

# **NATIONAL WINE FOUNDATION INCORPORATED**

## **CONSTITUTION**

1. The name of the Foundation shall be "NATIONAL WINE FOUNDATION INCORPORATED" ("Foundation").

### **INTERPRETATION**

2. In this Constitution:

Unless the contrary intention appears from the context, words importing the singular number only shall include the plural number and vice versa, and words importing the masculine gender shall only include the feminine gender and vice versa.

"Act" means the Associations Incorporation Act 1985 as amended (South Australia).

"Member or Members" means a Member or the Members of the Foundation for the time being and includes a person appointed as a representative of a Member who is not a natural person.

"Council" means the Council constituted by this Constitution.

"Constitution" means the constitution of the Foundation for the time being in force.

"member of the Council" includes, where the content permits, an alternate member of the Council.

### **OBJECTS**

3. The objects of the Foundation shall be:
  - 3.1 To commission or fund projects which address those social problems in the Australian community which can lead to alcohol abuse.
  - 3.2 To invest and manage the proceeds, which will be created through the Centenary of Federation Wine Project and any other fundraising undertaken by the Foundation.
  - 3.3 To oversee and monitor the establishment and expenditure of grants for projects as determined by the Foundation, and to report on outcomes to Australian Grape and Wine Incorporated.
  - 3.4 To give priority to projects that address social issues in remote and indigenous communities.
  - 3.5 To consult with government, the wine industry, the private sector, and other educational representatives on the production and presentation of material to further the objects of the Foundation.

- 3.6 To call for applications from government, semi-government and private health organisations and individuals for funding support from the Foundation.
- 3.7 To solicit, receive and accept donations, legacies, subscriptions, endowments and gifts.
- 3.8 To affiliate, co-operate, associate, correspond or act in conjunction with any company, association, institution or organisation having objects similar to any of the objects of the Foundation.
- 3.9 To do all other matters, acts and things as shall be or may appear to be incidental or conducive to the attainment of the above objects or any objects of a like or similar character.

## **MEMBERSHIP**

4. The members of the Foundation shall consist of the following:
  - 4.1 Australian Grape and Wine Incorporated of Industry House, National Wine Centre, Botanic Road, Adelaide or the body from time to time determined by the Council to be the successor of such body.

## **PATRON**

5. There shall be a Patron of the Foundation who shall be a person invited to occupy that position by the Council of the Foundation from time to time.

## **POWERS OF THE FOUNDATION**

6. For the purposes of carrying out the objects referred to in Rule 3, and in addition to and not in derogation of the powers set forth in the Act, the Foundation shall have the powers of a natural person.

## **MEETINGS OF THE MEMBERS**

7. A general meeting of the members, herein called the first members meeting, shall be held as soon as conveniently may be after the Foundation is incorporated.
8. Unless otherwise ordered by a resolution passed after notice of motion at a general meeting of the Members, a general meeting of the Members (to be called the Annual General Meeting) shall be held each year, on such day and at such time as the Council shall approve.
9. The business to be transacted at the Annual General Meeting, includes the consideration of accounts and the reports of the Council and auditors, and the election of the members of the Council. No business other than that stated on the notice shall be transacted at the Annual General Meeting.
10. Special general meetings of the Members may be convened at any time by the Chairman or by the Council and shall be convened by the Council on the written requisition of not less than one Member, specifying the object of the meeting; at any special general meeting convened on such requisition. No business shall be transferred other than that specified in the requisition.

