

**RULES OF  
THE YARRA VALLEY WINE  
GROWERS ASSOCIATION  
(INC.)**

Updated as at 16<sup>th</sup> July 2021

*wine. Yarra Valley*

Inc Reg No A001 957 5S

**ORIGINALLY ESTABLISHED 1889  
RE-ESTABLISHED 1978**

ASSOCIATIONS INCORPORATION REFORM ACT 2012

## **RULES**

### **1. The Name and Purposes of the Association**

**1.1** The name of the Incorporated Association is THE YARRA VALLEY WINE GROWERS ASSOCIATION (INC.). In these Rules called "the Association".

**1.2** The Purposes of the Associations are:

The Association is a non-profit organisation having the purpose of furthering the development of viticulture, winemaking and tourism in the Yarra Valley through a range of activities that include inter alia:

- (a) To promote and encourage viticulture, winemaking and the wines of the Yarra Valley Region represented by the Association.
- (b) To collect, verify and publish information regarding viticulture, winemaking and wine of the Yarra Valley Region.
- (c) To promote and encourage interest in and knowledge of viticulture, winemaking and wine of particularly but not exclusively the Yarra Valley Region.
- (d) To collect and preserve items of historical interest in relation to viticulture. Winemaking and wine of the Yarra Valley Region and to compile and keep a record thereof.
- (e) To establish relationships with Associations having similar objects and to encourage exchange with associations of a like nature.
- (f) To take such steps as from time to time may be deemed expedient for the purpose of procuring grants, loans, subscriptions and contributions to the funds of the Association.
- (g) To acquire any interest in real and personal property for the purposes of the Association and to dispose of the same.
- (h) To accept any gift or legacy of money or property, whether subject to any special Trust or not, for any one or more of the objects of the Association.
- (i) To take over the funds and other assets and liabilities of the present unincorporated Association known as The Yarra Valley Wine Growers Association.
- (j) To advocate and lobby for the improvement, preservation and/or upholding of the reasonable rights and interests of the membership which relate to their viticulture, winemaking and wine business endeavours

**1.3** Notwithstanding anything contained within these Rules to the contrary, the minimum number of members of the Association at any given time is 5.

### **2. Interpretation**

**2.1** In these Rules, unless the contrary intention appears:

**"Board"** means the Board of the Association.

**"Conduct"** means to operate an owned or leased vineyard.

**"Financial Year"** means the year ending 30th June.

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**"General Meeting"** means General Meeting of Members convened in accordance with Rule 11.

**"Member"** means a Member of the Association which expression shall, unless a contrary intention appears, include an Associate Member, Junior, Sponsor or Honorary Member.

**"Officer of the Association"** has the meaning as set out in Rule 21.

**"Special Resolution"** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**"Ordinary Member of the Board"** means a Member of the Board who is not an Officer of the Association.

**"The Act"** means the Associations Incorporation Reform Act 2012 or any Act amending or replacing it.

**"The Regulations"** means regulations under the Act.

**"The Yarra Valley Region"** means the region defined by the Geographical Indication 'Yarra Valley', Australian Wine and Brandy Corporation, 30 October 1996.

2.2 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

### 3. Membership

3.1 A natural person, a partnership, a company incorporated under the Corporations Act 2001 or any corresponding legislation, a cooperative registered under the Co-operation Act, and a Trust, nominated for membership as provided in these Rules is, subject to the requirements hereinafter set out, eligible to be a Member or Associate Member of the Association on payment of the entrance fee and annual subscription payable under these Rules.

(a) Members shall be those who are elected as such and who at the time of election:

- (i) conduct a bearing vineyard within the Yarra Valley Region having an area of not less than 1 hectare; OR
- (ii) conduct a business of winemaking within the Yarra Valley Region producing a minimum of 300 x 9 litre cases of wine or equivalent of wine from Yarra Valley fruit conforming to the Label Integrity Program requirements as outlined by the Australian Wine and Brandy Corporation.

(b) Associate Members shall be those who are elected as such and who in the absolute discretion of the Board, whilst not otherwise complying with the requirements for membership, at the time of election can in the opinion of the Board contribute to the purposes of the Association. Associate Members shall not have a vote except as provided in rule 25.8. For the avoidance of doubt:

- (i) A Member who, after election ceases to comply with the requirements of subrule (a) hereof shall at the end of the then current Financial Year of the Association transfer to the category of Associate Member.
- (ii) An Associate Member who, after election, complies with the requirements of subrule (a) hereof shall at the end of the current Financial Year of the

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Association transfer to the category of Member.

