

**THE INTERNATIONAL WINE LAW  
ASSOCIATION (AUSTRALASIAN  
SECTION) INC.**

**STATEMENT OF PURPOSES  
AND RULES**

# ASSOCIATIONS INCORPORATION ACT 1981

## STATEMENT OF PURPOSES AND RULES

### NAME

1. (1) The name of the incorporated association is THE INTERNATIONAL WINE LAW ASSOCIATION (AUSTRALASIAN SECTION) INC. (in these 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.

### INTERPRETATION

2. (1) In these rules, unless the contrary intention appears:

"Committee" means the Committee of Management of the Association.

"Financial year" means the year ending on ~~31 December~~ *30 June*

"General Meeting" means a general meeting of members convened in accordance with rule 13.

"Member" means a member of the Association, and includes a member of the Association which is not a natural person unless inconsistent with the context, and unless expressly provided to the contrary includes an Honorary Member.

"Officer" means an officer of the Association in accordance with rule 23(1).

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under rule 23.

"Special Business" means special business as defined in rule 14(1).

"Special Resolution" means a special resolution as defined in the Act.

"The Act" means the Associations Incorporation Act 1981 (Vic).

"The 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.

"The Regulations" means regulations under the Act.

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

- (2) In these Rules, a reference to the Secretary of the Association is a reference:
  - (a) where a person holds office under these Rules as Honorary Secretary of the Association – to that person; and
  - (b) in any other case, to the Public Officer of the Association.
- (3) 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.

### **PURPOSES**

3. The purposes of the Association are:
  - (1) to further the work and objects of the International Wine Law Association;
  - (2) to cooperate with national and international associations and organisations concerned with the production, promotion, distribution and sale of wine materials;
  - (3) 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;
  - (4) 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;
  - (5) 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;
  - (6) to hold meetings to further the purposes of the Association; and
  - (7) to do all such other lawful things as are incidental to the attainment of the abovementioned purposes or any one of them.

## POWERS

4. Solely for the purpose of furthering the purposes of the Association as set out in rule 3 the Association shall have power, in addition to the powers given by the Act,
- (1) 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;
  - (2) 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:
  - (3) to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
  - (4) 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.
  - (5) 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; to obtain from any such Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; 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;
  - (6) to retain, appoint, employ remove or suspend such consultants, managers, clerks, secretaries, servants, and other persons as may be necessary or convenient for the purposes of the Association;

- (7) 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;
- (8) 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;
- (9) to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (10) 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;
- (11) 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 or any part of the Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (12) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (13) 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;
- (14) 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;
- (15) 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 but subject always to the proviso in rule 4(4);

- (16) 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;
- (17) to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes;
- (18) 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 among its or their members to any extent at least as great as that imposed upon the Association under or by virtue of the rules;
- (19) 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;
- (20) 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;
- (21) to make donations for patriotic, charitable, religious or community purposes;
- (22) 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;
- (23) 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 the vine and wine;
- (24) to apply for the registration of the Association in any other state or territory;
- (25) 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.

#### **APPLICATION FOR MEMBERSHIP**

- 5. (1) A person, whether or not a natural person, who is a member of the International Wine Law Association, is eligible to be a member of the Association.

- (2) A person may be admitted to the Association on application in writing to the Secretary in the form set out in Appendix 1.
- (3) 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.
- (4) A right, privilege, or obligation of a person by reason of his membership of the Association:
  - (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of that person's membership whether by death or resignation or otherwise.
- (5) 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. A representative appointed under the sub-rule ceases to be a representative upon the termination of the membership of the member which appointed that member.
- (6) 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.

#### ANNUAL SUBSCRIPTION

6. (1) 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.
- (2) 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.
- (3) If a person, whose membership has ceased by virtue of the operation of sub-rule 6(2) 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.

### **REGISTER OF MEMBERS AND HONORARY MEMBERS**

7. (1) 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 Public Officer.
- (2) Any person who is a Member of Honour of the International Wine Law Association shall be an Honorary Member of the Association.
- (3) Any natural person may, with the approval of that person, be elected by the Committee as an Honorary Member of the Association.

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.

### **RESIGNATION OF MEMBER**

8. (1) 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. 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.

Upon the receipt of a notice given under rule 8(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.

