

**APPENDIX: COMPANY CONSTITUTION RESOLUTIONS
FY24 AGM AGENDA ITEM 3**

RESOLUTIONS	CURRENT STATUS	PROPOSED CHANGES	CONSIDERATIONS
<p>Resolution 1: Remove all reference to ‘<i>Foundation Member</i>’ from applicable areas within the Company’s Constitution.</p>	<p>The term ‘Foundation Member’ is referenced in the following areas within the Company’s Constitution: Definitions (page 1); Section 4.2.2 (page 4); Section 6.2.1 (page 6); Section 10.3 (page 14); Section 10.13.2 (page 17); and Schedule 1: Membership Categories.</p>	<p>Remove all reference to ‘Foundation Member’ from applicable areas within the Company’s Constitution.</p>	<p>The existence of a ‘<i>Foundation Member</i>’ category was necessary at the time of the Company’s formation, and until the inaugural AGM in 2019, however as the category is no longer active, reference to ‘<i>Foundation Member</i>’ can be removed.</p>
<p>Resolution 2: Merge ‘<i>Single-State Banner Member</i>’ and ‘<i>Multi-State Banner Member</i>’ categories to one ‘<i>Retail Banner Group Member</i>’, defined as proposed.</p>	<p>Schedule 1: Membership Categories</p> <p>Single-State Banner Member Definition: A person who acts as a buying group for Liquor Stores located in only one Australian State or Territory, by providing services that include bulk purchasing, promotional programs and/or advertising collateral.</p> <p>Multi-State Banner Member Definition: A party who acts as a buying group for Liquor Stores that are located in more than one Australian State and Territory, by providing services that include bulk purchasing, promotional programs and/or advertising collateral.</p>	<p>Schedule 1: Membership Categories</p> <p>Retail Banner Group Member Definition: A party that acts as a buying group for Independent Retailers located in one or more Australian State or Territory, by providing services that include bulk purchasing, promotional and/or advertising programs.</p>	<p>Firstly, the definition of the ‘<i>Single-State Banner Member</i>’ category is problematic and inconsistent, being the only category where the member is a ‘person’, as opposed to a ‘party’ (i.e. company). Further, since the Company’s formation this category has never had more than 2 members, both of which loosely meet the definition, but principally should reside in another category. This amendment simplifies the categories, reducing ambiguity and confusion.</p>
<p>Resolution 3: Change the name of the category ‘<i>Chain Store Member</i>’ to ‘<i>Chain Retailer Member</i>’ and amend the definition as proposed.</p>	<p>Schedule 1: Membership Categories</p> <p>Chain Store Member Definition: A party that owns at least 100 Liquor Stores in total across 3 or more Australian States and Territories.</p>	<p>Schedule 1: Membership Categories</p> <p>Chain Retailer Member Definition: A party that owns and operates at least 100 physical and/or online retail liquor stores in total across 3 or more Australian States and Territories.</p>	<p>Amending the category name to ensure that it is clearly understood as a ‘retailer’ category, and for consistency with other amendments. Also, amending the definition to recognise physical and/or online retail liquor stores.</p>
<p>Resolution 4: Change the name of the category ‘<i>Liquor Store Member</i>’ to ‘<i>Independent Retailer Member</i>’ and amend the definition as proposed.</p>	<p>Schedule 1: Membership Categories</p> <p>Liquor Store Member Definition: A party that owns at least 1 Liquor Store but does not satisfy the definition of a Chain Store Member.</p>	<p>Schedule 1: Membership Categories</p> <p>Independent Retailer Member Definition: A party that owns and operates at least 1 physical retail liquor store and does not satisfy the definition of another Membership Category.</p>	<p>Amending the category name to ensure that it is clearly understood as a ‘retailer’ category, and for consistency with other amendments. Also, amending the definition to avoid confusion.</p>