- (c) The Board shall have the power to create a separate class of Junior membership, being persons under the age of 25 years. Junior Members shall not be entitled to vote.
  - (d) The Board shall have the power to create a separate class of Sponsor membership. Sponsor Members shall not be entitled to vote. Eligibility for Sponsor membership shall be in the absolute discretion of the Board and shall be based on professional or technical expertise in relation to the objects of the Association.
  - (e) The Board shall have the power to create separate sub-categories of Members.
- 3.2** A person who is not a Member of the Association at the time of incorporation of the Association (or who was such a Member at that time but has ceased to be a Member) shall not be admitted to membership:
- (a) unless they are nominated as provided in subrule (3); and
  - (b) their admission as a Member is approved by the Board.
- 3.3** A nomination for membership of the Association
- (a) shall be made in writing in, or to the effect of, the form set out in Appendix 1 or in such form as the Board may from time to time determine: and
  - (b) shall be lodged with the Secretary of the Association.
- As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board.
- 3.4** Upon a nomination being referred to the Board, the Board shall determine whether to approve or to reject the nomination.
- 3.5** Upon a nomination being approved by the Board, the Secretary shall, with as little delay as possible notify the nominee in writing that they are approved for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee if any, and the first year's annual subscription.
- 3.6** The Secretary shall, upon payment of the amounts referred to in subrule (5) within the period referred to in that subrule enter the nominee's name in the Register of Members kept by them and, upon the name being entered, the nominee becomes a Member of the Association.
- 3.7** A right, privilege, or obligation of a Member by reason of their membership of the Association:
- (a) is not capable of being transferred or transmitted to another person or entity;
  - (b) terminates upon the cessation of their membership whether by death, resignation or otherwise.
- 3.8** A Member not being a natural person shall nominate in writing a natural person to represent it at Meetings of the Association, such nomination to be under its Common Seal or verified in such manner as may be required by the Board. A nomination pursuant to this rule may be revoked or varied by the Member at any time. A person so nominated shall be eligible to be an Officer or Member of the Board but shall cease to be eligible if the nomination is revoked.
- 3.9** Honorary Life Membership

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- (a) Honorary Life membership may be bestowed upon any person who in the opinion of the Board has rendered distinguished service to the Association. Such persons may be elected to Honorary Life membership by at least 75% of Members present at a General Meeting of the Association and entitled to vote. Such recommendation for Honorary Life membership shall only be made by the Board. An Honorary Life Member shall be entitled to attend and speak at any General Meeting of the Association but shall not be entitled to vote unless otherwise qualified for membership under these Rules.
- (b) Honorary Life Membership is different to induction into the Hall of Fame.

**3.10** General rights of members

- (a) A member of the Association who is entitled to vote has the right—
  - (i) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
  - (ii) to submit items of business for consideration at a general meeting;
  - (iii) to attend and be heard at general meetings;
  - (iv) to vote at a general meeting;
  - (v) to have access to the minutes of general meetings and other documents of the Association as provided under these rules; and
  - (vi) to inspect the register of members.
- (b) A member of the Association who is entitled to vote may elect to also be a member of Wine Victoria or its successor upon payment to the Association of any relevant membership fee. Where payment is made in accordance with this clause, the Association shall release such information about the member to Wine Victoria as is necessary to effect concurrent membership.
- (c) A member is entitled to vote if—
  - (i) the member of a class of membership with voting rights;
  - (ii) all moneys due and payable by the member to the Association have been paid; and
  - (iii) the member's membership rights are not suspended for any reason.

**4. Entrance Fee and Annual Subscription**

**4.1** Entrance Fee

The entrance fee (if any) for the various categories and sub-categories of membership shall be such sums as are fixed by the Board from time to time.

**4.2** Annual Subscription

The annual subscription for the various categories and sub-categories of membership shall be such sums as are fixed by the Board from time to time and are payable in advance on or before the 1st day of July in each year. The subscription fee is exclusive of any fees payable to Wine Victoria in order to effect concurrent membership as set out in rule 3.10(b).

**4.3** Arrears

If any Member's subscription is in arrears, or other moneys are owing by that Member of

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the Association, in either case for a period exceeding 3 months from the due date of payment, that Member's name shall thereupon at the discretion of the Board be removed from the register of Members and that Member shall forthwith cease to be a Member of the Association and shall forfeit all rights of Membership. The Board may at its discretion restore that former Member to Membership of the Association upon payment of all moneys due to the Association.

**5. Register of Members**

**5.1** The Secretary must keep and maintain a register of members that includes—

- (a) for each current member—
  - (i) the member's name;
  - (ii) the address for notice last given by the member;
  - (iii) the email address for notice last given by the member;
  - (iv) the date of becoming a member;
  - (v) the class of membership;
  - (vi) if the membership is subject to any restrictions, conditions or limitations, a note to that effect;
  - (vii) any other information determined by the Board; and
- (b) for each former member, the date of ceasing to be a member.

**5.2** Any member may, at a reasonable time and free of charge, inspect the register of members.

*Note*

*Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members..*

**6. Resignation of a Member**

**6.1** A Member of the Association who has paid all moneys due and payable by them to the Association may resign from the Association by first giving one months notice in writing to the Secretary of their intention to resign and upon the expiration of the period of notice, the Member shall cease to be a Member.

**6.2** Upon the expiration of a notice given under subrule (1), the Secretary shall make in the register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.

