Sale of Mansfield Country Resort

Date:	14 November 2025	Tel:	61 7 3233 8888
Filed by:	Plaintiff	Ref:	CZM:AAW:177936-4
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A. Introduction

1. The plaintiff (the **Club**) is a public company that operates a timeshare resort scheme known as the ‘Mansfield Country Resort’ (the **Resort**). The Resort is operated from land at 50 Banumum Road, Mansfield, Victoria 3722 (the **Land**). The Land comprises a total of 1,386 titles, which are held in co-ownership and correspond to a number of ‘1/5,200’ ‘fractional interests’.¹ The Club leases the Land pursuant to registered lease J48949 (the **Lease**).²
2. On 15 July 2023, at an Extraordinary General Meeting, the Club’s members (the **Members**) passed resolutions to bring the timeshare scheme to an end. The resolutions, which were passed with an overwhelming majority (of approximately 95% of Members), included that the Club make this application.³ By this application, the Club seeks the following orders, amongst others:
 - (a) an order for the appointment of Simon Thorn and Bradley Tonks (the **Trustees**) as trustees for the sale of the Land;
 - (b) an order that the Land vest in the Trustees to be held by them on statutory trust for sale, and that the Trustees be registered as proprietors of the Land;
 - (c) an order that the Trustees have power to amalgamate the titles for the Land;
 - (d) an order that the Trustees have power to execute a surrender of the Lease;
 - (e) orders for the correction of the certificates of title for the Land; and
 - (f) orders as to distribution of the proceeds of sale of the Land and payment of costs.
3. The Club relies on the following affidavits:
 - (a) the affidavit of Alan Wrigley, solicitor, dated 29 July 2025;
 - (b) the affidavits of Simon Thorn and Bradley Tonks, the proposed Trustees, dated 15 October 2025 and 20 October 2025; and
 - (c) the affidavit of Carole Smith, director of the Club, dated 13 November 2025.
4. A copy of the Club’s proposed form of order is set out in **Annexure A**.

¹ Affidavit of Carole Smith (13 November 2025) at [30]-[40].

² Affidavit of Carole Smith (13 November 2025) at [26].

³ Affidavit of Carole Smith (13 November 2025) at [73]-[79].

B. Factual Background

B.1 The Club

5. The Club is an unlisted public company limited by guarantee. It was incorporated on 11 April 1980.⁴
6. The Club was incorporated for the purpose of, amongst other things, leasing the Land and operating the timeshare Resort from the Land.⁵ The Resort's facilities include five cabins and 36 cottages, a BBQ area, children's playground, swimming pool, spa, sauna, squash and tennis courts and a mini golf course.⁶
7. The Club leases the Land pursuant to the Lease.⁷
8. The Club is also party to an agreement with Beneficium (Int) Pty Ltd (formerly Classic Property Holdings Pty Ltd) trading as Classic Holidays (**Classic Holidays**) called the "Resort Management & Services Agreement" (the **Services Agreement**). Pursuant to the terms of the Services Agreement, Classic Holidays has agreed to manage the timeshare resort and provide services to the Club for a fee.⁸

B.2 Club Membership and the timeshare scheme

9. The Members' rights and entitlements in respect of the memberships and ownership of the Land are prescribed in the Club's constitution (the **Constitution**).
10. The total number of membership entitlements in the Club is 1,974.⁹
11. There are currently 730 Members of the Club. A number of those memberships are held by two or more persons, so the total persons with an interest in the club exceeds 730.¹⁰
12. Pursuant to the Constitution, the Club has two classes of membership:
 - (a) "two (2) bedroom"; and
 - (b) "three (3) bedroom, dual key".¹¹

⁴ Affidavit of Carole Smith (13 November 2025) at [7].

⁵ Constitution, cl 2: Affidavit of Carole Smith (13 November 2025) at [9].

⁶ Affidavit of Carole Smith (13 November 2025) at [10].

⁷ Affidavit of Carole Smith (13 November 2025) at [26].

⁸ Affidavit of Carole Smith (13 November 2025) at [14].

⁹ Affidavit of Carole Smith (13 November 2025) at [23].

¹⁰ Affidavit of Carole Smith (13 November 2025) at [19].

¹¹ Constitution, cl 5.2, Schedule 1: Affidavit of Carole Smith (13 November 2025) at [22], Exhibit CS-1 at pp 147, 167.

13. Each category of membership has the same voting rights according to the number of fractional interests held by them.¹² On a winding up of the Club, each category of member has the same right to participate in a distribution of proceeds in accordance with their fractional interests in the Land.¹³
14. Each membership of the Club carries the right to occupy an apartment at the Resort and to use the common facilities of the Resort for a period of time. That entitlement corresponds to that Member's fractional interest in the Land (as set out in Part B.3 below), expressed as the number of memberships or 'weeks' owned by that Member.¹⁴
15. Members are required to pay levies for the purpose of meeting the Club's actual and/or expected liabilities. These levies take the form of an annual levy (paid in advance on 1 July each year) and a 'special levy' as determined by the directors of the Club in accordance with clause 8.6 of the Club's Constitution.¹⁵

B.3 The Land and registered co-owners

16. Pursuant to the Constitution, each Member of the Club is also a tenant in common co-owner of the Land.¹⁶
17. The Land comprises a total of 1,386 different titles, reflecting 5,228 '1/5,200' 'fractional interests' in the Land. The 1,386 titles are consolidated under CP103630.¹⁷
18. The ownership of the 1,386 titles in the Land split between:
 - (a) the Club;
 - (b) the Members (some of whom own more than one title);
 - (c) former Members who no longer hold memberships in the Club; and
 - (d) Classic Holidays.¹⁸
19. 133 titles in the Land are held by approximately 124 non-Members. Those interests are held by persons who were previously Members, but ceased to be Members due to

¹² Constitution, cl 17.1, Sch 1: Affidavit of Carole Smith (13 November 2025), Exhibit CS-1 at p 154.

