

## MINUTES OF SPECIAL GENERAL MEETING

A Special General Meeting of Wine Victoria members was held at

**4pm AEST on Wednesday 16 June 2021** at

Handpicked Wines Cellar Door, 80 Collins St Melbourne, and by Zoom videoconference.

### PRESENT:

<b>Angie Bradbury</b>	Chair, Wine Victoria
<b>Rob Cairns</b>	WV Board Member, Treasury Wine Estates
<b>Megan de Jong</b>	WV Board Secretariat
<b>Rob Hawkings</b>	Beechworth
<b>Ellie Vince</b>	Brown Brothers
<b>Michael Dal Zotto</b>	Dal Zotto
<b>Dan Buckle</b>	WV Board Member, Domaine Chandon
<b>Ian Hopkins</b>	Heathcote
<b>Martin Slocombe</b>	Henty
<b>Olivia Barrie</b>	MPVA
<b>Paul Derrico</b>	MVWI
<b>Natalie Pizzini</b>	Pizzini
<b>Gordon Gebbie</b>	Rathbone Wine Group
<b>Peter Yeoman</b>	Scotchmans Hill
<b>Alistair Hicks</b>	Wine Gippsland
<b>Annalee Nolan</b>	Winemakers of Rutherglen
<b>Jon Baxter</b>	WOKV
<b>Caroline Evans</b>	YVW
<b>Matt Turner</b>	Zilzie
<b>Alex Stevenson</b>	Macedon Ranges Vignerons
<b>Bruce Achchow</b>	Grampians Winemakers
<b>Richard Howden</b>	WV General Manager, Programs
<b>Rachael Sweeney</b>	WV General Manager, Policy
<b>Ashley Spencer</b>	Board Member and Secretary
<b>George Mihaly</b>	Paradigm Hill
<b>Angela Brown</b>	All Saints Winery
<b>Belinda Thomson</b>	Crawford River Winery Wine
<b>Jane Campbell</b>	Campbells of Rutherglen
<b>Robin Brockett</b>	Wine Geelong

### Apologies

Barbara Gallo, Trifon Estate  
Matt Fowles, Fowles Estate  
Damien Sheehan, Grampians

### Opening Remarks:

The Chair of the Board, Angie Bradbury, welcomed all those in attendance, thanking them for joining. The Chair acknowledged the traditional owners of the land, the Wurundjeri people. It was noted that a quorum was present at the meeting and declared the meeting open at 4pm (Melbourne time).

The rollercoaster of 2021 continues, and the upcoming easing of restrictions was noted. Wine Victoria is in a great position, ending the financial year with 100% of member fees being paid. The Chair thanked the members for their support of Wine Victoria in what has been a challenging year.

As background, the Chair outlined that a new constitution was approved at the AGM in November 2019. One of the commitments of the new constitution was that a new membership fee structure would be brought to members each year for the following financial year. This meeting is to set the fees for this coming FY, and each year the fees will be reviewed to ensure that we have a model that works for all members. The principles of the fee structure were outlined at last year's AGM, and extensive consultation of the new model had been undertaken over the past few months with members. The aim of the new fee structure was to provide a clear and transparent model to members. The strength of the regional wine associations is acknowledged, and the relationship and the connectivity of the regions is something that Wine Victoria is very keen to hold on to. The Chair noted the proposed FY22 Fee Structure for Wine Victoria accompanied the Notice of Meeting.

### (1) Questions:

The Chair asked if any members had any questions about the proposed resolutions before moving into the formal voting.

- (a) **Alister Hicks, President of Wine Gippsland** asks for clarification on the voting rights for the current proposal
- (b) **Ashley Spencer, Wine Victoria Board Member** responds by referring to the membership proposal paper, that outlines the following:

Each full member will retain one vote (regardless of the size of their fee) save for the following exceptions:

- **Members paying via Wine Region** – for members paying via their Wine Region Association, they will not be entitled to vote at a member meeting, in effect giving increased voting rights to their Wine Region Association; and
- **Wine Region association** – each Wine Region Association will be given greater voting rights to reflect the size of the region and their members who pay their Wine Victoria fees through that association. The Voting Rights for a Wine Region Association will be as outlined in the document.

