

August 22, 2025

PROPOSED MOTION TO UPDATE AND CONTEMPORISE THE CLUB RULES

Motion 2 – Governance Updates

That Rules 10, 14, 15 and 18 of the Melbourne Cricket Club be amended as set out in the copy of the "Proposed motion to update and contemporise the Club Rules".

Explanatory Note

The Committee is committed to keeping the governance of the Club up to date with modern standards and ensuring that it continues to reflect best practice. Our Committee members sit on other company and not-for profit organisation boards, giving the Club expertise in ensuring our governance structure and measures are reflective of modern standards in corporate Australia.

The Committee and Management have reviewed the Club Rules in line with the knowledge of best practice corporate governance and have proposed changes within Rules 10, 14, 15 and 18.

The Club has traced Rule 10.1(i), relating to requesting a Special General Meeting, back to 1919, at which point the Club had a total of 3,950 voting members. The requirement for 150 members to call for a Special General Meeting equated to 3.8 per cent of Full members eligible to vote at that time and has not been updated in 106 years.

In context, at the end of the last membership season on August 31, 2024, the Club had a total of 155,209 members of which 62,588 were Full members. This means that 150 members now equates to just 0.2396 per cent of Full members who are eligible to vote at the AGM.

It is therefore proposed to update the Rule to a percentage of the total membership base as opposed to a static number, which is more reflective of the growth of the MCC in those 106 years.

The Committee is proposing to amend the Rule 10.1 to 2 per cent of the total number of financial voting members as at March 1, of each year.

Rule 10.4(b) relates to voting at General Meetings and the current rule has been traced back to 1936. Again, the proposed amendment to this Rule concerns replacing a static number to a percentage of the total eligible voting Full members, reflecting the growth of the Club over the last 89 years.

In 1936, approximately 70 voting Full members attended the Annual General Meeting and, of which, 30 were required to call for a ballot.

The Committee is proposing to amend the Rule 10.4(b) from 30 voting Full members present at the Annual General Meeting to 20 per cent of the Full members present or participating remotely at the Annual General Meeting.

Rule 14 relates to the composition of the Committee, office bearers and employees. The proposed amendments to this rule have generally been simplified and enhanced for best practice governance.

The proposed inclusion of Rule 14.1(c) formalises the process whereby office bearer positions must be elected by the Committee and are to be elected or re-elected into office bearer positions annually.

Following a full governance review of the Committee and Management, the Committee has recommended to reduce the overall Committee size to align to best practice but to also align to organisations of similar size as ours.

The Australian Institute of Company Directors, while not prescribing a specific number, emphasises that the size of the board should be appropriate to discharge workload and duties effectively, facilitative productive discussion, allow for a mix of skills, and plan for orderly succession.

The Committee has endeavoured to bring in a mix of best practice corporate Australia, while acknowledging that we are a not-for profit membership club.

In line with the guidance and that thought, the Committee are proposing to reduce its size from 10 to 14 members to a range of 8 to 12 members.

Examples of like organisations include the AFL Commission which has 10 commissioners, the Victorian Racing Club which has nine board members, and the Sydney Cricket Club with nine board members.

Rule 15 pertains to the election of office bearers and the Committee, with proposed amendments to Rule 15.1(a) removing the age restriction, and to limit the appointment of an office bearer role to be a sitting Committee member or current office bearer.

In the final proposed rule change in the governance motion, the Committee is proposing to amend Rule 18, relating to the amendment of Club Rules, in line with the proposed changes outlined in Rules 10.1 and 10.4.