



# Melbourne Cricket Club Rules

Rules current as at: 14 September  
2015.

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## MELBOURNE CRICKET CLUB RULES

### 1. PRELIMINARY

#### 1.1 Name

The name of the Club is the Melbourne Cricket Club.

#### 1.2 Objects and Powers

(a) The powers of the Club are those referred to in the *Melbourne Cricket Club Act 1974*.

(b) The primary purpose of the Club is the encouragement of sport.

#### 1.3 Definitions

The following definitions apply in these Rules.

**Additional Category Memberships** means the following Categories of Membership:

- (a) Honorary Cricket Member;
- (b) Honorary Life Member;
- (c) Playing Member; and
- (d) Temporary Member.

**Adult Member** means the Class of Membership described in Rule 6.2.

**Age Classification** means classification of a Main Category Member, Playing Member or Temporary Member as either an Adult Member, Intermediate Member or Junior Member based on that Member's age at the beginning of the Membership Year in accordance with Rule 6.

**Annual General Meeting** means a meeting of the type referred to in Rule 10.1.

**Appeal Sub-Committee** means the Sub-Committee of that name constituted under Rule 13.2(j).

**Business Day** means a day which is not a Saturday, Sunday or public holiday in Melbourne.

**Candidate** means a Restricted Member who is to be considered for election to become a Full Member under Rule 8.3.

**Card** means a Membership Card and Guest Card.

**Category** means each of the categories of Membership which constitute the Main Category Memberships and the Additional Category Memberships.

**CEO** means the Chief Executive Officer of the Club appointed by the Committee under By-Law 2(b)(i).

**Class** means the classes of Membership referred to in Rule 3(b) based on Age Classification and Geographic Classification.

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**Club** means the Melbourne Cricket Club, a body corporate incorporated under the *Melbourne Cricket Club Act 1974*.

**Country Member** means the Class of Membership described in Rule 7(a)(i).

**Committee** means the Committee of the Club.

**Committee Member** means a member of the Committee in accordance with Rule 14.2(a).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Discipline Sub-Committee** means the Sub-Committee of that name constituted under Rule 13.2(b).

**Entrance Fee** means the Fee charged by the Club to a Member upon admission of that Member to each of the Main Category Memberships, as determined by the Committee in accordance with clause 12.2.

**Fees** means the fees set by the Committee and payable by Members.

**Full Member** means a person elected to the Category of Membership described in Rule 4.4.

**General Meeting** means an Annual General Meeting or Special General Meeting.

**Geographic Classification** means classification of a Main Category Member, Playing Member or Temporary Member into one of the following Classes:

- (a) Metropolitan Member;
- (b) Country Member;
- (c) Interstate Member; and
- (d) Overseas Member.

**Ground** means the Melbourne Cricket Ground more particularly defined as the "Ground" in the *Melbourne Cricket Ground Act 2009*.

**Guest Card** means the annual visitor's Card of that name, to which Members are entitled under Rule 9.2(a).

**Honorary Life Member** means the Category of Membership described in Rule 5.3.

**Honorary Cricket Member** means the Category of Membership described in Rule 5.2.

**Interstate Member** means the Class of Membership described in Rule 7(a)(ii).

**Intermediate Member** means the Class of Membership described in Rule 6.3.

**Junior Member** means the Class of Membership described in Rule 6.4.

**Levy** means a levy set by the Committee in accordance with Rule 12.2.

**Licensed Premises** that part of the Members' Area which is licensed to serve alcohol under the *Liquor Control Reform Act 1998*.

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**Main Category Member** means a Member who is within one of the following Categories of Membership:

- (a) Full Member;
- (b) Restricted Member; and
- (c) Provisional Member.

**Member** means a person who is in one of the Categories of Membership referred to in Rule 3(a) and Membership has a corresponding meaning.

**Members' Area** means that part of the Ground, as determined by the Committee from time to time and notified to Members, which is allocated for use by Members, their guests and holders of Guest Cards.

**Membership Application** means a form obtained from the Club containing details as may be determined from time to time by the Club to be filled in by a person seeking to become a Member in accordance with these Rules.

**Membership Card** means the card issued to Members, permitting them entry to the Members' Area on the dates and times applicable to the Member's Category and Class of Membership.

**Membership Year** means 1 September in one year to 31 August in the following year.

**Members' Register** means the register maintained under Rule 2.3.

**Metropolitan Member** means a Member who is not a Member within the Country Member, Interstate Member or Overseas Member Classes in accordance with Rule 7.

**Office Bearer** means any of the President, the Vice-Presidents, or the Treasurer.

**Overseas Member** means the Class of Membership described in Rule 7(a)(iii).

**Playing Member** means the Category of Membership described in Rule 5.4.

**Premises** means the location of the Club's administration.

**Provisional Member** means a person elected to the Category of Membership described in Rule 4.2.

**Restricted Member** means a person elected to the Category of Membership described in Rule 4.3.

**Returning Officer** means a person appointed in accordance with Rule 10.6.

**Rules** means the rules of the Club, as set out in this document and as amended from time to time.

**Special General Meeting** means a meeting of the type referred to in Rule 10.1.

**Special Events** means any major sporting, musical or cultural event of significant national or international standing determined by the Committee to be a "Special Event", but does not include:

- (a) Australian Football League home and away or finals matches; and

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- (b) domestic or international cricket matches conducted under the auspices of Cricket Australia or Cricket Victoria.

**Sporting Section** means:

- (a) a sporting section of the Club;
- (b) if a body which was a sporting section of the Club becomes an incorporated association, that incorporated association;
- (c) an incorporated body that the Committee determines is to be a sporting section of the Club for the purposes of these Rules.

**Sub-Class** means a Junior Member or an Overseas Member.

**Sub-Committee** means any Sub-Committee of the Club, which consists of at least 3 Members, at least 2 of who must be Committee Members.

**Subscriptions** means subscriptions set by the Committee from time to time and payable by Members.

**Temporary Member** means the Category of Membership described in Rule 5.5.

**Trustees** means the Trustees appointed from time to time under the *Melbourne Cricket Ground Act 2009*.

**Waiting List** means the list of Waiting List Nominees maintained by the CEO under Rule 8.2.

**Waiting List Nominee** means a person nominated for Membership under Rule 8.1.

#### 1.4 Interpretation

Headings are for convenience only, and do not affect interpretation. The following rules also apply in interpreting these Rules except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
  - (i) legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
  - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
  - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
  - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other gender.
- (d) If a word is defined, another part of speech has a corresponding meaning.

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- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.

## **PART 1 – MEMBERSHIP OF THE CLUB**

### **2. MEMBERSHIP**

#### **2.1 Composition of Club**

- (a) The Club will consist of Members.
- (b) The Categories and Classes of Members are set out in Rule 3.
- (c) Members must be natural persons.

#### **2.2 Number of Members**

The number of Members in each Category of Membership will be determined by the Committee from time to time.

#### **2.3 Members' Register**

- (a) The Members' Register must be maintained by the CEO.
- (b) A person will be entered in the Members' Register after they have paid the Fees, Subscriptions and Levies payable on their election to Membership in accordance with Rule 12.1(a).
- (c) The Members' Register must contain the following information:
  - (i) the name, residential address and date of birth of each Member as notified to the Club from time to time;
  - (ii) the date on which the Member's name was entered into the Members' Register;
  - (iii) an index of Members' names if the Members' Register itself is not kept in a form that operates effectively as an index;
  - (iv) particulars of payment of the most recent Fees, Subscriptions and Levies by each Member;
  - (v) the number of each Member's Membership Card; and
  - (vi) a copy of the Member's signature.
- (d) The CEO must keep the Members' Register at the Club's Premises or as determined from time to time by the Committee.

