

WINE INDUSTRY ASSOCIATION OF WESTERN AUSTRALIA CONSTITUTION

ACCEPTED BY THE MEMBERSHIP BY SPECIAL RESOLUTION AT
A SPECIAL GENERAL MEETING ON 12 SEPTEMBER 2005,
FURTHER AMENDED AND ACCEPTED BY THE MEMBERSHIP BY SPECIAL RESOLUTION
AT THE ANNUAL GENERAL MEETING ON 28 OCTOBER 2005,
FURTHER AMENDED AND ACCEPTED BY THE MEMBERSHIP BY SPECIAL RESOLUTION
AT THE ANNUAL GENERAL MEETING ON 28 SEPTEMBER 2012
FURTHER AMENDED AND ACCEPTED BY THE MEMBERSHIP BY SPECIAL RESOLUTION
AT A SPECIAL GENERAL MEETING ON 9 MAY 2016
FURTHER AMENDED AND ACCEPTED BY THE MEMBERSHIP BY SPECIAL RESOLUTION
AT THE ANNUAL GENERAL MEETING ON 29 NOVEMBER 2016
FURTHER AMENDED BY THE BOARD AT 2 MAY 2019 BOARD MEETING
FURTHER AMENDED AND ACCEPTED BY THE MEMBERSHIP BY SPECIAL RESOLUTION
AT THE ANNUAL GENERAL MEETING ON 30 JANUARY 2020
FURTHER AMENDED AND ACCEPTED BY THE MEMBERSHIP BY SPECIAL RESOLUTION
AT THE ANNUAL GENERAL MEETING ON 27 OCTOBER 2020

1 NAME

The name of the Association is The Wine Industry Association of Western Australia (Inc).

2 DEFINITIONS

In these rules, unless otherwise stated:

“**Act**” means the Associations Incorporation Act 1987

“**any general meeting**” means any ordinary, special and annual general meeting

“**appointing member**” means a member who appoints another member on the appropriate proxy form as his or her proxy for the purpose of voting at general meetings

“**Association**” means the collective membership of The Wine Industry Association of Western Australia (Inc)

“**annual general meeting**” means the annual meeting of members convened in accordance with section 23 (1) of the Act

“**ballot**” means voting conducted in written form

“**board**” means the Board of Directors

“**Board of Directors**” means those elected by and from the members and any regional or other appointees elected or appointed according to these rules to formulate the policy and direction, and to oversee the affairs, of the Association

“**category**” means the class of membership according to these rules

“chairperson” means the person presiding at a meeting

“chief executive officer” means the person employed by the Association who has responsibility for all administrative and operational matters in the management of the affairs of the Association

“circular motion” means a motion put to members of the Board by e-mail or fax

“Commissioner” means the Commissioner for Fair Trading exercising powers under the Act

“convene” means to call together for a formal meeting

“eligible member” means a member who meets all of the criteria for membership according to these rules and is in good standing

“executive committee” means the president, vice-president, the treasurer and the chief executive officer

“financial member” means that the member has paid any and all debts to the Association in accordance with these rules

“financial year” means the period commencing July 1 and ending on 30 June of each year

“geographical indication” means an official description of an Australian wine zone, region or sub-region according to the Australian Wine and Brandy Corporation Act 1980

“grower” means a grower member as defined in clause 5(1)(b);

“Liquor Act” means the Liquor Licensing Act 1988

“member” means a member of the Association in accordance with these rules

“nominated representative” means a natural person who is appointed by a firm, company or other entity being the rightful holder of membership of the Association to exercise all of the rights and meet all of the obligations of that member

“office-bearers” are those members who are elected by the Board of Directors to the positions of president, vice-president and treasurer

“producer” means a producer member defined in clause 5(1)(a);

“proxy” means the member who has been duly appointed in writing by another member to vote on his or her behalf at a particular annual or special general meeting

“proxy form” means that form provided by the Association for the purpose of appointing a proxy and setting out the limitations or otherwise of the proxy

“proxy vote” means the vote cast by a proxy on the particular matters nominated on the proxy form

“public officer” means the Chief Executive Officer to whom all legal actions are directed

“regional associations” means the nine recognised wine regions in Western Australia;

“representative” means those members who are elected or appointed to the board

“special general meeting” means a general meeting of members, other than the annual general meeting, to which all financial members must be invited for the purpose

of dealing with one or more motions-on-notice, e.g. proposed amendment/s to the constitution and rules