**6.3** A Member who has resigned in accordance with subrule (1) shall not be entitled to any refund of membership fees.

**6.4** A member is taken to have resigned if—

- (a) the member's annual fee is in arrears in accordance with rule 4.3; or
- (b) where no annual fee is payable—
  - (i) the Secretary has made a written request to the member to confirm that

they wish to remain a member; and

- (ii) the member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

## **7. Discipline of a Member**

**7.1** Subject to these Rules, the Board may by resolution:

- (a) expel a Member from the Association;
- (b) suspend a Member from the Membership of the Association for a specified period; or
- (c) fine a Member in accordance with the Regulations, if the Board is of the opinion that the Member -
  - (i) has refused or neglected to comply with these Rules;
  - (ii) refuses to support the purposes of the Association; or
  - (iii) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.

**7.2** A resolution of the Board under subrule (1):

- (a) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under subrule (3) confirms the resolution in accordance with this rule; and
- (b) where the Member exercises a right of appeal to the Association under this rule does not take effect unless the Association confirms the resolution in accordance with this rule.

**7.3** Where the Board passes a resolution under subrule (1), the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:

- (a) setting out the resolution of the Board and the grounds on which it is based;
- (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
- (c) stating the date, place and time of the meeting;
- (d) informing the Member that they may do one or more of the following -
  - (i) Attend that meeting;
  - (ii) Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
  - (iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that they wish to appeal to the Association in General Meeting against the resolution.

**7.4** At a meeting of the Board held in accordance with subrule (2), the Board:

- (a) Shall give to the Member an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the Member; and
- (c) shall by resolution determine whether to confirm or to revoke the resolution.

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- 7.5** Where the Secretary receives a notice under subrule (3), they shall notify the Board and the Board shall convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 7.6** At a General Meeting of the Association convened under subrule (5):
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the Member shall be given an opportunity to be heard; and
  - (d) the Members present who are entitled to vote shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.7** If at the General Meeting:
- (a) two-thirds of the Members who are entitled to vote, vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

**8. Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

*Note*

*In addition to certain matters specified in the Act, a special resolution is required—*

- (i) *to remove a Board member from office;*
- (ii) *to alter these Rules, including changing the name or any of the purposes of the Association.*

**9. Disputes and Mediation**

- 9.1** The grievance procedure set out in this rule applies to disputes under these Rules between;
- (a) a Member and another Member;
  - (b) a Member and the Association; or
  - (c) a Member and the Board.
- 9.2** A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under rule 7 until the disciplinary procedure has been completed.
- 9.3** The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- 9.4** If the parties to the are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 9.5** The mediator must be;



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- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement –
  - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association; or
  - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

**9.6** A Member of the Association can be a mediator.

**9.7** The mediator must not be a person who—

- (a) is a party to the dispute; or
- (b) has a personal interest in the dispute; or
- (c) is biased in favour of or against any party.

**9.8** The parties to dispute must, in good faith, attempt to settle the dispute by mediation.

**9.9** The mediator, in conducting the mediation, must –

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

**9.10** The mediator must not determine the dispute.

**9.11** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **10. Annual General Meeting**

**10.1** The Association shall in each calendar year convene an Annual General Meeting of its Members.

**10.2** The Annual General Meeting shall be held on such day as the Board determines, being a day not later than 30<sup>th</sup> November in each year.

**10.3** The Annual General Meeting shall be specified as such in the notice convening it.

**10.4** The ordinary business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that Meeting;
- (b) to elect Members of the Board of Management;
- (c) to receive and consider—
  - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
  - (ii) the financial statements of the Association for the preceding financial year

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submitted by the Board in accordance with Part 7 of the Act;

- 10.5 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 10.6 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

## **11. General Meetings**

All Meetings other than the Annual General Meeting shall be called General Meetings.

- 11.1 The Board may, whenever it thinks fit, convene a General Meeting of the Association and, where, but for this subrule, more than 15 months would elapse between Annual General Meetings, shall convene a General Meeting before the expiration of that period.
- 11.2 The Board shall, on the requisition in writing of Members representing not less than 5% of the total number of Members, convene a General Meeting of the Association.
- 11.3 The requisition for a General Meeting shall state the objects of the meeting and shall be signed by Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more Members making the requisition.
- 11.4 If the Board does not cause a General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a General Meeting to be held not later than 3 months after that date.
- 11.5 A General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those Meetings are convened by the Board and all reasonable expenses incurred in convening the Meeting shall be refunded by the Association to the persons incurring the expenses.

## **12. Convening of General Meetings**

- 12.1 The Secretary of the Association shall at least 14 days (or if a special resolution has been proposed at least 21 days) before the date fixed for holding a General Meeting of the Association, cause a notice to be sent to each Member of the Association to the email address appearing in the Register of Members.
- 12.2 The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) state that a member entitled to vote may appoint another member who is entitled to vote as a proxy for the meeting; and
  - (e) include a copy of any form that the Board has approved for the appointment of a proxy.
- 12.3 No business other than that set out in the notice convening the Meeting shall be

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transacted at the Meeting.

- 12.4** A Member desiring to bring any business before a Meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.
- 12.5** For the purposes of these Rules all General Meetings and Annual General Meetings will be referred to collectively as "Meetings"
- 12.6** All business that is transacted at a General Meeting and all business that is transacted at the Annual General Meeting with exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 12.7** No item of business shall be transacted at a Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the Meeting is considering that item.