### **3. CATEGORIES AND CLASSES OF MEMBERS**

- (a) Members may be admitted:
  - (i) in the Main Categories of Membership described in Rule 4, being Full Member, Restricted Member or Provisional Member; and



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- (ii) in the Additional Categories of Membership described in Rule 5, being, Honorary Cricket Member, Honorary Life Member, Playing Member or Temporary Member.
  - (b) Main Category Members, Playing Members and Temporary Members will also be classified into Classes based on:
    - (i) Age Classification in accordance with Rule 6, being either an Adult Member, Intermediate Member or Junior Member; and
    - (ii) Geographic Classification in accordance with Rule 7, being either a Metropolitan Member, Country Member, Interstate Member or Overseas Member.

#### 4. **MAIN CATEGORY MEMBERS**

##### 4.1 **Main Category Members**

A Member who is within one of the Categories described in Rules 4.2 to 4.4 will be classified as a Main Category Member.

##### 4.2 **Provisional Member**

- (a) The Committee may from time to time offer and elect to Provisional Membership any Waiting List Nominee. Any offers must be made in accordance with the order in which the names appear on the Waiting List.
- (b) Provisional Members will also be classified as a Member of a Class based on the Age Classification of the Member in accordance with Rule 6 and the Geographic Classification of the Member in accordance with Rule 7.
- (c) If a Provisional Member holds Membership in one of the Sub-Classes, the restrictions in those Sub-Classes will apply to the Provisional Member, in addition to the restrictions in Rule 4.2(d).
- (d) The following provisions apply to Provisional Members:
  - (i) the Committee will determine the number of Provisional Members from time to time;
  - (ii) Provisional Members may enter those parts of the Members' Area, as determined by the Committee from time to time as notified to the Members, but will have no right to attend the following events:
    - (A) Day 1 of any international cricket test matches;
    - (B) Australian Football League final series matches; and
    - (C) other Australian Football League matches or international cricket matches where the Committee from time to time determines that attendance by Provisional Members would be reasonably expected to result in attendance levels within the Members' Area which would materially impact on the comfort and amenity of those attending in the Members' Area,

unless otherwise determined by the Committee from time to time, and, in respect of those matches referred to in Rules 4.2(d)(ii)(A) and 4.2(d)(ii)(B),

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which admission may be subject to payment of an admission fee as determined by the Committee;

- (iii) they are entitled to attend such General Meetings of the Club as the Committee determines; and
  - (iv) they are not entitled to vote at any General Meeting of the Club or participate in any ballot.
- (e) A Member ceases to be a Provisional Member:
- (i) on resigning or dying;
  - (ii) on being elected to Restricted Membership;
  - (iii) on being expelled from the Club by the Discipline Sub-Committee in accordance with Rule 13.2(c)(i); or
  - (iv) upon ceasing to be a Member in accordance with Rule 12.3(c).

#### 4.3 **Restricted Member**

- (a) The Committee may from time to time offer and elect to Restricted Membership any Provisional Member. Any offers must be made to Provisional Members in accordance with the order in which their names were originally recorded on the Waiting List.
- (b) Restricted Members will also be classified as a Member of a Class based on the Age Classification of the Member in accordance with Rule 6 and the Geographic Classification of the Member in accordance with Rule 7.
- (c) If a Restricted Member holds Membership in one of the Sub-Classes, the restriction in those Sub-Classes will apply to the Restricted Member, in addition to the restrictions in Rule 4.3(d).
- (d) The following provisions apply to Restricted Members:
  - (i) the Committee will determine the number of Restricted Members from time to time;
  - (ii) Restricted Members may enter those parts of the Members' Area, as determined by the Committee from time to time as notified to the Members, as if they were a Full Member, but will have no right to attend the AFL Grand Final unless otherwise determined by the Committee from time to time, and which admission may be subject to payment of an admission fee as determined by the Committee;
  - (iii) they are entitled to attend such General Meetings of the Club as the Committee determines; and
  - (iv) they are not entitled to vote at any General Meeting of the Club or participate in any ballot.
- (e) A Member ceases to be a Restricted Member:
  - (i) on resigning or dying;
  - (ii) on being elected to Full Membership;

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- (iii) when the Member becomes a Candidate for election to Full Membership and the Member fails to be elected as a Full Member;
  - (iv) on being expelled from the Club by the Discipline Sub-Committee in accordance with Rule 13.2(c)(i); or
  - (v) upon ceasing to be a Member in accordance with Rule 12.3(c).

#### 4.4 **Full Member**

- (a) A Full Member is a Member who, subject to Rule 4.4(d), holds full rights as a Member of the Club which include the right to:
  - (i) enter those parts of the Members' Area, as determined by the Committee from time to time and notified to the Members;
  - (ii) attend all General Meetings of the Club; and
  - (iii) vote at any General Meeting of the Club and participate in any ballot.
- (b) The Fees, Subscriptions and Levies payable under Rule 12 on a Member becoming a Full Member are the Fees, Subscriptions and Levies payable for a Full Member of the relevant Class less any amount on account of Fees, Subscriptions and Levies already paid in that Membership Year by that Member.
- (c) Full Members will also be classified as a Member of a Class based on the Age Classification of the Member in accordance with Rule 6 and the Geographic Classification of the Member in accordance with Rule 7.
- (d) If a Full Member holds Membership in one of the Sub-Classes, the restrictions in those Sub-Classes will apply to the Full Member.
- (e) A Member ceases to be a Full Member:
  - (i) on resigning or dying;
  - (ii) on being expelled from the Club by the Discipline Sub-Committee in accordance with Rule 13.2(c)(i); or
  - (iii) upon ceasing to be a Member in accordance with Rule 12.3(c).

### 5. **ADDITIONAL CATEGORY MEMBERS**

#### 5.1 **Additional Category Members**

A Member who is within one of the Categories described in Rules 5.2 to 5.5 will be classified as an Additional Category Member.

#### 5.2 **Honorary Cricket Member**

- (a) The Committee may, from time to time, elect as an Honorary Cricket Member such person or persons who it considers is or has been a prominent international cricketer.
- (b) In determining the matter provided for by Rule 5.2(a), the Committee must have regard to any recommendations from any Sub-Committee established to consider such matters.

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- (c) Honorary Cricket Members may be issued with a Membership Card allowing them admission to those parts of the Members' Area as the Committee may determine from time to time and notify to the Members, except as provided for under Rule 9.6(a) or Rule 9.7.
  - (d) An Honorary Cricket Member, who is not otherwise a Member of the Club, is not required to pay any Fees, Subscriptions and Levies except as specifically determined and fixed by the Committee.
  - (e) Other than being able to be admitted to those parts of the Members' Area as provided for under Rule 5.2(c), an Honorary Cricket Member is not entitled to other rights and privileges of being a Member of the Club, unless that Honorary Cricket Member is also a Member in another capacity.
  - (f) A person cannot be admitted to Membership as an Honorary Cricket Member unless they are admitted in accordance with this Rule 5.

### **5.3 Honorary Life Member**

- (a) The Committee may nominate a Member who in the opinion of the Committee has rendered outstanding service to the Club for Honorary Life Membership.
- (b) Notice of a nomination under Rule 5.3(a) must be given to Members at the same time and in the same manner as Members are given notices of General Meetings under Rule 10.2.
- (c) A majority of Full Members present at the Annual General Meeting may elect the nominated Member as an Honorary Life Member.
- (d) A person elected to Honorary Life Membership has all the rights and privileges as a Full Member and will not have any obligation to pay Fees, Subscriptions and Levies from the time the appointment as Honorary Life Member takes effect.
- (e) A person cannot be admitted to Membership as an Honorary Life Member unless they are admitted in accordance with this Rule 5.3.