“special resolution” is a resolution dealing with matters such as but not limited to amendment to the constitution of which notice-of-motion must be given in writing to all financial members

“subscription class” means a subcategory of membership as is determined from time-to-time by the Board of Directors

“vacancy” means that one, or more, or all positions on the Board of Directors is or will be unoccupied

3 OBJECTS

- (1) The objects of the Association are:
 - (a) to provide advocacy, representation, administration and communication on behalf of industry to support producers and regional associations in the development of their region, excluding marketing and promotion;
 - (b) to promote and further the interests of the fine wine industry in Western Australia;
 - (c) to promote the production and responsible consumption of Western Australian fine wine, nationally and internationally;
 - (d) to maintain and improve the quality of Western Australian wine within the standard defined by the Australian Food Standards Code current at any time;
 - (e) to promote the growth and cultivation of the wine grape vine and to seek continuous improvement in the quality of the fruit;
 - (f) to create funding certainty for the Association and regional associations and to deliver a unified, focused, sustainable and influential voice for the Western Australian fine wine industry;
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of the objects of the Association.

4 POWERS OF THE ASSOCIATION

- (1) The powers conferred on the Association are the same as those conferred by section 13 of the Act so that, subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes and, in particular, may:
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest money
 - (i) that is not immediately required for the purposes of the

- Association in a manner that is beneficial to the Association;
- (ii) in any security in which trust monies may lawfully be invested, or;
- (iii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract that the Association considers necessary or desirable;
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Association;
- (i) to enter into contracts and agreements with any person, firm or corporation, or to join or co-operate with any person, firm or corporation, local authority, organisation or society in any act, matter or thing that may be to the attainment or performance of any activity within the objects of the Association;
- (j) to co-ordinate and direct the activities of subcommittees in order to achieve the objects of the Association;
- (k) to do all such things as are conducive to the attainment of the Objects of the Association.

5 QUALIFICATIONS FOR MEMBERSHIP

- (1) Application for membership of the association may be made in the following sectors:
 - (a) **Producer** –
 - (i) any manufacturer of Western Australian wine who submits an Agricultural Produce Commission return form or;
 - (ii) any manufacturer of Western Australian wine who submits an Agricultural Produce Commission nil production return
 - (b) **Grower** – a cultivator of wine grapes in Western Australia and which does not hold a Western Australian Liquor Licence,
 - (c) **Distributor** – Any businesses/stakeholders which do not qualify for any other category of membership. This category does not have voting rights.
- (2) (a) Application for Producer category of membership shall be by submission of an Agricultural Produce commission producer return form or nil production return form.
- (b) Application for Grower and Affiliate categories of membership shall be on the Association's membership application form and must be filled out in all respects

providing all of the information required and accompanied by all of the required documentation, entry fee and annual fee as stated on the application form;

- (c) The Chief Executive Officer will ensure that the applicant's name, postal address, telephone, fax and e-mail contact details are entered into the Register of Members.

6 REGISTER OF MEMBERS

- (1) The Chief Executive Officer on behalf of the Association, must:
 - (a) comply with section 27 of the Act by keeping and maintaining, or causing to be kept and maintained, a current register of the members of the Association, their postal address and, wherever available, telephone, facsimile numbers, and e-mail address as provided by the members;
 - (b) keep custody of and maintain the Register of Members at the Association's business premises;
 - (c) cause the name of any member who dies or who ceases to be a member for any reason to be deleted from the register.

7 ANNUAL SUBSCRIPTIONS

- (1) Each member must pay to the Association annually, before the due date, the amount of the annual subscription fee.
- (2) A member whose annual subscription is not paid within 90 days after the date fixed by rule 7(1) ceases on the expiry of that period to be a member unless, under what may be considered special circumstances, the Chief Executive Officer decides to enter into an agreement for time to pay
- (3) Membership subscription class definitions and the amount of annual fees will be revised by the Board of Directors biennially.

8 RIGHTS and OBLIGATIONS of MEMBERS

(1) *Rights*

- (1) A natural person exercises all of the rights and obligations of a member as defined in rule 2 DEFINITIONS.
 - (a) where membership is held by a business, firm, company, partnership or other legal entity the member must nominate in writing to the Chief Executive Officer one representative who will exercise on its behalf all of the rights and obligations of the member and
 - (b) the member has the right to withdraw a nomination and to make a new appointment of its nominated representative by notification to the Chief Executive Officer in writing.
- (2) Members have the right to a copy of, or an extract from, the constitution and rules, the current membership list and the record of current office-holders and such copy or extract must be provided on the member's verbal or written request within seven days of receipt of such request.

