



Wine Grape Growers Australia Incorporated (Australian Vignerons)

ABN 15 475 806 313

Notice of Annual General Meeting

Wine Grape Growers Australia Incorporated (Australian Vignerons) (Association) gives notice that a meeting of its members will be held on **Tuesday 13th November 2018**, at 2.30pm in The Gallery at the National Wine Centre, Cnr Botanic & Hackney Roads, Adelaide.

ORDINARY BUSINESS

1 Minutes

To confirm the minutes of the annual general meeting of the Association held on 15th November 2017.

2 Accounts

To receive and consider the Financial Report and the Reports of the Directors and of the Auditor for the year ended 30 June 2018.

3 Association performance

To receive information from the Chairperson, Joanna Andrew and Chief Executive Officer, Anna Hooper about the Association's performance.

4 Proposed Amalgamation

To consider and, if thought fit, to pass the following resolutions as special resolutions:

- (a) that the amalgamation of the Association with the Winemakers' Federation of Australia Incorporated (WFA) pursuant to Section 22(1) of the *Associations Incorporation Act 1985* (SA) to form a single incorporated association, to be named 'Australian Grape and Wine Incorporated' (AGWI), be approved;
- (b) that the new constitution for AGWI, which has been circulated to the members, be adopted;
- (c) that the Association's existing member, The Wine Grape Council of South Australia Incorporated, and the existing members of WFA be approved as the initial members of AGWI on incorporation of AGWI; and
- (d) that the current directors of the Association be authorised to do any act, matter or thing and to execute and deliver any other document as may be necessary, advisable or incidental in connection with the preceding resolutions.

5 Other Business (not for formal resolution)

Joanna Andrew
Chairperson

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Members with sufficient information to assess the merits of each resolution contained in the accompanying Notice of Annual General Meeting.

It is recommended that Members read this Explanatory Memorandum in full before making any decisions in relation to the resolutions.

1 Minutes

Section 51(1)(b) of the *Associations Incorporation Act 1985* (SA) (**AI Act**) requires the minutes of the annual general meeting held in 2017 to be confirmed by the members at a subsequent general meeting.

2 Accounts

Section 35(6) of the AI Act requires the committee of a 'prescribed association' that has members to cause:

- (a) the audited accounts in respect of the previous financial year;
 - (b) the auditor's report on those accounts; and
 - (c) the report of the committee prepared in accordance with section 35(5) of the AI Act,
- to be laid before the members of the association at the annual general meeting of the association.

There is no requirement for these reports to be formally approved by Members.

3 Association performance and prospects

The Chief Executive Officer will be presenting about the Association's performance and future prospects.

4 Proposed Amalgamation

The Association is seeking to amalgamate with the Winemakers' Federation of Australia Incorporated (**WFA**) pursuant to Section 22 of the AI Act (**Proposed Amalgamation**).

The Association and WFA are proposing to enter into a deed of amalgamation (**Deed of Amalgamation**) pursuant to which the parties agree to amalgamate in accordance with Section 22 of the AI Act and the terms of the Deed of Amalgamation.

The Deed of Amalgamation is supplementary to the provisions of the AI Act which govern the Proposed Amalgamation and provides for commercial terms and other details agreed by the parties with respect to the Proposed Amalgamation which are not provided for in the AI Act.

The Deed of Amalgamation requires the approval of the members of the Association and AV for the Proposed Amalgamation to be undertaken, as set out below.

It is proposed that the new name of the amalgamated association will be Australian Grape and Wine Incorporated (**AGWI**).

4.1 Process for amalgamation

To effect an amalgamation of two incorporated associations pursuant to Section 22 of the AI Act:

- (a) the members of the associations must resolve by special resolution to amalgamate; and
- (b) the associations must apply to the Commissioner of Consumer and Business Services (**CBS**) for amalgamation as a single incorporated association.

The Association therefore seeks the members' approval of the Proposed Amalgamation and to proceed with the application to CBS for amalgamation.

4.2 **New Constitution**

An application to CBS for amalgamation must be accompanied by a copy of the rules of the association proposed to be formed by the amalgamation.

The proposed new constitution for AGWI has been circulated to the members (**New Constitution**).

The New Constitution has been based on the existing constitution of WFA, with amendments as summarised in the table in Attachment A.

The Association therefore seeks the members' approval of the New Constitution.

4.3 **Incorporation of new association**

Pursuant to Section 22(4) of the AI Act, where CBS is satisfied:

- (a) that the association proposed to be formed by the amalgamation is eligible to be incorporated under the AI Act; and
- (b) that the rules of that association conform with the requirements of the AI Act; and
- (c) that the name of that association:
 - (i) is not such as to be misleading as to the nature, objects or purposes of the association;
 - (ii) is not such as is likely to be confused with the name of any other body corporate or any registered business name;
 - (iii) is not undesirable as a name for an incorporated association;
 - (iv) conforms with any direction of the Minister relating to the names of incorporated associations,

CBS must register the rules of the association and issue to the association a certificate of incorporation.