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<p>Resolution 5: Change the name of the category 'Digital and Online Member' to 'Online Retailer Member' and amend the definition as proposed.</p>	<p>Schedule 1: Membership Categories</p> <p>Digital and Online Member Definition: A party that supplies liquor via:</p> <p>(a) delivery services and/or; (b) online sales, and not via Liquor Stores.</p>	<p>Schedule 1: Membership Categories</p> <p>Online Retailer Member Definition: A party that owns and operates at least 1 online-only retail liquor store and does not satisfy the definition of another Membership Category.</p>	<p>Amending the category name to ensure that it is clearly understood as a 'retailer' category, and for consistency with other amendments. Also, amending the definition to avoid confusion.</p>
<p>Resolution 6: Amend the definition of 'Corporate Member' as proposed.</p>	<p>Schedule 1: Membership Categories</p> <p>Corporate Member Definition: A party that supplies beverages (alcohol or non-alcohol) to Liquor Stores but do not fall within any other Membership Category.</p>	<p>Schedule 1: Membership Categories</p> <p>Corporate Member Definition: A party that supplies beverages, or services to physical and/or online retail liquor stores and does not satisfy the definition of another Membership Category.</p>	<p>Amending the definition to enable more than just beverage companies to become members in this category, and to ensure consistency with other amendments.</p>
<p>Resolution 7: Amend the definition of 'Associate Member' as proposed</p>	<p>Schedule 1: Membership Categories</p> <p>Associate Member Definition: A party that supplies goods or services (other than beverages) to Liquor Stores but do not fall within any other Membership Category.</p>	<p>Schedule 1: Membership Categories</p> <p>Associate Member Definition: A party that supplies beverages, or services to physical and/or online retail liquor stores, with an annual revenue of less than \$50 million, and does not satisfy the definition of another Membership Category.</p>	<p>The current definition is limited in that the wording states 'other than beverages', precluding smaller beverage companies from joining in this category.</p> <p>Amending the definition gives smaller beverage companies the ability to join in this non-voting category.</p>
<p>Resolution 8: Amend 'Section 10.1 Number of Directors' as proposed.</p>	<p>10.1 Number of Directors</p> <p>There must be a:</p> <p>10.1.1 minimum of 3 Directors; and 10.1.2 a maximum of 12 Directors.</p>	<p>10.1 Number of Directors</p> <p>There must be a:</p> <p>10.1.1 minimum of 1 Director per Membership Category entitled to vote; and 10.1.2 a maximum of 12 Directors.</p>	<p>There are no proposed changes to the total number of Directors, which will remain at maximum of 12.</p> <p>What this amendment does is require that there is always at least 1 Director from each category on the Board, which ensures that the Members in each category are fairly represented.</p>



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<p>Resolution 9: Amend 'Section 10.4 Ongoing Board Appointments' as proposed.</p>	<p>10.4 Ongoing Board appointments</p> <p>10.4.1 After the end of the Transitional Board Period, the Members of each Current Membership Category have the right to appoint 2 Directors to the Board. However, if at any time all Members are in one Membership Category, that Membership Category will have the right to appoint 3 Directors.</p> <p>10.4.3 The tenure of Directors will be as follows:</p> <p>(a) for Directors appointed during the Transitional Board Period, until the Company's 2019 annual general meeting; and</p> <p>(b) for Directors elected at the Company's 2019 annual general meeting or any subsequent annual general meeting, at the second annual general meeting following their appointment.</p> <p>10.4.4 After the Transitional Board Period, where there is a casual vacancy for a Director, the Members of the applicable Membership Category must vote for a replacement Director in accordance with the process specified by the Board.</p>	<p>10.4 Ongoing Board Appointments</p> <p>10.4.1 The Members of each current Membership Category have the right to appoint Directors to the Board as follows:</p> <ul style="list-style-type: none"> - Chain Retailer – up to 3 Directors - Independent Retailer – up to 3 Directors - Retail Banner Group – up to 3 Directors - Online Retailer – 1 Director - Corporate – up to 2 Directors <p>However, if at any time all Members are in one Membership Category, that Membership Category will have the right to appoint 3 Directors.</p> <p>10.4.3 The tenure of Directors will be until the second annual general meeting following their appointment.</p> <p>10.4.4 Where there is a casual vacancy for a Director, the Board will consider and if thought fit, either:</p> <p>(a) vote to approve the appointment of the replacement Director to fill the casual vacancy in the applicable Membership Category; or</p> <p>(b) invite Members of the applicable Membership Category to vote for a replacement Director in accordance with the process specified by the Board.</p>	<p>Number of Directors: To coincide with other proposed amendments (as per Resolutions 2 & 8), it is proposed to also change the number of board seats within the applicable 'retailer' Membership Categories, as justified below:</p> <ul style="list-style-type: none"> • <i>Chain Retailer</i> – increasing from 2 to 3 seats allows for new membership opportunities. • <i>Independent Retailer</i> – increasing from 2 to 3 seats recalibrates the seats from merging the Single & Multi State Banner categories. • <i>Retail Banner Group</i> – recalibrates the seats from merging the Single & Multi State Banner categories and aligns with changes to seats in both Chain Retailer and Independent Retailer categories. Increasing from 2 to 3 seats also provides consistency in the Retail Banner rationale. • <i>Online Retailer</i> – reducing from 2 to 1 seat continues to recognise this as a stand-alone category but acknowledges that all other 'retailer' categories also do online. • <i>Corporate</i> – no change to number of seats. <p>These amendments do not change the total number of 'retailer' seats available, which remains at 10 of the maximum 12 seats.</p> <p>Casual Vacancies: Elections for Board seats take place every 2 years, meaning there's a regular and formal process for electing or re-electing from within each Membership Category. Each Director's tenure is for a maximum of 2 years, unless re-elected by Members within their respective Membership Category.</p>



