

NEW SOUTH WALES



**CONSTITUTION OF THE NSW
WINE INDUSTRY ASSOCIATION**

Adopted by special resolution 15 August 2011

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

Associate Member means any person, association or organisation with a recognised role in the New South Wales wine industry which has been elected to associate membership in accordance with the Constitution. An Associate Member shall have all other privileges of a member except that the Associate member is not entitled to vote.

Association means the New South Wales Wine Industry Association Inc.

Committee means the Management Committee of the Association which shall be the governing body of the Association and which shall be called the Executive Committee.

Director-General means the Director-General of the Department of Services, Technology and Administration.

Executive Officer means a person appointed pursuant to clause 17A.

meeting includes a general meeting, a special general meeting and an annual general meeting;

Member means:

- (a) any association or organisation which represents growers of wine grapes or makers of wine in a wine region in New South Wales (a 'Regional Member'); or
- (b) any individual or company which grows grapes and/or makes wine in New South Wales (a "corporate member") and which has been elected to membership in accordance with the Constitution and includes an Associate Member.

ordinary Committee member means a member of the Committee who is not an office-bearer of the association.

secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office—the public officer of the association or the Executive Officer, whichever is determined by the President.

special general meeting means a general meeting of the association other than an annual general meeting.

Special Member means a sponsor who has made a sponsorship contribution to the Association and who has been admitted to membership. A Special Member is not entitled to vote.

the Act means the Associations Incorporation Act 2009.

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the Regulation means the Associations Incorporation Regulation 2010.

wine region means a wine region or location in relation to which there has been a determination by the Geographical Indications Committee (GIC) of Wine Australia.

- (2) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 1A – Name, Objects and Powers of NSW Wine Industry Association

1A. Name of Association

The Name of the Association is the New South Wales Wine Industry Association Inc.

1B. The Objects of the Association

- (1) The objects for which the Association is established are to:
 - (a) be a peak industry body for the New South Wales wine industry, making representations to Government and to Winemakers Federation of Australia, and other appropriate wine industry or associated organisations;
 - (b) have a state-wide voice on current Industry issues, developments and directions, reflecting associated NSW regional views;
 - (c) represent the New South Wales wine producers and wine grape growers in industrial, technical, commercial and political situations which affect the State and National industry;
 - (ca) promote NSW wine;
 - (d) foster education, promotion and understanding of the importance of wine in New South Wales;
 - (e) lobby State and National bodies emphasising viticultural research and development; and
 - (f) advance the interests of the NSW wine Industry, and those of its members.
- (2) The income and property of The Association shall be applied solely to the pursuit of the above objectives and no portion of this income and property shall be paid or transferred directly or indirectly by way of profit to the members of The Association, provided that nothing in this Constitution shall prevent the payment in good faith of remuneration to any officer or servant of The Association or to any member of The Association for any services actually rendered to The Association, or for reasonable and proper rent for premises let by any member to The Association

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1C Powers of Association

- (1) The Association shall have the powers of a natural person, and in particular the power to:
 - (a) construct, renovate, purchase, lease or otherwise acquire and maintain any property and to sell, convey, transfer, assign, charges of mortgage the same;
 - (b) insure the Association and the property of the Association against any risk, loss, damage or liability;
 - (c) borrow money and secure the payment thereof;
 - (d) employ and dismiss employees;
 - (da) enter into and terminate contracts;
 - (e) make donations;
 - (f) impose and collect subscriptions, fees, levies and any other charges;
 - (g) expel, suspend, disqualify and impose any other penalty;
 - (h) hear and adjudicate upon appeals;
 - (i) make rules, regulations and by-laws;
 - (j) appoint and remove sub-Committees;
 - (k) affiliate with any other organisation and to grant affiliation to any other organisation; and
 - (l) do all such things as are conducive to the attainment of the objects and powers of the Association or any of them.
- (2) The Association must not undertake promotional activity that results in the Association effectively being an underwriter, or that is likely to compromise the financial stability or viability of the association.

Part 2 - Membership

2 Membership generally

A person, association or organisation is eligible to be a member or associate member of the Association if:

- (a) the person, association or organisation is a member of the association known as New South Wales Wine Industry Association and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
- (b) the person, association or organisation:
 - (i) has applied for membership or associate membership of the Association as provided by rule 3; and
 - (ii) has been approved for membership or associate membership of the Association by the Committee of the Association.

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3 Nomination for membership of Association

- (1) A nomination of a person, association or organisation for membership or associate membership of the association:
 - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination. Acceptance of membership shall be in the absolute discretion of the Committee.
- (3) As soon as practicable after the Committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

4 Cessation of membership

A member ceases to be a member of the association if the member:

- (a) dies or ceases to exist (wound up or disbanded); or
- (b) resigns membership; or
- (c) is expelled from the association; or
- (d) fails to pay the annual membership fee under clause 8 (2) within 6 months after the fee is due.