- (c) **Alister Hicks, President of Wine Gippsland** responds by asking that regardless of size outside of a Regional Association, a direct member is entitled to a vote? What constitutes a small or large winery to entitle them to a vote?
- (d) **Ashley Spencer** responds that the intention is that members would pay their fees through their Regional Association but that this structure allows for a mechanism for members to join as direct members including where it is not possible to join via a Wine Region (i.e., not part of an existing GI).
- (e) **Angie Bradbury** adds that Wine Victoria would strongly encourage wineries to join the Association through their Regional Association. Wineries larger than 1000 tonnes need to join Wine Victoria directly.
- (f) **Jon Baxter, Winemakers of King Valley Association**, asks if the Regional Association collects more fees from their members than the minimum fee outlined by Wine Victoria, can they keep the extra funds?
- (g) **Angie Bradbury** replies that no, the funds are collected on behalf of Wine Victoria. There is a minimum to ensure ongoing viability of Wine Victoria.
- (h) **Bruce Achchow, Grampians Winemakers** asks for clarification on voting protocols and fairness if a region is entitled to the number votes outlined in the proposed structure, but a direct member could outvote regions. He acknowledges the intention of the Board is not for this to happen but asks what safeguards there are around this.
- (i) **Ashley Spencer** responds that the discretion around suspension of votes lies with the Board – if the Board was concerned that more members were joining directly than via Wine Regions then as a matter of good governance the Board would need to re-consider this position and revoke the voting suspension if it deemed appropriate.

With no further questions, the Chair moved to propose the resolutions for consideration by the members.

## **(2) Special General Meeting Agenda Item 2:**

### **Constitution Amendment – Voting Rights Proposed Special Resolution – Resolution 1:**

The Chair noted that in order to give effect to the proposed change to voting rights outlined in the FY22 Fee Structure, a change to the Constitution is required to give the Board the power to suspend the voting rights of each wine producer and grape grower who pays their membership fees through their Wine Region Association.

Accordingly, members were requested to consider, and if appropriate, pass the following resolution as a special resolution.

*“That approval be given to amend the Constitution of Wine Victoria by inserting the following new sub rule 37(6):*

“(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).”

**(3) Special General Meeting Agenda Item 3:**

**New Membership Fee Structure -Proposed Ordinary Resolution – Resolution 2:**

The Chair further noted that the members are requested to consider, and if appropriate pass the following resolution as an ordinary resolution.

*“To adopt the annual subscriptions and new fee structure detailed in the circulated Membership Fee Proposal Paper for the FY2021-2022 Financial Year, conditional upon and subject to passing the first resolution of this special general meeting to amend the Constitution.”*

The Chair noted that a poll would be taken on both resolutions at this point in the meeting and invited each member and proxy holder to vote in person or via the poll conducted through the Zoom video conference facility.

**(4) Poll Voting**

The Chair announced the results of the polls. The results of the polls were as follows:

<b>Resolution 1</b>	<b>Member Votes</b>
Votes <b>for</b> the resolution	19
Votes <b>against</b> the resolution	1

<b>Resolution 2</b>	<b>Member Votes</b>
Votes <b>for</b> the resolution	18
Votes <b>against</b> the resolution	2

Proxy votes were also received on each proposed resolution as follows:

Instruction	Member Votes
The proxy is to vote <b>for</b> resolution 1 and resolution 2	4
The proxy is to vote <b>against</b> resolution 1 and resolution 2	0

The Chair declared that the votes in favour for resolution 1 and resolution 2 were in excess of 75% and 50% respectively, and accordingly both resolutions have been passed.

#### (5) General Business

- **Caroline Evans, Yarra Valley** informed members that she and **Olivia Barrie, Mornington Peninsula Wine** are working on inviting a guest speaker, Mary Retallack, to present at workshops this year. She invites other members that if they are interested in sharing costs and resources to contact her.
- **Angie Bradbury** also notes that we are rapidly approaching election time, Wine Victoria will be going into planning mode to form election priorities and policy positions.

#### (6) Closure

The Chair declared the meeting closed at 4.40pm.

Signed as a true and correct record on

A handwritten signature in black ink, appearing to read 'Angie Bradbury', written over a dotted line.

Angie Bradbury

Chair

Dated: 4 July 2021