### **5.4 Playing Member**

- (a) Persons who play any organised sport with a Sporting Section of the Club or cricket with the Club may be offered and elected to Playing Membership by the Committee.
- (b) Playing Membership will be for the period the person is playing for the Sporting Section or cricket with the Club.
- (c) A Playing Membership will be on such terms and conditions as the Committee may set from time to time.
- (d) A Playing Member may be charged such Fees, Subscriptions and Levies as the Committee may decide.

### **5.5 Temporary Member**

- (a) The Committee may elect up to 200 people to Temporary Membership who because of their standing in or service to the community, their contribution to sport or the Club or a Sporting Section of the Club, is determined by the Committee to be deserving of Temporary Membership.

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- (b) A Temporary Member may be elected for a term up to one year and may be re-elected.
  - (c) A Temporary Membership will be on such terms and conditions as the Committee may set from time to time.
  - (d) A Temporary Member may be charged such Fees, Subscriptions and Levies as the Committee may decide.
  - (e) A Temporary Member is entitled to receive a Membership Card entitling them to enter those parts of the Members' Area as the Committee may determine from time to time and notify to Members, but is otherwise not entitled to the rights of Membership.
  - (f) A person cannot be admitted to Membership as a Temporary Member other than in accordance with this Rule 5.5.
  - (g) Each of the Trustees is entitled to Temporary Membership while they are a Trustee.
  - (h) If a person who is a Member accepts an offer of Temporary Membership, the Member has no obligation to (but may if the Member wishes) pay any Fees, Subscriptions or Levies which may become payable on the Member's existing Category and Class of Membership during the period in which that person holds a Temporary Membership. The Member remains entitled to the benefits and subject to the restrictions of the existing Category and Class of Membership effective for the period they have paid the relevant Fees, Subscriptions and Levies in relation to that Category and Class of Membership. On expiry of the Temporary Membership, the Member must pay the Fees, Subscriptions and Levies applying to the Member's existing Category and Class of Membership in the then current Membership Year.

## **6. AGE CLASSIFICATION OF MEMBERS**

### **6.1 Age Classification of Members**

Main Category Members, Playing Members and Temporary Members will be a Member in one of the Classes of Membership described in Rules 6.2 to 6.4 based on the Age Classification of that Member.

### **6.2 Adult Member**

A Member of any of the Categories referred to in Rule 6.1 will be classified as an Adult Member if the Member has attained the age of 25 years at the beginning of the Membership Year and will have all of the rights and entitlements of a Member in the relevant Category of Membership.

### **6.3 Intermediate Member**

- (a) An Intermediate Member is a Member of any of the Categories referred to in Rule 6.1 who has attained the age of 18 years but is under 25 years at the beginning of the Membership Year and will have the same rights and entitlements as an Adult Member.
- (b) The Fees, Subscriptions and Levies payable by an Intermediate Member on that Member attaining 18 years, are the Fees, Subscriptions and Levies payable for an Intermediate Member less any amounts on account of Fees, Subscriptions and Levies already paid in that Membership Year by that Member.

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- (c) On the commencement of the next Membership Year after attaining the age of 25 a Member's status as an Intermediate Member will end.

#### 6.4 **Junior Member**

- (a) A Junior Member is a Member of any of the Categories referred to in Rule 6.1 who has attained 15 years, but is under 18 years at the beginning of the Membership Year and will:
  - (i) be entitled to enter those parts of the Members' Area as the Committee may determine from time to time and notified to Members;
  - (ii) be entitled to attend such General Meetings of the Club as the Committee determines;
  - (iii) not be entitled to vote at any General Meeting of the Club or participate in any ballot; and
  - (iv) become an Intermediate Member at the start of the next Membership Year after that Junior Member attains the age of 18 years.

#### 7. **GEOGRAPHIC CLASSIFICATION OF MEMBERS**

- (a) A Member of any of the Categories referred to in Rule 6.1 will be a Metropolitan Member unless the Member satisfies the requirements for a Membership Class referred to in Rules 7(a)(i) to 7(a)(iii), and the Member applies for and obtains Membership in one of those Classes of Membership:
  - (i) a Member who resides in Victoria and whose usual residence is at least 64 kilometres from the GPO Melbourne or such other distance or on such other criteria as the Committee may determine from time to time (and without limiting the generality thereof may include specified postcodes) is eligible for Country Membership;
  - (ii) a Member whose usual place of residence is within Australia but outside of Victoria is eligible for Interstate Membership; and
  - (iii) a Member whose usual place of residence is outside of Australia is eligible for Overseas Membership.
- (b) For the purpose of Rule 7(a), a Member's usual place of residence is where that person resides at the commencement of the Membership Year.
- (c) An Overseas Member:
  - (i) subject to Rule 7(c)(ii), has their admission rights suspended whilst being a Member in this Class of Membership;
  - (ii) who returns to Australia for a period not exceeding 6 consecutive weeks may apply for admission to the Members' Area upon payment of such Fees as the Committee determines from time to time; and
  - (iii) who ceases to reside permanently outside Australia must immediately notify the Club in writing of that fact and upon payment of the appropriate proportion of the Fees, Subscriptions and Levies payable for that Membership Year will be placed on the Members' Register within the appropriate Class determined by reference to the Member's age and notified usual place of residence for that Membership Year.

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## 8. **NEW MEMBERS**

### 8.1 **Nomination**

- (a) A person may nominate for Membership by:
  - (i) completing a Membership Application. The Membership Application must be signed as a proposer and seconder by 2 Full Members (who are not Junior Members). Each of such Members must print their name legibly on the Membership Application along with the number of their Membership Card; and
  - (ii) delivering the completed Membership Application to the Club, as directed from time to time by the Club, with the applicable non-refundable nomination fee as set by the Committee from time to time.
- (b) Full Members (who are not Junior Members) may propose or second no more than four persons for Membership in any Membership Year.

### 8.2 **Waiting List**

- (a) On receipt of a validly completed Membership Application and correct nomination fee, the Club must record the name of the Waiting List Nominee on the Waiting List in the order in which the Waiting List Nominee was nominated. The Waiting List Nominee's name will remain on the Waiting List until the first to occur of the following:
  - (i) the Waiting List Nominee is offered Provisional Membership;
  - (ii) the Waiting List Nominee dies;
  - (iii) 1 month after the Waiting List Nominee notifies the CEO in writing that the Waiting List Nominee desires their name to be removed from the Waiting List; or
  - (iv) if Rule 8.2(b) applies.
- (b) If either of the Members who nominated or seconded the Waiting List Nominee withdraw their support for the Waiting List Nominee and no other Full Member (who is not a Junior Member) agrees to support the Waiting List Nominee in substitution for such Member who withdrew support within one month of the receipt by the Club of the notification of the withdrawal of support, the Membership Application is deemed to be withdrawn.
- (c) The CEO must maintain the Waiting List.
- (d) A Waiting List Nominee on the Waiting List may be subject to the disciplinary procedures in Rule 13.2 in the same manner as a Member. Where an allegation of misconduct against the Waiting List Nominee is established in accordance with the procedures in Rule 13.2, the Discipline Sub-Committee may determine an appropriate sanction to be imposed on the Waiting List Nominee, which may include (without limitation) the permanent removal of the Waiting List Nominee from the Waiting List.

