

## Election of Directors by Levy Payers Instructions and Director Nomination Form

The Australian Wine Research Institute Ltd (AWRI) is calling for nominations to fill two pending vacant positions on its Board of Directors. One position is elected by the small category of Wine Grapes Levy payers and one position is elected by the medium category of Wine Grapes Levy payers.

Interested candidates must be proposed and seconded by levy payers, using the form below. Please complete all sections, following the instructions provided. **Nominations close at 5:00 pm CDT on Friday, 20 October 2023.**

This document also includes the relevant sections of the AWRI Constitution that relate to the election of Directors to assist levy payers who wish to nominate a candidate.

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

or by email to [returningofficer@awri.com.au](mailto:returningofficer@awri.com.au)

### Nominee name and proposer and seconder details

This nomination form must be signed by two levy payers eligible to nominate and vote in this election (levy payers in the small and medium Wine Grapes Levy Payer categories).

#### Person being nominated

Name of nominee .....  
(Print name)

#### Person nominating candidate

Name of proposer .....  
(Print name)

Name of proposer's organisation (i.e. the levy payer)

.....

Address of organisation

.....

.....

Position of proposer

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

- Category of Proposer:            Small Wine Grape Levy Payer  
(Please circle one)                (crush less than 2,000 tonnes of grapes p.a.)
- Medium Wine Grape Levy Payer  
(crush between 2,001 tonnes and 50,000 tonnes of grapes p.a.)

**Person seconding candidate**

Name of seconder .....  
(Print name)

Name of seconder's organisation (i.e. the levy payer)

.....

Address of organisation

.....  
.....

Position of seconder

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

Category of seconder (Please circle one):

- Grape Research Levy Payer
- Small Wine Grape Levy Payer (crush less than 2,000 tonnes of grapes p.a.)
- Medium Wine Grape Levy Payer (crush between 2,001 and 50,000 tonnes of grapes p.a.)
- Large Wine Grape Levy Payer (crush more than 50,000 tonnes of grapes p.a.)

**Declaration of Proposer and Seconder**

We declare that we are:  
(Please circle one or both if relevant)

- Grape Research Levy Payers
- Wine Grapes Levy Payers

under the *Primary Industries Levies and Charges Collection Act 1991* and the *Primary Industries (Excise) Levies Act 1999*, as amended and that the levy category circled above for each of us is correct. We hereby nominate the abovenamed 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:

Signature of Proposer:.....

Signature of Secunder:.....

**Please note:** The Proposer and Secunder 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' (overleaf).

**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

.....

Address of nominee

.....

.....

Signature of nominee .....

Contact telephone no. ....

Contact email address:

.....

**NOMINATIONS CLOSE AT 5 PM FRIDAY CDT, 20 October 2023**

Candidates are strongly encouraged to prepare and submit a profile/statement, including a picture, of not more than 250 words in support of their nomination for use in the event of an election. The profile/statement must reach the AWRI Returning Officer no later than the close of nominations.

Extracts from the AWRI Constitution relevant to the nomination and election of Directors are provided on the following pages.

## Extract of AWRI Constitution

Defined terms [definition of levy payers]:

...

**Grapes Research Levy** or **GRL** means the levy payable on fresh grapes, dried grapes and/or grape juice produced in Australia and delivered to a processing establishment in Australia pursuant to the *Primary Industries Levies and Charges Collection Act 1991*, the *Primary Industries (Excise) Levies Act 1999*, or any amendment or re-enactment of, or substitution for, those Acts for the time being in force.

**GRL Payer** means a sole producer, partner of a partnership or the director or the equivalent of an association, body corporate, company or group of companies producing grapes and who has paid or is liable for the Grapes Research Levy.

**WGL Payer** means an owner of a winery or distillery, a partner of a partnership owning a winery or distillery, or 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 for the Wine Grapes Levy. For this purpose, the following classifications of Levy Payers will apply:-

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

**Wine Grapes Levy** or **WGL** means the levy payable imposed on grapes used in the wine making process as defined under the *Primary Industries Levies and Charges Collection Act 1991*, the *Primary Industries (Excise) Levies Act 1999 (Cwlth)*, or any amendment, re-enactment of, or substitution for those Acts for the time being in force.