5 Membership entitlements not transferable

A right, privilege or obligation which an entity has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another entity; and
- (b) terminates on cessation of the entity's membership.

6 Resignation of membership

- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.

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- (2) A member of the Association which has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than one month or not less than such other period as the Committee may determine) in writing to the secretary of the member's intentions to resign and, on the expiration of the period of notice, the member ceases to be member.
- (3) Where a member of the Association ceases to be a member pursuant to subclause (2) and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales at the principal place of administration of the association.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) is not to be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about an entity obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the entity a newsletter, a notice in respect of a meeting or event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8 Fees and subscriptions

- (1) A member of the Association shall, upon admission to the membership, pay to the Association a fee (called the admission fee) as determined by the Committee from time to time. Should a former member be re-admitted to membership of the Association within five years of the date he ceased to be a member, then that person shall not have to pay the admission fee.
- (2) In addition to any amount payable by the member under clause (1) a member of the Association shall pay to the Association an annual membership fee as determined by the Committee from time to time and payable by such date as determined by the Committee.

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- (3) The Executive Committee may determine a different admission fee and annual membership fee for Associate members and for Special Members.
- (4) A member of the Association that was a member of the association before the commencement of this Constitution (Commencement Date), and had not paid an admission fee by that date, shall from the Commencement Date be deemed to have paid that admission fee.

9 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the Committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by a resolution supported by at least two-thirds of the members of the Committee present and eligible to vote, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied

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that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the Committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - The Committee

13 Powers of the Committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the Committee which is to be called the Executive Committee:

- (a) is to control and manage the affairs of the association; and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association; and

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- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.

14 Composition and membership of Committee

- (1) The Committee shall consist of:
 - (a) the office-bearers of the Association;
 - (b) four members appointed from regions in accordance with Appendix 3;
 - (c) four members elected by corporate members in accordance with Appendix 3;
 - (d) a representative of the Wine Grapes Marketing Board;
 - (e) the NSW delegate to the body which elects the Winemakers Federation Executive (if not already a member of the Committee); and
 - (f) any person appointed by the Committee pursuant to sub-clause 14 (4).
- (2) The office-bearers of the Association shall be:
 - (a) the President; and
 - (b) 3 Vice-presidents;
 - (c) the Treasurer; and
 - (d) the Secretary.
- (3) The President is elected for a two-year period of tenure and shall remain in office for the tenure period, unless he or she resigns from office, and
 - (a) whether or not he or she remains the Nominee of a Member Region; and
 - (b) holds one vote as president while in tenure as president.
- (4) The Executive Committee shall have the right to appoint a person to be an ordinary member of the Committee provided that such person is a representative of an organisation.
- (5) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (6) A Committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (7) There is no requirement for all 3 Vice-President positions to be filled at any one time. One Vice-President position must be occupied.
- (8) Each member of the Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

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15 Election of Committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary Committee members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the association must be a member of the association.

16 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Committee, and
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and

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- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

17A Executive Officer

- (1) The Executive Committee shall have the right to appoint a person to be the Executive Officer of the association.
- (2) The role of the Executive Officer is to manage the day-to-day affairs of the association and to provide administrative support to the Executive Committee.
- (3) The Executive Officer shall report directly to the President of the association.

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

19 Removal of Committee members

- (1) The association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to

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each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Committee meetings and quorum

- (1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the president or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the president or, in the president's absence, the vice-president agreed by a majority of the members of the committee present and eligible to vote, is to preside, or
 - (b) if the president and a vice-president are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

21 Delegation by Committee to sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.

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- (2) A function the exercise of which has been delegated to a sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-Committee may meet and adjourn as it thinks proper. The sub-Committee must report to the Committee as soon as practicable after each meeting of the sub-Committee.
- (8) A sub-Committee shall include at least one member of the Committee who shall be the Convenor of any meeting of the sub-Committee and the sub-Committee shall meet as the Convenor shall determine.

22 Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting and eligible to vote.
- (2) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

Part 4 - General Meetings

23 Annual general meetings—holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

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24 Annual general meetings—calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of the association during the last preceding financial year;
 - (c) to elect office-bearers of the association and ordinary Committee members;
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act;
 - (e) to elect an auditor or auditors (if required) who shall not be a member or closely related to a member of the management Committee.
- (3) An annual general meeting must be specified as such in the notice convening it.
- (4) An annual general meeting is not a special meeting as defined in clause 25.

