

# Member Benefits Committee Charter

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## Purpose

- a) The Member Benefits Committee (**Committee**) is a formally appointed Committee of the Board of Directors of The Australian Wine Consumers Co-operative Society Limited (**The Wine Society**) and is responsible to the Board. The Committee does not have executive powers or authority to implement action in areas over which management has responsibility. It does not have any delegated financial responsibility; nor does it have any management functions.
- b) This Charter governs the operations of the Committee. The Committee shall review and reassess this Charter at least annually and obtain the approval of the Board of Directors to any amendments.

## Objectives

The Committee's role is to report to the Board and provide appropriate advice and recommendations on matters relating to Member Benefits in order to facilitate decision making by the Board, including to;

- a. Expand and enhance the range of services to members
- b. Grow the membership base
- c. Position and raise the profile of The Wine Society and its brands
- d. Improve and expand the delivery of Wine Education and Events

## Membership

- a) The Committee shall consist of at least three and up to five members, including the Marketing Manager and Contact Centre Manager, appointed by the Board. The Chairman of the Committee will be a member of the Board of Directors but not either the Chairman or Deputy Chairman of the Board
- b) Membership of the Committee shall be subject to annual review by the Board.
- c) In the event that a Committee member cannot attend a meeting, the Chairman may appoint an alternate member of the Board for that meeting.
- d) The Chairman of the Board of The Wine Society shall be entitled to attend all meetings of the Committee.

## Chairman

- a) The Committee members shall appoint the Chairman of the Committee on an annual basis.

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- b) If the Chairman is not present within 15 minutes after the time appointed for holding a Committee meeting, or if the Chairman is not willing to take the Chair, the Committee members present may choose one of their number as Chairman of that meeting.
- c) The Chairman must call a meeting of the Committee if requested to do so by any Committee member.

### Meetings

- a) The Committee shall meet as required.
- b) A quorum shall be a number equal to:
  - (i). where the number of Committee members is an even number, half that number, plus one; and
  - (ii). where the number of Committee members is an odd number, half that number rounded up to the next whole number.
- c) Any questions arising at any meeting of the Committee shall be decided by a majority of votes and each Committee member shall have one vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- d) The Committee shall be responsible for the conduct of its proceedings and shall ensure that minutes of its meetings are prepared and reported to the Board.

### Duties and Responsibilities

The primary role of the Committee is to provide appropriate advice and recommendations on matters relating to Member Benefits. To perform this role, it shall review:

- on a continuing basis, the ongoing education of the Board and members of management in relation to matters concerning Member Benefits,
- The Committee shall perform such other functions as may be assigned to it by the Board from time to time.

### Other Matters

- (a) The Committee shall also have the ability to consult independent experts where they consider such consultation necessary to carry out its duties.
- (b) The Wine Society's annual report should include a statement describing the responsibilities and activities of the Committee.