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### 25. Composition of Board

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25.2 The Board will consist of the following persons, each a Director of the Company:

- (a) the Managing Director of the Company as an ex officio Director;
- (b) up to six Appointed Directors; and
- (c) four Elected Directors.

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:

- (a) each Director must be 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.
- (b) Elected Directors are not to be construed as representing the particular interests of the Category that elected them.

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## **27. Elected Directors**

27.1 Elected Directors will be elected in accordance with this clause and Schedule 1 PROVIDED THAT at any time there must not be more than one Elected Director who is employed by, or who represents:

- (a) the same company; or
- (b) any company and a Related Body Corporate of that company.

...

## **28. Terms**

28.1 The terms of Directors will be in accordance with this clause 28.

28.2 It is intended that:

- (a) Appointed Directors will commence their term on the 1 November immediately following their appointment;
- (b) Elected Directors will commence their term on the 1 January immediately following their election.

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28.4 Subject to this Constitution:

- (a) Elected Directors will be appointed for an initial period of three years, or such shorter period as might be determined by the Board (Initial Elected Term);
- (b) upon expiration of that Initial Elected Term, the Elected Director may be re-elected under clause 27 and Schedule 1 for one or more further periods.

## **Extract of Schedule 1 of AWRI Constitution**

### **Rules for the election of Elected Directors by Levy Payers under Clause 27.1**

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#### **4 Nomination process**

##### **4.1 How nominations are made**

The nomination procedure will be as follows:-

- (a) Nominations for an election will be called at least twenty-one days prior to the date determined for their closure, by notice delivered in such a manner determined by the Returning Officer, acting reasonably and with the intention of notifying all Levy Payers.
- (b) The notice will advise the date when nominations will close and the method by which the nominations must be made.
- (c) It will also include extracts of:-
  - (i) information from the Constitution concerning the definition of Small, Medium and Large WGL Payers and GRL Payers; and
  - (ii) the clauses of the Constitution dealing with the election of Elected Directors by the Levy Payers and their term of office.
- (d) The Returning Officer will inspect the nominations which have been made and notify the Chairperson as soon as practical but no later than 5 business days after the nominations have closed if an election under Rule 5 is required.
- (e) Nominations for election returned to the 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 the Category applicable to the proposer and seconder; 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 Returning Officer will accept the first nomination proposed or seconded.

- (g) The Returning Officer will determine the Category from the information provided by the Levy Payer on the nomination.
- (h) A Levy Payer can only propose a nomination for an Elected Director in relation to the Category to which it belongs.
- (i) While it is desirable for the Proposer and Seconder to be from the same Category, a nomination will still be valid if the Seconder is from a different Category to the Proposer. In these circumstances, the Returning Officer shall deem the nomination to be in the Category of the Proposer.
- (j) 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 Returning Officer.

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

If only one candidate for a Category is nominated, the Returning Officer will declare them duly elected and will advise the Chairperson of the result.

**4.4 If more candidates are nominated**

- (k) If more than one candidate is nominated for a Category, the Returning Officer must conduct an election for that Category (**Specified Category**) in accordance with Rule 5.

**4.5 If no candidate is nominated**

- (a) If no candidate for a Category is nominated, the Returning Officer will advise the Chairperson, who shall then call for at least two oral nominations from the Members.
- (b) The Chairperson will then instruct the Returning Officer to conduct an election by the Levy Payers of the relevant Category in accordance with Rule 5.

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**6. Votes of Levy Payers**

Each Levy Payer may cast one vote only for a candidate nominated in the category to which the Levy Payer belongs. In the event the Levy Payer belongs to more than one category, for example the small WGL category and the GRL category, that Levy Payer may cast one vote only in each category to which it belongs.