



Annual General Meeting Board Member Voting Process 24 November 2021

1. Background

At the 2021 Annual General Meeting, eligible members will be invited to vote on the appointment of members to the Board of Wine Victoria. The Constitution of Wine Victoria (rule 53) outlines the voting process to be followed by way of secret ballot where the number of members nominated exceeds the number to be elected. This process requires a blank piece of paper be provided to each member or their proxy present at the meeting so that they may write the name of the candidate(s) they want appointed.

Due to the current COVID-19 pandemic and the associated government restrictions on gatherings, the 2021 Annual General Meeting will be held as a virtual meeting (where members can attend via zoom link). Accordingly, the ballot process detailed in rule 53 will not enable members and their proxies to vote for the nomination of Board members. Therefore, in accordance with rule 53(4), members are requested to resolve by special resolution that the election of members to the Board be conducted in accordance with section 2 of this document. This process aims to adopt a ballot process that follows the process detailed in rule 53, with changes to enable it to be conducted in a virtual meeting. The number of votes to apply for each virtual ballot paper is determined by the Constitution and has been outlined in section 3 of this document.

Unless the context otherwise requires, words and phrases defined in the Constitution shall bear the same meaning in this document.

2. Process for election of members to the Board

The ballot to elect candidates to the position of a member of the Board of Wine Victoria is proposed as follows:

- (A) The returning officer will enable
 - (a) each member; and
 - (b) each proxy appointed by a member,
entitled to vote and attending the meeting virtually via the Zoom platform (**voter**) to vote via the Zoom platform, or such other technology as the returning officer reasonably directs at the meeting, (**virtual ballot paper**).
- (B) Each voter must place a tick (or equivalent mark) on the virtual ballot paper against the name of each candidate for whom they wish to vote. The voter must not place a tick (or equivalent mark) against the names of more candidates than the number to be elected. The name of the voter may be evident to the returning officer by the voter's use of the virtual ballot paper.
- (C) Each virtual ballot paper that does not comply with paragraph (B) is not to be counted.



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- (D) Each virtual ballot paper on which the name of a candidate has a tick (or equivalent mark) made against their name shall count as a vote or votes for that candidate as prescribed by the Constitution.
- (E) 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.
- (F) If the returning officer is unable to declare the result of an election under paragraph (E) above 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 paragraphs (A) to (E) above 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. In this instance, the choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat, as agreed by those candidates.

3. Voting Rights of each member

Subject to the below paragraph, each member entitled to vote has one vote on any question arising at a general meeting.

At the Special General Meeting on Wine Victoria on 16 June 2021, the members approved the FY22 Fee Structure including voting entitlements of Wine Regions. In accordance with the FY22 Fee Structure and as resolved by the Board, each Wine Region that is entitled to vote at the 2021 Annual General Meeting is entitled to the following number of votes:

Wine Region		
Fees paid to Wine Victoria	Wine Region (based on minimum fee payable)	Number of Votes entitled to
Up to \$4,999	Alpine Valleys, Beechworth, Glenrowan, Goulburn Valley, Henty, Murray Valley, Strathbogie Ranges, Sunbury, Swan Hill, Upper Goulburn	2 votes
\$5,000 to \$9,999	Bendigo, Geelong, Gippsland, Grampians, Macedon Ranges, Pyrenees,	3 votes
\$10,000 to \$24,999	Heathcote, King Valley, Mornington Peninsula, Rutherglen	4 votes
\$25,000 or more	Yarra Valley	5 votes