25 Special general meetings—calling of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

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26 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27 Quorum & Procedure for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

28 Presiding member

- (1) The president or, in the president's absence, a vice-president agreed by a majority of the members of the committee present and eligible to vote, is to preside as chairperson at each general meeting of the association.
- (2) If the president and a vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

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29 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31 Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

32 Voting

- (1) Upon any question arising at a general meeting of the Association a member other than an Associate Member and a Special Member, has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than five proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is not entitled to exercise a second or casting vote.
- (4) An Associate Member shall have all other privileges of a member except that the Associate Member shall not be entitled to vote.
- (5) A Special Member shall have all other privileges of a member except that the Special Member shall not be entitled to vote.

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- (6) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.
- (7) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

33 Appointment of Proxies

- (1) Each member (other than an Associate Member or Special Member) shall be entitled to appoint another member as proxy by notice given to the secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.
- (3) Each member (other than an Associate Member or Special Member) shall be entitled to appoint an alternate nominee.

34 Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

35 Insurance

The association may effect and maintain insurance.

36 Funds—source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

37 Funds—management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the association, being members or employees authorised to do so by the Committee.

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38 Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Committee member, and pursuant to clause 10(2), may only be made pursuant to a special resolution passed by the association

38A Custody of Common Seal

- (1) The common seal of the Association shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee, and the affixing of the common seal shall be attested by the signatures either of two Office-bearers of the association, or an office-bearer of the Association and of the public officer or secretary.

39 Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

40 Inspection of books etc

- (1) Subject to clause 40(3), the following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association;
 - (b) this constitution;
 - (c) minutes of all Committee meetings and general meetings of the association.
- (2) Subject to clause 40(3), a member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) The association is not obliged to disclose any document or part of a document that contains the confidential information of the association, or a member or an employee of, or a contractor to, the association.

41 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

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- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42 Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.



APPENDIX 1 - APPLICATION FOR MEMBERSHIP OF NSW WIA

(Clause 3 (1))

.....
[name of association]

Incorporated (incorporated under the Associations Incorporation Act 2009)

I,
[full name of applicant]

of
[address]

.....
[occupation]

hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....
Signature of applicant

Date:

I,
[Full name]

a member of the association, nominate the applicant for membership of the association.

.....
Signature of proposer

Date:

I,
[Full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....
Signature of seconder

Date:

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APPENDIX 2 - FORM OF APPOINTMENT OF PROXY

(Clause 32(2))

..... of
(Full name) (address)

being a nominee of NSW SOUTH WALES WINE INDUSTRY ASSOCIATION INC

.....
(name of Member)

hereby appoint of
(full name of proxy) (address)

as my proxy to vote for and on behalf of my Member Organisation at the general meeting of the New South Wales Wine Industry Association (or annual meeting, or special general meeting, as the case may be) to be held on theday of 20... and at any adjournment of that meeting.

..... / /20
(Signature of Member Nominee appointing proxy) (date)



APPENDIX 3 - RULES FOR ELECTION OF MEMBERS OF THE COMMITTEE

(Clause 14(1))

1. Method of Election of Wine Region Members of the Committee

NSW wine region members of the Executive Committee members shall be determined as follows:

- a) Hunter Valley: The Hunter Valley Wine Industry Association shall nominate one Executive Committee Member;
- b) Riverina: The Riverina Winemakers Association Inc shall nominate one Executive Committee Member;
- c) Central Ranges: the Executive Officer shall contact the regional associations within the Central Ranges zone two months prior to the AGM seeking nominees. If there is more than one nominee, the members of the Association present at the AGM shall select the member from the names provided by the regions in that zone. If there are no nominees, the members of the Association present at the AGM shall elect a member as the Central Ranges member.
- d) Rest of New South Wales: the Executive Officer shall contact all other NSW wine region members seeking nominees. If there is more than one nominee, the members of the Association present at the AGM shall select the member from the names provided from the regions involved. If there are no nominees, the members of the Association present at the AGM shall elect a member as the Rest of NSW member.

2. Method of Election of Corporate Members of the Committee

- (a) The Executive Officer shall contact the corporate members two months prior to the AGM seeking nominees from members to the four positions. Nominations must be on the nomination form set out in Appendix 4. All nominations must be seconded by the President of the NSW WIA.
- (b) Company members shall elect four members to the Executive Committee at the AGM from the nominees tabled at the meeting.
- (c) Voting for the positions occurs at the AGM using pre-printed ballot papers. Members receive a number of ballot papers equal to their voting rights as per the table below:

Membership Category (tonnes)	Votes for the election of Committee Members
0-249	1
250-499	2
500- 999	3
1000-5000	4
5000 plus	5



APPENDIX 4 – CORPORATE REPRESENTATIVE NOMINATION FORM

(Clause 2, Appendix 3)

I, _____ (name)

of _____ (company)

hereby nominate _____

For election to the Executive Committee of the NSW Wine Industry Association Inc for [*year*]

Signature of Nominee: _____

Signature of Seconder: _____

Note: All nominations must be seconded by the President of the NSW WIA

Nomination forms should be returned to the Executive Officer by [*date*] either by fax, email or post.