

ASSOCIATIONS INCORPORATION ACT 1981 (VIC)

INTERNATIONAL WINE LAW ASSOCIATION (AUSTRALIASIAN SECTION) INC.

STATEMENT OF PURPOSES AND RULES

- (1) The name of the incorporated Association is THE INTERNATIONAL WINE LAW ASSOCIATION (AUSTRALIASIAN SECTION) INC. (in these rules (the **Rules**) called the **Association**).
- (2) The Association may also be known by its French language title *ASSOCIATION INTERNATIONALE DES JURISTES DU DROIT DE LA VIGNE ET DU VIN* (Australasian Section).
- (3) The symbol of the Association is IWLA or AIDV.

(1) INTERPRETATION

- a. In these rules unless the contrary intention appears:

Act means the *Associations Incorporation Act 1981* (Vic).

Annual General Meeting means an annual general meeting held in accordance with Rule 11.

Committee means the Committee of Management of the Association.

Financial Year means the year ending on 31 December.

General Meeting means a general meeting of Members of the Association convened in accordance with Rule 12.

Honourary member means an honorary member of the Association as determined by Rule 7.

International Wine Law Association means the Association declared under the law of the 1 July, 1901 of the French Republic in the Official Journal of the 13 November, 1987 and having the name of *Association Internationale des Juristes du Droit de la Vigne et du Vin*.

Member means a member of the Association.

Officer means an officer of the Association.

Ordinary Member of the Committee means a member of the Committee who is not an officer of the Association under Rule 15.

Secretary means a secretary of the Association appointed pursuant to these Rules.

Special Business means special business as defined in Rule 11(e).

Special Resolution means a resolution passed by at least seventy-five (75%) of the Members present or voting by proxy at a General Meeting.

Register of Members means the register of Members of the Association as kept by the Association in accordance with these Rules.

Regulations means regulations made pursuant to the Act.

Wine Materials includes grapes, grape vines, wine, grape spirits and beverages including wine or grape spirits.

- b. Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation or Legislation Act 1984* (Vic) and the Act as in force from time to time.

(2) PURPOSES

- a. The purposes of the Association are:
 - i. to further the work and objects of the International Wine Law Association;
 - ii. to cooperate with national and international associations and organisations concerned with the production, promotion, distribution and sale of Wine Materials;
 - iii. to study and promote the study of the national and international laws and regulations relating to the production, promotion, distribution and sale of Wine Materials;
 - iv. to discuss, examine, initiate, support or if necessary oppose proposals, laws, measures or other matters relating to the production, promotion, distribution and sale of Wine Materials;
 - v. to facilitate the dissemination to members of the Association and to the public of knowledge of the law and regulations to the production, promotion, distribution and sale of Wine Materials;
 - vi. to hold meetings to further the purposes of the Association.

(3) POWERS

- a. Solely for furthering the purposes of the Association as set out in Rule 2 the Association shall have power, in addition to the powers given by the Act:
 - i. to indemnify any person for any loss or damage incurred as a result of having, on behalf of the Association, become liable to pay any amount by way of damages or otherwise;
 - ii. to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of these Rules;
 - iii. to purchase, take on lease or in exchange, hire and otherwise acquire any land, buildings, easements or property, real and personal, and any rights or

privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association, provided that in case the Association shall take or hold any property which may be subject to any trusts it shall only deal with the same in such manner as is allowed by law having regard to such trusts;

- iv. to enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association and to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- v. to retain, appoint, employ, remove or suspend such employees, consultants, managers, clerks, secretaries and other persons as may be necessary or convenient for the purposes of the Association;
- vi. to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of such structures, grounds, works or conveniences;
- vii. to invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- viii. to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- ix. to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- x. to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole of any part of the Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- xi. to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- xii. to take or hold mortgages, liens or charges, to secure payment of the purchase price or any unpaid balance of the purchase price, or any part of the

Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others;

- xiii. to take any gift of property whether subject to any special trust or not, for any one or more of the purposes of the Association;
- xiv. to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- xv. to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes;
- xvi. to amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property amongst it or their members to any extent at least as great as that imposed upon the Association under or by virtue of the Rules;
- xvii. to purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one or more of the incorporated Associations with which the Association is authorised to amalgamate;
- xviii. to transfer all or any part of the property, assets and liabilities of the Association to any one or more of the incorporated Associations with which the Association is authorised to amalgamate;
- xix. to make donations for patriotic, charitable, religious or community purposes;
- xx. to retain and pay fees to such person or persons as the Association may wish to engage from time to time to advise the Association on any matter relating to industrial and intellectual property rights;
- xxi. to grant or make contributions towards fellowships, scholarships, travelling allowances and prizes to persons considered by the Association to be likely to make or who have made a significant contribution to the law relating to Wine Materials
- xxii. to apply for the registration of the Association in any other state or territory; and
- xxiii. to do all such other things, including the making of contracts, as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.