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<p>Resolution 9: Amend 'Section 10.4 Ongoing Board Appointments' as proposed (continued).</p>			<p>In most instances, a casual vacancy arises when a Director retires, changes roles, or leaves their company, meaning the Member should be able to nominate a successor to fill the casual vacancy until the next formal election, rather than having to conduct an election/vote amongst Members in the applicable Membership Category. In the unlikely event a casual vacancy arises due to the resignation/non-renewal of a Member Company; or a membership is terminated, the Board would have the option to invite Members in the applicable Membership Category to vote. This removes unnecessary administrative burden in the event of a casual vacancy arising.</p> <p>References to 'Transitional Board Period' relate to the 'Foundation Board' and can be removed.</p>
<p>Resolution 10: Amend 'Section 10.5 Eligibility of Directors' as proposed.</p>	<p>10.5 Eligibility of Directors</p> <p>10.5.1 To be eligible to be a Director a person must:</p> <ul style="list-style-type: none"> (a) be a Member in the appointing Current Membership Category (if the Member is a natural person); or (b) be the: <ul style="list-style-type: none"> (i) owner; (ii) (ii) chairperson; or (iii) (iii) chief executive officer, general manager or other similar senior executive, <p>of a Member in the appointing Current Membership Category (if the Member is not a natural person), who has authority to make decisions on behalf of that Member.</p>	<p>10.5 Eligibility of Directors</p> <p>10.5.1 To be eligible to be a Director a person must:</p> <ul style="list-style-type: none"> (a) be a Member in the appointing current Membership Category; and (b) be the owner, director, chairperson, managing director, chief executive officer, general manager, or equivalent senior executive, who has authority to make decisions on behalf of that Member. 	<p>Amending this section removes the unnecessary language relating to a Member being a natural person, as Members are companies, not individuals.</p> <p>Additional eligibility requirements help ensure that Directors of the Company are the most senior representatives of each applicable Membership Category, demonstrating to stakeholders (members, industry, government and community) that the organisation has gravitas and is taken seriously by its members.</p>



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<p>Resolution 11: Amend 'Section 10.8 No alternate Directors' as proposed.</p>	<p>10.8 No alternate Directors</p> <p>Directors are not entitled to appoint an alternate.</p>	<p>10.8 Alternate Directors</p> <p>With the other Directors' approval, a Director may appoint an alternate to exercise some or all of the Director's powers for a specified period.</p> <p>10.8.1 To be eligible to be an Alternate Director a person must:</p> <ul style="list-style-type: none"> (a) be a Member in the appointing current Membership Category; and (b) be the owner, director, chairperson, managing director, chief executive officer, general manager, or other similar senior executive, who has the authority to make decisions on behalf of that Member. <p>10.8.2 The appointing Director may terminate that alternate's appointment at any time. An appointment or its termination must be in writing, and a copy must be given to the Company.</p> <p>10.8.3 The Directors may at any time suspend or remove an Alternate Director by resolution after giving the appointer reasonable notice in writing of their intention to do so.</p>	<p>This amendment builds on the importance of <i>Resolution 10</i>, and gives Directors flexibility and appropriate support, as well as a natural succession pathway for Alternate Directors.</p> <p>Alternate Directors will have some or all of the Director's powers, meaning that in the event a Director is unable to respond/action a request or attend a meeting, the alternate can act in the Director's stead, including voting where applicable, thus reducing risk of not having a quorum and matter for resolution being delayed.</p> <p><i>Note – Alternate Directors will be required to have a Director ID number and be lodged with ASIC.</i></p>

