

WINE INDUSTRY SUPPLIERS AUSTRALIA INC.

ABN: 73 455 915 365

NOTICE OF CHANGE

24 October 2019

Notice is hereby given that the members of the association intend to propose two special resolutions to change the Constitution of the Wine Industry Suppliers Australia Inc. ABN 73 455 915 365 at the next meeting of the members association (no earlier than 21 days from the date of this Notice) in the following manner.

SPECIAL RESOLUTIONS 1 & 2

In accordance with Association's Constitution, the special resolutions will be effective if passed by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at the meeting held not less than 21 days after the date of this Notice, in order to:

- 1) Ensure proper composition of the Committee; and
- 2) Ensure that there is balance of the knowledge on the Committee through retention of approximately 50% of the previous Committee Members at each Annual General Meeting.

It was acknowledged that in the year 2004, fifty (50) per cent of the Committee was elected for one year only. Thereafter each Committee Member was eligible to offer themselves for re-election upon the completion of two (2) years of service, with the intention that half of the positions on the Committee would be open for election each year.

A similar situation is acknowledged to exist in 2019 wherein eight (8) of the ten (10) Committee Members are due to retire at the 2019 AGM, meaning that as many as eight (8) Committee positions may be filled at the 2019 AGM (subject to valid nominations). It is open for retiring Committee Members to renominate however it is also open for other people to validly nominate and be elected to the Committee. It is possible that the future Committee may consist of only two (2) continuing Committee Members and up to eight (8) new Committee Members.

The WISA Constitution provides an intention that 50% of the Committee at each AGM be retained in any given year however despite this intention, an imbalance has arisen through the valid acts of the Committee over a period of years filling of a series of casual vacancies.

In order to restore retention of approximately 50% of the Committee from 2019 onwards, and in the event that there are eight (8) valid nominees put forward to fill the eight (8) Committee positions, it is intended that a 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. If less than eight nominations are received a similar approach will be adopted. The intended result is that 50% of the Committee will be due to retire (and be eligible for re-election) at the 2020 AGM.

In the year 2020 and thereafter each Committee Member will be eligible to stand for re-election for the completion of two (2) years of service, therein restoring balance to the Committee through retention of at least 50% of serving Committee Members in any given year.

SPECIAL RESOLUTION 1: Committee

In accordance with Association's Constitution, clause 7.1 Committee is to be amended to reflect the proposed changes in red below:

7.1 Committee

7.1 (c) the Committee shall consist of:

- (i) The Executive of the Association; and 4
- (ii) A maximum of **eight (8)** Ordinary Committee Members.

7.1 (d) The number of Committee Members (including the Executive and Ordinary Committee Members) at any one time shall not exceed ten (10).

7.3 (e) The Executive of the Association shall consist of:

- (i) the Chair
- (ii) the Vice Chair
- (iii) the Secretary
- (iv) the Treasurer

and one Committee Member can hold more than one but no more than two Executive Committee positions.

SPECIAL RESOLUTION 2: Composition

1. Vacancy

In accordance with Association's Constitution, clause 7.1(i) is to be amended to reflect the proposed changes in red below:

Clause 7.1(i)

In the event of a casual vacancy on the Committee occurring, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office:

- (a) subject to these Rules;
- (b) until the conclusion of the annual General Meeting next following the date of their appointment, but may then nominate for election to the Committee; **and**
- (c) **if elected at the annual General Meeting, they must sit for the duration of the original term that the committee member who vacated office would have held had they not prematurely vacated office.**

For avoidance of doubt:

- (d) **Where a member of the Association fills a position on the Committee created by a vacancy/casual vacancy, the member appointed in the place of the vacating committee member, must sit for the duration of the original term of the vacating committee member, and**
- (e) **if another member of the Association elects to be nominated at the annual General Meeting to fill the position originally created by the casual vacancy and is appointed to the Committee, they hold that position in substitution of vacating committee member and sit for the remainder of the original term.**

2. Number of Retiring Committee Members

In accordance with Association's Constitution, clause 7.2 is to be amended to reflect the proposed changes in red below:

Clause 7.2(b)

It is acknowledged that in the year **2004**, fifty (50) per cent of the Committee was elected for one year only. Thereafter each Committee Member was eligible to offer themselves for re-election upon the completion of two (2) years of service, with the intention that half of the positions on the Committee would be open for election each year.

It is acknowledged that, there are ten (10) Committee Members in the year 2019, and of that, eight (8) Committee Members are due to retire and be eligible for re-election, meaning that eight (8) Committee Member positions are up for election.

It is acknowledged that the objective of this Constitution is to ensure balance of the Committee through retention of approximately 50% of the Committee Member at each Annual General Meeting.

It is acknowledged that up to three (3) Committee Member positions being elected for 2020, will be elected for one year only. This will mean that up to five (5) out of the ten (10) Committee Members, will be due to retire and be eligible for re-election at the end of the year 2020.

In the year 2020 and thereafter each Committee Member will be eligible to offer themselves for re-election for the completion of two (2) years of service, with the intention that 50% of the positions on the Committee will be retained for election each year.

Clause 7.2(d)

Each member of the Committee shall retire bi-annually, but shall be eligible for re-election and shall continue to act until their successors take office, unless their appointment follows an event of casual vacancy,

If a member of the Committee's appointment follows an event of casual vacancy, the Committee Member must sit for the remainder of the term of office left by the former Committee Member' whos departure created the casual vacancy.

Clause 7.3(a)

If after the closing date for nominations and, prior to the time of the election, there becomes a vacancy on the Committee, the Committee shall treat such vacancy as a casual vacancy and shall forthwith fill such vacancy by appointing some person who would be eligible for election to the Committee at the forthcoming elections. In this event, the newly appointed person is to stand as a Committee Member for the remainder of the term that the former Committee Member would have fulfilled had they not vacated office, notwithstanding the newly appointed person's proper election at the next Annual General Meeting following the date of their appointment.

4. Confirmation

That the Minutes of the Meeting may be confirmed by the Management Committee at its next meeting.

On behalf of the Management Committee,



Jordan Abbott
Secretary & Treasurer
24 October 2019