(4) APPLICATION FOR MEMBERSHIP

- a. A person whether or not a natural person who supports the purposes of the Association and who is a member of the International Wine Law Association, is eligible for membership of the Association.

- b. A person may be admitted to the Association on application in writing to the Secretary in the form set out in Appendix 1.
- c. The Secretary shall, enter the nominee's name in the Register of Members kept by the Secretary and, upon the name being so entered, the nominee becomes a Member of the Association.
- d. A right, privilege, or obligation of a person by reason of his membership of the Association is not capable of being transferred or transmitted to another person;
- e. A Member which is not a natural person shall by notice in writing to the Committee appoint the natural persons who are its representatives in the International Wine Law Association to be its representatives, and such representatives shall be subject to all the rights and obligations of the member which appointed that member. The personal presence of a representative at a General Meeting shall be deemed the personal presence of the Member which appointed that Member, and the exercise of the vote of a Member by its representative shall be deemed the exercise of that vote by that member in person.
- f. A person shall cease to be a Member of the Association if that person ceases to be a member of the International Wine Law Association.

(5) 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;
 - vi. to inspect the Register of Members (at a reasonable time and place;
 - vii. to obtain access to and copies of information relating to incorporation of the Association, these Rules, minutes of the Committee, General Meetings and Annual General Meetings, financial statements and the Association's transactions, dealings, business or property however, such access shall not extend to information that the Committee deems to be confidential such as personal, employment, commercial or legal information.
- b. A Member is entitled to vote if:
 - i. he or she is a Member other than an associate member;

- ii. more than ten (10) business days have passed since he or she became a Member of the Association; and
- iii. the Member's membership rights are not suspended for any reason.

(6) ANNUAL SUBSCRIPTION

- a. The annual subscription shall be such amount as may be prescribed by the Committee from time to time and is payable in advance on or before the 1st day of February in each year.
- b. Upon all or any part of a Member's annual subscription in respect of any year being in arrears on the 31st day of December of any year, that Member's membership shall automatically cease on 31st December of that year and the Secretary shall remove that member's name from the Register of Members.
- c. If a person, whose membership has ceased by virtue of the operation of sub-rule 6(b) pays all arrears of annual subscription which were owing at the date of cessation of membership by the 31st day of January immediately following the calendar year in which that person's membership so ceased, then that member shall be automatically re-admitted as a member from the day on which the balance of such arrears are paid and the Secretary shall re-enter the name of that member in the Register of Members.

(7) REGISTER OF MEMBERS AND HONORARY MEMBERS

- a. The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the register shall be available for inspection by members at the address of the Association.
- b. A Member may make a request to the Secretary to restrict access to personal information of the Member recorded in the Register of Members to the Secretary and Members of the Committee only. If the Secretary is satisfied that the request is justified under special circumstances they must agree to the request. Where the secretary is not satisfied, they must notify the requestee in writing and state the reasons for the refusal.
- c. Any person who is a Member of Honour of the International Wine Law Association shall be an Honorary Member of the Association.
- d. Any natural person may, with the approval of that person, be elected by the Committee as an Honorary Member of the Association.
- e. An Honorary Member:
 - i. shall not be eligible to hold office as a Committee member or officer of the Association;
 - ii. shall not be entitled to vote at meetings of the Association;

- iii. shall not be reckoned in any quorum at any meeting of the Association; and
- iv. shall not be required to pay any subscription to the Association.

