

# THE AUSTRALIAN WINE RESEARCH INSTITUTE LTD

## LEVY PAYER NOMINATION FORM

The Australian Wine Research Institute Ltd (AWRI) hereby calls for nominations to fill three pending vacant positions on its Board of Directors. This form sets out the relevant sections of the AWRI Constitution for levy payers information and should be completed according to the instructions provided below, in order to make a valid nomination.

### Extract of AWRI Constitution

- 25.2 The Board will consist of the following persons, each a Director of the Company ...
- (c) six persons who are nominated and/or elected by Wine Grape Levy Payers in the manner set out in this clause 25.2(c) and Schedule 1 attached, provided that at any time there must not be more than one director appointed under this clause who is employed by, or who represents:-
    - (i) the same company; or
    - (ii) any company and a Related Body Corporate
- 25.3 It is the intention that the Directors will possess the necessary skills, expertise and experience to:
- (a) develop an understanding of and be competent to deal with the current and emerging issues facing the Company;
  - (b) develop and have knowledge of the scientific aspects of the Company;
  - (c) exercise independent judgment;
  - (d) provide an industry perspective to the direction and the priorities of the Company's research, development and extension activities;
  - (e) encourage enhanced performance of the Company;
  - (f) effectively review and challenge the performance of management; and
  - (g) otherwise comply with their duties as Directors.
- 25.4 For avoidance of doubt each Director appointed under this clause 25 is a natural person and while they hold office is also a Member of the Company. However any employer or associate of that Director has no entitlement to become a Member by reason of that association or employment.
- 25.5
- (a) The method of appointment of the persons as Directors by the Levy payers referred to in clause 25.2(c) will be as is set out in the Rules contained in Schedule 1 attached.
  - (b) Subject to clause 25.6, at all time up to 2 persons may be nominated by each of the Small, Medium and Large Levy Payers.
  - (c) For the avoidance of doubt persons nominated by either Small, Medium or Large Levy Payers are not to be construed as representing the particular interests of that classification but to facilitate a mix of Directors across the classifications.
- 25.6
- (a) Whenever a Director is to be appointed, the Members must ensure that, to the extent possible, the Director is nominated by the Small, Medium or Large Levy Payers (as the case may be) such that, following the appointment of that Director, there are two Directors who have each been nominated by Small, Medium and Large Levy Payers (as contemplated by clause 25.5(b)).
- 26.3 All Directors will hold office for a period of three years or such other period as might be determined by the Board from time to time.
- ...
- 28.2 Subject to the transitional provisions in clause 25.6(b), until the office has been vacated under clause 29 or until the appointment is determined by the Board:

- (a) each of the three longest serving members of the Board will hold office for 3 years until 31 December of the third year;
- (b) each subsequent member of the Board nominated or elected by the Levy Payers will hold office for a period of three years from the date of their appointment. For the purposes of this clause the date of appointment will be the next 1 January following the annual general meeting at which their election was ratified;

**Extract from Schedule 1 of the AWRI Constitution**  
**Rules for election of Directors**

Definitions:

...

**Group of Companies** means:

- (a) Two or more companies where at least 50% of the issued share capital of each is held:
  - (i) in the name of;
  - (ii) on behalf of; or
  - (iii) in trust for, a common shareholder or shareholders.
- (b) Two companies where at least 50% of the issued share capital of one is held:
  - (i) in the name of;
  - (ii) on behalf of;
  - (iii) or in trust for, the other.
- (c) Any number of companies who would, but for this sub-clause, comprise two distinct groups of companies under (a) or (b) above where at least 50% of the issued share capital of one or more companies in a group is held:
  - (i) in the name of;
  - (ii) on behalf of; or
  - (iii) in trust for, one or more companies of the other group of companies.

...

**Levy Payer** means:

- (a) an owner of a winery or distillery;
- (b) a partner in a partnership owning a winery or distillery; or
- (c) a Director or the equivalent of an association, body corporate, company, or group of companies owning a winery or distillery;

which has paid, or is liable to pay, the *Wine Grape Levy*. For the purposes of these Rules and the Constitution of the Company the following Categories apply:-

- **Small Levy Payers** are Levy Payers who crush up to 2,000 tonnes of winegrapes per annum;
- **Medium Levy Payers** are Levy Payers who crush between 2,001 and 50,000 tonnes of winegrapes per annum; and
- **Large Levy Payers** are Levy Payers who crush more than 50,000 tonnes of winegrapes per annum.

...

**4. Nomination process**

4.1 How nominations are made

...

