

**RULES of  
VICTORIAN WINE INDUSTRY ASSOCIATION, INC.  
trading as WINE VICTORIA**

**TABLE OF PROVISIONS**

<i>Regulation</i>	<i>Page</i>
<b>PART 1—PRELIMINARY</b>	<b>3</b>
1 Name	3
2 Purposes	3
3 Financial year	3
4 Definitions	3
<b>PART 2—POWERS OF ASSOCIATION</b>	<b>4</b>
5 Powers of Association	4
6 Not for profit organisation	4
<b>PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES</b>	<b>4</b>
<b>Division 1—Membership</b>	<b>5</b>
7 Minimum number of members	5
8 Who is eligible to be a member or associate member	5
9 Application for membership	5
10 Consideration of application	5
11 New membership	5
12 Annual subscription and fee on joining	5
13 General rights of members	6
14 Rights not transferable	6
15 Ceasing membership	6
16 Resigning as a member	7
17 Register of members	7
<b>Division 2—Disciplinary action</b>	<b>7</b>
18 Grounds for taking disciplinary action	7
19 Disciplinary subcommittee	7
20 Notice to member	8
21 Decision of subcommittee	8
22 Appeal rights	8
23 Conduct of disciplinary appeal meeting	9
<b>Division 3—Grievance procedure</b>	<b>9</b>
24 Application	9
25 Parties must attempt to resolve the dispute	9
26 Appointment of mediator	9
27 Mediation process	10
28 Failure to resolve dispute by mediation	10
<b>PART 4—GENERAL MEETINGS OF THE ASSOCIATION</b>	<b>10</b>
29 Annual general meetings	10
30 Special general meetings	11
31 Special general meeting held at request of members	11
32 Notice of general meetings	11
33 Proxies	12
34 Use of technology	12
35 Quorum at general meetings	12
36 Adjournment of general meeting	13
37 Voting at general meeting	13
38 Special resolutions	14
39 Determining whether resolution carried	14
40 Minutes of general meeting	14

<b>PART 5—BOARD</b>	<b>15</b>
<b>Division 1—Powers of Board</b>	<b>15</b>
41 Role and powers	15
42 Delegation	15
<b>Division 2—Composition of Board and duties of members</b>	<b>15</b>
43 Composition of Board	15
44 General Duties	15
45 Chairperson and Deputy Chairperson	16
46 Secretary	16
47 Treasurer	17
<b>Division 3—Election of Board members and tenure of office</b>	<b>17</b>
48 Who is eligible to be a Board member	17
49 Desired skills for Board	17
50 Election of Board	18
51 Election of Chairperson etc.	18
52 Election of ordinary members	18
53 Ballot	18
54 Term of office	19
55 Vacation of office	20
56 Filling casual vacancies	20
<b>Division 4—Meetings of Board</b>	<b>20</b>
57 Meetings of Board	20
58 Notice of meetings	20
59 Urgent meetings	21
60 Procedure and order of business	21
61 Use of technology	21
62 Quorum	21
63 Voting	21
64 Conflict of interest	21
65 Minutes of meeting	22
66 Leave of absence	22
<b>PART 6—FINANCIAL MATTERS</b>	<b>22</b>
67 Source of funds	22
68 Management of funds	22
69 Financial records	23
70 Financial statements	23
<b>PART 7—GENERAL MATTERS</b>	<b>23</b>
71 Common seal	23
72 Registered address	23
73 Notice requirements	23
74 Custody and inspection of books and records	24
75 Winding up and cancellation	24
76 Alteration of Rules	25

# Rules of Victorian Wine Industry Association Incorporated, trading as Wine Victoria

## Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated association is “Victorian Wine Industry Association Incorporated”. The Association trades under the name “Wine Victoria”.

### 2 Purposes

The purposes of the Association are to promote and represent the interests of Victorian winemakers and grape growers of all sizes on state and national issues through a single organisation.