(8) RESIGNATION OR CEASATION OF A MEMBER

- a. A Member of the Association may resign from the Association at any time by giving notice in writing to the Secretary of intention to resign and upon the receipt by the Secretary of that notice, the member shall cease to be a Member.
- b. Such resignation shall not affect any obligation which such a Member may have to pay any monies that may be due and payable by such member to the Association as at the date of resignation.
- c. A Member is taken to have resigned if:
 - i. the member's annual subscription is more than twelve (12) months in arrears; or
 - ii. the Member has not, within three (3) months after receiving a request to confirm membership of the Association, confirmed in writing that he or she wishes to remain a Member.
- d. Upon the receipt of a notice given under Rule 8(c), the Secretary shall make in the Register of Members within fourteen (14) days, an entry recording the date on which the notice was given and when the person ceased to be a Member.
- e. All information about a Member that has resigned, other than the name of the person and date on which the person ceased to be a member of the Association, shall be removed from the Register of Members within fourteen (14) days of their resignation.
- f. The membership of a person shall cease on resignation, expulsion or death.
- g. If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the Register of Members.

(9) DISCIPLINE AND EXPULSION OF MEMBERS

- a. Subject to these Rules, the Committee may be make a resolution to:
 - i. expel a member from the Association;
 - ii. suspend a member from membership of the Association for a specific period;
 - iii. reprimand a member in accordance with the Regulations (as they may apply), if the Committee is of the opinion that the Member has refused or neglected to comply with these Rules and/or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

- b. A resolution of the Committee under Rule 9(a):
 - i. does not take effect unless the Committee, at a meeting held not earlier than fourteen (14) and not later than twenty-eight (28) days after the service on the Member of a notice under Rule 9(b) confirms the resolution in accordance with this clause; and
 - ii. 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.
- c. Where the Committee passes a resolution under Rule 9(a), the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:
 - i. setting out the resolution of the Committee and the grounds on which it is based;
 - ii. stating that the Member may address the Committee at a meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after service of the notice;
 - iii. stating the date, place and time of that meeting;
 - iv. informing the Member that the Member may do one or more of the following
 - 1. attend that meeting;
 - 2. give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - 3. not later than twenty-four (24) hours before the date of the meeting, lodge with the Secretary a notice to the effect that the Member wishes to appeal to the Association in a General Meeting against the resolution.
- d. At a meeting of the Committee held in accordance with Rule 9(c) the Committee:
 - i. shall give to the member an opportunity to be heard;
 - ii. shall give due consideration to any written statement submitted by the member; and
 - iii. shall by resolution determine whether to confirm or to revoke the resolution.
- e. Where the Secretary receives a notice under Rule 9(c) the Secretary shall notify the Committee and the Committee shall convene a General Meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- f. At a meeting of the Committee of the Association convened under Rule 9(d):

- i. no business other than the question of the appeal shall be transacted;
 - ii. the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - iii. the Member shall be given an opportunity to be heard; and
 - iv. the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- g. If at the General Meeting:
- i. two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - ii. in any other case, the resolution is revoked.

(10) GRIEVANCE PROCEDURE

- a. The grievance procedure set out in this Rule 10 applies to disputes under these Rules between:
 - i. a Member and another Member;
 - ii. a Member and the Committee;
 - iii. a Member and the Association.
- b. A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- c. The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- d. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 10(c) the parties must within ten (10) days:
 - i. notify the Committee of the dispute;
 - ii. agree to or request the appointment of a mediator; and
 - iii. attempt in good faith to settle the dispute by mediation.
- e. The mediator must be:
 - i. a person chosen by agreement between the parties; or
 - ii. if the dispute is between a Member and another Member - a person appointed by the Committee; or

- iii. if the dispute is between a member and the Committee or the Association - a person appointed or employed by the Dispute Settlement Centre of Victoria.
- f. A mediator appointed by the Committee may be a Member or former Member of the Association but in any case must not be a person who:
 - i. has a personal interest in the dispute; or
 - ii. is biased in favour of or against any party.
- g. The mediator to the dispute, in conducting the mediation, must:
 - i. give each party every opportunity to be heard;
 - ii. allow due consideration by all parties of any written statement submitted by any party; and
 - iii. ensure that natural justice is accorded to the parties throughout the mediation process.
- h. If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

(11) ANNUAL GENERAL MEETING

- a. The Association shall in each calendar year convene an Annual General Meeting.
- b. The Annual General Meeting shall be held on such day as the Committee determines.
- c. The Annual General Meeting shall be specified as such in the notice convening it.
- d. The ordinary business of the Annual General Meeting shall be:
 - i. to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - ii. to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - iii. to elect officers of the Association and the Ordinary Members of the Committee; and
 - iv. to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- e. The Annual General Meeting may transact Special Business of which notice is given in accordance with these Rules.
- f. The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