¹³ Constitution, cl 6.13, as amended by Resolution 1 passed at the EGM: Affidavit of Carole Smith (13 November 2025), Exhibit CS-1 at p 351.

¹⁴ Constitution, cl 6.2: Affidavit of Carole Smith (13 November 2025) at [30]-[37], Exhibit CS-1 at p 148.

¹⁵ Constitution, cl 8: Affidavit of Carole Smith (13 November 2025) at [52]-[58], Exhibit CS-1 at pp 149-150.

¹⁶ Constitution, cll 4.2, 43.1.13: Affidavit of Carole Smith (13 November 2025), Exhibit CS-1 at pp 146, 166.

¹⁷ Titles List: Affidavit of Carole Smith (13 November 2025), Exhibit CS-1 at pp 212-294.

¹⁸ Affidavit of Carole Smith (13 November 2025) at [2], [41]-[51], [66].

unpaid levies which resulted in their memberships being cancelled.¹⁹ In such circumstances, the Constitution provides that their interests become the property of the Club.²⁰ Those Members remain listed as co-owners because the Club has been unable to contact them in order to obtain their signatures on the required documents to record the change in ownership.²¹

B.4 Certificate of title volume 10343 / folio 537

20. The titling to the Land is complex, given the number of titles comprising the Land and the 'fractional interests'. The number of titles has also changed over time as a result of various amendments to the Register.²²
21. Since 2023, the Club and its representatives have engaged in correspondence with the Department of Transport and Planning (the **Department**) to resolve discrepancies in the ownership of the Land.
22. On 24 July 2024, the Department stated to the Club's solicitors that:
 - (a) the Land comprised a total of 1,385 titles which reflected a total of 5,228 '1/5,200' fractional interests;
 - (b) nonetheless, Land Victoria's records at the time included 1,386 'live' titles; and
 - (c) the reason for the discrepancy was that one title (certificate of title volume 10343 / folio 537) was a former parent title that should have been cancelled, but was not cancelled due to an administrative error.²³
23. Since 24 July 2024, certificate of title volume 9579 / folio 580 was cancelled and split into two new titles, being certificate of title volume 12568 / folio 664 and certificate of title volume 12568 / folio 665 (with the total number of fractional interests being unchanged).²⁴

¹⁹ Affidavit of Carole Smith (13 November 2025) at [43]-[45], Exhibit CS-1 at pp 295-297.

²⁰ Constitution, cl 11.4: Affidavit of Carole Smith (13 November 2025), Exhibit CS-1 at p 151.

²¹ Affidavit of Carole Smith (13 November 2025) at [45].

²² See, eg, email from Department of Transport dated 5 July 2024: Affidavit of Carole Smith (13 November 2025) at p 208.

²³ Email from Department of Transport dated 5 July 2024: Affidavit of Carole Smith (13 November 2025) at p 209.

²⁴ Affidavit of Carole Smith (13 November 2025) at [34]-[35].

24. Following the cancellation of volume 9579 / folio 580, the total number of titles in the Land is 1,386.²⁵ A list of those titles appears at Schedule 1 of the Club's proposed orders (which are set out at Annexure A to these submissions).

B.5 Excess fractional interests in the Land

25. The Club's records and inquiries with the Department indicate that the 1,386 titles reflect 5,228 '1/5,200' fractional interests in the Land. Accordingly, there is a surplus of 28 '1/5,200' fractional interests in the Land. The reason for this discrepancy is unclear.²⁶

B.6 Decision to sell the Land and wind up the Club

26. In 2022, the Club's Board formed the view that the Resort was becoming uneconomic to operate under the current timeshare scheme and that it was in the best interests of the Club and its Members for the Land to be sold and the Club to be wound up. The matters taken into account by the Board included that:
- (a) the Resort's facilities required substantial investment in order for the Land to be an attractive destination and economically suitable;
 - (b) a number of the Members were approaching, or were in, retirement and were increasingly unable to afford the financial burden of the levies. This would likely increase the prevalence of defaulting Members;
 - (c) to the extent the memberships in the Club and the Land were transmitted via inheritance, the new Members might not be inclined to use the Resort facilities or pay the levies, especially if they had little or no connection to the Resort;
 - (d) there was a high prevalence of unpaid levies by Members of the Club and there was difficulty and expense involved to recover unpaid levies or commence proceedings against those Members of the Club for the redelivery of the timeshare folios against defaulting Members; and
 - (e) there were very limited options for Members to exit the Club, as there was little or no secondary market for timeshare interests in the Club, and Members had concerns about the ability to realise their timeshare interests.²⁷

²⁵ Affidavit of Carole Smith (13 November 2025) at [36].

²⁶ Affidavit of Carole Smith (13 November 2025) at [38]-[40].

²⁷ Affidavit of Carole Smith (13 November 2025) at [67]-[70].

