

The Institute of Brewing & Distilling – IBD EGM 2020
Composition and Election of the Board of Directors

Notice Of Extraordinary General Meeting To Approve Changes to Byelaw 13 – The Composition and Election of the Board of Directors.

The Institute of Brewing & Distilling will convene an extraordinary general meeting ("EGM") at 5 pm on 5th March 2020 for the purpose of seeking approval from members for changes to Byelaw 13 concerning The Composition and Election of the Board of Directors. The EGM will be held at 44A Curlew Street, London SE1 2ND.

The purpose of the changes is to ensure that the Institute has a process in place to ensure continuity of a full complement of Directors (Trustees) having appropriate skills and competencies, encourage diversity and is one where all members have a voice in the process.

Further details on the changes are set out in the following document (IBD EGM 2020)

There are instructions and a form for voting by proxy for those unable to attend the meeting in person on the web site.

Copies of the form can also be obtained from the Company Secretary, jerry.avis@ibd.org.uk

An Extraordinary Meeting is do be held ("EGM") at 5 pm on 5th March 2020 for the purpose of seeking approval from members for changes to Byelaw 13 concerning The Composition and Election of the Board of Directors. The EGM will be held at 44A Curlew Street, London SE1 2ND.

The purpose of the changes is to ensure that the Institute has a process in place to ensure continuity of a full complement of Directors (Trustees) having appropriate skills and competencies, encourage diversity and is one where all members have a voice in the process. The proposed change is detailed below and a workflow schematic is shown in Appendix A.

AGENDA

Item 1 Welcome and explanation of the purpose of the meeting – Chairman

Item 2 To consider, and if thought fit, to pass the following resolution as a special resolution:

That Byelaw 13 be amended **FROM:**

"13 Composition and Election of the Board of Directors

13.1 The Officers of the IBD shall be Directors.

13.2 There shall be five further directors elected at a General Meeting.

13.3 The procedure for election of both these and the IBD Officers is:

- (a) Any vacancies on the Board will be formally identified at each Board meeting. The Nominations Committee will review the current Board 'skill set' matrix and determine the criteria against which any nominations will be recommended. These skills and criteria will be made available to Section chairs enabling them to seek suitable candidate(s) for the vacant position(s).
- (b) Each section may propose candidates (together with their skill sets and CVs) for election to the role of Director. These are then referred to the Nominations Committee who will consider the relative 'skill sets' and CV put forward by each candidate, and recommend suitable name(s) to Council.
- (c) In the event of insufficient candidates being received from Sections, the Nominations Committee will conduct a search and recommend suitable name(s) to Council.
- (d) The Council will be informed of Section candidate(s), their skill sets and CVs, and the Nomination Committee view, to enable them to nominate candidate(s) to be proposed to the General Meeting. Council may only provide nominations for election sufficient to fill the notified vacancies.
- (e) A group of at least TEN voting members may also nominate a Director for election and the name(s) submitted in writing to the Board Secretary at least 35 days before a General Meeting.

(f) The CEO will inform the General Meeting of those nominated by the Council and those nominated under 13.3 (e).

The names and skill sets of those nominated will be made available for those attending the General Meeting. If there are more nominations received than positions to be filled, a membership-wide ballot shall take place, also with the appropriate 'skill sets' and CV of each candidate being published on the IBD website. The ballot will be by E Mail (except where individual members have requested postal communication) and a maximum period of 21 days allowed for receipt of all votes cast for each nominee.

13.4 Directors may be removed from the Board if a minimum of two-thirds of the Directors agree to this. In this instance the Director whose removal is proposed shall not have the right to vote on the matter.

13.5 The Directors shall elect a Secretary to the Board from among their ranks.”

TO:

“13 Composition and Election of the Board of Directors

13.1 The Officers of the IBD shall be Directors.

13.2 There shall be five further directors elected at a General Meeting.

13.3 The procedure for election of both these and the IBD Officers is:

(a) Any vacancies on the Board will be formally identified at each Board meeting. The Nominations Committee will review the current Board 'skill set' matrix and determine the criteria against which any nominations will be recommended. These skills and criteria will be made available to Section chairs enabling them to seek suitable candidate(s) for the vacant position(s).

(b) Each Section may propose candidates (together with their skill sets and CVs) for election to the role of Director.

(c) Members can nominate potential Directors who must have the support of 2 Members. Their skill sets and c.v. should be sent to the Nominations Committee.

(d) In the event of insufficient candidates being received from Sections or Members, the Nominations Committee will conduct a search and identify suitable candidates

(e)The Nominations Committee will consider the candidates and give a recommendation to Council.

(f)Council will decide from among the nominated candidates who will go forward to the AGM for election as a Director (Trustee) . Council may only provide nominations for election sufficient to fill the notified vacancies.

The Institute of Brewing & Distilling – IBD EGM 2020
Composition and Election of the Board of Directors

(g) The CEO will inform the General Meeting of those nominated by the Council. The names and skill sets of those nominated will be made available for those attending the General Meeting.

13.4 Directors may be removed from the Board if a minimum of two-thirds of the Directors agree to this. In this instance the Director whose removal is proposed shall not have the right to vote on the matter.

13.5 The Directors shall elect a Secretary to the Board from among their ranks.”

Item 3 Conclusion to business and end of meeting – Chairman

Jerry Avis

Company Secretary

27th January 2020

Appendix A

Proposed work flow for election of Board Director(s)