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### 8.3 Election of Candidate to Full Membership

A Candidate for Full Membership is elected by the Committee for Full Membership in accordance with the following procedure:

- (a) When the Committee is of the view that such further Members should be elected to be Full Members, the Committee must:
  - (i) at least 10 Business Days prior to the Committee Meeting at which it is proposed to elect Full Members place a notice in the Members' Area setting out:
    - (A) that it is intending to have a Committee Meeting to elect new Full Members and the time and the place for that meeting; and
    - (B) the names and addresses of the Candidates to be submitted for election to become Full Members. The names set out in the notice must be set out to become Full Members in the order in which they were originally recorded on the Waiting List, unless the Committee is satisfied that a particular Candidate has rendered some outstanding service to one of the Sporting Sections of the Club or cricket with the Club; and
  - (ii) procure the broad notification of the meeting by means of a notice of the meeting being placed in 2 newspapers circulating daily in the Melbourne metropolitan area or through such other means as reasonably determined by the Committee from time to time.
- (b) At the Committee Meeting, the Committee may elect Candidates set out in the notice referred to in Rule 8.3(a)(i) as Full Members, so long that the Committee takes into account any objection to a Candidate. The CEO or CEO's delegate must record the number of Committee Members voting for and against each Candidate.
- (c) A Full Member (not being a Junior Member) may object to election of a Candidate to Full Membership through the following procedure:
  - (i) on request, the Member must be provided with a list of Candidates by the CEO or CEO's delegate; and
  - (ii) by striking out the name of any Candidate to whose election that Full Member objects and placing that list in a box which must be provided by the Committee.
- (d) In determining whether to elect a Candidate to Full Membership, the Committee must take notice of any objections received by the CEO no less than 2 Business Days prior to the Committee meeting.
- (e) The Club, its Committee Members or any employees of the Club must not make any record of or name the Full Member objecting to a Candidate's election to Full Membership.

### 8.4 Notification

On a person being elected to the Membership, the CEO or the CEO's delegate must notify that person in writing of the person's election and provide details of the Fees, Subscriptions and Levies payable by that person at the last known address.



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## 8.5 **Change of residence**

- (a) Members must provide the CEO with prompt written notice of a change in the Member's usual place of residence.
- (b) If a Member whose usual place of residence changes so that after the change the Member would be entitled to a different Class of Membership, the CEO or the CEO's delegate may in their absolute discretion:
  - (i) provide notice of this to the Member;
  - (ii) transfer the Member to a new Class of Membership in accordance with the Member's change of residence; or
  - (iii) give the Member the option of transferring to a new Class of Membership in accordance with the Member's change of residence.
- (c) If a Member's Class of Membership changes under Rule 8.5(b) then from the first day of the next Membership Year:
  - (i) the change in that Member's Class of Membership is effective; and
  - (ii) the Member must pay the Fees, Subscriptions and Levies applicable to the Member's new Class of Membership.
- (d) In respect of the Membership Year during which a Member changes his or her usual place of residence, the Member will not be liable for any additional payment, nor entitled to any refund, of Fees, Subscriptions and Levies as a result of the Member's change of residence, except as provided in Rule 7(c).

## 9. **GENERAL RIGHTS OF MEMBERS**

### 9.1 **Member's Membership Card**

- (a) Each Member who has paid all Fees, Subscriptions and Levies as and when they fall due is entitled to a Membership Card.
- (b) The Membership Card will record such details and matters as determined by the Committee from time to time.
- (c) The Membership Card will entitle the Member to entry into the relevant parts of the Members' Area on the dates and times applicable to the Member's Category and Class of Membership, subject to Rule 9.6 and Rule 9.7.
- (d) Membership Cards are personal to the Member to whom they are issued. Membership Cards are not transferable and may not be used other than by the Member to whom they are issued.

### 9.2 **Guest Card**

- (a) A Member who has been a Full Member prior to 19 November 1986 is entitled to a Guest Card in a Membership Year.
- (b) A Member who is entitled to a Guest Card in a Membership Year may purchase a Guest Card at prices set by the Committee from time to time and notified to the Membership.

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- (c) A Guest Card entitles one person entry to those parts of the Members' Area excluding such areas as the Committee may determine from time to time and notified to Members, subject to payment of all Fees as and when they fall due in relation to that Guest Card.

### 9.3 **Misuse of Member's Membership Card**

- (a) A Member must:
  - (i) not allow any other person to use that Member's Membership Card for any purpose;
  - (ii) take all reasonable precautions to ensure no other person uses that Member's Membership Card; and
  - (iii) not misuse or permit misuse of a Guest Card.
- (b) Any Card which is used:
  - (i) by a person not entitled to that Card to gain or attempt to gain entry to the Members' Area;
  - (ii) to gain or attempt to gain entry to a part of the Members' Area that the relevant Card does not entitle that person to enter;

may be impounded by any authorised employee of the Club and retained by the CEO until such time as the Committee directs that Card to be returned to the Member or otherwise disposed of.

### 9.4 **Rights are personal**

The rights of each Member are personal to that Member and are unable to be transferred to another person.

### 9.5 **Production of Membership Card and verification of identity**

- (a) A Member must, on request of a gatekeeper or a person duly authorised by the Committee or CEO, produce the Member's Membership Card for inspection by that person at any time while within, or seeking to gain entry to, the Members' Area.
- (b) When a request is made under Rule 9.5(a) the gatekeeper or the authorised person may request further information from the Member for the purposes of verifying the Member's identity and entitlement to enter and be in the Members' Area.

### 9.6 **Arrangements for Special Events and Charges for some functions**

- (a) The Committee may from time to time agree special arrangements with a hirer of the Ground for a Special Event, which arrangements may include that:
  - (i) the Members' Area does not operate as an area to which Members have a right of access for the duration of the Special Event; or
  - (ii) access to the Members Area by Members is subject to purchase of tickets to attend the Special Event,

provided that the Committee will, where possible, seek that Members are provided with a priority opportunity to purchase tickets to such Special Events.

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- (b) The Committee may set a charge for entry into the Members' Area (or such part of the Members' Area as the Committee may determine from time to time and notify to Members) in relation to functions which are not:
    - (i) cricket matches conducted under the auspices of Cricket Australia or Cricket Victoria; or
    - (ii) home and away Australian Football League games.
  - (c) The Committee must provide notice to the Membership of any charge for entry set under Rule 9.6(a).

#### 9.7 **Regulation of entry**

Notwithstanding anything in these Rules the Committee may give such directions as it sees fit regarding the entry of persons to the whole or any part of the Members' Area.

### 10. **MEETINGS OF MEMBERS**

#### 10.1 **General Meeting**

- (a) The Annual General Meeting must be held on a day prior to 18 August of each year at such time and place as the Committee may determine.
- (b) The quorum for a General Meeting is 50 Members who are entitled to vote.
- (c) If a quorum is not achieved, the General Meeting will be adjourned until to a time and place decided on by the Committee which is to be notified by notice in two newspapers circulating daily in Melbourne.
- (d) The President will be Chairperson of a General Meeting. In the President's absence the Office Bearer with the greatest length of tenure on the Committee who is present at the General Meeting will be Chairperson of the General Meeting. In the absence of the President and all Office Bearers, the Committee Member with the greatest length of tenure who is present at the General Meeting will be Chairperson of the General Meeting. The Chairperson will have a deliberative and a separate casting vote.
- (e) A Member who is entitled to vote who wishes to propose a motion at the Annual General Meeting must give written notice of the motion to the CEO no later than 15 June.
- (f) The Committee will decide if a motion proposed under Rule 10.1(e) is a matter for proper consideration of the Members. If the Committee is of the opinion that the motion proposed under Rule 10.1(e) is a matter for proper consideration of the Members then the motion will be considered at the General Meeting.
- (g) The purpose of the Annual General Meeting is:
  - (i) to receive reports and audited financial statements from the Committee in respect of the immediately preceding financial year;
  - (ii) to elect:
    - (A) Office Bearers and Committee Members in accordance with Rule 14; and

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- (B) the Club's auditor to audit the Club's financial records and to obtain an auditor's report provided always a person is not eligible for appointment as auditor if that person is an Office Bearer or Committee Member; and
  - (iii) to consider any other business of which notice has been given in accordance with Rule 10.2.
  - (h) The Committee may call a Special General Meeting of the Club whenever they have any matter under consideration on which they wish to obtain or must obtain the opinion of Members.
  - (i) On receiving a written request signed by not less than 150 Members who are entitled to vote and setting out the object of a proposed Special General Meeting, the CEO must call a Special General Meeting. The written request must contain the following details:
    - (i) the signatures of such Members together with their Membership Card numbers; and
    - (ii) the details set out in Rule 10.1(j)(i) and Rule 10.1(j)(ii).
  - (j) If a Special General Meeting is called under either Rule 10.1(h) or Rule 10.1(i) the CEO must give a notice to all Members who are entitled to vote and attend General Meetings setting out:
    - (i) the object of the proposed Special General Meeting; and
    - (ii) the intended motion to be presented at the Special General Meeting for consideration.

