BY-LAWS

Set out below are By-Laws proposed to be passed by the Committee of the Melbourne Cricket Club under Rule 10.9 of the Melbourne Cricket Club Rules.

1. Committee Meetings

(a) The Committee must meet at least ten times a year.

(b) The Committee will hold meetings in accordance with the following procedure:

(i) the President will be Chairperson of Committee meetings. In the President's absence the Office Bearer with the greatest length of tenure on the Committee who is present at the meeting will be the Chairperson of the Committee Meeting. In the absence of the President and all Office Bearers, the Committee Member with the greatest length of tenure on the Committee who is present at the meeting will be Chairperson of the Committee meeting;

(ii) five members of the Committee will constitute a quorum; and

(iii) the Chairperson must ensure that minutes be kept of all Committee meetings.

(c) Any Committee Member may at any time request an urgent Committee Meeting be held to discuss an urgent matter or emergency concerning or related to the Club. The Chairperson must arrange for the Committee to meet to discuss the urgent matter or emergency.

(d) In the event of an election being held by the Committee for the purpose of filling a casual vacancy occurring on the Committee, being a vacancy in the office of an Office Bearer, or other Committee person, voting at such election may include voting by proxy by a Committee person who does not attend at the meeting at which such election is held and whose ability for such non attendance is accepted by the Committee, or a member who has been granted leave of absence from attending that meeting.

2. Powers of Committee

(a) The Committee has such powers as necessary to carry out its functions.

(b) The Committee:

(i) must appoint a CEO, who will also be the Secretary of the Club;

(ii) may appoint any number of assistants to the CEO and such other officers of the Club in its discretion;

(iii) may establish or disband Sub-Committees of the Committee, delegate (or at any time vary) powers and functions of a Sub-Committee and establish or vary a Sub-Committee's terms of reference and reporting requirements;

(iv) must determine which areas of the Members' Area the various Classes of Membership may enter and notify this to Members'

(v) may appoint any Office Bearer, Committee Member or other person to the membership of a Sub-Committee; and

(vi) may enter into arrangements with other sporting clubs, associations or bodies for reciprocal rights.

3. Use of technology

Committee meetings may be held using any means of audio or audio-visual communication by which each Committee Member participating may hear and be heard by each other Committee Member, as the Committee determines is appropriate from time to time.

4. Club seal

(a) The Committee must provide for safe custody of the Club's seal.

(b) The seal may only be used with the authority of the Committee.

(c) The Club may execute a document by fixing the Club's seal to that document and the fixing of the seal is witnessed by:

(i) a Committee Member; or

(ii) the CEO or other delegate of the Committee.

(d) The Club's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Club's express or implied authority and on behalf of the Club.

(e) The Club may execute a document without using the Club's seal if the document is signed by:

(i) 2 Committee Members; or

(ii) the CEO and a Committee Member.

5. Motion at Committee Meetings

(a) The Committee Members of the Club may pass a motion without a Committee Meeting being held if the majority of the Committee Members entitled to vote on the motion sign a document containing a statement that they are in favour of the motion set out in the document.

(b) Separate copies of a document may be used for signing by a Committee Member if the wording of the resolution and statement is identical in each copy.