**13. Quorum for Meetings**

- 13.1** Ten percent of total Members entitled to vote must be present either personally or by proxy to constitute a quorum for the transaction of the business of a Meeting (being Members entitled under these Rules to vote at a Meeting).
- 13.2** If within half an hour after the appointed time for the commencement of a Meeting, a quorum is not present, the Meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day of the next week at the same time and (unless another place specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the Meeting is adjourned) at the same place and if at the adjourned Meeting the quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members present entitled to vote (being not less than 8) shall be a quorum.

**14. Chairman**

- 14.1** The President, or in their absence, the Vice-President, shall preside as Chairman at each Meeting of the Association.
- 14.2** If the President and the Vice-President are absent from a Meeting, the Members present shall elect one of their number to preside as Chairman at the Meeting.

**15. Adjournment of a Meeting**

- 15.1** The Chairman of a Meeting at which a quorum is present may, with the consent of the Meeting, adjourn the Meeting from time to time and place to place, but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.
- 15.2** Where a Meeting is adjourned for 14 days or more, a like notice of the adjourned Meeting shall be given as in the case of a General Meeting.
- 15.3** Except as provided in subrules (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.

**16. Resolutions of Meetings**

Subject to rule 8, a question arising at a Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of votes recorded in favour of, or against, that resolution.

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**17. Voting**

- 17.1** Upon any question arising at a Meeting of the Association, a Member who is entitled to vote has one vote only.
- 17.2** All votes shall be given personally or by proxy.
- 17.3** In the case of an equality of voting on a question, the Chairman of the Meeting is entitled to exercise a second or casting vote.

**18. Polls**

- 18.1** If at a Meeting a poll on any question is demanded by not less than three Members who are entitled to vote, it shall be taken at that Meeting in such a manner as the Chairman may direct and resolution of the poll shall be deemed to be a resolution of the Meeting on that question.
- 18.2** A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the Meeting as the Chairman may direct.

**19. Proxies**

- 19.1** Each Member entitled to vote at a Meeting shall be entitled to appoint another Member as their proxy by notice in writing given to the Secretary no later than 24 hours before the time of the Meeting in respect of which the proxy is appointed.
- 19.2** The notice appointing the proxy shall be in the form set out in Appendix 2.

**20. Board of Management**

- 20.1** The affairs of the Association shall be managed by a Board of Management constituted as provided in rule 21.
- 20.2** The Board:
- (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of Members of the Association; and
  - (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

**21. Officers of the Association**

- 21.1** The Officers of the Association shall be:
- (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Secretary.

To be eligible for nomination and election to the positions for President, Vice-President, Secretary and Treasurer of the Association the candidates must be Members of the Association that either own and operate their own vineyard or winery in the Yarra Valley

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Region, or be designated by the owner of such vineyard or winery as having direct responsibility for day to day operation of that vineyard or winery.

- 21.2** The officers of the Association shall be elected by the members of the Board at the first meeting following the election of the Board of Management.
- 21.3** Nominations of candidates for election as Officers of the Association:
- (a) shall be made in writing, signed by one member of the Board of Management other than the candidate and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination): and
  - (b) shall be delivered to the General Manager not less than 7 days before the date fixed for the holding of the first Board of Management meeting after the Annual General Meeting.
- 21.4** If the nominations received are equal to the vacancies to be filled, the persons nominated shall be deemed to be elected.
- 21.5** If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 21.6** The ballot for the election of Officers of the Association shall be conducted in accordance with subrule (7).
- 21.7** The ballot for the election of Officers of the Association shall be conducted in accordance with simple preferential system in which the Board of Management member indicates their preference for the various candidates by placing '1' against the name of their first choice; '2' against the name of their next choice and so on.

The General Manager sorts the ballot papers into piles, one pile for each candidate given a first choice and one further pile for informal votes.

The General Manager then counts the number in each pile and make sure that the totals add up to the number of votes cast.

If there is only one candidate to be elected, the procedure is as follows: if any candidate has received more than half the formal first preferences cast, that person is declared elected. If no candidate is in that position, the candidate with the lowest number of first preferences is eliminated, and their votes are distributed (that is, added to the remaining piles) according to the second preferences shown. If any candidate has more than half the total votes cast in that candidate's pile at that stage, then that person is declared elected. If no candidate is in that position, then the candidate with the smallest number of votes at that stage is eliminated, and their votes are distributed to the remaining candidates according to the next preference shown. This process is repeated until some candidate has more than half the total formal votes cast. At each stage the totals of all piles should add up to the number of votes cast.

## **22. Composition of Board**

- 22.1** The Board shall consist of:
- (a) Eleven Members, one of whom shall be an Associate Member, each of whom shall be elected at the Annual General Meeting of the Association and from whom Officers of the Association shall be elected; and
  - (b) the Immediate Past President who shall be the Retiring President and may hold office as such so long as their successor holds the office of President.
- 22.2** Subject to subrule (3), each Member of the Board shall hold office for a two year period until the Annual General Meeting the second year after the date of their election but is

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eligible for re-election.