## 10.2 **Notice of General Meeting**

The CEO or CEO's delegate must, no later than 5 Business Days before the date of a General Meeting:

- (a) forward a notice to all Members detailing the terms of any proposed motions;
- (b) if the General Meeting is an Annual General Meeting, provide, or give notice, to each Member of a concise report of the reports prepared under Rule 16 in a form which comply with section 314(2) of the Corporations Act, as if the Club was an entity to which section 314(1) of the Corporations Act applied, by either:
  - (i) providing as a hard copy or electronic copy, as elected by the relevant Member; or
  - (ii) if the relevant member has not elected to receive the report, providing a notice to the Member that the report is available at a specified web address.

## 10.3 **Chairperson's powers**

The Chairperson at a General Meeting has:

- (a) a deliberative and separate casting vote; and
- (b) all necessary powers to conduct the General Meeting in the manner the Chairperson deems fit.

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#### 10.4 **Voting at General Meetings**

- (a) Voting on motions at General Meetings must be by show of hands, unless Rule 10.4(b) or Rule 10.4(c) applies.
- (b) If at least 10 Members who are entitled to vote request a division, the Chairperson must order that a division be held, in such manner as the Chairperson may direct.
- (c) If the motion is a motion to amend the Rules under Rule 18 or a motion to approve an increase in Fees, Subscriptions and Levies required under Rule 12.2(c)(ii), and 30 Members who are entitled to vote require a ballot to be conducted, then a ballot must be conducted in accordance with Rule 10.6(a) in respect of that motion.

#### 10.5 **Passing Motions at General Meetings**

A motion at a General Meeting will be passed if a majority of Members who are entitled to vote present in the General Meeting vote in favour of the motion unless one of the following Rules apply:

- (a) if the motion is to amend the Rules, the procedures in Rule 18 have been complied with;
- (b) if the motion is to change the name of the Club, 75% or more of the Members who are entitled to vote have voted in favour of the motion in a ballot conducted in accordance with Rule 10.6; or
- (c) if the motion is to dissolve the Club, 75% or more of the Members who are entitled to vote have voted in favour of the motion in a ballot conducted in accordance with Rule 10.6.

#### 10.6 **Ballots**

- (a) If a ballot is called in accordance with Rule 10.4(c), Rule 10.5(b), Rule 10.5(c) or Rule 18(b)(ii) the procedure set out in this Rule 10.6 will apply.
- (b) The Committee will choose a closing date and time for the ballot, being:
  - (i) a date and time no later than one month after the General Meeting; and
  - (ii) which is on a Business Day and between the hours of 9.00 am and 5.00 pm.
- (c) The Committee must appoint a Returning Officer to conduct the ballot under this Rule 10.6. The Returning Officer may be any person, whether or not a Member.
- (d) The Returning Officer must conduct a ballot before the closing date and time notified under Rule 10.6(b).
- (e) If the Committee determines that the ballot will be conducted by physical ballot, the following will apply:
  - (i) The CEO or CEO's delegate must forward by post to each Member entitled to vote, an envelope enclosing:
    - (A) the ballot paper setting out the motions required to be submitted for voting by ballot under Rule 10.4(c), Rule 10.5(b) or Rule 10.5(c) and details of the place the ballot is to be conducted and time and date when the ballot opens and closes;

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- (B) clear instructions for validly completing the ballot paper and if deemed necessary by the Committee, an explanatory note on the proposed motions;
  - (C) a ballot envelope into which the Member is to place the ballot paper; and
  - (D) an envelope addressed to the Returning Officer at the Club into which the ballot envelope enclosing the ballot paper is to be placed.
- (ii) The ballot paper issued under Rule 10.6(e)(i)(A) must clearly set out a space for the Member to vote for or against each motion and where and how Members may vote in the ballot.
  - (iii) To vote in the ballot a Member who is entitled to vote may, after properly completing the ballot paper including signing the envelope addressed to the Returning Officer containing the ballot paper and providing the Member's Membership Card number:
    - (A) return the envelope addressed to the Returning Officer containing the ballot envelope provided under Rule 10.6(e)(i)(C) before the ballot closes; or
    - (B) deposit the envelope addressed to the Returning Officer which contains the ballot envelope in the ballot box located at the Premises before the time notified under Rule 10.6(e)(i)(A).
  - (iv) The Returning Officer must open all envelopes received under Rule 10.6(e)(iii)(A) prior to the closing time and date notified under Rule 10.6(b) and place the ballot paper in the ballot box.
  - (v) The Returning Officer must count the votes in the ballot box at the conclusion of the ballot and then certify to the CEO the results of the ballot.
- (f) In addition to the ballot processes set out in Rule 10.6(e), the Committee may determine alternative forms or methods of voting in a ballot from time to time, including by electronic means. The Committee must notify Members of such determination in writing. If a Member has not provided his or her email address to the Club or has notified the Club that he or she does not have the means to vote electronically, the CEO or the CEO's delegate must provide that Member with a physical ballot paper in accordance with Rule 10.6(e).
  - (g) Subject to Rule 10.5, a motion will be passed by ballot if a majority of votes cast is in favour of the motion.

## **11. DUTIES OF MEMBERS**

### **11.1 Complaint regarding Club employees**

- (a) No Member may reprimand any employee of the Club or make a complaint to any employee other than to the CEO.
- (b) The CEO or the CEO's delegate may in their absolute discretion investigate the complaint and take such action as required or refer the complaint to the Committee or relevant Sub-Committee as nominated by the CEO for investigation and resolution.

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## 11.2 **Dress**

- (a) When entering the Members' Area, Members and any guests must be dressed in accordance with such standards determined by the Committee and notified to the Membership by the Committee from time to time.
- (b) In setting a standard of dress under Rule 11.2(a) the Committee may differentiate between the standards required by Members of different ages or sexes and the standards required to enter particular areas of the Members' Area.

## 11.3 **Canvassing Members**

A Member must not, without the prior written consent of the CEO:

- (a) contact in writing or electronically other Members regarding the election of Office Bearers or Committee Members; or
- (b) otherwise engage in any electioneering.

## 11.4 **No Raffles**

A Member must not, without the prior written consent of the Club, engage in fundraising on or near the Members' Area (including selling tickets for events and raffles).

## 11.5 **Political contact and personal gain**

A Member must not, without the prior written consent of the Committee, contact other Members while on or near the Members' Area for:

- (a) political purposes; or
- (b) personal financial gain.

## 12. **FEES, SUBSCRIPTIONS AND LEVIES**

### 12.1 **Obligation to pay Fees, Subscriptions and Levies**

- (a) Each Member must pay the Fees, Subscriptions and Levies as relevant to their Category and Class of Membership as and when they fall due.
- (b) A newly elected Member is not entitled to any of the rights of a Member until the Member has paid all Fees, Subscriptions and Levies payable by the Member on that Member's election.
- (c) A Member must not be exempted from the obligation to pay the Fees, Subscriptions and Levies applying to their Category and Class of Membership unless the exemption is in accordance with these Rules.

