

Australian Wool Research and Promotion Organisation (AGM) Regulations 1995

Statutory Rules 1995 No. 8 as amended

made under the

*Australian Wool Research and Promotion Organisation
Act 1993*

Consolidated as in force on 17 November 1999

(includes amendments up to SR 1999 No. 273)

Prepared by the Office of Legislative Drafting,
Attorney-General's Department, Canberra



Australian Wool Research and Promotion Organisation (AGM) Regulations 1995

Statutory Rules 1995 No. 8 as amended

made under the

Australian Wool Research and Promotion Organisation Act 1993

Contents

	Page
1 Name of Regulations [see Note 1]	3
2 Interpretation	3
3 Notice of intention to participate in AGM	3
4 Organisation to determine status of wool-tax payer	5
5 Number of days for notice of AGM	6
6 Preparation of agenda for AGM	6
7 Notice of AGM agenda, notices of motion etc	6
8 Notice of no confidence motion	7
9 Conduct of AGM	8
10 Proxies	8

	Page
11 Authorised representatives of certain wool-tax payers	8
11A Voting by body corporate, partnership or trust	9
12 Voting at an AGM	9
13 Voting entitlements	10
14 Review of decisions	11
15 Manner of giving notice	11
Notes	12

1 Name of Regulations [see Note 1]

These Regulations are the *Australian Wool Research and Promotion Organisation (AGM) Regulations 1995*.

2 Interpretation

In these Regulations, unless the contrary intention appears:

Act means the *Australian Wool Research and Promotion Organisation Act 1993*.

AGM means an annual general meeting of the Organisation convened under section 21 of the Act.

authorised representative, in relation to a wool-tax payer, means a person authorised by the wool-tax payer under regulation 11.

former register of wool-tax payers means the register of wool-tax payers formerly kept by the Australian Wool Corporation under section 40 of the *Australian Wool Corporation Act 1991*.

no confidence motion, means a motion of a kind referred to in paragraph 23 (2) (b) of the Act.

preceding financial year, in relation to an AGM, means the financial year preceding the financial year in which the AGM is to be held.

recorded wool-tax payer means a wool-tax payer in relation to whom the Organisation has recorded details under subregulation 4 (2).

register of wool-tax payers means the register of wool-tax payers kept by Wool International under section 66 of the *Wool International Act 1993*.

3 Notice of intention to participate in AGM

- (1) For the purposes of subsection 21 (2) of the Act, a person who is a wool-tax payer may give notice, not less than 35 days before the day on which an AGM is to be held, in a form provided to the person by the Organisation, in accordance with this regulation.

- (2) A notice must state:
- (a) the person's name and business address; and
 - (b) that the person is a wool-tax payer; and
 - (c) that the person intends to attend, and participate in, the AGM; and
 - (d) whether the person wishes to receive a copy of:
 - (i) the most recent annual report and financial statements of the Organisation, and the Auditor-General's report on those statements; or
 - (ii) the most recent financial statements of the Organisation and a report by the Chairperson on the Organisation's performance in the year to which those statements relate.
- (3) In respect of the AGM to be held in the financial year ending on 30 June 1995, the notice must:
- (a) show:
 - (i) the amount of the liability of the person to pay wool tax for the preceding financial year; and
 - (ii) that the amount of the tax has been paid; or
 - (b) state that, for the purposes of determining the person's voting entitlements under regulation 13, the person consents to the use by the Organisation of recorded details of the gross proceeds from the sale of wool and the sale value of wool, in relation to the person, applicable on 30 November 1993 in the former register of wool-tax payers.
- (4) In respect of an AGM other than the AGM referred to in subregulation (3), if:
- (a) the register of wool-tax payers does not contain an entry relating to the wool-tax payer in respect of the preceding financial year; or
 - (b) the wool-tax payer does not consent to access by the Organisation to any information in that register relating to the wool-tax payer in respect of the preceding financial year;
- the notice must show:
- (c) the amount of the liability of the person to pay wool tax for the preceding financial year; and

- (d) that the amount of the tax has been paid.
- (5) A person may give written notice to the Organisation, not less than 35 days before the day on which an AGM is to be held, of an amendment of information given to the Organisation in a notice under this regulation.
- (6) Despite subregulations (1) and (5), the Organisation may accept:
 - (a) a notice in accordance with subregulations (2), (3) and (4);
or
 - (b) a notice of an amendment referred to in subregulation (5); given less than 35 days before the day on which an AGM is to be held, if:
 - (c) it appears to the Organisation that the giving of the notice was delayed through no fault of the person giving it; or
 - (d) there is other good reason, in the circumstances of the case, for accepting the notice.
- (7) A notice accepted by the Organisation under subregulation (6) is taken to have been given in accordance with this regulation.
- (8) A person must not intentionally or recklessly make a statement, or give information, that is false or misleading in a notice under this regulation.

Penalty: 5 penalty units.