- 22.3** The Associate member shall hold office for one year until the Annual General Meeting the year after the date of their election but is eligible for re-election.
- 22.4** In the event of a casual vacancy occurring in the office of a Member of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of their appointment. If the said Annual General Meeting does not coincide with the end of the term of office the Member of the Board who has vacated, an election is to be held in accordance with rule 23 to fill the vacancy for the period following the said Annual General Meeting until the end of said term.
- 22.5** If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.

**23. Election of a Board**

- 23.1** Nominations of candidates for election as Members of the Board:
- (a) shall be made in writing in the form set out in Appendix 3, signed by two Members of the Association other than the candidate and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination): and
  - (b) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 23.2** If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 23.3** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 23.4** If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 23.5** The ballot for the election of Members of the Board shall be conducted at the Annual General Meeting in accordance with subrule (6).
- 23.6** The ballot for the election of Members of the Board shall be conducted in accordance with simple preferential system in which the member indicates their preference for the various candidates by placing '1' against the name of their first choice; '2' against the name of their next choice and so on.

The returning officer sorts the ballot papers into piles, one pile for each candidate given a first choice and one further pile for informal votes.

The returning officer then counts the number in each pile and make sure that the totals add up to the number of votes cast.

- 23.7** If there is only one candidate to be elected, the procedure is as follows: if any candidate has received more than half the formal first preferences cast, that person is declared elected. If no candidate is in that position, the candidate with the lowest number of first preferences is eliminated, and their votes are distributed (that is, added to the remaining piles) according to the second preferences shown. If any candidate has more than half the total votes cast in that candidate's pile at that stage, then that person is declared elected. If no candidate is in that position, then the candidate with the smallest number of votes at that stage is eliminated, and their votes are distributed to the remaining candidates according to the next preference shown. This process is repeated until some candidate has more than half the total formal votes cast. At each stage the totals of all

piles should add up to the number of votes cast.

## **24. Vacancy of Board Membership**

For the purpose of these Rules, the office of an Officer of the Association or a Member of the Board becomes vacant if the Officer or Member:

- (a) ceases to be a Member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Corporations Act 2001;
- (c) resigns their office by notice in writing given to the Secretary;
- (d) fails to attend three consecutive Board meetings between Annual General Meetings without leave having been granted by the Board;
- (e) becomes a represented person within the meaning of the section 3 of the *Guardianship and Administration Act 1986*; or
- (f) otherwise ceases to be a Board member by operation of section 78 of the Act.

*Note*

*A Board member may not hold the office of secretary if they do not reside in Australia.*

## **25. Meetings of the Board**

- 25.1** The Board shall meet at least 3 times in each year at such place and such time as the Board may determine.
- 25.2** Special meetings of the Board may be convened by the President or by any 4 of the members of the Board.
- 25.3** Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 25.4** Any 6 members of the Board constitute a quorum for the transaction of business of a meeting of the Board.
- 25.5** No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 25.6** At meetings of the Board:
  - (a) the President or in their absence the Vice-President shall preside; or
  - (b) if the President and the Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present may preside.
- 25.7** Questions arising at a meeting of the Board or of any sub-Board appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- 25.8** Each member of the particular Board present at a meeting of the Board or of any sub-Board appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question; the person presiding may exercise a second or casting vote. The Associate Member shall be entitled to vote.

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- 25.9** Written notice of each Board meeting shall be served on each member of the Board by delivering it to them at a reasonable time before the meeting or by emailing them at least two business days before the date of the meeting.
- 25.10** Subject to subrule (4) the Board may act notwithstanding any vacancy on the Board.
- 25.11** The Board may at any time by resolution –
- (a) establish one or more sub-Boards whether of continuing nature or for specific purpose as designated by the Board.
  - (b) delegate any of its powers to any person or sub-Board but such person or sub-Board shall be responsible to and under the control of the Board and all action taken by such person or sub-Board shall be forthwith reported to the Board for approval or otherwise. Any such person or sub-Board shall be appointed from Members or Associate Members.
  - (c) To appoint staff or to engage contractors, including in regards to a delegation of powers subrule (b).
  - (d) co-opt on to the Board, for a period expiring no later than the Annual General Meeting, not more than two Members and not more than two non-Member individuals or Associate Members when in the opinion of the Board the expertise or special knowledge of such co-opted individuals is of advantage to the Board in conducting the affairs of the Association. Any such co-opted non-Member individuals shall be deemed Associate Members of the Association.
  - (e) co-opt on to a sub-Board of the Association, for a period expiring no later than the next Annual General Meeting not more than two non-Member individuals when, in the opinion of the Board, the expertise or special knowledge of such co-opted individuals is of advantage to the sub-Board in conducting the affairs of the Association. Such co-opted individuals shall be deemed Associate Members of the Association.
  - (f) A co-opted non-member individual either to the Board or sub-Board shall not be entitled to vote.
- 25.12** The Board shall have the power to make, repeal and amend by-laws not inconsistent with these Rules, notice of motion of any proposal to make, repeal or amend by-laws shall be given to the Board not later than 7 days prior to the meeting of the Board and no by-law or amendments or repeal thereof shall be binding upon Members of the Association until published by notice in writing to the Members.
- 25.13** All acts done by or with the authority of the Board or of any sub-Board shall be deemed to be duly authorised notwithstanding that it shall be afterwards discovered that there was some defect in the convening or constitution of the Meeting of the Board or of the sub-Board.
- 25.14** The President, or in their absence, the Vice-President, or in their absence, the Secretary and Treasurer may call for a resolution to be passed without a meeting on basis of circular resolution being sent to all Board Members by email to their normal email addresses detailing the reason for the resolution, why it is urgent and cannot wait until the next scheduled meeting and the resolution being sought for approval or otherwise. Should a majority of Board members reply to the circular in the affirmative the circular resolution is carried, if a majority of Board Members reply to the circular resolution in the negative the circular resolution is **not** carried, should there be an equality of votes the circular resolution is not carried. All replies are to be made to the General Manager of the Association and copied to all Board Members.

