

BOARD ELECTION RULES AND PROCEDURES KIT



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2019



the **wine** society

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INTRODUCTION

The Board Election Rules have been promulgated and approved by The Wine Society's Board of Directors. Their principal objective is to ensure a consistent and uniform:

- (a) Nomination and Election process,
- (b) Candidate disclosure statement, and
- (c) Application of The Wine Society's Rules,

such that no candidate will be unduly preferred or disadvantaged by actions of other candidates and no Members will be misled, however unintentionally, in the voting process.

GEOFF BALLARD
SECRETARY

September 2019



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JOB DESCRIPTION

DATE:	September 2019
POSITION:	Non Executive Director
LOCATION:	Sydney
REPORTING TO:	Members

RESPONSIBILITIES

A Member of the Board of Directors shall be responsible to Members of the Co-operative for the long-term viable and ethical performance of the organisation, whilst maintaining the optimum return to Members in both the short and long term in line with the principles and practice of co-operation.

Fulfilling the necessary statutory duties will involve the following functions and tasks:

- Setting overall direction of the Co-operative and guidelines to be observed by Management.
- Ensuring that the Co-operative is properly managed by monitoring management outcomes and keeping up to date with Co-operative affairs.
- Attending Board meetings, meetings of Board sub-committees, Annual General Meetings and Special Meetings of Members, as required.

MONITORING FUNCTION

- Ensuring the Co-operative is able to meet its liabilities as and when such become due and payable.
- Acting as a cross-check on decisions of management.
- Making sure legal requirements are met (including annual reporting and registry requirements).
- Ensuring proper reporting and accounting standards are adopted.
- Ensuring Members are properly informed.
- Ensuring the Co-operative is meeting the expectations of other interest groups.



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CONTRIBUTING TO CO-OPERATIVE PERFORMANCE

- Contributing skills, experience and knowledge to the Board and Co-operative.
- Providing access to information, ideas and people otherwise unavailable to management.
- Bringing the Co-operative into contact with wider networks.
- Contributing to strategic planning.
- Providing an objective view of proposals and plans.
- Helping management identify opportunities, anticipate problems and develop strategies.
- Acting as a devil's advocate to ensure full debate of proposals.
- Questioning and challenging management and the Board.
- Being an active team member — involved, informed, interested, loyal and committed.
- Ensuring Co-operative principles and practice are observed.
- Giving prompt and informed attention to the business of the Board.
- Maintaining awareness of the wine and direct marketing industries, and assessing strengths, weaknesses, opportunities and threats arising therefrom.

PROTECTING MEMBERS' INTERESTS

- Ensuring that moneys are managed prudently and wisely.
- Balancing appropriate levels of risk and caution.
- Taking care to ensure that Co-operative activities increase and grow funds, rather than diminish them.
- Ensuring two way communication with Members so that the Board is always aware of changing needs and priorities (no assumptions).
- Avoiding conflicts of interests and withdrawing from decision making processes where potential conflicts exist.
- Acting in good faith and exercising care, skill and diligence.
- Always acting in the Members' interests and representing their views.



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PERSONAL SPECIFICATIONS

DATE: September 2019
POSITION: Non-Executive Director
LOCATION: Sydney
REPORTING TO: Members

ESSENTIAL:

- The ability to read and interpret financial statements.
- An understanding of the importance and method of strategic long-term planning.
- A thorough knowledge of Directors' and Officers' liabilities and responsibilities and statutory duties.
- A general understanding of the Co-operatives National Law.
- A thorough knowledge of the contents of the publications, "Duties and Responsibilities of the Directors and Officers" 14th Edition 1998 AICD and R. Baxt "Code of Conduct" 1996 AICD.

DESIRABLE:

- Advanced verbal communicating ability, particularly in the areas of listening and questioning.
- A general understanding of the roles and responsibilities of marketing, financial control, wine assessment and supply, and liquor licence requirements.
- A sound understanding of business operations.
- An understanding of the role played by the Co-operative in the economic life and social well-being of the community.
- A working knowledge of the Co-operative's history and philosophy.
- An understanding of alcohol abuse, support services, the anti-alcohol lobby and health benefits of moderate alcohol consumption.



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BOARD ELECTION RULES AND PROCEDURES

1. A notice will be published not less than eight (8) weeks before the Annual General Meeting, inviting nominations of candidates for election.
2. A candidate nominated by Members must:
 - (a) be an active Member of the Co-operative;
 - (b) have been an active Member for at least twelve (12) months immediately prior to the date specified for closure of nominations of candidates for election as a Director, and
 - (c) hold a minimum of twenty-five (25) shares in the Co-operative, not being shares required to be forfeited under the Act.
3. Nominations must be signed by two (2) or more Members and those Members must be active Members and must have been active Members over the preceding twelve (12) months. The nomination must be accompanied by a notice in writing from the candidate providing details of their Qualifications & Experience stating that:
 - (a) he/she agrees to his/her nomination;
 - (b) he/she will devote such time as is necessary to carry out the duties of a Director of the Co-operative; and
 - (c) he/she has read the Directors' Code of Conduct and agrees to be bound by the Code if elected and agrees to provide a full and true disclosure of any matter that may be construed as conflicting and further agrees to sign a Director's Certification of No Conflict.
4. All nominations must be lodged at The Society's registered office on or before the date and time specified in the notice calling nominations.
5. Each nominated candidate is invited to submit a biography of **no more than** one hundred (100) words and a further 100 words regarding Qualifications & Experience, where a biography is defined as a factual account of the candidate's life experiences.
6. Biographies and Qualifications & Experience must be submitted by no later than the time specified for the closure of nominations.
7. Biographies and Qualifications & Experience exceeding one hundred words will be returned for amendment. If they are not re-submitted within seven (7) days of their return, they will not be published.