27. In June 2022, the Club undertook a survey of Members in relation to the future direction of the Club. The results of the survey indicated that 78% of respondents were in favour of winding up the timeshare scheme within five years.²⁸

B.7 The EGM

28. On 15 July 2023, the Club held an Extraordinary General Meeting to vote upon a proposal to effect the winding up of the Club (the **EGM**). At the EGM, resolutions were passed:
- (a) to amend the Constitution to address the sale of the land and the winding up of the Club (Resolution 1);
 - (b) to approve the Club to make an application to the Victorian Civil and Administrative Tribunal for the appointment of the Trustees to sell the Land and ancillary orders (Resolutions 2 and 3);
 - (c) to sell the Land (Resolution 4);
 - (d) to terminate or surrender the Lease (Resolution 5);
 - (e) to appoint the Club as agent of the Members for the sale of the land and the winding up of the Club (Resolution 6); and
 - (f) for the Club's board to apply the Club's retained earnings to meet the fees and expenses of the proposal to sell the Land and wind up the Club.
29. The 7 resolutions proposed in the Notice of the EGM were passed by an overwhelming majority (approximately 95%) of the Members voting by poll.²⁹

B.8 The Application

30. On 15 November 2024, the Club filed an application with the Victorian Civil and Administrative Tribunal.³⁰
31. On 2 April 2025, on the application of the Club, the Tribunal made orders for the transfer of the application to the Supreme Court of Victoria.³¹
32. On 23 September 2025, the Court made orders, including for:

²⁸ Affidavit of Carole Smith (13 November 2025) at [71].

²⁹ Minutes of EGM: Affidavit of Carole Smith (13 November 2025), Exhibit CS-1 at pp 344-348.

³⁰ Application dated 15 November 2024.

³¹ Order of VCAT (2 April 2025).

- (a) the uploading of documents relating to the proceeding on a website maintained by the Court; and
- (b) substituted service of the proceeding on the defendants.³²

C. Jurisdiction of the Supreme Court

33. The application is made primarily under Part IV of the *Property Law Act 1958* (Vic) (**PLA**).

34. Ordinarily, the Supreme Court does not have jurisdiction to hear an application under Part IV of the PLA.³³ However, the Court may have jurisdiction provided that there is an issue of co-ownership, or if there exist ‘special circumstances’. Section 234C of the PLA relevantly provides:

- (4) The Supreme Court and the County Court have jurisdiction to hear an application under this Part if—
 - (a) in any proceeding which has commenced in the Supreme Court or the County Court (as the case requires), the issue of co-ownership of land or goods arises in the course of that proceeding; or
 - (b) in the opinion of the Supreme Court or the County Court (as the case requires), special circumstances exist which justify the Supreme Court or the County Court hearing the application.
- (5) For the purposes of subsection (4), *special circumstances* means circumstances in which—
 - (a) the matter which is the subject of the application is complex; or
 - (b) the matter which is the subject of the application, or a substantial part of that matter, does not fall within the jurisdiction of VCAT.

35. The Club submits that the Court has jurisdiction in this case on the basis that there are ‘special circumstances’:

- (a) *first*, the proceeding is complex. There are over 900 defendants, many of whom are located outside of Victoria, and complex titling issues which are appropriate for determination by this Court; and
- (b) *second*, and in any event, it is likely that the Club will need to seek further orders, which are beyond the Tribunal’s jurisdiction (including orders for the winding up of the Club).

³² Order (23 September 2025) at [2]-[3].

³³ *Property Law Act 1958* (Vic), s 234C.

36. Notably, the Tribunal has already determined that the proceeding is appropriate for referral to the Court. As noted by the Tribunal in its orders of 2 April 2025:

- C. The proceeding was referred on the basis that the matter may be more appropriately dealt with by a court considering the resources available to the Tribunal, in particular the Tribunal's capacity to hear a proceeding involving over 900 respondents and the consideration of the consequences of the deregistration of some of the respondent companies may involve the exercise of Federal jurisdiction.
- D. Under s 234C (5) of the PLA, the Supreme Court and Country Court have jurisdiction to hear applications under Part IV of the PLA where 'special circumstances', exist.
- E. The Tribunal considers that this proceeding does satisfy the 'special circumstances,' requirement of s 234C (5) due to the number of respondents, the deregistered status of some of the respondents and the residence of some of the respondents being outside that state of Victoria.
- F. Furthermore, following the sale of the property and actions contemplated under this application, the applicant will need to apply to the Supreme Court of Victoria for the winding up of the company. Accordingly, the Tribunal considers that there may be further or other orders which require the Supreme Court of Victoria to exercise its inherent jurisdiction.

D. Appointment of Trustees and Vesting of the Land

37. Part IV of the PLA provides a mechanism for the Court to make orders for the appointment of trustees and vesting of the Land.

38. Section 225 of the PLA provides as follows:

- 225 Application for order for sale or division of co-owned land or goods**
- (1) A co-owner of land or goods may apply to VCAT for an order or orders under this Division to be made in respect of that land or those goods.
 - (2) An application under this section may request—
 - (a) the sale of the land or goods and the division of the proceeds among the co-owners; or
 - (b) the physical division of the land or goods among the co-owners; or
 - (c) a combination of the matters specified in paragraphs (a) and (b).
 - (3) A person who makes an application under subsection (1) must give notice of the application to the holder of a security interest over the land or goods to which the application relates.

39. For the purposes of s 225, 'land' is given the same meaning as it has in the *Interpretation of Legislation Act 1984* (Vic),³⁴ which provides that "land includes buildings and other structures permanently affixed to land, land covered with water, and any estate, interest, easement, servitude, privilege or right in or over land".³⁵

40. Section 228 of the PLA provides that:³⁶

228 What can VCAT order?

- (1) In any proceeding under this Division, VCAT may make any order it thinks fit to ensure that a just and fair sale or division of land or goods occurs.
- (2) Without limiting VCAT's powers, it may order—
 - (a) the sale of the land or goods and the division of the proceeds of sale among the co-owners; or
 - (b) the physical division of the land or goods among the co-owners; or
 - (c) that a combination of the matters specified in paragraphs (a) and (b) occurs.