- (3) Any 10% of members together have the right to appeal any decision of the Board of Directors to a special general meeting by written notification signed by all 10% and delivered to the Chief Executive Officer specifying the particulars of the decision and requesting a special general meeting be called within 30 days.
- (4) Any 10% of members together have the right to deliver to the Chief Executive Officer notification in writing and signed by all 10%, that a special general meeting of members must be called within 30 days of such notice specifying the particulars of the matter or matters to be brought before that meeting.
- (5) Any and all amendments of the Constitution and Rules of the Association require:
 - (a) the consent of three-fourths of the members who are present and voting or voting by proxy at the annual general meeting or any special general meeting called for that purpose; and
 - (b) the approval of the majority of the regional associations.
- (6) Members are entitled to exercise their right to vote or not at any general, special or annual general meeting of the Association.
- (7) All members must receive a copy of this Constitution and Rules:
 - (a) at the time of acceptance as a member of the Association;
 - (b) when by any addition, deletion or alteration the Constitution and Rules have been amended, and
 - (c) at any time on request to the Chief Executive Officer.

(2) *Obligations*

- (1) Members are responsible for the provision to the Association of their current and correct contact details, that is, individual name or business name, postal address, phone number, fax number, e-mail address.
- (2) Any change to any of the member's contact details must be notified by the member in writing to the Chief Executive Officer.
- (3) Members must demonstrate respect for the Chair at all times during meetings of the Association.
- (4) Members must conduct themselves with decorum, respecting the rights of others, at all times during meetings of the Association or when representing the Association in any capacity.
- (5) Members must do nothing that could be considered to be to the detriment of the Association or not conducive to the attainment of its Objects.

9 TERMINATION OF MEMBERSHIP

- (1) Membership is terminated upon:
 - (a) receipt by the Chief Executive Officer of a notice in writing from a member of his or her resignation from the Association;
 - (b) non-payment of a member's annual subscription within 90 days after the expiry of the date as determined by rule 7 unless the Chief Executive Officer decides to apply rule 7.

- (c) expulsion in accordance with rule 10;
- (d) the death of the member being a natural person.

10 CENSURE, SUSPENSION OR EXPULSION OF MEMBERS

(1) *Censure*

- (1) The Board of Directors may censure a member for any act, conduct or statement that it deems unacceptable and not in the best interest of or detrimental to the Association or not conducive to the attainment of the Association's Objects and in such case:
 - (a) the Chief Executive Officer will write to the member concerned setting out the particulars of the unacceptable behaviour and advising that such behaviour must cease immediately;
 - (b) in the same correspondence invite the member to notify the Chief Executive Officer in writing if he or she wishes to attend the next meeting of the Board of Directors to dispute the censure.

(2) *Suspension or expulsion*

- (1) If the Board of Directors considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association the Chief Executive Officer must communicate in writing to the member not less than seven days after the date of the Board of Directors meeting at which the decision was made:
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the meeting at which the question of suspension or expulsion will be decided;
 - (b) particulars of the conduct in question;
 - (c) invite the member to attend the specified Executive Committee meeting if he or she wishes to dispute the proposed suspension or expulsion; and
 - (d) invite the member to make representation in writing to the Board of Directors;
 - (e) advise that the member may respond by way of either or both (c) and (d).
- (2) At the meeting referred to in 2(a) the Board of Directors may, having afforded the member concerned a reasonable opportunity to be heard by or make representation in writing to the Board of Directors suspend or expel that member from membership of the Association and the Chief Executive Officer must, immediately after that decision, communicate that decision in writing to the member concerned.
- (3) In the case of suspension of membership, such suspension may apply for a period of no more than three calendar months from the date of the meeting at which the decision to suspend was made.

- (4) A member who is suspended or expelled under these rules has the right to appeal the decision of the Board of Directors by giving notice in writing to the Chief Executive Officer within 14 days of the date of the meeting at which the decision was made that he or she wishes to appeal to a special general meeting of members.
- (5) When notice is given under rule 10 (4)
 - (a) the Chief Executive Officer will within 30 days of receipt of the notice convene a special general meeting at which the members must either confirm or set aside the decision of the Board of Directors to suspend or expel the member, after having afforded the member concerned a reasonable opportunity to be heard by or make representation to the special general meeting in writing or both, and
 - (b) the member concerned is not suspended or does not cease to be a member unless and until the decision of the Board of Directors to suspend or expel him or her is confirmed under rule 10 (5) (a).