(12) NOTICE AND PROCEEDINGS AT GENERAL MEETINGS

- a. For the avoidance of doubt a reference to a General Meeting in this Rule (13) shall include a reference to an Annual General Meeting.
- b. A Member of the Committee may call a General Meeting.
- c. A notice of each General Meeting setting out the date, time and place of the General Meeting shall be served on each Member twenty-one (21) days prior to the intended General Meeting and in accordance with Rule (22) (Notices).
- d. Notwithstanding anything to the contrary herein a Member may a General Meeting by way of telephone, video communications or any other form of technology.
- e. No item of business shall be transacted at a General Meeting (including an adjourned General Meeting) unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- f. Ten (10) members present either personally or by proxy of whom not less than five (5) shall be personally present – being members entitled under these Rules to vote at a General Meeting – constitute a quorum for the transaction of the business of a General Meeting.
- g. If within half an hour after the appointed time for commencement of a General 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 in the next week at the same time and (unless another place is 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, five (5) members personally present shall constitute a quorum.
- h. The President, or in the absence of the President, the Vice-President, shall preside as Chairman at any General Meeting of the Association.
- i. If the President and the Vice-President are absent from a General Meeting or Annual General Meeting, the Members present shall elect one of their Members to preside as Chairman at the meeting.
- j. The Chairman of a General 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 not business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- k. Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- l. Except as expressly provided by these Rules, all questions arising at a General Meeting shall be decided by a majority of votes and any such decision shall be deemed to be a resolution of the meeting.

- m. A question arising at a General Meeting of the Association shall be determined on a show of hands. 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 minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- n. Upon any question arising at any General Meeting of the Association, a Member has one vote only.
- o. All votes shall be given personally or by proxy, provided that no person shall be proxy for more than four (4) members.
- p. Except in a vote as to a Special Resolution, 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.
- q. A Member is not entitled to vote at any General Meeting unless all moneys due and payable by that Member have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- r. Each Member shall be entitled to appoint another Member as proxy for that Member by notice in writing given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.
- s. The notice appointing the proxy shall be in the form set out in Appendix 2.
- t. Where a Member wishes to move a motion at a General Meeting the Member shall inform the Secretary with details of the full proposed resolution at least two (2) days prior to the date and time of the scheduled General Meeting. However, with the permission of the Committee, a Member may be entitled to move a motion at a General Meeting with dispensation of the requirement of notice pursuant to this Rule (13)(t).
- u. Where a Member intends to pass a motion requiring a Special Resolution, the notice of the General Meeting referred to in Rule 13(c) shall include:
 - i. the full proposed resolution; and
 - ii. a statement of the intention that the motion be proposed as a Special Resolution.

(13) MINUTES OF ANNUAL GENERAL MEETING AND GENERAL MEETING

- a. The Committee must ensure that minutes are taken and kept of each Annual General Meeting and General Meeting. Copies of such minutes shall be prepared and retained in accordance with these Rules.
- b. The minutes must record the business considered at the General Meeting.
- c. The minutes at a general Meeting must record the following:

- i. the names of the Members in attendance at the meeting;
 - ii. the business considered at the meeting;
 - iii. any resolution on which a vote is taken and the result of the vote;
 - iv. any material personal interest or conflict of interest disclosed.
- d. In addition, the minutes of each Annual General Meeting must include:
 - i. the names of the Members attending the meeting;
 - ii. proxy forms given to the Chairperson of the meeting;
 - iii. the financial statements submitted to the Members;
 - iv. the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - v. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

(14) COMMITTEE OF MANAGEMENT

- a. The affairs of the Association shall be managed by the Committee.
- b. The Committee:
 - i. shall control and manage the business and affairs of the Association;
 - ii. 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 the Members of the Association;
 - iii. subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association including the power to establish sub-committees.
- c. The officers of the Association shall be:
 - i. a President;
 - ii. Vice-President;
 - iii. a Treasurer; and
 - iv. a Secretary.