4 Organisation to determine status of wool-tax payer

- (1) As soon as practicable after receiving notice given by a person under regulation 3 in respect of an AGM, the Organisation must determine, in accordance with information reasonably available to the Organisation, whether the person is a wool-tax payer in relation to that AGM.
- (2) If the Organisation determines that the person is a wool-tax payer, the Organisation must, for the purposes of the AGM, record the details contained in the notice.
- (3) If the Organisation determines that the person is not a wool-tax payer, the Organisation must advise the person in writing, as

soon as practicable, of the decision and of the reasons for the decision.

5 Number of days for notice of AGM

For the purposes of subsection 22 (1) of the Act, notice of an AGM must be published not less than 56 days before the day on which the meeting is to be held.

6 Preparation of agenda for AGM

The Organisation must prepare an agenda for an AGM during the period that:

- (a) begins not more than 41 days before the day on which the meeting is to be held; and
- (b) ends immediately before the Organisation gives notice under regulation 7.

7 Notice of AGM agenda, notices of motion etc

- (1) For the purposes of paragraph 23 (1) (d) of the Act, notice of a motion of a kind described in paragraph 23 (2) (a) of the Act must be given in accordance with this regulation.
- (2) The Organisation must, not less than 28 days before the day on which the AGM at which the motion must be considered is to be held, give to each recorded wool-tax payer:
 - (a) a written notice specifying:
 - (i) the day on which the AGM is to be held; and
 - (ii) the time when, and the place where, the AGM is to be held; and
 - (iii) the agenda for the AGM; and
 - (b) a copy of the reports and statements the wool-tax payer has asked to receive in the notice given under subregulation 3 (2).
 - (c) the text of the motion referred to in paragraph 23 (2) (a) of the Act and of any no confidence motion of which notice has been given under regulation 8; and
 - (d) a copy of any statement referred to in paragraph 8 (2) (b) in support of a no confidence motion, unless the

Organisation reasonably believes that the statement is defamatory; and

- (e) a form for the appointment of a proxy under subregulation 10 (2); and
- (f) if the recorded wool-tax payer is a body corporate, a partnership or the trustee, or trustees, of a trust estate — a form for the authorisation of a person as an authorised representative under subregulation 11 (1).

(3) If:

- (a) a recorded wool-tax payer is a person in respect of whom the Organisation has accepted a notice under subregulation 3 (6); and
- (b) for that reason the Organisation is unable to give notice to the wool-tax payer in accordance with subregulation (2) at least 28 days before the day on which the AGM is to be held;

the Organisation is taken to have complied with subregulation (2) if notice in accordance with paragraphs (2) (a) to (f) is given to the wool-tax payer as soon as practicable and before the meeting.

8 Notice of no confidence motion

- (1) For the purposes of paragraph 23 (1) (d) of the Act, notice of a no confidence motion to be moved at an AGM must be given to the Organisation by the person proposing the motion within the period that:
 - (a) begins on the day on which notice of the AGM is published; and
 - (b) ends not less than 42 days before the day on which the AGM is to be held.
- (2) Notice of a no confidence motion:
 - (a) must include the name and signature of the proposer of the motion and of each of at least 50 other persons whom the proposer claims:
 - (i) are wool-tax payers; and
 - (ii) support the motion; and
 - (b) may include a statement in support of the motion.

9 Conduct of AGM

Subject to these Regulations, the procedure for the conduct of an AGM is to be determined by the person presiding at the AGM.

10 Proxies

- (1) A recorded wool-tax payer may appoint a natural person to act as the wool-tax payer's proxy at an AGM.
- (2) The recorded wool-tax payer:
 - (a) may appoint a proxy only in writing, in a form provided to the wool-tax payer by the Organisation; and
 - (b) may instruct the proxy how to vote on a matter referred to in the form; and
 - (c) must give the form, or a copy of the form, to the Organisation not less than 48 hours before the time when the AGM is to be held.
- (3) A person is not entitled to vote at an AGM as a proxy for a recorded wool-tax payer who is:
 - (a) attending the AGM; or
 - (b) represented at the AGM by an authorised representative.
- (4) A vote cast by a proxy is valid only if the proxy casts the vote in accordance with the instructions in the form appointing the proxy.

11 Authorised representatives of certain wool-tax payers

- (1) A recorded wool-tax payer that is a body corporate, a partnership or the trustee, or trustees, of a trust estate, may authorise in writing, in a form provided to the wool-tax payer by the Organisation, a natural person to represent the wool-tax payer at an AGM.
- (2) The authorisation must include:
 - (a) the name of the recorded wool-tax payer; and
 - (b) the name of the authorised representative; and

- (c) the business or residential address of the authorised representative.
- (3) The authorisation must show that the recorded wool-tax payer has authorised the authorised representative in accordance with the rules that constitute, or govern the operations of, the wool-tax payer.

11A Voting by body corporate, partnership or trust

A recorded wool-tax payer that is a body corporate, a partnership or the trustee, or trustees, of a trust estate may vote at an AGM only:

- (a) by proxy appointed under regulation 10; or
- (b) by an authorised representative appointed under regulation 11.