41. Sections 225 and 228 confer a limited discretion on the Court to make orders for the appointment of trustees and the sale of land. The Court is not required to make an order if the jurisdictional requirements are met, however, it does not have a general discretion to refuse an application on grounds such as hardship or unfairness.³⁷

42. A convenient summary of the circumstances in which the Court may decline to make such an order is set out by Edgeworth in *Butt's Land Law*.³⁸

The party opposing the sale (or partition) bears the onus of dissuading the court from ordering a sale (or partition). Situations where the Court may decline to make an order for sale (or partition) include: where the legal title is held by trustees and the trust instrument contains its own procedure for sale; where the applicant's conduct raises an estoppel against the application; where an order would be inconsistent with a contractual or equitable duty binding the applicant or inconsistent with the parties' contractual rights under an agreement that binds them to deal with the property in a certain way; or where a sale would undercut a party's right to seek remedies under legislation such as the *Contracts Review Act 1980* (NSW). However, the court cannot refuse an application merely on the grounds of hardship or unfairness. In this sense, the court's discretion is properly described as 'limited'

³⁴ *Property Law Act 1958* (Vic), s 222.

³⁵ *Interpretation of Legislation Act 1984* (Vic), s 38.

³⁶ Although the provisions of this section refer to VCAT, the Court has power to make any order that VCAT may make under Part IV: see s 234D.

³⁷ *Yeo v Brassil* [2010] VSC 344 at [] (Judd J).

³⁸ (7th ed, 2017) at [6,730] (Citations omitted).

43. Section 231 of the PLA provides for the appointment of trustees for the purpose of selling land:

231 VCAT may order appointment of trustees

- (1) In any proceeding under this Division, if VCAT thinks that the appointment or removal of trustees is necessary or desirable, it may order—
 - (a) the appointment of trustees; or
 - (b) the removal of trustees.
- (2) In an order appointing trustees for the purposes of the sale of land or goods, VCAT may—
 - (a) direct the trustees as to the terms and conditions on which any sale is to be carried out;
 - (b) direct the distribution of any proceeds of the sale in any manner specified by VCAT.
- (3) In an order appointing trustees for the purposes of a physical division of land or goods, VCAT may direct the trustees as to the manner in which the division is to be carried out.
- (4) An order under this section may provide for the remuneration of the trustees appointed under the order and—
 - (a) if trustees are appointed for the purposes referred to in subsection (2), the order may provide that the remuneration of the trustees be paid from the proceeds of sale; and
 - (b) if the trustees are appointed for the purposes referred to in subsection (3), the order may provide that the remuneration of the trustees be paid by such parties to the proceeding as VCAT considers just and fair in the circumstances.

44. Section 232 provides the Court with broad powers, including to make orders:

- (a) that the land be sold by private sale or at auction;³⁹
- (b) that a valuation be obtained for the land;⁴⁰
- (c) as to the timing of the sale;⁴¹
- (d) that the costs be met from the proceeds of the sale;⁴² and
- (e) that amendments be made to the Register to give effect to an order.⁴³

³⁹ PLA, s 232(a).

⁴⁰ PLA, s 232(e).

⁴¹ PLA, s 232(f).

⁴² PLA, s 232(g).

⁴³ PLA, s 232(j).

45. The Court has a complete discretion as to the identity of the trustees to be appointed. However, the ordinary practice is that the Court will make the appointment proposed by the plaintiff.⁴⁴
46. The factors that the Court will consider include the following:
- (a) the Court tends to prefer the preference of the person with the greater interest in the land;
 - (b) the trustees should be independent and as free from conflict of interests as possible;
 - (c) the trustees (particularly where they have more active duties than merely to sell a piece of real estate), should have appropriate skill, expertise and experience; and
 - (d) the Court should endeavour to get the best value for the parties' money and will generally prefer the cheaper of two equal alternative proposals.⁴⁵

D.1 Orders for appointment of Trustees and vesting of the Land

47. The primary orders sought by the Club are for the appointment of the Trustees for the sale of the Land, and for the vesting of the Land in the Trustees.
48. Two conditions must be met before the Court may exercise its discretion conferred by Part IV of the PLA:
- (a) the property must be held in “co-ownership” (meaning ownership with one or more other persons a joint tenants or tenants in common⁴⁶); and
 - (b) the applicant must be a “co-owner”.⁴⁷
49. Those conditions are satisfied:
- (a) the Land is held in co-ownership, between the Club and the Members (as their fractional interests grant Members rights as tenants in common over the Land);⁴⁸

⁴⁴ See, eg, *Application by Buckett; Kent v Buckett* [2012] NSWSC 735 at [51].

⁴⁵ See, eg, *Application by Buckett; Kent v Buckett* [2012] NSWSC 735 at [52].

⁴⁶ PLA, s 222.

⁴⁷ PLA, s 225.

⁴⁸ Constitution; s 43.1.13: Affidavit of Carole Smith (13 November 2025), CS-1 at p 166.

- (b) the Club is a co-owner of the Land, as the holder of 120 titles, corresponding to 534 '1/5,200' fractional interests.
50. The Trustees have each consented to the appointment. They are registered liquidators and chartered accountants and have significant experience in the insolvency industry.⁴⁹
51. Significantly, Mr Thorn has experience acting as a trustee for sale and winding up of various timeshare resorts, including Pacific Palms Resort, Korora Bay Village Resort and Cedar Lake Country Resort.⁵⁰
52. The Trustees' proposed rates, which are set out in the affidavit material, are reasonable for insolvency practitioners.⁵¹
53. The orders give effect to the Members' approval at the EGM, which was passed by an overwhelming majority of Members.⁵² As at the date of these submissions, there has been no objection to the orders sought by the Club in this proceeding.

