



## Minutes

Annual General Meeting of **The Institute of Brewing & Distilling - Asia Pacific Company Limited** held on Tuesday 22<sup>nd</sup> October 2024 at 6.30pm (AEDT) at Cascade Brewery, 140 Cascade Rd, Hobart, Tasmania 7004

**Opening and Welcome:** Gary Faulkner (Chair) opened the meeting at 6:30 pm and welcomed members and visitors, reminding those present that only members of the Section are entitled to vote at the meeting.

**Notice of Meeting:** The Chair asked the Secretary to confirm that the Notice of Meeting had been distributed giving 21 days' notice by email complying with Rules 11 and 12 of the Constitution. The Secretary confirmed the publication of meeting notice on the IBD members website and via an email notice to members on September 27, 2024.

**Quorum:** A Quorum (i.e. six members other than the Board of Management and Officers) was confirmed by the Secretary with 15 members present and 51 proxy votes received.

**Apologies were received from:**

David Meads, Megan Sheehy, Rob Greenaway, Tully Hadley, Tim Cooper, Dave Withers and Steph Howard.

This was followed by an observation of a minute's silence in remembrance of section members who had passed away during the year: Kerry McCashin, Life Fellow – NZ and Peter Manders, Life Fellow – Victoria.

**Agenda item 1: Election of new Chairperson.**

*Having completed his two year term as Chair, Mr. Gary Faulkner stood down at this point and handed the chair to the Secretary to facilitate the election of a new chair.*

The Secretary moved the motion that the meeting consider and, if thought fit, pass the following resolution as an ordinary resolution:

*“That Mr Garry Menz, or failing them, another person nominated by the members present, be elected as Chair of the Meeting to preside over the proceedings in accordance with the Company's Constitution.”*

The motion was seconded by Mr. Evan Evans and put the vote. With 65 votes in favour and one abstention the secretary declared the motion **carried**.

The secretary congratulated Mr. Garry Menz on his appointment and handed the chair to Mr. Menz.

**Agenda Item 2: To Consider the Directors' report, Financial Statements and Auditor's report.**

The Chair informed the meeting that copies of these reports for the year ended 30 June 2024 have been posted on the IBD website for members to review. Copies were also available from the Secretary if required.

The Chair asked members whether there were any questions or discussion arising from the reports that members wished to raise. There were no questions from members present and the secretary reported no questions posted by proxy voters.

With no further discussion the Chair proceeded to highlight key points from the directors report as follows:

*The Company has continued to progress against its objectives in the last year, through a range of events and initiatives including:*

- *Running 23 successful Regional Meetings across all Australian states and both New Zealand islands attended by over 649 members and guests.*
- *Running a two-day Distillers Masterclass and networking event in Tasmania with 25 attendees.*
- *Making significant progress in the planning and promotion for the next convention to be held in Hobart in March 2025.*
- *Running IBD educational expo booths at the NZ Brewers Guild Conference in Christchurch, the IBA BrewCon Gold Coast and the Australian Distillers Association Conference in Brisbane.*
- *Supporting the Institute in implementing the changes required following the granting of Chartered status.*
- *Following successful completion of their final exams in June 2023 the section welcomed:*
  - *26 new Diploma Brewers*
  - *3 new Diploma Distillers*
  - *6 new Diploma Packagers*
  - *2 new Master Brewers*
- *Congratulations to the following section members who received awards for best candidate results in the 2023 exams:*
  - *Crisp Award Winner - Diploma in Brewing Mod 1 - Gareth Cooper*
  - *IBD Award winner - Diploma in Packaging Mod 2 - Kai Cheng Hii*

As Kai Cheng Hii was present at the meeting members present congratulated him on his award.

**Agenda Item 3: Appointment of an Auditor for the 2024/2025 Financial Year:**

The Chair announced that the Board has recommended that ACCRU MELBOURNE (AUDIT) PTY LTD be appointed as Auditor for the year ending June 30<sup>th</sup>, 2025.

