

WINE INDUSTRY SUPPLIERS AUSTRALIA INC.
ABN: 73 455 915 365

EXPLANATORY MEMORANDUM FOR 2019 ANNUAL GENERAL MEETING

This Explanatory Memorandum (EM) has been prepared to accompany the Notice of Annual General Meeting of the members of the Wine Industry Suppliers Australia Inc. ABN 73 455 915 365 to be held at 4:00PM on Wednesday, 18 December 2019 at National Wine Centre, Corner of Botanic and Hackney Roads Adelaide SA 5000.

1. FINANCIAL STATEMENTS AND REPORTS

The financial statements for the year ended 30 June 2019 will be laid before the meeting for consideration. Members of the Committee will be available to participate in any discussion or respond to any questions in relation to the financial statements or reports. There is no requirement for a formal resolution on this item.

2. ELECTION OF MANAGEMENT COMMITTEE MEMBERS

In accordance with the Association's Constitution eight (8) of the ten (10) members of the Management Committee will retire due to the conclusion of their 2 year terms. Retiring members are eligible to re nominate for a further term.

Retiring members are:

- Paula Edwards; Winegrapes Australia
- Kate Bickford; DW Fox Tucker Lawyers
- Jordan Abbott; Bentleys SA
- Andrew McKelvie; Member Company: Cold Logic
- Ron van Buuren; Member Company: Hydra Consulting
- Cheryl-Lee Vanagelis; Member Company: IMCD Australia Ltd
- Robin Shaw; Wine Tourism Australia
- Graeme Little; Member Company: Seguin Moreau

Nominations for the eight (8) Management Committee Positions are open and must be lodged in writing to The Secretary by email (eo@wisa.org.au) or post (PO Box 1117, Adelaide SA 5000) by 5.00pm, 27 November 2019. Members nominating may elect to nominate themselves for either one or two year terms of office with the aim of achieving five (5) valid nominees prepared to undertake two (2) year terms and three (3) valid nominees prepared to undertake one (1) year terms.

The nominees for membership of the Management Committee (which will also confer their term of office) will be subject to an election at the Annual General Meeting by way of Ballot. See paragraph 5 of this Notice.

3. ADOPTION OF MINUTES

In accordance with the usual practice, members will be asked to agree that the minutes of the Annual General Meeting be confirmed by the Management Committee at its next meeting.

The Management Committee recommends that members vote in favour of the resolutions.

4. NOTICE OF CHANGE TO WISA CONSTITUTION

Members will be asked to accept the two special resolutions to change the WISA Constitution in respect to the Notice of Change dated 24 October 2019.

The Management Committee recommends that members vote in favour of the special resolution.

5. BALLOT

In anticipation of the two proposed Special Resolutions being passed, to change the WISA Constitution in accordance with the Notice of Change dated 24 October 2019, Members will be asked to vote by Ballot in relation to the individual nominees appointments to the Management Committee being for either one or two years.

By way of clarification, the Ballot will be run to elect no more than five (5) valid nominees receiving the highest votes to two (2) year terms and to appoint the three (3) valid nominees receiving the lowest votes to one (1) year terms.

Members nominating may like to nominate themselves for either 2 or 1 year terms of office.

If less than eight nominations are received a similar approach will be adopted. The intended result is to restore balance to the composition of the Management Committee terms so that at the 2020 Annual General Meeting 50% (as opposed to the current 80%) of the Committee will be due to retire (and be eligible for re-election).