



thewinesociety

**NOTICE UNDER RULE 46.1 - CALLING FOR
NOMINATIONS FOR ELECTION AS A DIRECTOR OF
THE AUSTRALIAN WINE CONSUMERS' CO-OPERATIVE SOCIETY LIMITED ('THE
WINE SOCIETY' OR 'THE CO-OPERATIVE')**

Notice is hereby given that eligible Members are invited to nominate suitable candidates to stand for election as a Director.

Nominations will close at 5pm on Monday 11 November, 2019.

Director Nomination Kits can be obtained by contacting The Wine Society by telephone on 1300 723 723 or by email at customers@winesociety.com.au . When requesting a Kit, please allow sufficient time for completion and submission prior to the closing date for nominations.

Only members who hold a minimum of 25 shares in The Wine Society and have been active members for the entire 12 months immediately preceding the date for closure of nominations are eligible to nominate or be nominated for the position of Director. Nominations must be signed by two or more members each of whom have been active members for at least 12 months immediately prior to the closing date for nominations.

Please see the reverse of this Notice for further information regarding Nomination Criteria.

HARDCOPY NOTICE REQUEST FORM

The Wine Society encourages members to accept Notices in electronic form, either by email or by reference to a posting to The Wine Society's website. Electronic delivery of Notices is efficient, cost effective and environmentally friendly.

However, members who wish to receive statutory Notices, Annual Reports, etc. from The Wine Society in hardcopy form can elect to do so by completing, signing and forwarding this Notice to The Wine Society at PO Box 745, Broadway NSW 2007. All such Notices will then be posted to the address maintained on our records. Hardcopy Notice Requests are valid until you cease membership or you inform The Wine Society in writing that you no longer wish to receive hardcopy Notices, reports, etc.

Name:.....Member No:

Signature:.....Date:.....

Nomination Criteria for Member Directors

As required under The Wine Society's Rule 44(a), to qualify as a Director a person must:

- Be an active member of the Co-operative;
- Have been an active member for at least twelve (12) months immediately prior to the date fixed for closure of nominations of candidates for election as directors; and
- Hold a minimum of twenty-five (25) shares in the Co-operative, not being shares required to be forfeited under section 157 of the Law.

In addition to the above, The Society's Nominations Committee has determined that candidates for election as a Member Director should:

- Have a sound knowledge of the Co-operatives National Law, Corporations Law (where applicable) and other legislation impacting upon The Wine Society;
- Be financially literate;
- Exhibit sound business judgement;
- Be of good reputation and integrity;
- Not have any conflicts of interest or other legal impediments to serving on the Board; and
- Be in a position to devote the required time to attending to Board matters (including Board meetings, Committee meetings as required, AGMs, periodic engagement in Board / Management meetings or workshops) and occasional attendance at Society events in their capacity as a Director.

While it is most unlikely that any one Director will possess the entire range of skills and experience needed to fully discharge the Board's duties, individuals' skills and experience should be complementary (to create a balanced Board). Ideally, at least some of the Directors at any given time should be able to demonstrate the following qualifications, qualities and competencies:

- Completion of the Australian Institute of Company Directors' *Company Directors Course*, or one of the Governance Institute of Australia's *Graduate Diploma* courses on Risk Management and Corporate Governance;
- Previous Board experience and / or successful senior level management experience;
- Knowledge or experience in Marketing, IT, Social Media, Digital transformation fields;
- Knowledge or experience in Law, Accounting, Finance or Logistics;
- Mediation skills and Diplomacy;
- Strategic vision; and
- General wine industry knowledge.