11. Every general meeting of the Members shall be convened by sending by post at least seven days before the holding of the Meeting, notice to every Member. The said notices shall specify the nature of the business to be transacted.
12. At every general meeting of the Members, the chair shall be taken by the Chairman or in the absence of the Chairman, by the Deputy Chairman, or in the absence of the Chairman and Deputy Chairman, by the Treasurer or in the absence of the Chairman, Deputy Chairman and Treasurer, by a person to be nominated by the Members present.
13. The chairman of the meeting may, with the consent of any meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
14. At all general meetings of the Members a resolution put to the vote of the meeting shall be decided on a show of hands, unless the chairman of the meeting shall (either before the resolution is put to the meeting or before or on the declaration of the result of the show of hands) direct that the matter be decided on a poll or unless a poll is demanded by at least one member present. Unless a poll is so directed or demanded, the declaration by the chairman of the meeting that the resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Foundation, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
15. If a poll is directed or demanded as aforesaid it shall be taken forthwith and shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
16. Both on a show of hands and on a poll, each Member shall be entitled to one vote.
17. The vote to which the member is entitled may only be exercised by them personally or by a person duly appointed by them to be their proxy. The instrument appointing a proxy shall be in writing in a form approved by the Council under the hand of the appointor. A Member shall not be entitled to exercise their vote by post.
18. In the case of an equality of votes, whether on a show of hands or on a poll the chairman of the meeting at which the voting is taking place shall be entitled to a second or casting vote.

## **COUNCIL**

19. The Council shall be comprised of the following:
  - 19.1 two representatives appointed by Australian Grape and Wine Incorporated; and
  - 19.2 not more than six ordinary members appointed by the representatives referred to in Rule 19.1 above (which representatives are hereafter called "the Representative Members of the Council").
20. The Representative Members of the Council shall appoint from the members of the Council the following officers:

- 20.1 Chairman;
- 20.2 Deputy Chairman;
- 20.3 Treasurer;
- 21. Each Member may remove any Representative Member of the Council which it has appointed and if it desires appoint another person as a replacement or fill a casual vacancy occurring as a result of any such Representative Member of the Council ceasing to be a member.
- 22. The Council may at any time request any six persons to render to the Council with or without remuneration therefore, advice and assistance as it thinks fit and may invite any persons to attend at any of its meetings and to take part in the discussion thereat but no person so invited shall be entitled to vote at any such meeting.
- 23. Each ordinary member of the Council shall hold office for one year but shall be eligible for re-appointment.
- 24. On every casual vacancy in relation to an ordinary member of the Council or Auditor, the Representative Members of the Council may if they see fit appoint someone to fill the vacancy until a successor is duly appointed by the Representative Members of the Council.
- 25. Any person appointed to fill a casual vacancy as an ordinary member shall hold office only for the unexpired term of office of the member in whose place such person is appointed but shall be eligible for re-appointment.
- 26. A Council member may appoint an alternate for a specified period.
- 27. The appointor may terminate the alternate's appointment at any time.
- 28. An appointment or termination of an alternate is effective only if:
  - 28.1 it is in writing;
  - 28.2 the appointor signs it; and
  - 28.3 the Council is given notice of it.
- 29. The alternate is entitled to notice of Council meetings.
- 30. If the appointor is not present, the alternate may:
  - 30.1 attend the Council's meeting, count in the quorum, speak, and vote in the place of the appointor;
  - 30.2 exercise any other powers (except the power to appoint an alternate) that the appointor may exercise.
- 31. A person may act as an alternate for more than one member of the Council.
- 32. If the appointor ceases to be a member of the Council, the alternate cannot exercise the appointor's powers.