### 3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

### 4 Definitions

In these Rules—

***absolute majority***, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);

***associate member*** means a member referred to in rule 8(2).

***Board*** means the Board having management of the business of the Association;

***Board meeting*** means a meeting of the Board held in accordance with these Rules;

***Board member*** means a member of the Board elected or appointed under Division 3 of Part 5;

***Chairperson***, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 45;

***disciplinary appeal meeting*** means a meeting of the members of the Association convened under rule 22(3);

***disciplinary meeting*** means a meeting of the Board convened for the purposes of rule 21;

***disciplinary subcommittee*** means the subcommittee appointed under rule 19;

***financial year*** means the 12 month period specified in rule 3;

***general meeting*** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

***member*** means a member of the Association, and includes an associate member, except where expressly provided or the context requires otherwise;

***member entitled to vote*** means a member who under rule 13(2) is entitled to vote at a general meeting;

*person* includes a person, firm, association (incorporated or unincorporated) or corporation;

*special resolution* means a resolution that requires not less than three-quarters of the members voting at a general meeting or not less than three-quarters of the Board members voting at a meeting of the Board, as the case may be, whether in person or by proxy, to vote in favour of the resolution;

*the Act* means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

*the Registrar* means the Registrar of Incorporated Associations;

*Victorian grape grower* means a person who, on a commercial basis in Victoria, grows grapes for use in the production of wine.

*Victorian wine producer* means a person who, on a commercial basis in Victoria:

- (i) produces wine, or has wine produced for them, for commercial sale to other persons; or
- (ii) purchases bulk wine for, and sells it under, their own brand.

*Victorian wine region* means the peak association of a wine region in Victoria.

## PART 2—POWERS OF ASSOCIATION

### 5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any manner in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

## PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

## **Division 1—Membership**

### **7 Minimum number of members**

The Association must have at least 5 members.

### **8 Who is eligible to be a member or associate member**

- (1) Any person who is a Victorian wine producer, a Victorian grape grower or a Victorian wine region is eligible for membership.
- (2) Any person who wishes to be a member of the association but does not qualify under rule 8(1) is eligible for associate membership.
- (3) The Board may from time to time establish different categories of membership and associate membership.

### **9 Application for membership**

- (1) To apply to become a member of the Association, a person must submit a written application to the Association stating that the person—
  - (a) wishes to become a member of the Association; and
  - (b) supports the purposes of the Association; and
  - (c) agrees to comply with these Rules.
- (2) The application—
  - (a) must be signed by the applicant; and
  - (b) must be accompanied by the joining fee (if any).

#### **Note**

The joining fee is the fee (if any) determined by the Association under rule 12(3).

### **10 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

### **11 New membership**

- (1) If an application for membership is approved by the Board—
  - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Board approves the person's membership; or
  - (b) the person pays the joining fee.

### **12 Annual subscription and fee on joining**

- (1) At each annual general meeting, the Association must determine—
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.

**Note**

The Board is entitled to determine additional amounts payable by members (or classes of members) from time to time under rule 67.

- (2) The Association may determine that a lower annual subscription is payable by associate members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription, or any other amount payable to the Association, by the due date are suspended until the subscription is paid.

### **13 General rights of members**

- (1) A member entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 74; and
  - (f) to inspect the register of members.
- (2) A member is a member entitled to vote if—
  - (a) the member is not an associate member; and
  - (b) more than 10 business days have passed since they became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.
- (3) An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

### **14 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

### **15 Ceasing membership**

- (1) The membership of a person ceases on their resignation, expulsion, death, insolvency, liquidation, administration, cessation or dissolution, as the case may be.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## **16 Resigning as a member**

- (1) A member may resign by notice in writing given to the Association.

### **Note**

Rule 73(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Board.

- (2) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than 12 months in arrears; or
  - (b) where no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## **17 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) if the member is an associate member, a note to that effect;
    - (v) any other information determined by the Board; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

### **Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **Division 2—Disciplinary action**

## **18 Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

## **19 Disciplinary subcommittee**

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee of three or more persons to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Board members, members of the Association or anyone else; but

(b) must not be biased against, or in favour of, the member concerned.