**DISCIPLINE AND EXPULSION OF MEMBERS**

9. (1) Subject to these rules, the Committee may by resolution:
- (a) expel a member from the Association; or
  - (b) suspend a member from membership of the Association for a specified period; or
  - (c) reprimand a member in accordance with the Regulations (as they may apply), if the Committee is of the opinion that the member –
    - (i) has refused or neglected to comply with these rules;
    - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (2) A resolution of the Committee under rule 9(1):
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under rule 9(3) confirms the resolution in accordance with this clause; 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.
- (3) Where the Committee passes a resolution under rule 9(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 Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that the member may do one or more of the following –
    - (i) attend that meeting;

- (ii) give to the Committee 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 the member wishes to appeal to the Association in general meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with rule 9(2) the Committee:
  - (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.
- (5) Where the Secretary receives a notice under rule 9(3)(d)(iii), the Secretary shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Association convened under rule 9(5):
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee 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 shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting:
  - (a) two-thirds of the members 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.

### **ANNUAL GENERAL MEETING**

10. (1) The Association shall in each calendar year convene a general meeting of its members which shall be called the annual general meeting.
- (2) The annual general meeting shall be held on such day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect officers of the Association and the ordinary members of the Committee; and
  - (d) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

### **SPECIAL GENERAL MEETING**

11. All general meetings other than annual general meetings shall be called special general meetings.
12. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-rule, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of members representing not less than 10% of the total number of members, convene a special general meeting of the Association.

- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the 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 of the members making the requisition.
- (4) If the Committee does not cause a special general meeting to be held within two months 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 special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by members in pursuance of these rules shall be convened in a manner as near as possible to that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

#### NOTICE OF MEETING

13. (1) The Secretary of the Association shall, at least 30 days before the date fixed for holding any general meeting of the Association, cause to be sent to each member of the Association at that member's address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the agenda for the meeting including a statement of the business to be transacted at the meeting.
- (2) Any member desiring to bring any business before a meeting of which notice has been given, may give notice of that business in writing to the Secretary and provided that such notice is received by the Secretary not less than 14 days before the date of the meeting, the Secretary shall include that business in the notice of meeting by circulating the agenda in the manner prescribed by rule 13(1) for the meeting to the members, amended to include the further business.
- (3) No business other than that set out in the notice convening the meeting or as it may have been amended in accordance with these rules shall be transacted at the meeting, unless the meeting shall otherwise resolve.
- (4) A member desiring to bring any business before a future general meeting (other than as hereinbefore provided) 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 that notice.

- (5) Notwithstanding rule 13(1), where a meeting is convened pursuant to rule 9(5), the Secretary shall cause a notice to be sent to each member not less than fourteen days before the date fixed for holding such meeting. The notice shall otherwise be given in the manner prescribed in rule 13(1), but will include a statement outlining the procedure for the discipline and expulsion of members pursuant to these rules.

### **PROCEEDINGS AT GENERAL MEETINGS**

14. (1) All business that is transacted at a special general meeting and all business that is transacted at an annual general meeting with the 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.
- (2) 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.
- (3) Ten members present either personally or by proxy of whom not less than five 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.
- (4) 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 members personally present shall constitute a quorum.
15. (1) The President, or in the absence of the President, the Vice-President, shall preside as Chairman at any general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

16. (1) 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 no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
  - (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 the general meeting.
  - (3) Except as provided in rules 16(1) and 16(2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
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17. (1) 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.
  - (2) A question arising at a general meeting of the Association shall be determined on a show of hands. Unless a poll is demanded pursuant to rule 19(1), 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 the votes recorded in favour of, or against that resolution.
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18. (1) Upon any question arising at any general meeting of the association, a member has one vote only, provided however, that each person who is representative of a member pursuant to rule 5(5) shall have a vote.
  - (2) All votes shall be given personally or by proxy, provided that no person shall be proxy for more than four members.
  - (3) Except in a vote pursuant to rule 9(7) or 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.
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19. (1) If at a meeting a poll on any question is demanded by not less than three members on or before the determination by the Chairman of a show of hands pursuant to rule 17(2) a poll shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- (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.
20. 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.
21. (1) 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.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

#### **COMMITTEE OF MANAGEMENT**

22. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in rule 24.
- (2) The Committee:
- (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 the members of the Association;
  - (c) 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; and
  - (d) may establish, administer and control the award of fellowships, scholarships, travel allowances and prizes, subject to the direction of the Association from time to time.

23. (1) The officers of the Association shall be:
- (a) a President;
  - (b) two Vice-Presidents;
  - (c) an Honorary Treasurer;
  - (d) an Honorary Secretary;
  - (e) the immediate Past-President; and
  - (f) a Reporter General.
- (2) 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.
24. (1) Subject to Section 23 of the Act the Committee shall consist of natural persons only and shall comprise -
- (a) the officers of the Association;
  - (b) not less than 2 and not more than 6 ordinary members - each of whom shall be elected at the annual general meeting of the Association in each year; and
  - (c) 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.
- (2) 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.