### 12.2 **Determination of Fees, Subscriptions and Levies**

- (a) Subject to Rule 12.2(b), Rule 12.2(c) and Rule 12.2(d) the Committee may determine the Fees, Subscriptions and Levies applying to each Category and Class of Membership in each Membership Year and when the Fees, Subscriptions and Levies are due and payable.
- (b) The Club will give Members notice of the Fees, Subscriptions and Levies applying in a Membership Year.

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- (c) The Committee must not increase Subscriptions and Levies in any one year by more than 10% in aggregate unless:
    - (i) there has been no increase in the Subscriptions and Levies in the 2 immediately preceding Membership Years, in which case the Committee may increase the Subscriptions and Levies by up to 20% in aggregate; or
    - (ii) a motion is passed in favour of increasing the Subscriptions and Levies at a General Meeting of the Club.
  - (d) The Entrance Fees relating to Provisional Membership and Restricted Membership must not be greater than 50% of the Entrance Fees applying to Full Membership.
  - (e) The Committee may increase the Fees, Subscriptions and Levies beyond the limits referred to in Rules 12.2(a), 12.2(c) and 12.2(d) to the extent necessary to recover any amount which the Club is required to remit to the Commonwealth of Australia pursuant to the *A New Tax System (Goods and Services Tax) Act 1999* (Cth) (as amended) referable to the Fees, Subscriptions or Levies.

### 12.3 **Suspended Members' List**

- (a) If a Member fails to pay the Fees, Subscriptions and Levies payable under Rule 12.1 within 3 months from when the Fees, Subscriptions and Levies are due and payable:
  - (i) the Member's name will be entered on the Suspended Members' List; and
  - (ii) the Member's rights of Membership will be suspended.
- (b) Subject to Rule 12.3(c), a Member's name must be removed from the Suspended Members' List and the Member's rights of Membership restored on:
  - (i) payment of all outstanding Fees, Subscriptions and Levies by the Member to the Club; and
  - (ii) payment of a late payment fee which may be set by the Committee from time to time but must not exceed 10% of the Fees, Subscriptions and Levies payable by a Full Member who is an Adult Member.
- (c) A Member's name must be removed from the Suspended Members' List and the Member will cease to be a Member of the Club, if the Member has failed to pay all outstanding Fees, Subscriptions or Levies and any applicable late payment fee after 3 years from when the fees, subscriptions or levies were due and payable.
- (d) The Committee may restore a Member's rights of Membership if that Member's name was removed from the Suspended Members' List and the Member ceased to be a Member of the Club on such terms and conditions as the Committee sees fit if the Committee decides exceptional circumstances warranting restoration of that Member's rights apply.

## 13. **RESIGNATION, SUSPENSION OR EXPULSION**

### 13.1 **Resigning from Membership**

- (a) A Member may resign their Membership by giving written notice to the CEO, subject to the Member having no outstanding Fee, Subscriptions or Levies to the Club.



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- (b) A Member resigning from the Club or a Member who ceases to be a Member:
    - (i) does not have any claim on any property of the Club; and
    - (ii) is not entitled to any refund of any Fees, Subscriptions or Levies.
  - (c) A Member will be deemed to resign from the Club if the Member dies.
  - (d) Where a Member resigns their Membership or is deemed to resign from the Club, that Member's Membership Card (along with any Guest Card) must be returned to the Club.

### 13.2 **Misconduct of Members**

- (a) An allegation that a Member has:
    - (i) wilfully infringed any of these Rules;
    - (ii) breached Rule 9.3(a);
    - (iii) been convicted of an indictable offence;
    - (iv) behaved, or a guest of that Member has behaved, in an unbecoming or dishonourable manner inside or outside of the Members' Area; or
    - (v) acted in a manner prejudicial to the interests of the Club,must be investigated by the CEO or CEO's delegate and then referred to the Discipline Sub-Committee unless the CEO or the CEO's delegate determines the allegation is vexatious or frivolous.
  - (b) The Discipline Sub-Committee must investigate all allegations referred to it under Rule 13.2(a). The Discipline Sub-Committee must consist of three Full Members of the Club, at least one of whom must be a Committee Member, and will make its decisions by majority vote of its members.
  - (c) If after its investigations, a majority of the Discipline Sub-Committee is satisfied that the allegation is established, the Discipline Sub-Committee may by motion do one or more of the following:
    - (i) expel the Member from the Club;
    - (ii) suspend the Member as a Member of the Club for a period as may be determined;
    - (iii) impose such restrictions on the rights that the Member may enjoy while remaining a Member of the Club, as may be determined;
    - (iv) reprimand the Member; or
    - (v) take no action.
  - (d) Where an allegation has been referred to the Discipline Sub-Committee under Rule 13.2(a), the Member must be notified in writing by the CEO or the CEO's delegate:
    - (i) that an allegation has been made against the Member;
    - (ii) the substance of the allegation; and
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- (iii) the date, time and place when the Discipline Sub-Committee will meet to investigate the allegation.
  - (e) A Member against whom an allegation has been made, may:
    - (i) appear before the Discipline Sub-Committee at the date, time and place notified to that Member under Rule 13.2(d), alone or with representation but not legal representation; or
    - (ii) make written representation to the Discipline Sub-Committee, which must be delivered to the CEO before the date and time notified to that Member under Rule 13.2(d).
  - (f) The Discipline Sub-Committee may inform the Member of its decision at the end of the hearing or otherwise the CEO or CEO's delegate will post to the Member against whom the allegation was made notification in writing of the decision, within 10 Business Days of the Discipline Sub-Committee making a decision under Rule 13.2(c).
  - (g) A Member may appeal against a decision of the Discipline Sub-Committee by giving written notice to the CEO within 20 Business Days of the decision being made under Rule 13.2(c), setting out that the Member wishes to appeal the Discipline Sub-Committee's decision.
  - (h) The CEO or CEO's delegate will notify the Member of the time, date and place of the hearing of the appeal. The Member may:
    - (i) appear before the Appeal Sub-Committee at the date, time and place notified, alone or with representation, but not legal representation; or
    - (ii) make written representation to the Appeal Sub-Committee, which must be delivered to the CEO before the date and time notified to that Member under this Rule 13.2(h).
  - (i) The appeal will:
    - (i) consist of a re-hearing of the allegation against the Member; and
    - (ii) be heard by an Appeal Sub-Committee in accordance with Rule 13.2(j).
  - (j) The Appeal Sub-Committee:
    - (i) must consist of five Full Members of the Club at least three of whom must be Committee Members but must not include any member of the Discipline Sub-Committee which investigated the allegation against the Member;
    - (ii) will make its decisions by majority vote of its members; and
    - (iii) has the same powers and obligations as the Discipline Sub-Committee under Rules 13.2(b), 13.2(c), and 13.2(f).
  - (k) If a Member is suspended, then at the time the Member is suspended, that Member must immediately hand in their Member's Membership Card (along with any Guest Card) to the CEO for the period of the suspension. During the period of the suspension, the Member will not be:
    - (i) entitled to enter the Members' Area;

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- (ii) entitled to hold any office in or be a Committee Member of the Club;
  - (iii) entitled to a refund of any Fees, Subscriptions or Levies paid with respect to the period the Member is to be suspended;
  - (iv) entitled to attend or vote at a General Meeting or vote in any ballot which may be conducted pursuant to these Rules; or
  - (v) entitled to nominate a person for Membership or to nominate any person to hold office or to be a Committee Member of the Club.
- (l) During a Member's period of suspension, the Member must (if the Member has not already) pay in full the Fees, Subscriptions and Levies applicable to the Member.
  - (m) If a Member is expelled, then at the time the Member is expelled, the Member must hand in their Member's Membership Card (along with any Guest Card) to the CEO. The Member is not entitled to a refund of any Fees, Subscriptions or Levies.
  - (n) If a Member is expelled that person is not entitled to enter the Members' Area from the date they are expelled, even as a guest of another Member.