- d. Each officer of the Association shall hold office until the conclusion of the Annual General Meeting next after the date of election of that officer but is eligible for re-election.
- e. Subject to Section 23 of the Act the Committee shall consist of natural persons only and shall comprise:
 - i. the officers of the Association;
 - ii. not less than two (2) and not more than a maximum of six (6) ordinary members each of whom shall be elected at the Annual General Meeting of the Association in each year; and
 - iii. each person who is, for the time being, a Member of the Association resident in Australia or New Zealand and who is a member of the Board of Directors of the International Wine Law Association.
- f. Each Ordinary Member of the Committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting next after the date of his election but is eligible for re-election.

(15) ELECTION OF COMMITTEE AND VACANCY

- a. Nominations of candidates for election as officers of the Association or as Ordinary Members of the Committee:
 - i. shall be made in writing, signed by a Member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - ii. shall be in or to the like effect as the form set out in Appendix 3.
- b. The Secretary shall forthwith give notice to all Members of the nominations received including the name of the nominee, for what office the nomination is made, and the names of signatories to the nomination.
- c. 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 at the next annual general meeting and their office shall commence from the conclusion of the annual general meeting at which they are elected.
- d. If the number of nominations exceeds the number of vacancies to be filled, a ballot should be held.
- e. The ballot for the election of officers and Ordinary Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- f. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected at the next Annual General Meeting and their office shall commence from the conclusion of the Annual General

Meeting at which they are elected and further nominations up to the number of vacancies may be received at the Annual General Meeting.

- g. A nomination of a candidate for election under this role becomes invalid if that candidate has been elected to another office in that election.
- h. For the purpose of these Rules, the office of an officer of the Association or of an Ordinary Member of the Committee becomes vacant if the officer or member:
 - i. ceases to be a member of the Association;
 - ii. becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - iii. resigns office by notice in writing given to the Secretary;
 - iv. dies;
 - v. becomes a represented person under the *Guardianship and Administration Act 1986* (Vic); or
 - vi. is removed from office by a Special Resolution.
- i. In the event of a casual vacancy in any office, the Committee may appoint one of its members to fill the vacancy and the Member so appointed may continue in office until the conclusion of the Annual General Meeting next following the date of appointment of that Member.
- j. In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the Member so appointed may continue in office until the conclusion of the Annual General Meeting next following the date of appointment of that Member.

(16) NOTICE AND PROCEEDINGS OF MEETINGS OF THE COMMITTEE

- a. The Committee shall meet at such times and places as the Committee may determine, being not less than once each calendar year.
- b. Notice shall be given to members of the Committee 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.
- c. Any three (3) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- d. 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 at the same place and at the same hour of the same day in the following week unless the meeting was a special meeting which case it lapses.
- e. At meetings of the Committee:

- i. the President or in the absence of the President a Vice-President shall preside;
or
 - ii. if the President and the Vice-Presidents are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- f. All questions arising at a meeting of the Committee shall be decided by a majority of votes and any such decision shall be deemed a resolution of the Committee.
- g. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be decided on a show of hands.
- h. Each member present at the meeting of the Committee or any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any questions, the person presiding may exercise a second or casting vote.
- i. Notice of each committee meeting shall be served on each member of the Committee at least two business days before the day of the meeting.
- j. Notwithstanding anything to the contrary herein the Committee may meet by telephone, video communications or any other form of technology.
- k. The Committee must ensure that minutes are taken and kept of each Committee meeting.
- l. The minutes must record the following:
 - i. the names of the Members in attendance at the meeting;
 - ii. the business considered at the meeting;
 - iii. any resolution on which a vote is taken and the result of the vote;
 - iv. any material personal interest or conflict of interest disclosed.
- m. The minutes must be accessible for Members to view and obtain copies of.

(17) TREASURER

- a. The Treasurer of the Association:
 - i. shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - ii. shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

- b. The accounts and books referred to in Rule 17(a) shall be available for inspection by members.

(18) REMOVAL OF MEMBER OF COMMITTEE

- a. The Association in any General Meeting may by resolution remove any Member of the Committee whether an officer or an Ordinary Member of the Committee before the expiration of that Member's term of office and appoint another Member of the Association to hold office until the expiration of the term of the first-mentioned Member.

(19) SEAL

- a. The Common Seal of the Association shall be kept in the custody of the Secretary.
- b. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one Member of the Committee.

(20) ALTERATION OF RULES AND STATEMENT OF PURPOSES

- a. These Rules and the statement of purposes of the Association shall not be altered other than by Special Resolution at a General Meeting.