D.2 Method of Sale

54. The Club does not propose that the Court mandate any particular method of sale of the Land by the Trustees (for example, sale as a going concern, or sale of the Land as a whole, or subdivision of the Land into marketable parcels).
55. The method of sale is a matter that should be determined by the Trustees. The Trustees are suitably qualified to sell the Land.⁵³ Further the Trustees are subject to duties, including duties to sell the Property for the best price reasonably obtainable, to make appropriate inquiries and to take expert advice and act upon that advice if considered appropriate.⁵⁴

⁴⁹ Affidavit of Simon Thorn (15 October 2025), Exhibit ST-1 at pp 4-5 and affidavit of Bradley Tonks (20 October 2025), Exhibit BT-1 at pp 4-5.

⁵⁰ Affidavit of Simon Thorn (15 October 2025), Exhibit ST-1 at p 5.

⁵¹ Affidavit of Simon Thorn (15 October 2025), Exhibit ST-1 at p 6 and affidavit of Bradley Tonks (20 October 2025), Exhibit BT-1 at p 6.

⁵² Notice of EGM (Resolutions 1 to 3): Affidavit of Carole Smith (13 November 2025) at pp 351-354.

⁵³ Affidavit of Simon Thorn (15 October 2025), Exhibit ST-1 at pp 4-5 and affidavit of Bradley Tonks (20 October 2025), Exhibit BT-1 at pp 4-5.

⁵⁴ See, eg, *Dixon v Roy* (1991) 5 BPR 11,655 (Young J); *Application of Richard Albarran; Harb v Harb* [2010] NSWSC 1251 at [11] (Brereton J) (considering trustees for sale appointed under the *Conveyancing Act 1919* (NSW)).

D.3 Valuation

56. In the interests of minimising costs, the Club has not yet obtained a valuation of the Land.
57. As set out above, the Court has power to make an order that a valuation be obtained for the Land.⁵⁵ Given the complexities associated and the titles, the Court may consider that such an order is appropriate. However, the Trustees would ordinarily be expected to consider, as part of their duties, whether a formal valuation should be obtained prior to selling.⁵⁶

E. Correction of the Register

58. The Club seeks an order that the Registrar of Titles amend the Register to reflect that Certificate of Title Volume 10343 / Folio 537 be recorded as cancelled.
59. The Court has power to correct errors in the Register. Section 103 of the TLA relevantly provides:

General provision as to correction of errors etc.

- (1) In any proceeding in a court relating to any land or any instrument or dealing in respect thereof if the court directs the Registrar to make any amendments to the Register or otherwise to do any act or make any recordings necessary to give effect to any judgment decree or order of the court the Registrar shall obey such direction.
- (1AA) In any proceeding in VCAT relating to land or any instrument or dealing in respect of land, if VCAT directs the Registrar to make any amendment to the Register or otherwise to do any act or make any recordings necessary to give effect to an order of VCAT, the Registrar must obey that direction.
60. It is apparent that there is an error with respect to the titles of the Land. The Department has confirmed that certificate of title volume 10343 / folio 537 should have been cancelled, but was not cancelled due to an administrative error.⁵⁷

F. Power to Consolidate Titles

61. The proposed orders include orders to enable consolidation of all 1,386 titles comprising the Land.

⁵⁵ PLA, s 232(e).

⁵⁶ See, eg, *George v McDonald* (1992) 5 BPR 11,659 at 11,666, 11,668 (Waddell CJ in Eq).

⁵⁷ Email from Department of Transport dated 5 July 2024: Affidavit of Carole Smith (13 November 2025) at p 209.

62. This order is sought to minimise the legal and administrative costs of selling the Land. If the separate titles cannot be amalgamated, there may be significant costs associated with the sale and conveyance of 1,386 separate titles and fractional interests.
63. Section s 63 of the *Trustee Act 1958* (Vic) enables the Court to confer additional powers on Trustees. Section 63 provides as follows:

Power of Court to authorize dealings with trust property

- (1) Where in the management or administration of any property vested in trustees, any sale, lease, mortgage, surrender, release or other disposition, or any purchase, investment, acquisition, expenditure or other transaction, is in the opinion of the Court expedient, but the same cannot be effected by reason of the absence of any power for that purpose vested in the trustees by the trust instrument (if any) or by law, the Court may by order confer upon the trustees, either generally or in any particular instance, the necessary power for the purpose on such terms and subject to such provisions and conditions (if any) as the Court thinks fit and may direct in what manner any money authorized to be expended, and the costs of any transaction are to be paid or borne as between capital and income.
- (2) The Court may from time to time rescind or vary any order made under this section, or may make any new or further order.
- (3) An application to the Court under this section may be made by the trustees, or by any of them, or by any person beneficially interested under the trust.

G. Surrender of the Lease

64. The proposed orders include granting the Trustees with power to surrender the Lease (if considered appropriate by the Trustees). That order is consistent with the resolutions passed at the EGM.⁵⁸
65. The Lease may otherwise present an impediment to the sale of the Land, as it exists only for the purposes of the timeshare scheme. Ordinarily, a lease may be surrendered by agreement between the lessee and lessor. The Club (as lessee) can execute an instrument of surrender. However, it is not practical to have the instrument executed by all co-owners of the Land.

⁵⁸

Notice of EGM (Resolution 5): Affidavit of Carole Smith (13 November 2025) at p 354.