## **26. Duties of a Secretary**

- 26.1** The Secretary must perform any duty or function required under the Act to be performed



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by the secretary of an incorporated association.

*Example*

*Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.*

**26.2** The Secretary must—

- (a) maintain the register of members in accordance with rule 5; and
- (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 37(3), all books, documents and securities of the Association in accordance with rule 34; and
- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- (d) perform any other duty or function imposed on the Secretary by these Rules.

**26.3** The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

**27. Duties of the Treasurer**

**27.1** The Treasurer of the Association:

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
- (d) ensure cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are signed in accordance with rule 29.
- (e) ensure that the financial records of the Association are kept in accordance with the Act; and
- (f) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.

**27.2** The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

**28. Removal of Board Member**

**28.1** The Association in General Meeting may by special resolution remove any member of the Board before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first- mentioned member.

**28.2** Where the Member to whom a proposed resolution referred to in subrule (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association or, if they are not sent, the Member may require that they

be read out at the Meeting.

- 28.3** The Board may by resolution remove any member of a sub-Board before the expiration of their term of office on the sub-Board and appoint another Member in their stead to hold office on the sub-Board until the expiration of the term of the first mentioned Member.

**29. Banking**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and all electronic banking shall be signed or authorised by two members of the Board or by a Member of the Board and an authorised signatory.

**30. Common Seal**

- 30.1** The Common Seal of the Association shall be kept in the custody of the Secretary.

**30.2** The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and the Secretary of the Association.

**31. Alteration of Rules and Statement of Purposes**

These Rules shall not be altered except in accordance with the Act. These Rules, including this rule, may only be altered by special resolution of a general meeting of the Association.

**32. Notices**

**32.1** A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by email and/or post to the Member to the relevant addresses shown in the Register of Members.

**32.2** Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

**33. Winding up and cancellation**

**33.1** The Association may be wound up voluntarily by special resolution.

**33.2** In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

**33.3** Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

**33.4** The body to which the surplus assets are to be given must be decided by special resolution.

**34. Custody and Inspection of Books and Records**

**34.1** Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control all books, documents and securities of the Association.

**34.2** Members may on request inspect free of charge—

- (a) the register of members;
- (b) the minutes of general meetings;

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- (c) subject to rule 34.3, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

*Note*

*Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.*

- 34.3** The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 34.4** The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- 34.5** Subject to rule 34.3, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 34.6** For purposes of this rule—

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records; and
- (d) records and documents relating to transactions, dealings, business or property of the Association.

**35. Funds of Association**

- 35.1** The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, sponsorships and such other sources as the Board determines.
- 35.2** The funds of the Association shall be held in a general purpose bank account for the benefit of the Association subject to any funds held on behalf of another Association or special purpose as determined by the Board in its sole discretion.

**36. Collection of Funds**

The Association shall have the power to collect, hold and account for any membership or subscription fee for another Association, body or Authority which has empowered the Association to collect such membership / subscription fees on behalf of that Association, Body or Authority.

**37. Financial records**

- 37.1** The Association must keep financial records that—
- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable financial statements to be prepared as required by the Act.
- 37.2** The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

**37.3** The Treasurer must keep in their custody, or under their control—

- (a) the financial records for the current financial year; and
- (b) any other financial records as authorised by the Board.

### **38. Financial statements**

**38.1** For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.

**38.2** Without limiting subrule (1), those requirements include—

- (a) the preparation of the financial statements;
- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Board;
- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

### **39. Minutes of meetings**

**39.1** The Board must ensure that minutes are taken and kept of each general meeting.

**39.2** The minutes must record the business considered at the general meeting, any resolution on which a vote is taken and the result of the vote.

**39.3** In addition, the minutes of each annual general meeting must include—

- (a) the names of the members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting; and
- (c) the financial statements submitted to the members in accordance with rule 38; and
- (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

**39.4** The Board must ensure that minutes are taken and kept of each Board meeting. The minutes must record the following—

- (a) the names of the members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed by a Board member.

### **40. Hall of Fame**

**40.1** The Board may induct a natural person into the Hall of Fame of the Association subject to

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the requirements hereinafter set out.