11 ANNUAL, AND SPECIAL MEETINGS OF MEMBERS

(1) Annual general meeting

- (1) The Chief Executive Officer must convene at least one general meeting of members being an annual general meeting of members within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within six months after the end of the Association's financial year.
 - (a) the Chief Executive Officer must give notice of the
 - (i) time date and place of the meeting;
 - (ii) particulars of any notice or notices of motion to be dealt with and
 - (iii) agenda of the meeting;
 - (b) notice of the annual general meeting must be provided in writing to each eligible member by pre-paid post or electronic communication to the address appearing on the Register of Members not less than 30 days before the date of the annual general meeting.
- (2) At each annual general meeting of members an auditor who is a Registered Company Auditor and an accredited member of the Institute of Chartered Accounts or of the Australian Society of Certified Practising Accountants will be appointed to audit the accounts of the Association and to prepare a report to be presented at the next annual general meeting.
- (3) A declaration by the Chairperson of an annual general meeting that an special resolution has been passed as a special resolution, stating the number of votes in favour, the number of votes against, and the number of abstentions will be evidence of the fact and so recorded in the minutes.

(2) Special general meetings

- (1) The Chief Executive Officer must, within 30 days of receiving a request in writing

- and signed by not less than 10% of the membership, convene a special general meeting by giving a clear 21 days' notice for the purposes specified in that request or under rule 10 the Chief Executive Officer, must convene a special general meeting to deal with the appeal to which that notice relates.
- (2) If a special general meeting is not convened within the relevant period under these rules, the members who made the request concerned may convene a special meeting as if they were the Chief Executive Officer.
 - (3) When a special general meeting is convened under rule 4 the Association must pay the reasonable expenses of convening and holding the special general meeting.
 - (4) The Chief Executive Officer may convene a special general meeting of members by giving 21 days notice in writing to all members of the time, date, place and purpose of the special general meeting setting out in full any resolution or resolutions to be proposed and the intention to propose that resolution to be decided by the members at that meeting.
 - (5) The Chief Executive Officer must issue a written notice of meeting to each eligible member by ordinary pre-paid post to the address as recorded in the Register of Members
 - (a) when a notice is sent by ordinary pre-paid post and is addressed according to the address recorded in the Register of Members the notice is deemed to have been properly effected;
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act, that is, by a three-fourths majority of members present and voting in person or by proxy.
 - (6) A declaration by the Chairperson of a special meeting that a special resolution has been passed as a special resolution, stating the number of votes in favour, the number of votes against, and the number of abstentions will be evidence of the fact and so recorded in the minutes.

12 QUORUM AT ANY GENERAL MEETING

- (1) At any general meeting of members 10 of the total of members who are entitled to vote and are present in person constitutes a quorum and
 - (a) each eligible member is entitled to one vote on each matter placed before the meeting for a vote;
 - (b) if a member has a direct or indirect pecuniary interest in any matter for discussion, or proposed contract, or matter that is made by, or for the consideration of the meeting, that member will disclose the nature and extent of that interest to the meeting;
 - (c) such disclosure by a member will be recorded in the minutes of the meeting at which it is made and the member will not take any part in deliberations or decisions of the meeting with respect to that contract, matter or consideration; and
 - (d) proxy votes do not count towards the establishment of a quorum.

- (2) When 60 minutes after the time specified on the notice for the holding of a general meeting have elapsed, the general meeting stands adjourned to the same time and place on the same day in the following week except where the meeting was called under rule 10 (2) (a) the meeting lapses.
- (3) When 60 minutes have elapsed from the time appointed in sub-rule (2) for the resumption of an adjourned general meeting and a quorum is not present, the members who are present in person may proceed with the business of the general meeting as if a quorum were present.
- (4) At the resumption of the adjourned meeting only that business that was left unfinished or on the agenda at the time of the adjournment may be transacted.
- (5) When a general meeting is adjourned for a period of 30 days or more, Chief Executive Officer must give new notice of the adjourned meeting to all members.