H. Distribution of Proceeds

H.1 Method of distribution

66. The orders propose that the payments will be made to landowners in accordance with their respective interests in the Land. This accords with the terms of the Constitution (as amended at the EGM).⁵⁹

H.2 Orders for Retention of Amounts Owed to the Club

67. A number of Members (approximately 68) are currently in default of their levies to the Club.⁶⁰ The orders propose that the Trustees be given the power to retain, from the share of the proceeds of sale and after payment of costs, the amount which any defendant owes to the Club under cl 8.9 of the Constitution.
68. The purpose of these orders is to resolve the issue of Members' outstanding levies as part of the sale of the Land, such that the net proceeds are then distributed after deducting the amounts owed to the Club. This process will minimise the need for separate proceedings to be commenced to recover those amounts against Members after the sale of the Land.
69. This form of orders is consistent with the resolutions put to the Members of the Club at the EGM, which were passed by special majority.⁶¹

H.3 Deregistered Australian corporations

70. Certain of the defendants who have interest in the Land are deregistered corporations. The Club is not aware of any of those interests being held on trust for other persons.⁶² Accordingly, the interests of those defendants vests in ASIC pursuant to section 601AD(2) of the *Corporations Act 2001* (Cth). The orders sought by the plaintiff therefore propose that any amounts payable to those defendants be paid to ASIC.

H.4 Deregistered foreign corporations

71. Certain of the defendants appear to be deregistered corporations which were originally registered overseas, including one company registered in California and one company

⁵⁹ Constitution, cl 6.13, as amended by Resolution 1 passed at the EGM: Affidavit of Carole Smith (13 November 2025), Exhibit CS-1 at p 351.

⁶⁰ Affidavit of Carole Smith (13 November 2025) at [57], [85]-[87].

⁶¹ Notice of EGM (Resolution 3): Affidavit of Carole Smith (13 November 2025), Exhibit CS-1 at pp 351-354.

⁶² Affidavit of Carole Smith (13 November 2025) at [49].

registered in New Zealand.⁶³ The property of those companies is vested in ASIC pursuant to s 588 of the *Corporations Act 2001* (Cth). Accordingly, the orders sought by the plaintiff propose that any amounts payable to those defendants be paid to ASIC.

I. Costs

72. The plaintiff seeks an order that the costs of the application be paid from the proceeds of sale of the Land. That order is consistent with the form of order included in the resolutions passed at the EGM.⁶⁴

J. Other steps following the sale of the Land

73. Following the sale of the Land and actions contemplated under this application being completed, the Club will need to apply to the Supreme Court of Victoria for the winding up of the Club.

K. Conclusion

74. For the reasons set out above, the orders set out in Annexure A should be made.

P.E. Annabell

McCullough Robertson
Solicitors for the plaintiff

⁶³ Affidavit of Carole Smith (13 November 2025) at [50].

⁶⁴ Notice of EGM (Resolution 3 - paragraph (a)(vii)): Affidavit of Carole Smith (13 November 2025), Exhibit CS-1 at pp 351-354.

Annexure A – Plaintiff's Proposed Form of Order

S ECI 2025 02613

**IN THE SUPREME COURT OF VICTORIA AT MELBOURNE
COMMERCIAL COURT
COMMERCIAL LIST – GARDE J**

**Lake Eildon Country Club Ltd
(ACN 005 642 937)**

Plaintiff

- and -

**Marchelleen Pty Ltd (ACN 005 104 478)
and others**

Defendants

ORDER

JUDICIAL OFFICER: The Honourable Justice Garde

DATE MADE: [*]

ORIGINATING PROCESS: Transfer to the Supreme Court of Victoria pursuant to s 77(3) of the *Victorian Civil and Administrative Tribunal Act 1998* (Vic).

HOW OBTAINED: At hearing on [*]

ATTENDANCE: [*]

OTHER MATTERS: A. This order is signed by a Judge pursuant to r 60.02(1)(b) of the *Supreme Court (General Civil Procedure Rules) 2025 (Vic)* (the **Rules**).

THE COURT ORDERS THAT:

Appointment of Trustee

1. Pursuant to sections 225 and 231 of the *Property Law Act 1958* (Vic) (**PLA**), Simon Thorn and Bradley Tonks of PKF Newcastle, 755 Hunter Street, Newcastle West NSW 2302, be appointed as trustees (**Trustees**) of all 1,386 titles listed in Schedule 1 to this order comprising the area of the land known as the Mansfield Country Resort, located at 50 Banumum Road, Mansfield, Victoria 3722 and consolidated under Plan of Consolidation 103630 (the **Land**).

Vesting and Sale of Land

2. Pursuant to section 231 of the PLA, the Land vest in the Trustees as trustee to be held by them upon statutory trust for sale.

3. Pursuant to section 225 and 228 of the PLA, the Trustees be permitted to sell the Land and the proceeds from that sale be distributed to the co-owners of the Land in accordance with these orders.
4. Pursuant to section 232(j) of the PLA, the Registrar of Titles make amendments to the Register within the meaning of the *Transfer of Land Act 1958* (Vic) (**TLA**) to register the Trustees as proprietor of all 1,386 titles comprising the Land in the freehold land register.
5. Pursuant to sections 26F, 98CE(2) and 103(1AA) of the TLA, that the Registrar of Titles dispense with the production of certificates of title in relation to the Land and amend the Register (as that term is defined under the TLA) to reflect the Trustees as the new owner of the Land and to amalgamate all fractional interests in the Land into a single title to facilitate the Land being sold.

