



# **MELBOURNE CRICKET CLUB LONG ROOM WINE AND FOOD SOCIETY**

## **Notice of Special General Meeting**

A Special General Meeting of the Melbourne Cricket Club Long Room  
Wine and Food Society will be held in the  
**HANS EBELING ROOM**  
(Level 2 of the MCG, Ponsford Stand)

on

Wednesday March 29, 2023  
at 11.00 am

**OUR MARCH LUNCHEON WILL FOLLOW THE SPECIAL GENERAL  
MEETING IN THE LONG ROOM**

## BUSINESS OF THE SPECIAL GENERAL MEETING

**The business of the Special General Meeting is to consider and, if thought fit, pass the following resolution:**

*"That:*

- (1) the Melbourne Cricket Club Long Room Wine and Food Society (the **Society**) apply for incorporation under the Associations Incorporation Reform Act 2012 (Vic) (the **Act**);*
- (2) each of Ian Maguire (Secretary) and Michael Reidy (Chair), each being a person who is at least 18 years of age and resident in Australia, be severally authorised to apply to the Registrar (within the meaning of the Act) for the incorporation of the Society;*
- (3) the rules contained in the document titled "Rules of Melbourne Cricket Club Long Room Wine and Food Society Inc." and tabled at the meeting (and signed for the purpose of identification) by the chair of the Meeting be approved as the rules adopted by the Society on its incorporation; and*
- (4) approval be given for the Society to enter into an Affiliation Agreement with MCC upon incorporation of the Society, in the form tabled at the Meeting or in such other form as the Committee of the Society may approve."*

Explanatory Notes relating to the proposed resolution accompany this notice.

Also included are:

- i) Letter from the MCC
- ii) MCC Long Room Wine & Food Society Rules
- iii) Code of Conduct
- iv) Draft Affiliation Agreement

Dated: Friday March 3, 2023

By order of the Committee

A handwritten signature in dark ink, appearing to read 'Ian Maguire', written over a horizontal dotted line.

Ian Maguire  
Secretary

## **EXPLANATORY NOTES**

The purpose of the Special General Meeting is, broadly speaking, to consider and, if thought fit, approve a proposal that the Melbourne Cricket Club Long Room Wine and Food Society (the **Society**) become an incorporated association under the Victorian *Associations Incorporation Reform Act 2012* (the **Act**).

### ***The rationale for incorporation***

As members will be aware, the primary purpose of the Society is to facilitate social activity among the members who are also desirous of furthering their interest in fine wine and food within the Melbourne Cricket Club (the **MCC**). The Society is a very active club within the MCC, and holds numerous lunches and dinners for its members each year. The Society has a substantial cellar beneath the Members Pavilion and draws occasionally from this resource for "cellar days", which are held two or three times each year.

Since its inception the Society has been an unincorporated association. When the Society was formed in 1987, its membership was a small group of MCC members. Since then, the Society's membership has grown significantly, and current membership of the Society is fully subscribed to the maximum limit of 280. In addition, there are more than 900 people on the waiting list for membership of the Society.

As an unincorporated association, the Society is not a separate legal entity distinct from its members. This may have been appropriate when the Society commenced in 1987 with a small membership, but it is no longer considered appropriate. It gives rise to uncertainty as to who bears legal liability for things done and debts incurred in the name of "the Society" (for example, for contracts entered into by "the Society"), or for

wrongful acts and omissions of members at Society events. Possibilities include the Society's members or committee members and, potentially, the MCC itself (which is a separate legal entity, incorporated under the *Melbourne Cricket Club Act 1974*).

Neither the Society's committee members nor the MCC thinks this is an appropriate state of affairs. The MCC itself has formally requested the Society to incorporate under the Act.

If the Society becomes an incorporated association under the Act, it will then be a separate legal entity. As such, the Society:

- would have perpetual succession; and
- may sue and be sued in its corporate name; and
- subject to the Act, may acquire or hold (whether on trust or absolutely) and dispose of real and personal property; and
- may do and suffer all acts and things that a body corporate may by law do and suffer.

Accordingly, if the Society were incorporated, the Society itself, rather than the individuals who may have contracted on behalf of the Society (or the MCC), would be liable for the debts and other liabilities of the Society. On the registration of the Society as an incorporated association, all property held for or on behalf of the Society or for any of its purposes (such as the Society's wine in the cellar) would become vested in the Society as an incorporated association by virtue of the Act. In addition, by virtue of the Act:

- the persons who were members of the Society immediately before registration would continue as

- members of the Society as an incorporated association; and
- no member of the Committee, no secretary, and no member, of the Society would by reason only of being a member be liable to contribute to the payment of the debts and liabilities of the Society.

### ***The incorporation process***

To become an incorporated association under the Act, a majority of members voting at a meeting of the Society must:

- (a) authorise a person who is at least 18 years of age and is resident in Australia to apply to the Registrar for the incorporation of the Society; and
- (b) approve the proposed rules of the Society that will apply from incorporation.

It is proposed that each of Ian Maguire and Michael Reidy be severally authorised to apply to the Registrar for the incorporation of the Society. Ian Maguire is the MCC Long Room Wine & Food Society Secretary and Michael Reidy is the MCC Long Room Wine & Food Society Chair.