33. While acting as a member of the Council, an alternate is an officer of the Foundation and not the agent of the appointor.
34. The Council may act at any time notwithstanding any vacancy in its body.
35. The Representative Members of the Council may remove any ordinary member of the Council before the expiration of their period of office, and may appoint another person in their stead. The person so appointed shall be subject to retirement at the same time as if they had become an ordinary member of the Council in whose place they are appointed was last appointed as an ordinary member of the Council.
36. A member of the Council who communicates in writing to the Secretary a wish to resign shall thereupon cease to be a member of the Council.
37. The Chairman whenever present shall preside at the meetings of the Council. In the absence of the Chairman, the Deputy Chairman shall preside at the meetings of the Council. In the absence of the Chairman and the Deputy Chairman, the members of the Council present shall choose one of their number to be chairman of the meeting.
38. Three members of the Council shall constitute a quorum.
39. Each member of the Council present at a meeting of the Council shall be entitled to one vote. Every question arising at any meeting of the Council shall be determined by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
40. Subject to the provisions of this Constitution, the Council shall have power to determine the procedure at Council meetings and the mode of convening the same.
41. Save as otherwise provided by and subject to this Constitution the Council shall have the entire superintendence, control and management of the property and affairs of the Foundation and may exercise all or any of the powers set forth in Rule 6 and shall elect or appoint and may prescribe the duties of, and may dismiss at pleasure, all or any of the officers and servants of the Foundation, and may at any time constitute any offices in addition to those provided by this Constitution.
42. The Council may make, alter, suspend, and repeal such rules, standing orders, and regulations as they may think fit, for regulating generally the affairs of the Foundation provided always that no such rule, standing order or regulation shall be contrary to the provisions of this Constitution.
43. The Council may appoint a committee or committees for the purpose of dealing with any subject and may delegate to such committee or committees whether standing or special such powers subject to such conditions as they think fit.
44. The Chairman shall ex-officio be a member of all committees. The Council may if it thinks fit, appoint as members of a committee, persons who are not members of the Council.
45. The Council shall provide for the safe custody of the common seal of the Foundation which shall not be affixed to any instrument except in the presence of one member of the Council and the Secretary and in pursuance of a resolution of the Council.

## **INFORMALITIES IN APPOINTMENT, ETC.**

46. All acts bona fide done at any meeting of the Council or of any committee shall notwithstanding that it may afterwards be discovered that there was some defect in the qualification or appointment of any members or other person attending and voting thereat or that the qualification nomination appointment or election of any such member or other person had lapsed be as valid as if every such member or other person had been duly qualified nominated appointed or elected and was entitled to attend and vote.

## **AUDITORS**

47. There shall be one or more auditors of the Foundation who shall be Chartered Accountants and shall (save in the case of a casual vacancy) be elected annually by the Members at the Annual General Meeting.
48. The auditors or auditor shall, not later than three weeks before the Annual General Meeting in each year, audit and report upon all the accounts and books of the Foundation, and shall at any other time, if and when required by the Council, audit and report upon any of such accounts and books.
49. All the accounts and books of the Foundation shall when required, for the purposes of audit be open to the inspection of the auditors or auditor at all reasonable times.

## **SECRETARY**

50. The Council shall appoint a Secretary to the Foundation. Such Secretary shall devote such of his time or her time to the affairs of the Foundation and shall perform such duties as may be prescribed by the Council. The remuneration of the Secretary may be fixed by the Council from time to time.

## **INCOME OF FOUNDATION**

51. The income of the Foundation shall be applied solely towards the promotion of the objects of the Foundation.
52. Except as provided in this Constitution, no part of the income or property of the Foundation shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise to the Members provided that nothing herein shall prevent the payment in good faith of:
- 52.1 remuneration to any officer or servant of the Foundation in return for any service rendered to the Foundation; or
  - 52.2 expenses incurred by any Member in attending meetings or otherwise undertaking business of the Foundation at the instance of the Council; or
  - 52.3 interest on money borrowed from any Member of the Foundation; or
  - 52.4 services rendered or goods supplied to the Foundation by the Member whether as an employee or otherwise; or
  - 52.5 any other commercial purpose or reason.

## **ALTERATION TO CONSTITUTION**

53. The Members may by resolution passed at a Special General Meeting of the Members held specially for the purpose by a majority of not less than three quarters of the votes of the members present at the meeting alter amend or add to the Constitution and such alteration, amendment or addition shall, when so made, become effectual.

## **DISSOLUTION**

54. In the event of the affairs of the Foundation being wound up, the surplus assets after discharge of all liabilities shall be disposed of as determined by the Council, provided that they shall be to such a fund, authority or institution, or other body which has rules prohibiting the distribution of its assets and income to its members and is similarly to the Foundation exempt (or entitled to be exempt) from income tax.