The Chair moved the motion that the meeting consider and, if thought fit, pass the following resolution as an ordinary resolution:

*“That ACCRU MELBOURNE (AUDIT) PTY LTD be appointed as Auditor for the year ending 30 June 2025.”*

The motion was seconded by Mr. David Baxter and put to the vote. With 65 votes in favour and one against, the Chair declared the motion **carried**.

**Agenda Item 4: Re-election of Directors.**

The Chair announced that Ms. Stephanie Howard will, at the conclusion of the AGM, have been in office for two years since last elected and therefore retires as a director. Being eligible, Ms. Howard is standing for re-election as a Director of IBD for a second term and the board supports her re-election.

The Chair moved the motion that the meeting consider and, if thought fit, pass the following as an ordinary resolution:

*“That Ms. Stephanie Howard is re-elected as a Director of the Company.”*

The motion was seconded by Ms. Lisa Macrae and put to the vote. With 62 votes in favour, 3 abstentions and one against, the Chair declared the motion **carried** and declared Ms. Stephanie Howard elected to the Board for a second term.

**Agenda Item 5: To elect new Directors**

The Chair announced positions became vacant on the board following the retirement of directors Mr. Tully Hadley, Ms. Anne Gigney and Mr. Michael Capaldo at the 2023 AGM.

The Chair announced that the board unanimously supports the applications received from Mr. Tim Symons and Ms. Lisa Macrae to join the board and recommends that members vote in favour of the election of Mr. Symons and Ms. Macrae as Directors of the Company.

The Chair moved the motion that the meeting consider and, if thought fit, pass the following resolutions as ordinary resolutions:

*5.1 “That Mr. Tim Symons is elected as a Director of the Company.”*

*5.2 “That Ms. Lisa Macrae is elected as a Director of the Company.”*

The motion was seconded by Mr. Dean Jackson and put to the vote. With 58 votes in favour, 6 abstentions and 2 against for Mr. Tim Symons and with 60 votes in favour and 6 abstentions for Ms. Lisa Macrae the Chair declared the motions **carried** and declared Mr. Symons and Ms. Macrae elected to the Board.

The Chair congratulated Mr. Symons and Ms. Macrae and welcomed them to the board.

**Agenda Item 6.** Change of company name

The Chair explained to the meeting that - to reflect the "Chartered" status held by the UK Institute, the Company has been requested to, and now proposes to, change its name to *The Chartered Institute of Brewers and Distillers – Asia Pacific Company Limited*.

This change of name is subject to approval from the Australian Securities and Investments Commission (ASIC) for use of the word Chartered in the proposed company name.

The company currently has an application with ASIC seeking this approval and expects a ruling in November.

The Chair then moved the motion that the meeting consider and, if thought fit, to pass the following resolution as a special resolution:

*"That, subject to Ministerial consent being obtained for use of the word "Chartered" in the name:*

- *the name of the Company be changed to **The Chartered Institute of Brewers and Distillers – Asia Pacific Company Limited**; and*
- *and that the Company's constitution be amended by replacing all references to "**The Institute of Brewing & Distilling – Asia Pacific Company Limited**" in the Company's constitution with references to "**The Chartered Institute of Brewers and Distillers – Asia Pacific Company Limited**";*  
*with effect from the date that ASIC alters the details of the Company's registration in accordance with section 157 of the Corporations Act."*

The motion was seconded by Mr. Richard Benwell and put to the vote. With 63 (95.5%) votes in favour, 1 abstention and 2 against, the Chair declared the motion **carried**.

**Agenda Item 9:** General Business

The Chair invited any other business from the floor.

Ms. Anne Gigney thanked Mr. Gary Faulkner for his support for the company as Chair over the last two years during some difficult times for the industry and called for the meeting to recognize Mr. Faulkner's contribution.

There being no further business the Chair thanked members for their attendance and closed the meeting at 7pm

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This is a true record of the *Institute of Brewing & Distilling, Asia Pacific Company Limited*, Annual General Meeting, held October 22<sup>nd</sup>, 2024.



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Garry Menz – Chair

Date: 28/10/24