13 VOTING and PROXIES

- (1) Subject to these rules, each eligible member present in person, at any general meeting including the Chairperson being a member, is entitled to a deliberative vote
 - (a) where there is an equality of votes for and against any resolution before a general meeting, the Chairperson must not exercise a casting vote;
 - (i) in the event of an equality of votes the motion is lost;
 - (b) an eligible member may appoint another eligible member who is a natural person to be the proxy of the appointing member and to attend and vote on behalf of the appointing member on those matters specified on the proxy form at any general meeting;
 - (c) any appointment of a proxy must be on the Appointment of Proxy form provided by the Association for that purpose, signed by both the appointing member and the proxy, and specify whether the proxy may vote on all matters on behalf of the appointing member, or may vote only on matters specified on the form.
- (2) Resolutions at any general meeting
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a voices vote, standing vote, or show of hands;
 - (b) a special resolution put to the vote at an annual or a special general meeting will be decided in accordance with section 24 of the Act, that is, by a three-fourths majority of eligible members present and voting in person or by proxy.

14 ALTERATION TO THE RULES

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedures set out in sections 17, 18, and 19 of the Act, that is:

- (a) subject to 14 (1) (d) and 14 (1) (e) the Association may alter its rules by special resolution but not otherwise;
 - (b) within one month of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board of Directors certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
 - (c) an alteration to the rules of the Association does not take effect until sub-clause 1 (b) is complied with;
 - (d) an alteration of the rules of the Association having effect to change the name of the Association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e) an alteration of the rules of the Association having effect to alter the objects or purposes of the Association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects and purposes.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all of their provisions.

15 DISPUTE RESOLUTION PROCEDURE

- (1) The dispute resolution procedure set out in these rules applies to disputes between:
- (a) a member and another member;
 - (b) a member and the Association;
 - (c) the Association and the Association and any other party.
- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
- (a) a member of the Institute of Arbitrators & Mediators Australia;
 - (b) the parties to the dispute must, in good faith, make every attempt to settle the dispute by mediation.
- (5) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

16 NOMINATIONS and ELECTIONS

(1) Nominations

- (1) The Chief Executive Officer will be the Returning Officer of the Association for the purpose of conducting the election of the elected members to the Board of Directors by postal ballot.
- (2) Not less than 30 days before the date of the annual general meeting of members, the Returning Officer will forward by pre-paid post or electronic communication to all members according to their membership subscription class a nomination form and a list of all of the members who are in the same membership subscription class for the purpose of nominating a member of and from that same subscription class for election to the Board of Directors.
- (3) Nominations must close at 4:00 PM on the date shown on the nomination form which must be at least seven days prior to the date of the annual general meeting and must be addressed to "The Returning Officer" and mailed or otherwise delivered to the place designated on the nomination form.
- (4) Nominations received after the time and date indicated on the nomination form will remain sealed and initialled and marked by the Returning Officer "received too late" and preserved by the Returning Officer in that condition until rule 16 (3) (5) applies.
- (5) Nominees must have been a financial member of the Association for at least 12 months and in the same membership subscription class as the nominator wherever located.
- (6) Nominators must be a financial member of the Association at the time of making a nomination and be of and from the same membership subscription class as the nominee wherever located.

(2) Voting

- (1) Voting will be by postal ballot or electronic communication; and
 - (a) each eligible member is entitled to one vote for the nominee or nominees of his or her choice as appear on the same ballot paper and being of and from the same membership subscription class as the eligible member
- (2) In the event that there is a greater number of nominees in any one or more membership subscription classes than there are positions vacant the Returning Officer will
 - (a) forward by pre-paid post or electronic communication to all eligible members in the same membership subscription class as the nominee/s a
 - (i) a ballot paper listing the names of each of the nominees in that same membership subscription class;
 - (ii) instructions as to how to complete the ballot paper;
 - (iii) instructions for the return of the ballot paper including the time and date by which the ballot paper must be returned.
 - (b) call for two members who are not candidates or their nominators or

seconders, to act as scrutineers during the vote counting process.

- (3) Each eligible member will indicate on the ballot paper by a tick or a cross the names of the candidates *for* whom he or she wishes to vote; or
 - (a) alternatively, members may cross out the names of those candidates for whom he or she does *not* wish to vote.
- (4) Ballot papers that are delivered by any means to the Returning Officer after the time and date specified in the voting instructions will be initialled and marked by the Returning Officer “received too late” and retained until rule 16 (3) (5) applies.

