



THE INSTITUTE OF BREWING & DISTILLING
Company Number 1217770

MINUTES of the Twelfth (12th) ANNUAL GENERAL MEETING (Statutory)
of The Institute of Brewing & Distilling
held at The Woodthorpe Hotel, Bury Old Road, Manchester M25 0EG
on 5th day of September 2016 at 15:15 Hours

The Chair was taken by Prof Charlie Bamforth. The Chair announced that due notice of the Meeting had been given to those entitled to receive it and that there being at least seven Statutory Members personally present at the Meeting, there was a quorum

Ordinary Business

To consider and, if thought fit, to pass the following resolutions

Ordinary Resolutions

1. Previous Minutes

To confirm the Minutes of the Eleventh (11th) Annual Meeting of the Institute of Brewing and Distilling held on 24th June 2015.

The following resolution was proposed as an Ordinary Resolution:

THAT the Minutes of the Eleventh (11th) Annual Meeting of the Institute of Brewing and Distilling held on 24th June 2015 be confirmed as a true and accurate record.

Proposed: Charlie Bamforth

Seconded: Alan Barclay

Result: Motion carried (no votes against, no proxy votes)

2. Financial Statement and Annual Reports

To receive and approve the Financial Statements and Annual Reports of the Trustees and Auditors of the Trustees and Auditors for the year ended 31st December 2015. The Chair asked for comments on the Financial Statements and Annual Reports.

Mr M Butterworth had two comments: the first concerned the non-reporting of VAT in light of other corporations' negative PR surrounding the avoidance of VAT payments and furthered the suggestion that the Institute should consider inclusion of VAT payment as a demonstration of its compliance with UK tax law. Ms Paula Hillman, Financial Controller for the Institute, confirmed that there was no legal compliance to report on VAT paid in the accounts and that it was a matter of choice. It was agreed that this would be considered by the Trustees prior to the next Annual Report and accounts being prepared.

The second comment concerned the continuing financial losses of the Beer Academy and, in particular, the poor performance of the "Beer Steward" on-line training with respect to the low revenue per training session. Dr Jerry Avis, CEO, explained the actions that had been taken to date in order to bring the Beer Academy to a break even position with respect to the 2016 performance which had included suspension of the Beer Steward product and the structuring of prior debt to the IBD as a commercial loan in line with the suggestion of the Auditors. The Trustees were currently looking at the future of the Beer Academy in the context of its original purpose and cost structure.

There being no further comments, the Chair thanked the Members and Officers for their questions and answers and moved that the Financial Statements and Annual Reports of the Trustees and Auditors for the year ended 31st December 2015 be received and approved. The following resolution was proposed and passed as an Ordinary Resolution:

THAT the Financial Statements and Annual Reports of the Trustees and Auditors for the year ended 31st December 2015 be received and approved

Proposed; Charlie Bamforth
Seconded; Nigel Fitch
Result: Motion carried (no votes against, no proxy votes)

3. Election of New President

Before moving to the election of the new President Professor Bamforth reflected on his time in office. He said that, for the most part, the experience had been both interesting and enjoyable. The Institute had come a long way and had seen substantial growth in both his tenure and the tenure of the previous President, Alan Barclay. His policy of active involvement had seen all sections not just visited but technical presentations delivered. Mindful of the developing craft scene he had also contributed to BeerX in the UK, the Craft Beer Convention in the USA, the Asia Pacific and African IBD conventions. His organisation of the gluten-free technical sessions at the World Beer Convention in Denver and the Young Scientists' Symposium in Chico, California had both been highly successful. He had continued to publish in the JIB and write technical articles for the BDI.

He commented that it had been a learning time for all and particularly reflected on the new hierarchical and governance format of the Institute noting that the Board of Trustees now felt that they were in a better place with respect to governance. Professor Bamforth noted that, latterly, the time had also been one of transition between the previous Executive Director, Simon Jackson, and the incoming Chief Executive Officer, Dr Jerry Avis who was already making a positive impact on the strategic direction of the Institute. He commented that he had been pleased to have been fully supportive of both incumbents.

He thanked the Board of Trustees, members of the Council, the CEO and the staff at Curlew Street for their support and diligence during his tenure as President.

The Chair then reported that Council had endorsed Prof Katherine A Smart for election as President of the Institute for the period 2016-2017 and that she had consented to act as such if elected. The following resolution was proposed and passed as an Ordinary Resolution:

THAT Prof K A Smart be and is hereby elected as President of the Institute.