- 40.2** The objective of the Hall of Fame is to recognise and pay tribute to those who have made a significant contribution to the Yarra Valley wine industry. This contribution may be in the area of:
- (a) Industry development;
  - (b) Pioneering locations, varieties or styles;
  - (c) Yarra Valley reputation; or
  - (d) Yarra Valley advocacy.
- 40.3** In order to be eligible for induction into the Hall of the Fame, a Candidate must possess the following characteristics -
- (a) Have previously or currently owned or worked in a wine business located in the Yarra Valley.
  - (b) Have previously or currently owned or worked in a business which adds significant value to the Yarra Valley wine industry.
  - (c) Has worked in the Yarra Valley wine industry for a significant period of time.
  - (d) May be working, retired or deceased.
  - (e) May or may not be a member of the Association.
- 40.4** All members entitled to vote may nominate Candidates for the Hall of Fame. Nominations of Candidates for Induction:
- (a) shall be made in writing, signed by the member making the nomination and –
    - (i) the Candidate;
    - (ii) a representative duly authorised to sign on behalf of the Candidate; or
    - (iii) a representative duly authorised to sign on behalf of the Candidate or the Candidate's Estate;
  - (b) shall be delivered to the General Manager not less than one month prior to the annual event presently known as "The Yarra Valley Wine Show" or such other time specified by the Board.
- 40.5** Upon a nomination being referred to the Board, the Board shall determine whether to approve or to reject the nomination. The Board must only approve nominations of Candidates for induction:
- (a) whose contribution has added significantly to the development of the Yarra Valley wine industry.
  - (b) whose contribution has added significantly to the good name and reputation of the Yarra Valley wine industry.
  - (c) who has contributed significantly to the wine industry and individuals within the Yarra Valley.
  - (d) who is reputable and enjoys the respect of the Yarra Valley wine industry.

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(e) Whose contribution and/or legacy is, or is likely to be, ongoing.

**40.6** All successful inductees will be announced by a nominee of the Board at the annual event presently known as "The Yarra Valley Wine Show" or such other time specified by the Board.

**40.7** There may not be an inductee in every year.

**40.8** The Hall of Fame is not a class of membership and Inductees are not members in any capacity unless they have separately been approved for membership pursuant to these Rules.

**40.9** The Board may remove an Inductee from the Hall of Fame at any time in its sole discretion if the Inductee has been involved in conduct prejudicial to the Hall of Fame and the reputation of the Yarra Valley wine industry.

**41. Advocacy**

**41.1** For the purpose of furthering the Association's advocacy purpose, the Board may -

- (a) Communicate, distribute or otherwise promote relevant initiatives, policies, schemes and proposals to members and other third parties;
- (b) Invite members to participate and/or contribute to initiatives, schemes, policies and proposals which are relevant to them;
- (c) Develop and promote policies and official positions on key issues;
- (d) Partner with third parties;
- (e) Lobby third parties including industry groups, government and community bodies;
- (f) Directly or indirectly (i.e. as litigation funder) pursue the legal rights of a member, a class or selection of members, or the membership as a whole; and
- (g) Provide such financial and/or other support to members or other third parties.
- (h) as deemed appropriate by the Board in its sole discretion.

**41.2** When making a decision pursuant to Rule 41.1, the Board -

- (a) is expressly authorised to transact in a manner which is uncommercial, including in relation to a decision to pursue/continue to pursue a legal matter;
- (b) must give priority to matters and issues which effect a significant proportion of members; and

must have regard to the Association's other Purposes.

**Appendix 1**

## Membership Application/Renewal Form [year]

The following pages in their entirety make up your membership application. All pages will need to be completed and returned with your payment in order for your application to be processed and valid.

Please return this form and payment to: Yarra Valley Wine Growers Association, P.O. Box 552, Healesville, VIC, 3777.

Should you require any assistance to complete this application form, please contact the YVWGA office on (03) 5962 7610 or email [info@wineyarravalley.com.au](mailto:info@wineyarravalley.com.au)

### Member Declaration

**Name of Company,  
Partnership, Cooperative,  
Trust or Individual Person:**

\_\_\_\_\_

**Nominated Representative:**

\_\_\_\_\_

**Registered Address:**

\_\_\_\_\_

**Postal Address:  
(if different from above)**

\_\_\_\_\_

\_\_\_\_\_

**Contact Details:**

**Phone:** \_\_\_\_\_ **Mob:** \_\_\_\_\_

**Email:** \_\_\_\_\_

The above entity desires to join the Yarra Valley Wine Growers Association in the following membership category (please tick box):

Full Member

Associate Member

In the event of my/our admission as a Member, I/we agree to be bound by the Rules of Association for the time being in force. A copy of the Rules of Association can be found on our website.

Signature of Applicant: \_\_\_\_\_

Date: \_\_\_\_\_

### Internal Contacts

Please list the names and email addresses of people within your organisation to whom you wish the YVWGA to forward regular information to.

Name	Email

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**Fee Calculation**

For fee calculation refer to tables on pages 2 and 3.