(3) Elections

- (1) The Chairperson will remain in the Chair.
- (2) The Chairperson will announce the names and subscription class of the successful candidates in each membership subscription class.
- (3) In the event that the number of valid candidates equals the number of positions vacant the Chairperson will declare all of the nominees duly elected.
- (4) In the event that there are no nominations from a particular membership subscription class the Board is empowered to invite a financial member or members to fill the vacancy or vacancies the effect of such empowerment being to achieve a full complement of the Board according to these rules.
- (5) The Chief Executive Officer will keep custody of all nominations sealed and unsealed and all ballot papers sealed or unsealed for 30 days after the date of the annual general meeting and after that period has expired will destroy them by shredder or similar means.

17 HONOURS

(1) Life membership

- (1) One life membership may be bestowed at each annual general meeting.
- (2) At the same time as the issuing the notice of motion for the annual general meeting, the Chief Executive Officer will issue a notice calling for nominations for life membership.
- (3) The Executive Committee will review the nominations in confidence and may decide that no nomination will be forwarded to the annual general meeting. If there is more than one nomination, the Board of Directors will select and forward only one nomination for vote at the annual general meeting.
- (4) The awarding of life membership requires a three-fourths majority of the votes of the members voting in person or by proxy at the annual general meeting.
- (5) Any other honour as determined by the Association from time-to-time will be adjudicated and awarded exactly as in 17 (2) (3) and (4).
- (6) Life members have all of the rights and responsibilities of members including the right to vote but are not liable for any annual fees.

18 BOARD OF DIRECTORS

- (1) The Board of Directors is responsible for the formulation of the policy and for the

direction of the Association, subject to the will of the members, and will be comprised of:

- (a) One regionally appointed producer from the **MARGARET RIVER GI**
 - (b) One regionally appointed producer from the **GREAT SOUTHERN GI**
 - (c) One regionally appointed producer from the **GEOGRAPHE GI**
 - (d) Two regionally appointed producer from the **Pemberton, Manjimup and BLACKWOOD VALLEY GIs**
 - (e) Two regionally appointed producer from the **PEEL, PERTH HILLS, SWAN VALLEY GIs**
 - (f) One member elected from those representing small producers (being producers between 0-150 tonnes in any one financial year);
 - (g) One member elected from those representing medium producers (being producers between 151-1,000 tonnes in any one financial year);
 - (h) One member elected from those representing large producers (being producers over 1,000 tonnes in any one financial year);
 - (i) One appointment by the Margaret River Wine Association Board subject to Rule 18(3)(c)
 - (j) The Chief Executive Officer who is a paid employee and will participate in the deliberations at all meetings of the Association but does not have the right to vote whether a member or not.
- (2) Subject to rules 16(3)(4), 18(1)(a) to (18(1)(d) and 22(2), all members of the Board of Directors must be elected by the members in accordance with these rules .
- (3) (a) Board members will be entitled to serve for a period of two years.
- (b) One half of the Board of Directors will retire each year and the balance in the following year and retiring members will be eligible for re-election.
- (c) No Board member who has served on the Board of Directors for a period of three (3) consecutive full terms shall be eligible for election to the Board of Directors until the second annual general meeting following the date of conclusion of his last term as a Director.
- (5) At its first meeting following their election the Board members will elect from among their number:
- (a) a President;
 - (b) a Vice-President; and
 - (c) a Treasurer.
- (6) The Board of Directors may, by resolution at a meeting of the Board, invite and appoint a maximum of three persons who may be but are not necessarily members of the Association for the contribution of his, her or their particular skills or expertise to provide advice or expertise on a particular matter or carry out specific activities or

functions as the Board determines. Persons so appointed are not members of the Board and have no right to vote on any matter under the consideration of the Board.

- (7) The Board of Directors may delegate, in writing, to one or more subcommittees consisting of such number of members of the association as the Board of Directors thinks fit to exercise such functions as the Board of Directors delegates other than
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board of Directors or the Chief Executive Officer by the Act or any other law.
- (8) Any delegation under sub-rule (5) may be subject to conditions and limitations as to the exercise of that function as determined by the Board of Directors.
- (9) The Board of Directors may, in writing, revoke wholly or in part any delegation.
- (10) If a member of the Board of Directors or any subcommittee has a direct or indirect pecuniary interest in any matter for discussion, or proposed contract, or matter that is made by, or for the consideration of the meeting, that member will disclose the nature and extent of that interest to an Board of Directors
 - (a) such disclosure by a member will be recorded in the minutes of the meeting at which it is made and the member will not take any part in deliberations or decisions of any meeting with respect to that contract, matter or consideration.
- (11) All deliberations of the Board of Directors are confidential and may not be disclosed to any other person whether that person is a member or not.
- (12) All resolutions of the Board of Directors and sub-committees are resolutions of the committee-as-one and, as such, only the resolution itself is to be recorded in the minutes.