- (e) Nominations for election returned to the AWRI Returning Officer will be in writing and will include:
  - (i) the full name, address and signature of the nominee;
  - (ii) the full name and address of the Levy Payers proposing and seconding the nomination and the title and name of the person signing on behalf of the Levy Payer;

- (iii) information on whether the proposer and seconder are Small, Medium or Large Levy Payers; and
  - (iv) a declaration by the nominee, proposer and seconder that the nominee has, in their opinion, the necessary skills, expertise and experience to satisfy clause 25.3 of the Constitution.
- (f) The proposer and seconder of a nomination cannot propose or second another nomination for the election. In the event that a Levy Payer proposes or seconds more than one nomination, the AWRI Returning Officer will accept the first nomination proposed or seconded.
  - (g) The AWRI Returning Officer will determine the Category from the information provided by the Levy Payer on the nomination.
  - (h) A Levy Payer can only propose or second a nomination for a Director in relation to the Category to which it belongs.
  - (i) Where a person has been nominated in more than one Category, he or she will be deemed to be in the Category in which he or she received the highest number of nominations. If he or she received an equal number of nominations for more than one Category, he or she will be deemed to be in the Category in the nomination first received by the ARWI Returning Officer.

...

#### 4.3 If required number of candidates are nominated

- (a) If only the required number of candidates for a category are nominated, the AWRI Returning Officer will declare them duly elected and will advise the Chairperson of the Directors of the result.

...

#### 4.5 If more candidates are nominated

If more candidates are nominated for a category than there are vacancies, a postal ballot of Levy Payers in that category will take place in accordance with Rule 5.

...

### 6. Calculation of votes

The number of votes which any Levy Payer may cast will be calculated and determined in accordance with the following scale:-

For tonnes of grapes in respect of which the Levy Payer is currently assessed for payment of the Wine Grapes Levy under the *Primary Industries Levies and Charges Collection Act 1991*, *Primary Industries (Excise) Levies Act 1999 (Cwlth)*, or any amendment or re-enactment of or substitution for those Acts for the time being in force, and appearing on the last return in the possession of DAFF for that Levy Payer:

- (a) Up to 100 tonnes of grapes - 1 vote.
- (b) For each additional 100 tonnes of grapes:
  - (i) in excess of 100 tonnes; and
  - (ii) up to 1,000 tonnes
    - an additional vote.
- (c) For each additional 200 tonnes of grapes:
  - (i) in excess of 1,000 tonnes; and
  - (ii) up to 5,000 tonnes
    - an additional vote.
- (d) For each additional 500 tonnes of grapes in excess of 5,000
  - an additional vote.

# Nominee details and Levy Payer Declaration

Completed nomination forms must be returned to:  
The AWRI Returning Officer  
Ms Shiralee Dodd  
The Australian Wine Research Institute Ltd  
PO Box 197  
GLEN OSMOND SA 5064

This nomination form must be signed by two levy payers eligible to vote in this election.

## Declaration of Proposer and Seconder

We declare that we are *Wine Grapes Levy Payers* under the *Primary Industries Levies and Charges Collection Act 1991* as amended and that the levy category circled below for each of us is correct. We hereby nominate the following person as a Director of The Australian Wine Research Institute Ltd, and declare that the nominee possesses the necessary skills, expertise and experience to satisfy Clause 25.3 of The Australian Wine Research Institute Ltd Constitution:

Name of nominee.....

Address of nominee.....

Dated the.....day of.....2013.

**Proposer**.....**Signature**.....  
(Print name)

Name of proposer’s organisation.....

Address .....

Position.....  
(Proposer must be **Owner/Partner** of a partnership/**Director** of a body corporate, company or group of companies)

Category of levy payer:      Small (crush up to 2,000 tonnes of grapes p.a)  
(Please circle one)              Medium (crush between 2,001 and 50,000 tonnes of grapes p.a.)  
   Large (crush more than 50,000 tonnes of grapes p.a.)

**Seconder**.....**Signature**.....  
(Print name)

Name of seconder’s organisation.....

Address .....

Position.....  
(Seconder must be **Owner/Partner** of a partnership/**Director** of a body corporate, company or group of companies)

Category of levy payer:      Small (crush up to 2,000 tonnes of grapes p.a)  
(Please circle one)              Medium (crush between 2,001 and 50,000 tonnes of grapes p.a.)  
   Large (crush more than 50,000 tonnes of grapes p.a.)

**Please note:** The Proposer and Seconder should, where possible, be from the same category of levy payers. Otherwise the nomination will be deemed to be made by the category of levy payer to which the Proposer belongs. Please also ensure the Nominee signs the “Declaration of Nominee”.

**Declaration of Nominee**

I declare that I am a person that possesses the necessary skills, expertise and experience to satisfy Clause 25.3 of The Australian Wine Research Institute Ltd Constitution and consent to the above nomination.

Name of Nominee:.....

Signed.....

Contact Telephone No. ....

Contact Email address: .....

**NOMINATIONS CLOSE AT 5 PM FRIDAY, 27 SEPTEMBER 2013**

Candidates may prepare a profile/statement of not more than 250 words in support of their nomination to be distributed with the ballot-papers. Profile/statements must reach the AWRI Returning Officer no later than the close of nominations.