4.4 **Effect of amalgamation**

On the date that CBS issues the certificate of incorporation for AGWI, pursuant to Section 22(6) of the AI Act:

- (a) the new association, AGWI, becomes a body corporate;
- (b) the Association and WFA are dissolved;
- (c) the Association's existing member, The Wine Grape Council of South Australia Incorporated, and all existing members of WFA becomes member of AGWI;
- (d) the property of the Association and WFA becomes the property of AGWI; and
- (e) the rights and liabilities (whether certain or contingent) of the Association and WFA become rights and liabilities of AGWI.

Pursuant to the Deed of Amalgamation, to the extent that any assets or contracts of the Association and WFA do not automatically become the assets or contracts of AGWI pursuant to the AI Act, the parties have agreed to assign and transfer those assets and contracts to AGWI with effect from the date of incorporation of the new association.

4.5 **Initial Members**

The Association seeks the members' approval of the initial members of AGWI.

It is proposed that:

- (a) the Association's existing member, The Wine Grape Council of South Australia Incorporated (**WGCSA**) will become a 'Representative Vignerons Body' member of AGWI;
- (b) the Association's other existing member, Wines of Western Australia, will not become a member of AGWI as it is not eligible for membership under the New Constitution; and
- (c) all of WFA's existing members will become members of AGWI in the same membership categories as they are currently members of WFA (or in the case of any 'grape grower' members of WFA, as 'Individual Vignerons' of AGWI).

It is proposed that prior to the date of amalgamation, WGCSA, on behalf of the proposed Vignerons' Member Committee of AGWI, will appoint four Directors to the Board of AGWI in accordance with proposed rule 10.6(b) of the New Constitution.

4.6 **Proposed resolution**

The following resolutions are proposed as special resolutions:

- (a) that the amalgamation of the Association with the Winemakers' Federation of Australia Incorporated (**WFA**) pursuant to Section 22(1) of the *Associations Incorporation Act 1985* (SA) to form a single incorporated association, to be named 'Australian Grape and Wine Incorporated' (**AGWI**), be approved;
- (b) that the proposed new constitution for AGWI, which has been circulated to the members, be adopted;
- (c) that the Association's existing member, The Wine Grape Council of South Australia Incorporated, and the existing members of WFA be approved as the initial members of AGWI on incorporation of AGWI; and
- (d) that the current directors of the Association be authorised to do any act, matter or thing and to execute and deliver any other document as may be necessary, advisable or incidental in connection with the preceding resolutions.

4.7 **Recommendation**

The Directors recommend that Members vote in favour of the proposed resolutions referred to in section 4.6 above.

ATTACHMENT A – SUMMARY OF AMENDMENTS TO WFA CONSTITUTION

Rule No.	Heading	Amendment to WFA Constitution / New rule
3.1	Objects	<p>The following new objects have been added for AGWI:</p> <p>(h) <i>to encourage biosecurity in the Australian Grape and Wine Sector, including to fulfil biosecurity responsibilities as a signatory to the Emergency Plant Pest Response Deed (and any variation or replacement of that deed);</i></p> <p>(i) <i>to facilitate access of Australian Winemakers to foreign markets for Australian Wine;</i></p> <p>Minor amendments have been made to the other objects to refer to the Australian Grape and Wine Sector, not just the Wine Sector.</p>
6.1	Membership Categories	<p>A new AGWI membership category has been created for 'Vignerons' (replacing the Grape Growers category), in addition to the Small Winemakers, Medium Winemakers, Large Winemakers and Affiliates categories.</p> <p>Members of this category may be:</p> <ul style="list-style-type: none"> • 'Representative Vigneron Bodies' (for example, the existing member of Australian Vignerons, Wine Grape Council of South Australia); or • 'Individual Vignerons' (who are not already represented by a Representative Vigneron Body that is a member). <p>These two sub-categories are defined in rule 2.1.</p>
7.1	Membership (application)	<p>A body applying for membership as a 'Representative Vigneron Body' is required to provide the Board with a list of the Individual Vignerons represented by it as at the date of application (and any other further information or documentation as requested by the Board in relation to those Individual Vignerons).</p> <p>The Board may waive or alter this requirement (and the other requirements in respect of the application form) in its absolute discretion.</p>
7.2		<p>The Board has absolute discretion to admit a person to membership of AGWI. The Board may not admit the applicant to membership if it considers that, in the past, they have prejudiced the interests of, or brought into disrepute, the Association or the Australian Grape and Wine Sector by their act or omission.</p>
8.1	Membership levy	<p>The entrance fee or annual levy for each Member will be determined by the Board for each Membership Category in accordance with rule 8.2 or as otherwise determined by the Board for that Member.</p>
8.2		<p>The annual levy payable will be:</p> <p>(a) for a Member who is a Large Winemaker, Medium Winemaker or Small Winemaker, based on litres of Wine sold or tonnes of grapes crushed by that Member or their associate;</p> <p>(b) for a Member who is an Individual Vigneron, based on tonnes of wine grapes sold by that Individual Vigneron or their associate; or</p> <p>(c) for a Member who is a Representative Vigneron Body, based on tonnes of wine grapes sold by the Individual</p>