	Amount	\$Fee
<b>YVWGA - Full Membership</b>		
YVWGA Base Fee (inc gst)		\$ [Insert Fee]
Cellar Door Fee (inc gst) – if applicable	_____	\$ _____
Tonnes crushed in 2012 (inc gst) - for your own label or labels (either by yourselves or under contract by a third party) (tonnes)	_____ Tonnes	\$ _____
Vineyard size (inc gst)– owned or leased by you	_____ Hectares	\$ _____

**Sub Total**  
\$ \_\_\_\_\_

OR

**YVWGA - Associate Membership**

An Associate membership carries a flat fee of \$[Insert Fee] inc gst. \$

For persons or businesses involved in the wine industry but ineligible for full membership. Associate membership is granted at the discretion of the Board.

**Wine Victoria - Membership**

Wineries & Winery/ Vineyards (inc gst) \$  
\_\_\_\_\_

OR

Vineyards only (inc gst) \$  
\_\_\_\_\_

**Wine Victoria sub-total** \$  
\_\_\_\_\_

Less 50% covered by YVWGA \$ -

**Total WV fee for [year]** \$ \_\_\_\_\_



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Total payable amount inc. gst

\$

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## Payment Information

### YVWGA Payment Terms

Two payment options are available to **Full Members** of the Yarra Valley Winegrowers Association:

- Full payment of all [year] fees due by [date]
- OR**
- Two staged payments:
    - First payment (50%) due by [date]
    - Second payment (balance) due by [date]

If you elect to take advantage of the two stage payment please complete the following:

I will be paying my fees in two payments. (please tick box)

I elect to pay my fees in two instalments and by doing so I agree that I will be liable for the full payment, and will pay the total fees in two parts being half by [date] and the residual amount by [date]. I understand that if I do not pay the required amounts owing by the due dates that: 1) my membership will not be valid and all rights and privileges of membership, including voting rights, will be immediately withdrawn and 2) the YVWGA will have incurred costs on my behalf so will be entitled to seek recovery of the full amount due.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_

### Wine Victoria Payment Terms

Wine Victoria fees are due in one payment.

- Payment of [year] fees due by [date].
- YVWGA will take responsibility for your Wine Victoria fees for the first half (50%) of this financial year.

### How to pay

**Cheque:** please make cheques payable to the Yarra Valley Winegrowers Association Inc.

**EFT:** our bank account details are

Bank: National Australia Bank (NAB)

BSB: 083 672

Account No: 554 106 384

Account Name: Yarra Valley Wine Growers Association Inc. Please ensure that your EFT payment can be clearly identified via name.

#### Credit Card:

Please call the office with your credit card details

OR

Complete the form below

Mastercard     Visa

Card no: \_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_

Expiry: \_\_\_\_/\_\_\_\_

Total: \$

\_\_\_\_\_

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Name on this card: \_\_\_\_\_ Cardholder signature:  
\_\_\_\_\_

Once completed, please return this form and payment to:  
Yarra Valley Wine Growers Association,

**Address:** P.O. Box 552, Healesville, VIC, 3777.  
**Email:** [info@wineyarravalley.com.au](mailto:info@wineyarravalley.com.au)

A tax invoice/receipt for your payment will be issued immediately upon receipt of your payment

Appendix 2



**FORM FOR APPOINTMENT OF PROXY**

I

\_\_\_\_\_

(SURNAME)

(GIVEN NAMES)

of \_\_\_\_\_

(WINERY or VINEYARD NAME)

being of the nominated voting Member for an entity which is a financial Member of The Yarra Valley Wine Growers Association (Inc) hereby appoint

\_\_\_\_\_

of \_\_\_\_\_

being a nominated voting member, as my proxy to vote on my behalf at the Annual/General (cross out that which does not apply) General Meeting of the Association to be held on \_\_\_\_\_ and at any adjournment of that Meeting.

My proxy is authorized to vote in favour/against (please indicate for each resolution) the resolutions (insert details).

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signed \_\_\_\_\_

Date \_\_\_\_\_

Note: If you wish to appoint a proxy this form must be filled out and forwarded to the Secretary, YVWGA, PO Box 552, Healesville, Vic 3777 no later than 24 hours before the time of the Meeting.

Appendix 3



## NOMINATION FORM

Nominations are hereby called for the Board of Management:

1. **[Number – usually 5]** representatives of Members
2. One representative of Associate Members (nominated by Associate Members)
3. One representative per each of the following listed members of the Board to fill these vacancies in accordance with Rule 22.4 – **[Name/Names]**

Board positions fall vacant in accordance with the Rules. Current Board members are eligible for re-election.

Nominations must reach the Yarra Valley Wine Growers Association Office seven days prior to the Annual General Meeting.

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## NOMINATION FORM FOR THE BOARD OF THE YARRA VALLEY WINE GROWERS ASSOCIATION (INC)

Name of person being nominated: \_\_\_\_\_

Name of person making nomination: \_\_\_\_\_

Signature of nominator: \_\_\_\_\_

Name of seconder: \_\_\_\_\_

Signature of seconder: \_\_\_\_\_

I, \_\_\_\_\_ hereby consent to the above nomination.

Signature of nominee \_\_\_\_\_ Date \_\_\_\_\_

Candidates, nominators and seconders must all be voting representatives of financial Full Members except for the Associates representatives in which case all involved must be financial Associates.

**Return to: YVWGA, PO Box 552, Healesville, Vic 3775.**