

AWRI

Election of Directors of The Australian Wine Research Institute Limited (AWRI) by Levy Payers

This document sets out the process for electing Directors to the Board of the AWRI. It is largely an extract of the relevant sections of the Schedule of the AWRI Constitution which explains the election process.

1. Defined terms

AWRI means The Australian Wine Research Institute Limited.

Board means the Board of the Directors of the Company.

Category means a category of Small Levy Payers, Medium Levy Payers or Large Levy Payers, as the case may be.

Company means The Australian Wine Research Institute Limited.

Constitution means the Constitution of the Company as amended from time to time.

DAFF means the Department of Agriculture, Fisheries and Forestry or such other government department which assumes responsibility from time to time for the collation of grape tonnages to assess levy obligations of wine grape growers in accordance with the scale referred to in these Rules.

Director includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director.

Institute means The Australian Wine Research Institute Ltd.

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,

who/which has paid, or is liable to pay, the *Wine Grape Levy* (and is on the current DAFF list of levy payers).

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.

(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) (text from Clause 25.5 (c) of the AWRI Constitution).

2. Returning Officer

The AWRI Returning Officer will send Levy Payers appearing on the current DAFF list of Levy Payers (excepting those who have elected not to receive correspondence from the AWRI) an invitation to nominate a suitable candidate as a levy payer elected Director in accordance with these Rules.

If a ballot is required DAFF will appoint the DAFF Returning Officer, whose responsibilities will be:

- (a) confirming, in accordance with DAFF policy and instruction, whether a Levy Payer is considered a Small, Medium or Large Levy Payer (each a **Category**) in reference to the Company's formula in clause 1.1 of the Constitution and of these Rules;
- (b) forwarding the Ballot-paper prior to an election to those levy payers in the category for which an election is required; and
- (c) calculating the number of votes attributed to the Levy Payer.

Any information provided by DAFF in this process will be deemed to be correct.

3. Appointment of Directors

The Levy Payer vacancies on the Board are to be filled by the appointment of a maximum of two Directors at any time as nominated by each of the three Levy Payer Categories, totalling six Levy Payer Directors.

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 posted to each Levy Payer by the AWRI Returning Officer.
- (b) The notice will advise the date when nominations will close and the address to which the nominations must be returned.
- (c) It will also include extracts of:
 - (i) information from the AWRI Constitution concerning the definition of Small, Medium and Large Levy Payers;
 - (ii) the method of calculation of votes from these Rules; and
 - (iii) the clauses of the AWRI Constitution dealing with the appointment of Directors by the Levy Payers and their term of office.
- (d) The AWRI Returning Officer will inspect the nominations which have been returned and notify DAFF as soon as practical but no later than seven days after the nominations have closed if a ballot is required.
- (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.

4.2 Returning Officer to determine candidates

- (a) The AWRI Returning Officer will determine the candidates for each of Small, Medium and Large Levy Payers.
- (b) The process for electing Directors in these Rules is to be repeated for each Category.

4.3 If required number of candidates are nominated

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.

4.4 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** alone, will take place.

5. Postal ballots

A postal ballot of Levy Payers will be conducted by the DAFF Returning Officer as follows:

- (a) Not less than seven business days before the day fixed by the DAFF Returning Officer as the closing date, the DAFF Returning Officer will forward to each Levy Payer a Ballot paper, prepared and provided to him or her by the AWRI Returning Officer, on which will be printed:
 - (i) the full names of candidates for each Category in drawn order;
 - (ii) the number of candidates for each Category required to be elected; and
 - (iii) the method of voting.

The Ballot-paper will be accompanied by a postage-paid envelope addressed to the DAFF Returning Officer for the return of the material.
- (b) An election will not be invalidated by a failure of any individual Levy Payer to receive a Ballot-paper. However any Levy Payer who declares to the DAFF Returning Officer that they have not received a Ballot-paper may be issued a second Ballot-paper.
- (c) Any Levy Payer voting will, with respect to their Category, strike out the name or names of the candidate or candidates for whom they do not wish to vote. No more and no less than the number required for election in their Category should be left unmarked.
- (d) The number of votes the Levy Payer is entitled to cast will be written on the Ballot-paper by DAFF Returning Officer.
- (e) On the back of the Ballot-paper a person exercising the vote on behalf of the Levy Payer will declare that they are exercising the only vote for this Levy Payer and will print their name on the Ballot-paper, together with the name of the Levy Payer and their title.
- (f) The Ballot-paper must be posted to the DAFF Returning Officer in the return-addressed envelope provided.
- (g) If the DAFF Returning Officer is not able to identify the Levy Payer or the person signing on their behalf, the Ballot-paper will be excluded from the ballot.
- (h) Only those Ballot-papers which reach the DAFF Returning Officer by the closing date will be included in the ballot.
- (i) As soon as practicable but within 14 days after the close of the ballot, the DAFF Returning Officer will open all envelopes which have been received by the close of the ballot and will commence the inspection.

- (j) In each case the declaration will be checked and the number of votes to which the Levy Payer is entitled will be endorsed on the Ballot-paper as determined by the DAFF Returning Officer, and calculated on the tonnage declared on the last return DAFF holds for the Levy Payer.
- (k) The DAFF Returning Officer will allocate the votes to the appropriate candidate or candidates.
- (l) On any equality of votes for candidates at the inspection, the DAFF Returning Officer will decide by lot which candidate or candidates will be elected.
- (m) The DAFF Returning Officer will inform the AWRI Returning Officer of:
 - (i) the result of the election, and
 - (ii) the number of votes received by each candidate.
- (n) The AWRI Returning Officer will then notify the Chairperson of the Directors of the result.

7. Role of the AWRI Board and DAFF

- (a) It is acknowledged that:
 - (i) the AWRI is not entitled to receive certain information from DAFF concerning the tonnages of grapes produced by the Levy Payers;
 - (ii) these Rules require DAFF to be involved in the election process where there is more than one candidate for a position;
 - (iii) the DAFF Returning Officer is not under the day-to-day control of the AWRI; and
 - (iv) the AWRI is not permitted to verify the information provided by DAFF, including without limitation the tonnage and Category of any Levy Payer or the number of votes cast by a Levy Payer for any candidate.
- (b) The AWRI and its Directors are not liable to any proposer, seconder, candidate or Levy Payer for any act or omission of DAFF contemplated in these Rules.

Contact us

For further information on the election of Directors to the AWRI, please contact Shiralee Dodd:

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If you have not received or have lost your ballot paper please contact DAFF, Levies Revenue Service, to arrange for another one to be issued:

Phone 1800 020 619