Proposed; Charlie Bamforth
Seconded; Kevin Mitchell
Result: Motion carried (no votes against, no proxy votes)

Upon election the new President, Professor Smart, took over the Chair and said that it was a huge honour and responsibility to take on the role and commented on both past Presidents' contributions to the Institute; it had been remarkable that Charlie Bamforth had travelled multiple times from the USA whilst also doing his day job and had made contributions by way of significant change. He had led by example in so many ways, from activities at Section level, to conferences, the Journal, editing both books and journals outside of the IBD. Similarly, the Immediate Past President, Alan Barclay was thanked for his excellent service over the previous six years as he moved out of the officer's role and Professor Smart remarked how the Institute had also changed, grown and developed during his tenure.

The new President concluded by reflecting on her own deep passion for brewing science and her long association with the Institute since her membership in 1990. She commented that she had a history of service on the research committee, the Board of Examiners, the Editorial Board of the Journal, as well as Chair of both Midland and International sections. She looked forward to serving the membership in both sectors of brewing and distilling in the coming term of office.

4. Election of Deputy President

The Chairman reported that the Council had endorsed Dr Timothy J Cooper as a Deputy President of the Institute for the period 2016-2017 and that he had consented to act as such if elected. The following resolution was proposed and passed as an Ordinary Resolution:

THAT Dr Timothy J Cooper be and is hereby elected as a Deputy President of the Institute.

Proposed; Katherine Smart
Seconded: Kenneth Fairbrother
Result: Motion carried (no votes against, no proxy votes)

5. Election of Immediate Past President

The Chairman reported that the Council had endorsed Prof Charles W Bamforth for election as Immediate Past President of the Institute for the period 2016-2017 and that he had consented to act as such if elected. The following resolution was proposed and passed as an Ordinary Resolution:

THAT Professor Charles W Bamforth be and is hereby elected as Immediate Past President of the Institute.

Proposed; Katherine Smart
Seconded; Peter Channon
Result: Motion carried (no votes against, no proxy votes)

6. Election of Honorary Treasurer

The Chair reported that the Board of Trustees had endorsed Mr Nigel S Fitch for election as Honorary Treasurer of the Institute for the period 2016-2017 and that he had consented to act as such if elected. The following resolution was proposed and passed as an Ordinary Resolution:

THAT Nigel S Fitch be and is hereby elected as Honorary Treasurer of the Institute.

Proposed; Katherine Smart
Seconded; Mike Butterworth
Result: Motion carried (no votes against, no proxy votes)

At this point the Chair reflected on and thanked Mr Leonard Specterman for his service as both CFO and latterly as Treasurer of the Institute for 2015-2016.

7. Election of Trustee

The Chair reported that the Board of Trustees had endorsed Dr Peter J Channon for election as a Trustee of the Institute for the period 2016-2017 and that he had consented to act as such if elected. The following resolution was proposed and passed as an Ordinary Resolution.

THAT Peter J Channon be and is hereby elected as a Trustee of the Institute.

Proposed; Katherine Smart
Seconded; Alan Barclay
Result: Motion carried (no votes against, no proxy votes)

8. Election of Trustee

The Chair reported that the Board of Trustees had endorsed Mr Kenneth J Fairbrother for election as a Trustee of the Institute for the period 2016-2017 and that he had consented to act as such if elected. The following resolution was proposed and passed as an Ordinary Resolution.

THAT Kenneth J Fairbrother be and is hereby elected as a Trustee of the Institute.

Proposed; Katherine Smart
Seconded; Nigel Fitch
Result: Motion carried (no votes against, no proxy votes)

9. Election of Trustee

The Chair reported that the Board of Trustees had endorsed Mr Colin S McCrorie for election as a Trustee of the Institute for the period 2016-2017 and that he had consented to act as such if elected. The following resolution was proposed and passed as an Ordinary Resolution.

THAT Colin S McCrorie be and is hereby elected as a Trustee of the Institute.

Proposed; Katherine Smart
Seconded; Jane Kershaw
Result: Motion carried (no votes against, no proxy votes)

10. Election of Trustee

The Chair reported that the Board of Trustees had endorsed Mr J Kevin Mitchell for election as a Trustee of the Institute for the period 2016-2017 and that he had consented to act as such if elected. The following resolution was proposed and passed as an Ordinary Resolution.

THAT J Kevin Mitchell be and is hereby elected as a Trustee of the Institute.