		Vignerons represented by that Representative Vigneron Body, or any other criteria that the Board may choose to apply from time to time.
9.1	Members' rights	Vignerons will have the same rights as Winemakers, that is, to: (a) appoint a Member Committee in accordance with rule 10; (b) attend, speak and vote at General Meetings; and (c) have matters included on the Board's agenda, by giving notice of those matters, with reasonable particulars, to the Secretary.
9.7	Variation of rights	Rule 9.7 has been deleted, so that the Board cannot vary the rights of the Members in any Membership Category (and any variation will therefore require the approval of Members in General Meeting).
10.3	Vignerons' Member Committee	A special rule has been inserted for the appointment of the Vignerons' Member Committee. The AGWI Board will determine on an annual basis: <ul style="list-style-type: none"> the number of natural persons to be appointed to the Vignerons' Member Committee by the Representative Vigneron Bodies and which of the Representative Vigneron Bodies will be entitled to appoint those persons (up to a maximum of 10 natural persons appointed by all such Representative Vigneron Bodies); and the number of natural persons to be appointed to the Vignerons' Member Committee by the Individual Vignerons in accordance with the by-laws for the Vignerons' Voting Category (up to a maximum of 6 natural persons appointed by the Individual Vignerons).
11.2	Under-Contributing Voting Category	In rule 11.2(a), the thresholds for an 'Under-Contributing' Voting Category have been changed so that if on 1 July in a Financial Year, a Voting Category neither: <ul style="list-style-type: none"> (a) contributed at least \$200,000 of levies paid to the Association in the previous Financial Year; or (b) comprises at least 50% of the total number of Winemaker Members, that Voting Category is deemed to be 'Under-Contributing' until the next 1 July.
15.8	Chairperson	Rule 15.8 has been amended to clarify that the Chairperson will not have a casting vote at any meeting of the Board, but will have a deliberative vote as a Director.
17.7	Quorum	A quorum for a General Meeting will be 20 Voting Members, including 3 Members from each Voting Category (or if there are less than 3 Members in a Voting Category, at least half the Members in the Voting Category), present in person or by proxy.
17.13, 17.19	Voting at General Meetings – number of votes	Subject to rule 17.19, each Voting Member is entitled to cast 1 vote, in person or by proxy, on any motion put at a General Meeting, on a show of hands or on a poll. Rule 17.19 provides that on a poll, a Representative Vigneron Body will be entitled to cast 1 vote for each Individual Vigneron who is represented by that Representative Vigneron Body as at the date of the General Meeting (as determined by the Board). At least 5

		Business Days prior to any General Meeting, the Representative Vigneron Body must provide the Secretary with a list of the names of the Individual Vignerons represented by the Representative Vigneron Body as at the date of the General Meeting (and any further information or documentation relating to those Individual Vignerons as requested by the Board). The Board will determine the number of votes to which the Representative Vigneron Body is entitled, based on the list of names and any further information or documentation provided and having regard to the purpose of this clause being to afford the Representative Vigneron Body an appropriate representative vote. The decision of the Board regarding the number of votes to which the Representative Vigneron Body is entitled will be final and binding on all Members.
17.14, 17.16,	General Meetings - Ordinary Resolutions	A motion for an Ordinary Resolution will be carried on a show of hands, if a simple majority of votes cast are cast in favour of the motion, unless a poll is demanded on the motion. On a poll taken on a motion for an Ordinary Resolution, a majority of not less than 50% of the Members voting in each Voting Category will be required.
17.17, 17.18	General Meetings - Special Resolutions	A poll must always be taken on a motion for a Special Resolution. On a poll taken on a motion for a Special Resolution, a majority of not less than 75% of the Members voting in each Voting Category will be required.
30	Notices	The option for notices to be sent by facsimile has been removed (so that notices may only be sent by serving it personally, by post or by email). To reflect the longer time periods now taken for delivery by post, the service of a notice by post is now deemed to have been effected on the business day that is 4 business days following the day of its posting.
33	Review	New rule 33 requires that on or about the third anniversary of the incorporation of the Association, the Board will review the terms of the Constitution in consultation with the Member Committees and determine whether any alterations to the Constitution should be proposed to the Voting Members.