If the proposed resolution is passed, one of the persons authorized by the resolution will make the application for incorporation of the Society in accordance with the Act. Upon this application being received, it is expected that the Society would be registered as an incorporated association under the Act.

### ***The proposed Rules***

The proposed Rules of Society are available for members to view at <https://mcc.org.au/my-mcc-membership/special-interest-groups/long-room-wine-and-food-society>.

If approved these Rules will be the rules of the Society.

The proposed Rules of the Society have been approved by the Society's Committee. They set out the purposes and objects of the Society and, as required by the Act, make provision for, among other things:

- qualifications for membership;
- subscriptions and other amounts to be paid by members;
- the rights, obligations and liabilities of members;
- provisions for the resignation of a member or cessation of membership;
- the procedure for the disciplining of members and the mechanism for appearances by members in respect of disciplinary action taken against them;
- the grievance procedures for settling disputes under the Rules between the Society and any of its members or between a member and any other member;
- composition and powers of the Committee of the Society, including: provisions for the election or appointment of members of the Committee; the terms of office of members of the Committee; the grounds on which, or reasons for which, the office of a member of the Committee becomes vacant; the filling of casual vacancies occurring within the Committee; and the quorum and procedure at meetings of the Committee;
- general meetings of the Society, including: the manner of calling general meetings; the quorum and procedure at general meetings; and the time within which, and the manner in which, notices of general meetings and notices of motion must be given;
- the procedures for the appointment and removal of the secretary of the Society;
- the custody of records and other relevant documents of the Society;

- provision for members to have access to, and to be able to obtain copies of, minutes of general meetings of the Society, including financial statements submitted at a general meeting; and
- the sources from which the funds of the Society are to be or may be derived and the manner in which the funds of the Society must be managed;
- the manner of altering and rescinding the Rules of the Society and of making additional rules; and
- the disposition of any surplus assets on the winding up or dissolution of the Society.

As an incorporated association the Society will be subject to the requirements of the Act. Because the Act requires that the Rules make provision for all these matters, the proposed new Rules are more extensive and detailed than the Society's current rules.

Members are encouraged to read the proposed Rules as they will, as members of the Society, become bound and subject to them.

### ***The Committee***

The proposed Rules provide that the Committee will consist of a Chair, a Deputy Chair, a Secretary, a Treasurer and up to 8 ordinary Committee members (until the Committee determines otherwise). On incorporation the Committee members will be:

- Michael Reidy, Chair; David Thwaites, Deputy Chair; Ian Maguire, Secretary; Robert Oliphant, Treasurer; and Michael Ellis, Andrew O'Brien, Andrew Home, Ian Kerville, Robyn Sommerville, Russell Snibson, Andrew Mason and Robert John.

Under the proposed Rules the initial Committee members will (subject to the proposed Rules) hold office until the first annual general meeting of the Society after its incorporation. Elections for all positions on the Committee will then be held at that first annual general meeting and at each annual general meeting thereafter, in accordance with the proposed Rules. *[This will need to be confirmed. It is based on the last draft of the Rules we have seen.]*

### ***The Affiliation Agreement***

The Society will continue to be affiliated with the MCC subject to the terms of a documented "Affiliation Agreement" which will formalize arrangements between the Society and the MCC. The MCC has confirmed its desire that the Society should remain closely affiliated with the MCC. To this end, the MCC has confirmed that it intends to enter into an Affiliation Agreement with the Society to set out the basis of that relationship and to formalise legal, administrative, financial, operative and social matters. Importantly, the Affiliation Agreement ensures that what has been custom and practice will continue following the Society's incorporation.

Accordingly, under the Affiliation Agreement the MCC will agree to continue to provide certain support to the Society (subject to the terms and conditions of the Agreement), including by way of:

- a license to use the MCC's name colours, logo and insignia as part of the Society's own name colours, logo and insignia;
- use of rooms and facilities at the MCC, to the extent necessary, to enable the Society to operate;
- the provision of space in MCC newsletters, eDMs (electronic direct mail) and other correspondence to members of a brief summary of the Society's activities and of space on its

- website for information about the Society; and
- certain administrative support.

The Affiliation Agreement does not provide for the Society to be charged fees by the MCC. However, it will oblige the Society to comply with the terms and conditions of the licenses granted to it and with certain requirements of the MCC. Under the Affiliation Agreement the Society will also acknowledge that it is responsible for its own finances (consistent with it being a separate legal entity). While the Society may apply to the MCC for grants for special projects, the MCC will not be obliged to provide funding to the Society.

A draft of the Affiliation Agreement is available for review by members at <https://mcc.org.au/my-mcc-membership/special-interest-groups/long-room-wine-and-food-society>. Members are encouraged to read it.

It is proposed that the Affiliation Agreement would be entered into between the Society and the MCC as soon as practicable after the Society is incorporated.

### ***Committee recommendation***

The Committee of the Society believes that the Society should incorporate, adopt the proposed new Rules as the Rules of the Society and enter into the Affiliation Agreement with the MCC to formalize the affiliation with the MCC, as proposed.

***The Committee encourages members to attend the Special General Meeting and unanimously recommends that members vote in support of the proposal.***