Certificate of Title Volume 10343 / Folio 537

6. Pursuant to section 103(1AA) of the TLA, that the Registrar of Titles amend the Register to reflect that Certificate of Title Volume 10343 / Folio 537 be recorded as cancelled.

Powers of Trustees

7. The Trustees have power to take all steps necessary to consolidate the titles relating to the Land, including executing any documents required by the Registrar of Titles to effect the consolidation pursuant to the TLA and the *Subdivision Act 1988* (Vic).
8. Pursuant to section 233(1) of the PLA, the Trustees have power to execute a surrender or termination of the registered lease over the Land if, as and when they consider appropriate for the purposes of or related to the sale of the Land.

Distribution of Proceeds

9. The Trustees stand possessed of the net proceeds of any sale of the Land after payment of all costs and expenses and net income after payment of all outgoings and thereafter, subject to their right to pay money into Court pursuant to sections 28A and 233(1) of the PLA, for distribution as follows:
 - (a) subject to paragraphs 10 and 11 below, to each co-owner of the Land (**Recipient**) in the same share as each fractional interest the co-owner holds in the Land, less any amount which the Trustees are notified by the plaintiff is owed by that Recipient to the plaintiff as at the date of distribution of proceeds;
 - (b) to the plaintiff, in the same share as each fractional interest the plaintiff holds in the Land, less 28 '1/5,200' fractional interests; and
 - (c) with respect to any tenant-in-common interest held by a person that is a corporation which is deregistered (**Deregistered Owner**), to the Australian Securities and

Investments Commission, less any amount which the Trustees are notified by the plaintiff is owed to the plaintiff by the Deregistered Owner as at the date of distribution.

10. Pursuant to section 233(1) of the PLA, that the Trustee have the power to retain, from the share of the net proceeds of sale otherwise payable to each Recipient any amount which the Trustee is notified by the plaintiff is owed by each of them as at the date of distribution.
11. The Trustees have the power to, either:
 - (a) pursuant to section 233(1) of the PLA, pay each Recipient's net proceeds (up to the amount of any debt owing by that Recipient to the plaintiff) to the plaintiff sufficient to discharge that Recipient's debt; or
 - (b) alternatively, pay each Recipient's net proceeds (up to the amount of any debt owing by that Recipient to the plaintiff) to the plaintiff sufficient to discharge that Recipient's debt pursuant to any enforcement warrant given under Rule 71.04 of the *Magistrates' Court General Civil Procedure Rules 2020* (Vic) authorising redirection from the Trustees to the plaintiff of any debt owing by Recipients from the net proceeds payable to that Recipient.

Other

12. The plaintiff's costs of the application, and the applications contemplated by these orders, be paid out of the proceeds of sale of the Land.
13. There be liberty to apply.

DATE AUTHENTICATED:

The Honourable Justice Garde

Schedule 1 – List of Certificates of Titles

1.	Volume 10020 / Folio 615	51.	Volume 10117 / Folio 319
2.	Volume 10020 / Folio 820	52.	Volume 10123 / Folio 834
3.	Volume 10020 / Folio 821	53.	Volume 10124 / Folio 484
4.	Volume 10024 / Folio 982	54.	Volume 10153 / Folio 104
5.	Volume 10030 / Folio 711	55.	Volume 10153 / Folio 522
6.	Volume 10032 / Folio 100	56.	Volume 10153 / Folio 523
7.	Volume 10032 / Folio 101	57.	Volume 10157 / Folio 293
8.	Volume 10040 / Folio 728	58.	Volume 10159 / Folio 015
9.	Volume 10042 / Folio 088	59.	Volume 10171 / Folio 163
10.	Volume 10046 / Folio 214	60.	Volume 10171 / Folio 164
11.	Volume 10046 / Folio 215	61.	Volume 10180 / Folio 531
12.	Volume 10050 / Folio 411	62.	Volume 10180 / Folio 532
13.	Volume 10053 / Folio 652	63.	Volume 10183 / Folio 205
14.	Volume 10062 / Folio 446	64.	Volume 10184 / Folio 686
15.	Volume 10064 / Folio 334	65.	Volume 10185 / Folio 172
16.	Volume 10079 / Folio 717	66.	Volume 10186 / Folio 836
17.	Volume 10079 / Folio 718	67.	Volume 10192 / Folio 004
18.	Volume 10079 / Folio 719	68.	Volume 10209 / Folio 739
19.	Volume 10079 / Folio 720	69.	Volume 10209 / Folio 912
20.	Volume 10079 / Folio 721	70.	Volume 10216 / Folio 099
21.	Volume 10079 / Folio 722	71.	Volume 10231 / Folio 910
22.	Volume 10079 / Folio 723	72.	Volume 10236 / Folio 120
23.	Volume 10079 / Folio 724	73.	Volume 10236 / Folio 121
24.	Volume 10079 / Folio 725	74.	Volume 10237 / Folio 771
25.	Volume 10079 / Folio 726	75.	Volume 10272 / Folio 396
26.	Volume 10079 / Folio 727	76.	Volume 10276 / Folio 520
27.	Volume 10079 / Folio 729	77.	Volume 10280 / Folio 880
28.	Volume 10079 / Folio 733	78.	Volume 10280 / Folio 881
29.	Volume 10079 / Folio 734	79.	Volume 10284 / Folio 438
30.	Volume 10079 / Folio 736	80.	Volume 10286 / Folio 741
31.	Volume 10079 / Folio 738	81.	Volume 10309 / Folio 813
32.	Volume 10079 / Folio 739	82.	Volume 10309 / Folio 814
33.	Volume 10079 / Folio 742	83.	Volume 10309 / Folio 816
34.	Volume 10082 / Folio 817	84.	Volume 10312 / Folio 244
35.	Volume 10089 / Folio 506	85.	Volume 10316 / Folio 324
36.	Volume 10094 / Folio 808	86.	Volume 10316 / Folio 333
37.	Volume 10094 / Folio 809	87.	Volume 10330 / Folio 153
38.	Volume 10094 / Folio 810	88.	Volume 10331 / Folio 784
39.	Volume 10094 / Folio 812	89.	Volume 10331 / Folio 785
40.	Volume 10094 / Folio 813	90.	Volume 10334 / Folio 562
41.	Volume 10094 / Folio 816	91.	Volume 10343 / Folio 626
42.	Volume 10094 / Folio 817	92.	Volume 10344 / Folio 111
43.	Volume 10095 / Folio 374	93.	Volume 10344 / Folio 112
44.	Volume 10097 / Folio 050	94.	Volume 10345 / Folio 935
45.	Volume 10097 / Folio 092	95.	Volume 10345 / Folio 936
46.	Volume 10108 / Folio 151	96.	Volume 10357 / Folio 139
47.	Volume 10108 / Folio 152	97.	Volume 10357 / Folio 140
48.	Volume 10108 / Folio 153	98.	Volume 10357 / Folio 782
49.	Volume 10108 / Folio 154	99.	Volume 10358 / Folio 421
50.	Volume 10112 / Folio 023	100.	Volume 10358 / Folio 431

