

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Melbourne Cricket Club (MCC) will be held on **Tuesday August 12, 2025** commencing at 7.00pm AEST.

The meeting will be held in person in the Members' Dining Room, Level 2, MCC Members' Reserve, Melbourne Cricket Ground. Members will also have access to the meeting via an online platform. Information on how to access the meeting will be available on the MCC website: mcc.org.au/AGM

Stuart Fox, Chief Executive Officer

Agenda

- 1. Apologies**
- 2. Minutes** Annual General Meeting held August 13, 2024
- 3. Reports by President and Chief Executive Officer**
- 4. Annual Report and Financial Statements**
- 5. Election of Office Bearers and Committee**

The following nominations have been received:

President	* Frederick H. Oldfield, Director
Vice President	* Christian W. Johnston, Investment Banker
Treasurer	* Geoffrey I. Roberts, Non-Executive Director

Committee (Three vacancies)

- * Annabel J. Brebner, Mental Health & Wellbeing Commissioner
- Anthony (Tony) G. Burns, Magistrate
- James T. Duncan, External Affairs Specialist
- * Paula J. Dwyer, Company Director
- John M. Kavanagh OAM, School Teacher
- * Kalpana Ramani, Risk Business Partner
- * *Current members of Committee but eligible for re-election*

Since nominations for the Committee exceed vacancies, a ballot for the election of three (3) Committee members will be held. The ballot opens on Friday July 11, 2025 and closes at 5.00pm AEST on Friday August 8, 2025. The ballot is being conducted through CorpVote.

6. Proposal to amend the Rules of the Club

The purpose of this agenda item is to consider the motions to amend the Rules of the Club proposed by the Committee under Rule 18. Further details on the proposed motions are set out on the following pages.

7. General Business

ACTIONS ARISING FROM 2024 AGM

Management and Committee to investigate visitor age categories and concession pricing.

Committee and Management elected to keep adult and child visitor ticketing pricing for the 2025 AFL season at the same level as 2024, whilst expanding both child categories to add an extra one year to the FREE GA tickets and two additional years to the \$10 GA tickets, meaning we now include 15 and 16-year-olds. Member feedback has been extremely positive about this. Management is continuing to explore concession pricing as a component of the ongoing membership review.

PROPOSED MOTIONS TO UPDATE AND CONTEMPORISE THE CLUB RULES

Overview:

Three motions will be presented to members at the upcoming Annual General Meeting (AGM) on August 12, 2025 to update and contemporise the Club Rules.

The Committee and Management's role is to ensure the membership and the amenity of the Reserve reflects contemporary standards, modern expectations and integrity.

Over the past five years, the Committee and Management have conducted a thorough review of membership operations, to improve the experiences of all members across multiple facets of the Club and the operations which support that. One of the outcomes of this review was a thorough review of the Club Rules to bring them in line with contemporary practices.

While the most recent updates to the Club Rules involved formalising the 50-Year membership classification, there has not been a significant review of the Club Rules in recent history. The first set of Club Rules were drafted in 1846 and have evolved and been amended over time, as new membership categories were introduced and agreements with the Victorian Government regarding usage of the MCG were updated.

At this year's Annual General Meeting and following a comprehensive review of the Club Rules, members will be asked to vote on a set of updates to the Club Rules which have been drafted, in conjunction with the Club's legal advisors Ashurst, to contemporise the rules in key areas. The proposed amendments will be presented in three motions:

1. Administrative Updates
2. Governance Updates
3. Integrity Updates

For further enquiries about the proposed Club Rules amendments, members are encouraged to email membership@mcc.org.au

Summary:

- Update to components of the Club Rules relating to general administrative operations
- Update to Governance process
- Update to Integrity measures
- Full members to vote on proposal at Annual General Meeting on August 12, 2025.

PROPOSAL TO AMEND THE RULES OF THE CLUB

An electronic copy of the consolidated Rules incorporating the proposed amendments, and a mark-up showing the proposed changes to the Rules, is available on the MCC website:

<http://www.mcc.org.au/agm>

Printed copies of the proposed amendments to the Rules can be provided to a member on request by that Member to:

Address: PO Box 175, East Melbourne 8002

Email address: membership@mcc.org.au

Attention: Chief Executive Officer

MOTIONS

1. ADMINISTRATIVE UPDATES

MOTION 1: The Committee proposes that all proposed amendments to Rules not otherwise referred to in Motion 2 or Motion 3 below be amended as set out in the copy of the proposed changes to the Rules.

Explanatory Note

A number of minor amendments are proposed to the Club Rules, seeking to clarify and modernise outdated language or means of operation. The Committee has proposed these changes to make the Club Rules easier to follow and to implement. These changes have been grouped together in one motion comprising administrative updates.

For further clarity, these proposed changes are to bring contemporary language and references into our Club Rules. Some changes include removing the reference to the Club's fax number, which is no longer in use, and recognising the use of digital platforms to assist with operations, such as digital membership cards and online methods to participate in Annual General Meetings.

Another administrative change example is within Rule 15.1(b), regarding the Committee member nomination deadline being brought forward from June 15 annually to April 15. This will enable the Club to both explore the option and flexibility to hold the Annual General Meetings earlier in future years and allow Management sufficient time to complete the administrative elements associated with preparing for the Annual General Meeting. The proposed date change in Rule 18(c) to 15 April is also an administrative change, with the balance of changes to Rule 18 being included in Motion 2.

This group of changes also reorders some rules to aid with clarity, including moving the Rule regarding a member's responsibility to notify the Club of a change of residence to Rule 7.2 from Rule 8.5.

2. GOVERNANCE UPDATES

MOTION 2: The Committee proposes that Rules 10, 14, 15 and 18 be amended as set out in the copy of the proposed changes to the Rules, excluding the change of date in Rule 15.1(b) and 18(c) (date changes included in Motion 1).

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. For clarity, changing the deadline to lodge a nomination for election to Committee in Rule 15.1(b) is an administrative change and is included in Motion 1.

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. Consistent with the proposed change to Rule 15.1(b), the proposed change of date to April 15 in Rule 18(c) is considered administrative and is included in Motion 1, with the balance of changes to Rule 18 included in Motion 2.

3. INTEGRITY UPDATES

MOTION 3: The Committee proposes that Rules 9.2, 9.3 and 13 be amended as set out in the copy of the proposed changes to the Rules.

Explanatory Note

Upon joining the Club, all members agree to be bound by the MCC Members' Code of Conduct and the Club Rules. Within this, all members share the responsibility to uphold a high standard of behaviour which ensures:

- the protection of the health and safety of the Club's employees and contractors
- the provision of a safe, respectful and enjoyable environment for all members and their guests
- the ability of the Club to execute public responsibilities to manage the MCG; and
- the protection of the Club's reputation.

The Committee and Management are united in continually reviewing and updating processes and operations that support the ongoing integrity of the Club. In the review, the Committee has aimed to strengthen the overall member misconduct process, as well as the discipline and integrity expectations in relation to membership cards.

As a result, the Committee is proposing to update Rule 13 relating to the resignation, suspension or expulsion of members. Specifically, amendments have been proposed to Rule 13.2 to strengthen the overall member discipline process, whereby any breach of Club Rules must be investigated by Management, through the Member Disciplinary Officer, while also clarifying the role of the Appeal Sub-Committee.

Rule 9 pertains to the general rights of members. The Committee is proposing to amend Rule 9.3 to strengthen language surrounding the use of the membership card and its misuse. The rationale for these amendments is based on the Discipline and Appeal Sub-committee hearing increased numbers of reports of membership card misuse by members.