## **20 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **21 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may vote to—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **22 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.



- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

### **23 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision to suspend or expel the person is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Division 3—Grievance procedure**

### **24 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Board;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **25 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### **26 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days—

- (a) notify the Board of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Board; or
    - (ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who—
- (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **27 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
- (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.
- (3) The parties must share the costs of the mediation equally, unless the parties agree otherwise.

## **28 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

## **29 Annual general meetings**

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and

- (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
  - (c) to elect the members of the Board who are standing for election (or re-election);
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **30 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

#### **Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 32 and the majority of members at the meeting agree.

### **31 Special general meeting held at request of members**

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by members with at least 10% of the votes that may be cast at a special general meeting.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **32 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 31(3), the members convening the meeting) must give to each member of the Association—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—

- (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 33(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

**Note**

Rule 22(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **33 Proxies**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 32 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

### **34 Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **35 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 34) of the lesser of 10 members and 10% of the members entitled to vote.

- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
- (a) in the case of a meeting convened by, or at the request of, members under rule 31— the meeting must be dissolved;
- Note**
- If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 31.
- (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **36 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

#### **Example**

The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

### **37 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3) and subrule (5), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.
- (5) The Board may from time to time by special resolution grant additional voting rights to any member that is Victorian wine region, if and to the extent that the financial contribution made by that member in the current financial year reflects contributions on behalf of Victorian wine producers and / or Victorian grape growers.
- (6) The Board may from time to time by special resolution suspend the right to vote of a Victorian wine producer and/or Victorian grape grower who pays their annual subscriptions or makes other financial contributions, which would otherwise be payable to the Association, to a Victorian wine region who is then granted additional voting rights in accordance with sub-rule 37(5).

**Note**

Sub-rule 37(6) was inserted pursuant to a special resolution of members at a Special General Meeting on 21 June 2021.

### **38 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

**Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Board member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

### **39 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

### **40 Minutes of general meeting**

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

- (3) In addition, the minutes of each annual general meeting must include—
- (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 33(6); and
  - (c) the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and
  - (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—BOARD**

### **Division 1—Powers of Board**

#### **41 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **42 Delegation**

- (1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

### **Division 2—Composition of Board and duties of members**

#### **43 Composition of Board**

The Board consists of—

- (a) a Chairperson; and
- (b) if elected, a Deputy Chairperson; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ordinary members (if any) elected under rule 52.

#### **44 General Duties**

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—
 so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

**45 Chairperson and Deputy Chairperson**

- (1) Subject to subrule (2), the Chairperson or, in the Chairperson's absence, the Deputy Chairperson (if any) is the Chairperson for any general meetings and for any Board meetings.
- (2) If the Chairperson and the Deputy Chairperson (if any) are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a Board meeting—a Board member elected by the other Board members present.

**46 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 17; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 69(3), all books, documents and securities of the Association in accordance with rules 71 and 74; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.



- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (4) The Board may delegate some or all of the Secretary's responsibilities under these Rules to a person appointed by the Board.

#### **47 Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds.
- (2) The Treasurer must—
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.
- (4) The Board may delegate some or all of the Treasurer's responsibilities under these Rules to a person appointed by the Board..

### **Division 3—Election of Board members and tenure of office**

#### **48 Who is eligible to be a Board member**

A person is eligible to be elected or appointed as a Board member if the person—

- (a) is 18 years or over; and
- (b) is a member of the Association (including an associate member), or is an employee or officer of a member of the Association (including an associate member), or is otherwise eligible as a result of a decision of the Board.

#### **49 Desired skills for Board**

The Association will endeavour to appoint members of the Board with expertise in one or more of the following fields:

- (a) grape growing;
- (b) winemaking;
- (c) marketing;
- (d) finance;
- (e) business management and administration;
- (f) government policy processes and public administration;
- (g) strategic management;
- (h) administration of research and development;

- (i) technology;
- (j) law;
- (k) human resource management;
- (l) communications.