12 Voting at an AGM

- (1) Voting at an AGM on a motion of a kind referred to in paragraph 23 (2) (a) of the Act must be conducted:
 - (a) by a show of hands; or
 - (b) if a recorded wool-tax payer requests (whether in person or by proxy) a formal vote on the motion — by secret ballot.
- (2) The motion is passed:
 - (a) if voting is by a show of hands — if the motion is agreed to by a majority of the recorded wool-tax payers who vote on the motion, in person or by proxy, at the meeting; or
 - (b) if voting is by secret ballot — if the motion is agreed to by recorded wool-tax payers:
 - (i) who vote on the motion, in person or by proxy, at the meeting; and
 - (ii) who have, in aggregate, a majority of the voting entitlements, determined in accordance with regulation 13, of all recorded wool-tax payers who vote on the motion, in person or by proxy, at the meeting.

- (3) Voting at an AGM on a no confidence motion must be conducted by secret ballot.
- (4) A no confidence motion is passed if the motion is agreed to by recorded wool-tax payers:
 - (a) who vote on the motion, in person or by proxy, at the meeting; and
 - (b) who have, in aggregate, not less than two-thirds of the voting entitlements, determined in accordance with regulation 13, of all recorded wool-tax payers who vote on the motion, in person or by proxy, at the meeting.
- (5) For this regulation, a vote by an authorised representative of a wool-tax payer is taken to be a vote in person.

13 Voting entitlements

- (1) In this regulation, *wool tax* means wool tax paid by a wool-tax payer for:
 - (a) the promotion of wool and wool products; and
 - (b) research and development.
- (2) For the purposes of paragraphs 12 (2) (b) and (4) (b), a recorded wool-tax payer is entitled at an AGM to cast:
 - (a) if the amount of wool tax paid by the wool-tax payer for the preceding financial year is:
 - (i) less than \$100 — 1 vote; or
 - (ii) \$100 or a multiple of \$100 — 1 vote for each \$100 of wool tax paid; or
 - (b) if the amount of wool tax paid by the wool-tax payer for the preceding financial year is not a multiple of, and exceeds, \$100:
 - (i) 1 vote for each \$100 of wool-tax paid; and
 - (ii) 1 vote for the remainder.
- (3) For the purposes of subregulation (2), in respect of an AGM to be held in a financial year other than the financial year ending on 30 June 1995, the amount of wool tax paid by a wool-tax payer for the preceding financial year is taken to be the amount shown as the amount of wool tax paid by the wool-tax payer for the preceding financial year:

- (a) by the wool-tax payer, in the notice given by the wool-tax payer under regulation 3 in relation to the AGM; or
 - (b) in the register of wool-tax payers;
as the case requires.
- (4) In respect of the AGM to be held in the financial year ending on 30 June 1995, the amount of wool tax paid by a wool-tax payer for the preceding financial year is taken to be, as the case requires:
- (a) the amount shown as the amount of wool tax paid by the wool-tax payer for the preceding financial year in the notice given by the wool-tax payer under regulation 3 in relation to the AGM; or
 - (b) the amount calculated in accordance with the recorded gross proceeds from the sale of wool and the sale value of wool, in relation to the wool-tax payer, applicable on 30 November 1993 in the former register of wool-tax payers.

14 Review of decisions

Application under the *Administrative Appeals Tribunal Act 1975* may be made to the Administrative Appeals Tribunal for a review of the decision of the Organisation under subregulation 4 (3) that a person who gives notice under regulation 3 is not a wool-tax payer.

15 Manner of giving notice

In addition to any other manner in which notice under these Regulations may be given to a person or to the Organisation, notice may be:

- (a) addressed to the person or to the Organisation; and
- (b) sent to a facsimile receiving facility at the address.

Table of Statutory Rules

Notes to the *Australian Wool Research and Promotion Organisation (AGM) Regulations 1995*

Note 1

The *Australian Wool Research and Promotion Organisation (AGM) Regulations 1995* (in force under the *Australian Wool Research and Promotion Organisation Act 1993*) as shown in this consolidation comprise Statutory Rules 1995 No. 8 amended as indicated in the Tables below.

Table of Statutory Rules

Year and number	Date of notification in <i>Gazette</i>	Date of commencement	Application, saving or transitional provisions
1995 No. 8	3 Feb 1995	3 Feb 1995	
1997 No. 218	27 Aug 1997	27 Aug 1997	—
1999 No. 273	17 Nov 1999	17 Nov 1999	—

Table of Amendments

Table of Amendments

ad. = added or inserted am. = amended rep. = repealed rs. = repealed and substituted

Provision affected	How affected
R. 1	rs. 1999 No. 273
R. 3	am. 1997 No. 218
R. 5	am. 1997 No. 218
R. 6	am. 1997 No. 218
R. 7	am. 1997 No. 218
R. 8	am. 1997 No. 218
R. 10	am. 1997 No. 218
R. 11	am. 1997 No. 218; 1999 No. 273
R. 11A	ad. 1997 No. 218
R. 12	am. 1997 No. 218