(21) NOTICES

- a. A notice may be served by or on behalf of the Association upon any member in person or by post, fax, electronic mail, or any other form of instantaneous communication, using the member's address information shown in the Register of Members either personally or by sending it to the member at that member's address shown in the Register of Members.

(22) SOURCE OF FUNDS

- a. The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

(23) APPLICATION OF FUNDS

- a. The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out in these Rules and in the statement of purposes and no proportion of such income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to or amongst the members of the Association or relatives of any member of the Association.
- b. Nothing contained in this Rule shall prevent the payment in good faith of interest to any such Members or relatives of Members in respect of moneys advanced by them to the Association or otherwise owing by the Association to them or of remuneration

to any officers or servants of the Association or to any Members of the Association or other person in return for any services actually rendered to the Association.

- c. Nothing contained in this Rule shall be construed so as to prevent the payment or repayment to any Member of the out of pocket expenses or money lent in respect of reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association or the provision of services to a member of a kind to which that Member would be entitled in accordance with these Rules if that member were not a Member.

(24) MANAGEMENT OF FUNDS

- a. The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- b. Subject to any restrictions imposed by a General Meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- c. The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer and the signing of cheques) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- d. All funds of the Association must be deposited into the financial account of the Association no later than five (5) working days after receipt.
- e. With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- f. If the Association shall be wound up in accordance with the provisions of the Act and there remains any property after satisfaction of all its debts and liabilities, the same shall be given or transferred to some other institution or institutions having purposes similar to the purposes of the Association, and which prohibits the distribution of its other income and property amongst its or their members or relatives of members to an extent at least as great as is imposed on the Association under or by virtue of this rule, such institution or institutions to be determined in accordance with a Special Resolution of the Members of the Association or in the absence of a Special Resolution of the members by the Registrar.

(25) FINANCIAL RECORDS

- a. The Association must keep financial records that:
 - i. correctly record and explain its transactions, financial position and performance; and
 - ii. enable financial statements to be prepared as required by the Act.

- b. The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- c. The Treasurer must keep in his or her custody, or under his or her control:
 - i. the financial records for the current financial year; and
 - ii. any other financial records as authorised by the Committee.

(26) FINANCIAL STATEMENTS

- a. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- b. Without limiting application of the above, those requirements include:
 - i. the preparation of the financial statements;
 - ii. if required, the review or auditing of the financial statements;
 - iii. the certification of the financial statements by the Committee;
 - iv. the submission of the financial statements to the Annual General Meeting of the Association;
 - v. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

(27) CUSTODY OF RECORDS

- a. Except as otherwise provided in these Rules, the Secretary shall keep in the custody or under the control all minutes of meetings of the Committee, General Meetings and Annual General Meetings, books, documents and securities of the Association.

(28) WINDING UP AND DISSOLUTION

- a. The Association may be wound up voluntarily if the Association resolves that it be wound up voluntarily by Special Resolution.
- b. A court or the Registrar may order involuntary winding up of the Association in accordance with the Act.
- c. If the Association is to be wound up surplus assets will be distributed in accordance with the Act.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF THE INTERNATIONAL WINE LAW ASSOCIATION (AUSTRALASIAN SECTION) INC.

I, _____ of,

Occupation

being a member of the International Wine Law Association desire to become a Member of
THE INTERNATIONAL WINE LAW ASSOCIATION (AUSTRALASIAN SECTION) INC.

In the event of my admission as a member, I agree to be bound by the Rules of the Association for the
time being in force.

Signature of Applicant

Date: / /

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I, of

being a member of THE INTERNATIONAL WINE LAW ASSOCIATION (AUSTRALASIAN SECTION) INC.

hereby appoint of

being a Member of that Incorporated Association, as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting or General Meeting, as the case may be) to be held on the.....day of.....2018 and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution [insert details].

Signed

The..... day of2018

APPENDIX 3

FORM OF NOMINATION OF PERSON AS AN OFFICE BEARER

I, of

being a member of THE INTERNATIONAL WINE LAW ASSOCIATION (AUSTRALASIAN SECTION) INC. nominate

of

for election at the next annual general meeting of the Association as President or Vice-President or Treasurer or Secretary or Ordinary Committee Member* of the Association

Signature

Date

I, of

consent to my nomination for election as President or Vice-President or Treasurer or Secretary or Ordinary Committee Member* of the Association.

Signature

Date