## **50 Election of Board**

- (1) Prior to the election of the Board, the Chairperson of the meeting must call for nominations to fill the number of Board positions which are available.
- (2) An eligible member of the Association may—
  - (a) nominate himself or herself; or
  - (b) with the member's consent, be nominated by another member.

## **51 Election of Chairperson etc.**

- (1) Once the Board members have been elected, they will vote amongst themselves at the next Board meeting for the following positions:
  - (a) Chairperson;
  - (b) if determined by the Board, Deputy Chairperson;
  - (c) Secretary;
  - (d) Treasurer.
- (2) If only one member is nominated for a position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 53.

## **52 Election of ordinary members**

- (1) The outgoing Board must by resolution decide the number of members of the Board to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of Board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 53.

## **53 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a person to act as returning officer to conduct the ballot.
  - (2) The returning officer may be the executive officer of the Association.
  - (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
  - (4) The election must be by secret ballot, unless the meeting by special resolution has determined otherwise.
  - (5) If a secret ballot is to be held, the returning officer must give a blank piece of paper to—
    - (a) each member present in person; and
    - (b) each proxy appointed by a member.
-

**Example**

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

**Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

**54 Term of office**

- (1) Subject to the remainder of this rule and rule 55, a Board member holds office until the positions of the Board for the following year have been determined.
- (2) A Board member shall be elected for a two-year term, and may be re-elected.
- (3) A general meeting of the Association may—
  - (a) by special resolution remove a Board member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the Chairperson may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.
- (6) Half of the members of the Board shall be vacated at each annual general meeting, and
  - (a) the Board members whose positions are to be the subject of election are those whose current tenure (i.e. the period since they were most recently elected / re-elected) is the longest;

- (b) if there are more Board members that qualify under subrule 6(a) than vacancies, and all wish to stand for re-election, the Board members who must stand for re-election shall be determined by ballot; and
  - (c) if there are an odd number of Board members, the number shall be rounded down when determining the number of vacancies.
- (7) The Board may, by special resolution of the Board, remove a Board member from office.

### **55 Vacation of office**

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she—
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 66; or
  - (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

#### **Note**

A Board member may not hold the office of secretary if they do not reside in Australia.

### **56 Filling casual vacancies**

- (1) The Board may appoint an eligible person to fill a position on the Board that—
  - (a) has become vacant under rule 54 or rule 55; or
  - (b) was not filled by election at the last annual general meeting; or
  - (c) has been determined by the Board as desirable on the basis of skills required by the Board or the Association, including those listed in rule 49.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 54 applies to any Board member appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

## **Division 4—Meetings of Board**

### **57 Meetings of Board**

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the Chairperson or by any 4 Board members.

### **58 Notice of meetings**

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.

- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

### **59 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **60 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

### **61 Use of technology**

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **62 Quorum**

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 61) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

### **63 Voting**

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

### **64 Conflict of interest**

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

**Note**

Under section 81(3) of the Act, if there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

## **65 Minutes of meeting**

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 64.

## **66 Leave of absence**

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

## **PART 6—FINANCIAL MATTERS**

### **67 Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

### **68 Management of funds**

- (1) The Association must open one or more accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

- (4) All funds of the Association must be deposited into the financial accounts of the Association no later than 5 working days after receipt.
- (5) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## **69 Financial records**

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Board.

## **70 Financial statements**

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Board;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **71 Common seal**

The Association does not have a common seal.

### **72 Registered address**

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—the postal address of the Secretary.

### **73 Notice requirements**

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.

- (2) Subrule (1) does not apply to notice given under rule 59.
- (3) Any notice required to be given to the Association or the Board may be given—
  - (a) by handing the notice to a member of the Board; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Board determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association.

#### **74 Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

##### **Note**

See note following rule 17 for details of access to the register of members.

- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

*relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

#### **75 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.



- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **76 Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association.

### **Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