#### **ELECTION OF COMMITTEE AND VACANCY**

25. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:
- (a) 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);

- (b) shall be delivered to the Secretary not less than 14 days before the date fixed for the holding of the annual general meeting; and
- (c) shall be in or to the like effect as the form set out in Appendix 3.

The Secretary shall forthwith after the expiration of the aforesaid 14 day period, 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.

- (2) 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.
  - (3) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
  - (4) 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.
  - (5) 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.
  - (6) A nomination of a candidate for election under this rule becomes invalid if that candidate has been elected to another office in that election.
26. (1) 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:
- (a) ceases to be a member of the Association;
  - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
  - (c) resigns office by notice in writing given to the Secretary.

- (2) In the event of a casual vacancy in any office referred to in rule 23(1), 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.
- (3) 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.

### **NOTICE AND PROCEEDINGS OF COMMITTEE**

27. (1) The Committee shall meet at such times and places as the Committee may determine, being not less than once each calendar year.
- (2) Special meetings of the Committee may be convened by the President or by any 2 of the members of the Committee.
- (3) 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.
- (4) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (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 at 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.
- (6) At meetings of the Committee:
  - (a) the President or in the absence of the President a Vice-President shall preside; or
  - (b) 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.
- (7) 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.

- (8) 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 or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (9) 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.
- (10) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to that member at a reasonable time before the meeting or by sending it by pre-paid post addressed to that member at the address of that member in the Register of Members at least two business days before the date of the meeting.
- (11) Subject to rule 27(4) the Committee may act notwithstanding any vacancy of the Committee.
- (12) Notwithstanding anything to the contrary herein -
  - (a) the Committee may meet by telephone or other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants,
  - (b) all questions arising in a meeting of the Committee conducted pursuant to paragraph (a) of this sub-rule shall be decided by a majority of votes determined by the statements of the members participating in the meeting, and
  - (c) written notice of each meeting of the Committee to be held under this sub-rule, shall be served on each member of the Committee by fax at a reasonable time before the meeting.

#### **HONORARY SECRETARY**

28. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

### **HONORARY TREASURER**

29. (1) The Treasurer of the Association:-
- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) 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.
- (2) The accounts and books referred to in rule 29(1) shall be available for inspection by members.

### **REMOVAL OF MEMBER OF COMMITTEE**

30. (1) The Association in any general meeting may by resolution remove any member of the Committee whether an officer or an ordinary member before the expiration of that member's term of office and appoint another member of the Association in that member's stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-rule (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that those representations 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 so sent, the member may require that they be read out at the meeting.

### **CHEQUES**

31. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

### **SEAL**

32. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) 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 and the Public Officer of the Association.

### **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

33. These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

### **NOTICES**

34. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it to the member at that member's address shown in the Register of Members. Where the member has notified the Secretary of an address for facsimile transmission or electronic mail transmission a notice may be served upon that member by facsimile or electronic mail.
- (2) Where a notice is properly addressed, pre-paid and posted to a person as a letter, the notice 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.
- (3) Where a notice is transmitted by facsimile or by electronic mail the notice shall, unless the contrary is proved, be deemed to have been given at 9:00am in the local time of the addressee on the day following the day of the transmission.

### **APPLICATION OF FUNDS**

35. (1) Subject to rules 35(2) and 35(3) 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.

- (2) 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 member of the Association or other person in return for any services actually rendered to the Association.
- (3) 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.
- (4) 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.

#### **CUSTODY OF RECORDS**

36. Except as otherwise provided in these rules, the Secretary shall keep in the custody or under the control all books, documents and securities of the Association.

#### **FUNDS**

37. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

**APPENDIX 1**

Application for membership of THE INTERNATIONAL WINE LAW ASSOCIATION  
(AUSTRALASIAN SECTION) INC.

I, \_\_\_\_\_  
Full name of applicant

of, \_\_\_\_\_  
\_\_\_\_\_  
Address

\_\_\_\_\_  
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 special general meeting, as the case may be) to be held on the ..... day of ..... 199 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 of ..... 199

**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 Honorary Treasurer or Honorary Secretary or Reporter General ordinary committee member\* of the Association.

Signature \_\_\_\_\_

Date \_\_\_\_\_

I, \_\_\_\_\_ of \_\_\_\_\_

consent to my nomination for election as President or Vice-President or Honorary Treasurer or Honorary Secretary, Reporter General or ordinary committee member\* of the Association.

Signature \_\_\_\_\_

Date \_\_\_\_\_

\* Delete any offices for which nomination or consent is not desired.