19 PRESIDENT AND VICE-PRESIDENT

- (1) Subject to sub-rule (2), the President must preside at all general meetings and Board of Directors meetings.
- (2) In the event of the absence from a general meeting of
 - (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President, a member elected by the other members present at the general meeting, must preside at any general meeting.
- (3) In the event of the absence from a Board of Directors meeting of
 - (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President, a Board of Directors member elected by the other Board of Directors members present must preside at the Board of Directors meeting.

20 CHIEF EXECUTIVE OFFICER

(1) *Responsibilities*

- (1) The Chief Executive Officer in carrying out the policy and direction of the Association as determined by the Board will:
- (a) manage the day-to-day administration, financial and operational functions, direct and control the staff of the Association whether paid or volunteer;
 - (b) comply with:
 - (i) section 27 of the Act with respect to the register of members of the Association;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association;
 - (iii) section 29 of the Act by maintaining a record of:
 - (i) the names and postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board of Directors and persons who are authorised to use the common seal of the Association;
 - (ii) the names and postal addresses and contact details of any persons who are appointed or act as trustees on behalf of the Association, and the Chief Executive Officer must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose.
 - (c) keep custody of all books, documents, records and registers; all securities, books and documents of a financial nature, and all accounting records of the Association including the annual financial reports;
 - (d) keep records of all moneys paid to or received by the Association;
 - (i) pay all moneys received into the bank account or accounts of the Association;
 - (ii) make payments from the funds of the Association as necessary for the day-to-day operations of the Association; and
 - (iii) in so doing ensure that all cheques are signed, and electronic transactions authorised by the Chief Executive Officer;
 - (e) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by keeping or causing to be kept
 - (i) such accounting records as correctly record and explain the financial transactions and financial position of the Association;

- (ii) accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
- (iii) accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
- (f) prior to each meeting of the Board of Directors Board convene a meeting of such members as are authorised by the Board of Directors to oversee the financial accounts of the Association;
- (g) prepare the annual budget of the Association for the approval of the Treasurer;
- (h) attend meetings of the Board of Directors.

(2) *Minutes of meetings*

- (1) The Chief Executive Officer must take, or cause to be taken, proper minutes of all and any general and Board of Directors meetings and then to be entered, after confirmation at the following general or Board of Directors meeting into the Association's system for the securing of the minutes.
- (2) The Chairperson must ensure that the minutes taken of a general or Board of Directors meeting are checked, amended by the appropriate procedures if necessary, and signed as a correct record by the Chairperson of the general or Board of Directors meeting to which those minutes relate, or signed by the succeeding Chairperson of the general meeting or Board of Directors meeting, as the case requires.
- (3) When the minutes have been signed as a correct record under these rules, they are, unless and until proved to the contrary, evidence that
 - (a) the general meeting or Board of Directors meeting (in the following sub-rules called "the meeting") to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did, in fact, take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

21 TREASURER

The Treasurer will:

- (1) submit to each meeting of the Board of Directors a report, balance sheet or financial statement as directed by the Board of Directors;
- (2) submit to members at each annual general meeting of the Association the accounts showing the financial position of the Association at the end of the immediately preceding financial year; and
- (3) perform such other duties as are imposed by these rules on the Treasurer.

22 CASUAL VACANCIES IN MEMBERSHIP OF BOARD

OF DIRECTORS

- (1) A casual vacancy occurs in the office of a Board of Directors member and that office becomes vacant if the Board of Directors member:
 - (a) being a natural person dies;
 - (b) resigns by notice in writing delivered to the Chief Executive Officer or, if the Board of Directors member is the Chief Executive Officer, to the President;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than
 - (i) three consecutive Board of Directors meetings without tendering an apology to the person presiding through the Chief Executive Officer and in such circumstances
 - (ii) the Board of Directors may resolve to declare the office vacant
 - (f) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board of Directors member.
- (2) Where a casual vacancy occurs under any of the circumstances mentioned in these rules the Board of Directors may fill the vacancy by invitation to a member of and from the same membership subscription class or, in the case of a regional board appointee, from the same regional board, whose representation was vacated.