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8. The Wine Society reserves the right to amend or delete any part of any material submitted by candidates, if in The Wine Society's opinion, any of the material is defamatory or will or would likely mislead or deceive Members. Any candidates providing such material will be notified of the amendments or deletions and he/she may make a once only further amendment provided that it is supplied to The Wine Society within seven (7) days of the candidate being notified as aforesaid.
9. The one hundred (100) word limits will be determined by way of manual count (not a computer count); and
 - (a) Consistent with normal publishing practice, hyphenated words will be counted as one word, except in situations where they obviously are not (e.g. "higher-than-expected"); and
 - (b) The Style Manual for Authors, Editors and Printers (fifth edition) will be referred to in situations where in doubt.
10. All Biographies and Qualifications & Experience will be published either on a pamphlet, which will accompany printed ballot papers sent to Members, or in an electronic form.
11. Subject to Clauses 8 and 9 above, each Biography and Qualifications and Experience document will be published unedited without quotation marks with a note to the effect that the information was provided by the candidates. Thus Biographies and Qualifications and Experience documents will appear exactly how they are submitted. This includes spelling mistakes, punctuation errors, grammatical errors and capitalisations.
12. The order in which candidates' names are to be published, whether printed on ballot papers or as listed in an electronic format, shall be determined by lot.
13. Ballot papers will be initialled by the Returning Officer. The alternative electronic voting form will be endorsed by the Returning Officer.
14. Voting instructions will be emailed or posted to each Member entitled to vote at least twenty-one (21) days before the Annual General Meeting.
15. Members must mark exactly two (2) boxes on the ballot papers with a cross (x) in a black or dark blue pen. Alternatively, in the case of electronic voting, Members must select two (2) candidates from the list provided and mark them in accordance with the voting instructions.
16. Completed ballot papers must be returned to the registered office on or before the date and time stated on the ballot paper (not being less than twenty-four (24) hours before the Annual General Meeting). Electronic votes must similarly be submitted not less than twenty-four (24) hours before the Annual General Meeting.



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17. Each candidate is entitled to appoint one scrutineer to attend the opening of ballot papers, review of electronic records / logs and the counting of votes.
18. Ballot papers (whether printed or electronic) will be registered as informal if they are not initialled or endorsed by the Returning Officer or marked as required by Clause 15 above.
19. The Returning Officer will notify the results of the ballot to the Chairman of the Annual General Meeting who will declare the successful candidates elected.



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DO YOU PASS THE TEST?

1. In adopting the principle “sunlight is the best disinfectant”, the highest standards of integrity and ethical behaviour are expected from Directors.
2. Before signing the Director’s acknowledgement, you must be able to satisfy all criteria and statutory duties described herein, at the same time maintaining a mindset of transparency and independence for the remainder of your term of office.

ARE YOU ABLE TO SATISFY THIS STRINGENT TEST?

**PLEASE RETURN THE FOLLOWING DOCUMENTS BEFORE
5PM ON MONDAY 11 NOVEMBER 2019 TO:**

**REPLY PAID 745
THE WINE SOCIETY
ATTENTION: THE SECRETARY
P.O. BOX 745
BROADWAY NSW 2007**

THANK YOU



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**NOMINATION OF CANDIDATE FOR THE
OFFICE OF DIRECTOR**

We, _____ Member No. _____

Of _____ and

_____ Member No. _____

Of _____

being active Members of The Australian Wine Consumers' Co-Operative Society Limited ('The Wine Society') and having been active Members for the past twelve (12) months hereby nominate:

Of

For the office of Director of The Wine Society

Dated: _____

Signature

Signature



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**ACCEPTANCE OF NOMINATION AS A
CANDIDATE FOR THE OFFICE OF
DIRECTOR**

I, _____ Member No. _____

Of _____

being an active Member of The Australian Wine Consumers' Co-Operative Society Limited ('The Wine Society') and having been an active Member for the past twelve (12) months, hereby accept my nomination as Director of The Wine Society from:

1. _____ and,

2. _____

both of whom are, and in the preceding twelve months have been, active Members of The Wine Society.

If elected I consent to act as a Director and will devote such time as is necessary to carrying out the duties of a Director of The Wine Society.

I have read the Directors' Code of Conduct sent to me by The Wine Society and, if elected, I agree to be bound by the Code and to uphold the principles and practices set out in the Code.

My Qualifications & Experience for the office of Director are set out on the attached form.

Dated: _____

Signature