## **PART 2 - OFFICE BEARERS, EMPLOYEES AND CLUB COMMITTEE**

### **14. OFFICE BEARERS AND COMMITTEE MEMBERS**

#### **14.1 Number of Office Bearers**

- (a) The Office Bearers will consist of:
  - (i) a President;
  - (ii) 3 Vice-Presidents; and
  - (iii) a Treasurer.
- (b) The Committee may from time to time reduce or increase the number of Office Bearers to between 3 and 5 but must not eliminate the position of an Office Bearer then in office.

#### **14.2 The Committee**

- (a) The Committee is to be comprised of Office Bearers and Members elected or appointed to the Committee.
- (b) The number of Committee Members may be set by the Committee from time to time. In setting the numbers of the Committee, the Committee must ensure that the total of the Office Bearers and other Committee Members is no less than 10 and not greater than 14 persons and must not reduce the number of Committee Members below the number of Committee Members then in office.
- (c) If the Committee increases the number of Committee Members in accordance with Rule 14.2(b), the Committee may appoint a Member to the vacancy, and the Member so appointed will hold office as a Committee Member for such tenure as may be determined by the Committee but no later than the conclusion of the third Annual General Meeting after their appointment.
- (d) The Committee must maintain a minute book in which:

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- (i) all motions passed by the Committee at Committee meetings are recorded; and
  - (ii) all motions passed at General Meetings are recorded.

#### 14.3 **Functions of Committee**

The function of the Committee is to manage and control the business and affairs of the Club.

#### 14.4 **Duties of Office Bearers and Committee Members**

- (a) A Member who is an Office Bearer or a Committee Member must in the course of acting in their capacity as an Office Bearer or a Committee Member as the case may be:
  - (i) exercise care and diligence;
  - (ii) act in good faith for proper purposes;
  - (iii) not improperly use position to get an advantage, or cause detriment to the Club; and
  - (iv) prevent insolvent trading by the Club.
- (b) Each Office Bearer or Committee Member must comply with section 191 of the Corporations Act in respect of disclosure of, and voting on, matters involving material personal interests. For the purposes of this Rule each Office Bearer or Committee Member will be deemed to be a director of the Club for the purposes of the Corporations Act and the Club will be deemed to be a company.
- (c) Each Office Bearer and Committee Member must comply with section 195 of the Corporations Act in respect of restrictions on being present, and voting, at a Committee meeting that considers a matter in which the Office Bearer or Committee Member has a material personal interest. Subject to section 195 of the Corporations Act:
  - (i) an Office Bearer or Committee Member may be counted in a quorum at a Committee meeting that considers, and may vote on, any matter in which that Office Bearer or Committee Member has an interest;
  - (ii) the Club may proceed with any transaction that relates to the interest and the Office Bearer or Committee Member may participate in the execution of any relevant document by or on behalf of the Club;
  - (iii) the Office Bearer or Committee Member may retain benefits under the transaction even though the Office Bearer or Committee Member has the interest; and
  - (iv) the Club cannot avoid the transaction merely because of the existence of the interest. If the interest is required to be disclosed under Rule 14.4(b), Rule 14.4(c)(iii) applies only if it is disclosed before the transaction is entered into.

#### 14.5 **Tenure of Office Bearers and Committee Members**

- (a) Office Bearers and Committee Members are to be elected to serve for the tenure set out below:

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- (i) President – one year;
  - (ii) Vice-President – three years;
  - (iii) Treasurer – one year; and
  - (iv) Committee Members (other than Office Bearers) – three years.
- (b) After the Office Bearer's or Committee Member's tenure has expired they may be renominated for election for a further term.
  - (c) An Office Bearer or Committee Member is deemed to have retired from office effective from the date they turn 72 years old.
  - (d) For the purposes of this Rule 14.5, the term of an Office Bearer or Committee Member commences at the conclusion of the Annual General Meeting at which they are elected and ends at the conclusion of the Annual General Meeting in the year of expiry of their tenure.

#### 14.6 **Disqualification of Office Bearers and Committee Members**

- (a) A Member who is an Office Bearer or a Committee Member, while acting as an Office Bearer or a Committee Member:
  - (i) must not be a bankrupt;
  - (ii) must be permitted to be a director under the Corporations Act;
  - (iii) must be of sound mind and physically capable of discharging the Members' duties as an Office Bearer or a Committee Member; and
  - (iv) must not, save in the absence of an explanation which in the opinion of the Committee is satisfactory, wilfully absent himself or herself from two consecutive Committee meetings of which notice has been given to the Member.
- (b) An Office Bearer or Committee Member is deemed to resign from the role as an Office Bearer or Committee Member, as the case may be, effective from the date the Member ceases to comply with Rule 14.6(a).

#### 14.7 **Casual Vacancy**

- (a) Where an Office Bearer or Committee Member resigns, is deemed to resign under Rule 14.5(c) or Rule 14.6(b) or dies, the Committee may appoint a person who meets the eligibility criteria for the relevant position as set out in Rule 15.1(a), to that position.
- (b) The person appointed under Rule 14.7(a) will have the same tenure as the Office Bearer or Committee Member who resigned or died.

#### 14.8 **Validity of actions**

Each motion passed or thing done by, or with the participation of, a person acting as an Office Bearer or Committee Member is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person;

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- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

#### 14.9 **By-laws**

The Committee may make by-laws as it sees fit, so long as they are consistent with these Rules.

#### 14.10 **CEO**

The Committee has the power to appoint a CEO under By-Law 2(b)(i).

### 15. **ELECTION OF OFFICE BEARERS AND THE COMMITTEE**

#### 15.1 **Nomination**

- (a) To be eligible for nomination:
  - (i) as an Office Bearer (other than President) or a Committee Member, a person must be a Full Member (not being a Junior Member);
  - (ii) as President, a person must be an Office Bearer or Committee Member; and
  - (iii) the person nominated must not be 72 years of age or over.
- (b) A Full Member (not being a Junior Member) may be nominated for election as an Office Bearer or Committee Member in accordance with the following procedure:
  - (i) a nomination form must be signed by the candidate and two other Full Members (not being Junior Members); and
  - (ii) the nomination form must be completed and lodged with the CEO or CEO's delegate no later than 5.00 pm on 15 June if that date is a Business Day, or otherwise on the next Business Day.
- (c) The CEO or the CEO's delegate must maintain a supply of nomination forms at the Club and must provide a Member with a nomination form on request.
- (d) If a Member nominated under Rule 15.1(b) prior to being elected:
  - (i) dies; or
  - (ii) the Committee forms the view that the Member will be unable to serve in the position for which they have been nominated for the period of the tenure of that position due to illness or injury;

the Committee may extend the date of the election and call for additional nominations.

#### 15.2 **Election**

- (a) Where there are more candidates for election than there are vacancies, Office Bearers and Committee Members will be elected at the Annual General Meeting in accordance with a ballot conducted pursuant to Rule 15.2(d), except to the extent the Committee specifies an alternative form or method of voting in accordance with Rule 15.2(e) and notifies the Members accordingly.