23 PROCEEDINGS OF BOARD OF DIRECTORS

- (1) The Board of Directors must meet by any means including by teleconference for the dispatch of business not less than four times in each year.
- (2) The Committee is to determine the place and time of all Committee Meetings.
- (3) Special meetings of the Committee may be convened under rule 14.2 by:
 - (a) the Chairperson; or
 - (b) any two Committee Members.
- (4) The Chief Executive Officer must give each Committee Member at least 48 hours' notice of each Committee Meeting before the time appointed for holding the meeting.
- (5) Notice of a Committee Meeting must specify the general nature of the business to be transacted at the meeting.
- (6) Subject to rule 23 (7), only the business specified on the notice of the Committee Meeting is to be conducted at that meeting.
- (7) Urgent business may be conducted at Committee Meetings if the Committee

Members present at a Committee Meeting unanimously agree to treat the business as urgent.

- (8) Subject to Rule 23 (9) below, each Board of Directors member has a deliberative vote except the Chief Executive Officer where that person is a paid employee of the Association whether a member or not.
- (9) In the case of regionally appointed Board of Director members holding a joint role under rule 18(1)(d) or (e), such Board of Director members will together have one vote to be exercised jointly. This will be noted in the meeting minutes as a vote for the Regionally appointed position and the person who will cast the vote will be nominated at the beginning of any meeting and recorded as such in the meeting minutes.
- (10) A question arising at a Board of Directors meeting must be resolved by a majority of votes of the members of the Board by any means including by circular motion.
- (11) At a Board of Directors meeting five Board members constitute a quorum.
- (12) Subject to these rules, the procedure and order of business to be followed at a Board of Directors meeting must be determined by the agenda and any other matters raised by Board members present at the meeting.
- (13) As required under sections 21 and 22 of the Act, a Board of Directors member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board of Directors (except if that pecuniary interest exists only by virtue of the fact that the member of the Board of Directors is a member of a class of persons for whose benefit the Association is established), must
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board of Directors; and
 - (b) not take part in any deliberations or decision of the Board of Directors with respect to that contract.
- (14) Sub-rules (6) (a) and (b) do not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board of Directors is an employee of the Association.
- (15) The Chief Executive Officer must cause every disclosure made under sub-rule (6) (a) by a member of the Board of Directors to be recorded in the minutes of the meeting of the Board of Directors at which it is made.
- (16) All discussions and deliberations of the Board are confidential and may not be discussed with or disclosed to others whether a member or not;
 - (a) Only current board members and the Chief Executive Officer are privy to the minutes of any meetings of the Board.

24 REMUNERATION OF COMMITTEE MEMBERS

- (1) The Association may pay a Committee Member's travelling and other expenses as properly incurred:
 - (a) in attending Committee Meetings or sub-committee meetings;
 - (b) in attending any General Meetings of the Association; and

(c) in connection with the Association's business.

24 COMMON SEAL

- (1) The Association must have a common seal on which its corporate name appears in legible letters.
- (2) The common seal of the Association must not be used without the express authority of the Board of Directors and every use of that common seal must be recorded in the minutes of the meeting at which such authorisation was given.
- (3) The affixing of the common seal of the Association must be witnessed by the Chief Executive Officer and either one of the President or the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Chief Executive Officer.

25 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP

- (1) If, upon the winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of members.

26 CONFIDENTIALITY

- (1) All deliberations and decisions of the Association are strictly private among members:
 - (a) all circulars, reports and newsletters circulated to members are to be treated as confidential and for members only;
 - (b) no information concerning the affairs of the Association may be communicated to the public or media except by the person appointed by the Association for that purpose;
 - (c) any infringement of these rules will be dealt with under rule 10.

27 INDEMNITY

- (1) No director, member or employee of the Association shall be liable for the acts, receipts, neglects or defaults of any other director, member or employee or for loss or expense incurred by the Association through the insufficiency or deficiency of any title to any property acquired by or on behalf of the Association for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person or persons with whom any monies, security or effects shall be deposited or for any loss or error of judgement, omission, default or oversight on his or her part for any loss, damage or misfortune whatsoever that may occur in relation to the execution of the duties of his or her office or in relation thereto unless the same occurs through his or her own wilful neglect.

- (2) No director, member or employee of the association shall be under any personal liability beyond the assets of the Association at the time of any debts or claims of any kind against the Association in the event of the winding up or dissolution of the Association or in any other event.