

Nominations Committee Charter

Purpose

- a) The Nominations Committee (**Committee**) is a formally appointed Committee of the Board of Directors of the Australian Wine Consumers Co-operative Society Limited (the **Co-operative**) and is responsible to the Board. The Committee has no 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 will review and reassess this Charter at least annually and obtain the approval of the Board of Directors.
- c) The Committee's role is to oversee the process by which members are nominated for the position of Director of the Co-operative in accordance with the Co-operative's Rules, the Co-operatives Act 1992 (NSW) and any other requirements as set down from time to time by the Board and to make any necessary recommendations to the Board in this regard.

Membership

- a) The Committee will consist of three members
- b) Membership of the Committee will rotate annually and comprise the two most recently elected Directors together with the Secretary of the Co-operative.

Chairman

- a) The Chairman of the Committee will be the most recently elected Director to the Board who received the highest number of votes when elected.
- b) The Chairman must call a meeting of the Committee if requested to do so by any Committee member.

Meetings

- a) The Committee will meet at least annually.
- b) At least one Committee meeting will be held no later than 30 days after the closing date for nominations for the position(s) of Director.
- c) A quorum can only be achieved when all Committee members are present.

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- d) Any questions arising at any meeting of the Committee will be decided by a majority of votes and each Committee member will have one vote. In the case of an equality of votes, the Chairman will have a second or casting vote.
- e) The Committee will be responsible for the conduct of its proceedings and will ensure that minutes of its meetings are prepared and reported to the Board.

Duties and Responsibilities

The primary role of the Committee is to oversee the process by which members are nominated for the position(s) of Director of the Co-operative in accordance with the Co-operative's Rules, the Co-operatives Act 1992 (NSW) and any other requirements as set down from time to time by the Board.

To perform this role, the Committee must:

- Prior to calling for nominations for the position(s) of Director:
 - Review the Board election rules and if necessary make any recommendations to the Board for changes;
 - Review and, where necessary, update the Director Nomination kit;
 - Review the notice calling for nominations for the position of Director (**Notice**);
 - Instruct the Secretary to cause the Notice to be published to all members; and
 - Instruct the Secretary to cause the Notice to be posted on the Co-operative's website for the duration of the nomination period;
- Seek from each re-nominating Director a biography and statement of experience and qualifications that adheres to the requirements as set down from time to time by the Board;
- Immediately after the time for closure of nominations:
 - Review each member's nomination for eligibility in accordance with the Rules of the Co-operative.
 - Review each member's nomination to ensure that it adheres to any other requirements as set down from time to time by the Board.
 - Review each re-nominating Director's biography and statement of experience to ensure that it adheres to the requirements as set down from time to time by the Board; and
- Instruct the Secretary to advise the Returning Officer of the names of the members eligible to participate in the election of Directors.