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- (b) When a ballot is to be conducted to elect Office Bearers and/or Committee Members at each Annual General Meeting the following positions will be available for election:
- (i) President – one position;
  - (ii) Vice-President – one position;
  - (iii) Treasurer – one position; and
  - (iv) Committee Members – subject to Rule 14.2(b) the number of positions equal to the number of Committee Members whose term expires at the Annual General Meeting.
- (c) A person will be elected to a position if they obtain a majority of votes cast by Members entitled to vote participating in the ballot. The Chairperson has a casting vote.
- (d) If the Committee determines that the ballot will be conducted by physical ballot, the following will apply:
- (i) The CEO or the CEO's delegate must prepare a ballot paper setting out:
    - (A) the positions for which there are vacancies;
    - (B) a list of the candidates for each position in alphabetical order; and
    - (C) the time and place the ballot is to be conducted.
  - (ii) The CEO or CEO's delegate must forward by post to each Member entitled to vote, an envelope enclosing:
    - (A) the ballot paper;
    - (B) clear instructions for validly completing the ballot paper and details of the time and date when the ballot opens and closes;
    - (C) a ballot envelope into which the Member is to place the ballot paper; and
    - (D) an envelope addressed to the Returning Officer at the Club into which the ballot envelope enclosing the ballot paper is to be placed.
  - (iii) To vote in the ballot a Member who is entitled to vote may, after properly completing the ballot paper including signing the envelope addressed to the Returning Officer containing the ballot paper and providing the Member's Membership Card number:
    - (A) return the envelope addressed to the Returning Officer containing the ballot envelope provided under Rule 15.2(d)(ii)(D) before the ballot closes; or
    - (B) deposit the envelope addressed to the Returning Officer which contains the ballot envelope in the ballot box located at the Premises before the time that the ballot closes as notified under Rule 15.2(d)(ii)(B).

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- (iv) The Returning Officer must open all envelopes received under Rule 15.2(d)(iii)(A) prior to the closing time and date notified under Rule 15.2(d)(ii)(B) and place the ballot paper in the ballot box.
  - (v) The Returning Officer must count the votes in the ballot box at the conclusion of the ballot and then certify to the CEO the results of the ballot.
  - (vi) If a ballot paper is not completed in accordance with Rule 15.2(d)(ii)(B) or received by the date and time referred to therein, the ballot paper will not be counted.
- (e) In addition to the ballot processes set out in Rule 15.2(d), the Committee may determine alternative forms or methods of voting in a ballot from time to time, including by electronic means. The Committee must notify Members of such determination in writing. If a Member has not provided his or her email address to the Club or has notified the Club that he or she does not have the means to vote electronically, the CEO or the CEO's delegate must provide that Member with a physical ballot paper in accordance with Rule 15.2(d).
  - (f) If there are insufficient candidates to fill the available positions for Office Bearers or Committee Members, the Chairperson will call for nominations from the Members entitled to vote at the General Meeting and the vacancies must be filled by an election conducted by ballot at the General Meeting.

### **PART 3– GENERAL**

#### **16. CLUB FINANCIAL REPORTING AND AUDIT**

- (a) The Committee must ensure that the Treasurer keeps proper financial records which:
  - (i) correctly record and explain all the Club's transactions (including transactions undertaken as trustee) and financial position and performance;
  - (ii) would enable true and fair financial statements to be prepared and audited; and
  - (iii) sufficiently explain the financial operation and financial position of the Club.
- (b) The Committee must:
  - (i) ensure the written financial records prepared under Rule 16(a) are audited annually, and certified as true and correct by a professionally qualified auditor from a reputable firm of accountants;
  - (ii) ensure the Club prepares a financial report in a form reasonably similar to that required to be prepared by a company to whom Part 2M.3 of the Corporations Act apply; and
  - (iii) prepare a report ("**Committee's Report**") reasonably similar to a directors report required to be prepared under Part 2M.3 of the Corporations Act.
- (c) The Committee must ensure that the Club's auditor is provided with the financial records maintained under Rule 16(a) and such other records that the auditor may request from time to time.
- (d) The Committee must set the remuneration for the auditor.



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17. **CONFIDENTIALITY**

- (a) Every Member who is an Office Bearer or Committee Member and each employee of the Club must keep the transactions and affairs of the Club and the state of its financial reports confidential unless required to disclose them:
  - (i) in the course of duties as an Office Bearer of the Club or Committee Member;
  - (ii) by the Committee or the Club in a General Meeting; or
  - (iii) by Law.
- (b) The Club may require an Office Bearer, Committee Member or employee or any person engaged by it to sign a confidentiality undertaking consistent with this Rule. A Member who is an Office Bearer or Committee Member must do so if required by the Club.

18. **AMENDMENT TO RULES**

- (a) The Rules may only be amended in accordance with the procedure set out in this Rule 18 .
- (b) The Rules may be amended by a motion passed at a General Meeting of the Club in accordance with the following procedure:
  - (i) the Members by show of hands or division are two thirds in favour of the motion and no ballot is called in accordance with Rule 18(b)(ii); and
  - (ii) if after a show of hands or division and before the end of the General Meeting, 30 Members request a ballot be held to determine if the motion is passed, then a ballot must be held in accordance with Rule 10.6. If a ballot is called, the motion will be passed if a majority of Members vote in favour of the motion.
- (c) A motion to amend the Rules may be proposed:
  - (i) by the Committee by giving a notice to the Members at least one month before the General Meeting; or
  - (ii) by notice given to the CEO signed by at least 150 Members, who must also provide their Membership Card numbers, at least one month before the General Meeting.
- (d) A notice given under Rule 18(c) must set out the proposed motion to amend the Rules.
- (e) The Chairperson at the General Meeting may reject any amendment to a proposed motion to amend the Rules if in the Chairperson's reasonable view, the amended motion, substantially departs from the proposed motion notified under Rule 18(c).
- (f) No amendment to the Rules may be affected until the Trustees have consented to the amendment. An amendment to the Rules will be effective from the later of the date the motion is passed in accordance with Rule 18(b) and the date on which the Trustees' consent to the amendment.

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## 19. NOTICES

### 19.1 What is a notice

A notice, consent or other communication under these Rules is only effective if it is:

- (a) in writing, signed by or on behalf of the person giving it;
- (b) addressed to the person to whom it is to be given; and
- (c) either:
  - (i) delivered or sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's address as last known by the Club;
  - (ii) sent by fax to that person's fax number as last known by the Club and the machine from which it is sent produces a report that states that it was sent in full; or
  - (iii) sent in electronic form (such as an attachment to an email).

### 19.2 When a notice is given

A notice, consent or other communication that complies with this clause is regarded as given and received:

- (a) if it is delivered or sent by fax:
  - (i) by 5.00 pm (local time in the place of receipt) on a Business Day - on that day; or
  - (ii) after 5.00 pm (local time in the place of receipt) on a Business Day, or on a day that is not a Business Day - on the next Business Day; and
- (b) if it is sent by mail:
  - (i) within Australia – 3 Business Days after posting; or
  - (ii) to or from a place outside Australia – 7 Business Days after posting;
- (c) if it is sent in electronic form, when the email message enters the addressee's information system:
  - (i) if it is transmitted by 5.00 pm (Melbourne time) on a Business Day – on that Business Day; or
  - (ii) if it is transmitted after 5.00 pm (Melbourne time) on a Business Day, or on a day that is not a Business Day – on the next Business Day.

### 19.3 Address for notices

The Club's postal address, fax number and email address are those set out below, or as notified to a Member from time to time:

#### **The Club Melbourne Cricket Club**

Address: PO Box 175, East Melbourne 3002

Fax number: (03) 9650 5682

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Email address: membership@mcc.org.au

Attention: Chief Executive Officer

A Member's address for notices is the Member's residential address or email address last notified to the Club and as recorded in the Members' Register.