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| 102. | Volume 10358 / Folio 668 | 154. | Volume 10442 / Folio 178 |
| 103. | Volume 10360 / Folio 936 | 155. | Volume 10442 / Folio 179 |
| 104. | Volume 10361 / Folio 925 | 156. | Volume 10442 / Folio 180 |
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| 106. | Volume 10361 / Folio 953 | 158. | Volume 10459 / Folio 250 |
| 107. | Volume 10363 / Folio 956 | 159. | Volume 10459 / Folio 456 |
| 108. | Volume 10365 / Folio 663 | 160. | Volume 10459 / Folio 457 |
| 109. | Volume 10365 / Folio 676 | 161. | Volume 10461 / Folio 844 |
| 110. | Volume 10365 / Folio 677 | 162. | Volume 10462 / Folio 299 |
| 111. | Volume 10366 / Folio 665 | 163. | Volume 10462 / Folio 300 |
| 112. | Volume 10366 / Folio 666 | 164. | Volume 10466 / Folio 304 |
| 113. | Volume 10374 / Folio 504 | 165. | Volume 10469 / Folio 153 |
| 114. | Volume 10374 / Folio 680 | 166. | Volume 10470 / Folio 962 |
| 115. | Volume 10374 / Folio 681 | 167. | Volume 10470 / Folio 963 |
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| 117. | Volume 10375 / Folio 488 | 169. | Volume 10470 / Folio 969 |
| 118. | Volume 10375 / Folio 489 | 170. | Volume 10470 / Folio 970 |
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| 127. | Volume 10375 / Folio 683 | 179. | Volume 10470 / Folio 979 |
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| 130. | Volume 10376 / Folio 928 | 182. | Volume 10470 / Folio 982 |
| 131. | Volume 10376 / Folio 930 | 183. | Volume 10470 / Folio 983 |
| 132. | Volume 10379 / Folio 693 | 184. | Volume 10470 / Folio 984 |
| 133. | Volume 10379 / Folio 694 | 185. | Volume 10470 / Folio 985 |
| 134. | Volume 10381 / Folio 373 | 186. | Volume 10470 / Folio 986 |
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| 221. | Volume 10493 / Folio 717 | 273. | Volume 10519 / Folio 803 |
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| 223. | Volume 10495 / Folio 221 | 275. | Volume 10519 / Folio 805 |
| 224. | Volume 10495 / Folio 222 | 276. | Volume 10519 / Folio 806 |
| 225. | Volume 10499 / Folio 279 | 277. | Volume 10519 / Folio 807 |
| 226. | Volume 10499 / Folio 280 | 278. | Volume 10519 / Folio 808 |
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| 317. | Volume 10534 / Folio 196 | 369. | Volume 10560 / Folio 520 |
| 318. | Volume 10534 / Folio 197 | 370. | Volume 10560 / Folio 523 |
| 319. | Volume 10534 / Folio 198 | 371. | Volume 10560 / Folio 524 |
| 320. | Volume 10534 / Folio 199 | 372. | Volume 10560 / Folio 525 |
| 321. | Volume 10534 / Folio 200 | 373. | Volume 10560 / Folio 526 |
| 322. | Volume 10534 / Folio 201 | 374. | Volume 10563 / Folio 575 |
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| 325. | Volume 10534 / Folio 204 | 377. | Volume 10564 / Folio 652 |
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| 330. | Volume 10534 / Folio 210 | 382. | Volume 10565 / Folio 203 |
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| 339. | Volume 10539 / Folio 213 | 391. | Volume 10565 / Folio 249 |
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| 341. | Volume 10539 / Folio 997 | 393. | Volume 10565 / Folio 251 |
| 342. | Volume 10545 / Folio 914 | 394. | Volume 10565 / Folio 252 |
| 343. | Volume 10546 / Folio 192 | 395. | Volume 10565 / Folio 652 |
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| 418. | Volume 10588 / Folio 666 | 470. | Volume 10673 / Folio 836 |
| 419. | Volume 10593 / Folio 289 | 471. | Volume 10679 / Folio 712 |
| 420. | Volume 10593 / Folio 290 | 472. | Volume 10679 / Folio 713 |
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