Proposed; Katherine Smart
Seconded; Chris Dempsey
Result: Motion carried (no votes against, no proxy votes)

11. Carrying forward of a vacancy for a Trustee

The Chair reported that the Board of Trustees had endorsed the proposal that a vacancy for election of a Trustee of the Institute should be carried forward until a later date. The following resolution was proposed and passed as an Ordinary Resolution.

THAT a vacancy for a Trustee should be carried forward for election at a later date

Proposed; Katherine Smart
Seconded; Kenneth Fairbrother
Result: Motion carried (no votes against, no proxy votes)

12. Appointment of Auditors

The motion to reappoint the Auditors, MHA MacIntyre Hudson, was proposed and passed as an Ordinary Resolution:

THAT the Auditors, MHA MacIntyre Hudson, are reappointed and the Board of Trustees be authorised to fix their remuneration

Proposed; Katherine Smart
Seconded; Mike Butterworth
Result: Motion carried (no votes against, no proxy votes)

13. Annual Subscriptions

The Chair detailed the Annual Subscriptions for 2017 that had been endorsed by the Council and attached to the Notice of the Meeting. The Chair proposed the motion that they now be adopted. The following resolution was asked for and passed as an Ordinary Resolution:

THAT the annual subscriptions for 2017 set forth in the Table of Annual Subscriptions for 2017 shall be and are hereby approved

Proposed; Katherine Smart
Seconded; Alan Barclay
Result: Motion carried (no votes against, no proxy votes)

Special Resolutions

14. Articles of Association

The Chair referred to the new draft Articles of Association that had been drafted by the Board of Trustees Governance Sub-committee as published on the IBD website on 19th August 2016. The following resolution was asked for and passed as a Special Resolution:

That there be and are hereby adopted in substitution for the Institute's existing draft Articles of Association new Articles of Association (2016 Vs 1.0) published on the IBD website on 19th August 2016

Proposed; Katherine Smart
Seconded; Nigel Fitch
Result: Motion carried (no votes against, no proxy votes)

15. Byelaws

The Chair referred to the new draft Byelaws that had been drafted by the Board of Trustees Governance Sub-committee as published on the IBD website on 19th August 2016.

Prior to a resolution being made Mr M Butterworth asked that an amendment be made to Byelaw 10.8c on the Duties of the Treasurer in that the Financial statements and Accounts should be made available to the membership 14 days prior to the AGM in order that the membership could have sufficient time to examine them.

The Treasurer, Nigel Fitch, undertook to have another look at the issue but had no objection. With advice from the Trustee's Secretary, Kenneth Fairbrother and confirmed by the Treasurer, Nigel Fitch, the Chair put it to the meeting that an amendment would be made either at an EGM or at the next available opportunity to vote on an amendment.

The following resolution was then asked for and passed as a Special Resolution:

That there be and are hereby adopted in substitution for the Institute's existing draft Byelaws new Byelaws (2016 Vs 1.0) published on the IBD website on 19th August 2016

Proposed; Katherine Smart
Seconded; Nigel Fitch
Result: Motion carried (no votes against, no proxy votes)

16. **End of Meeting**

There being no further business the Meeting then ended. Professor Smart thanked all for coming, the CEO, Curlew Street Staff, Trustees and Section Chairs.

Signed.....

Chair: Professor Katherine Smart

Attendees;

Alan Barclay
Angus Steven
Charles Bamforth
Chris Dempsey
Colin McCrorie
David Smith
Derek Prentice
Graham Hall
Ian Roberts
Jane Kershaw
Jerry Avis

Kate Jones
Katherine Smart
Kenneth Fairbrother
Kevin Mitchell
Mark Kinsman
Mike Butterworth
Nigel Fitch
Paula Hillman
Peter Channon
Steve Curtis

Apologies;

Graham Stewart
Tim O'Rourke
Jayne Hewitt
Tim Cooper

Institute of Brewing & Distilling

Schedule of Subscription rates for 2017

Standard Member	£138
MBAA member	£118
Certificate Member	£99
Student Member	£46
Retired Member	£46
Retired Member – commute to life	£460

Board of Trustees 2016/17

Katherine Smart	President
Timothy Cooper	Deputy President
Charles Bamforth	Immediate Past President
Nigel Fitch	Treasurer
Kenneth Fairbrother	Secretary to the Board of Trustees
Peter Channon	Trustee
Colin McCrorie	Trustee
J Kevin Mitchell	Trustee
Vacancy	Trustee vacancy

Representatives to Council 2016/17

Katherine Smart	President
Timothy Cooper	Deputy President
Charles Bamforth	Immediate Past President
Jerry Avis (non-voting)	CEO & Company Secretary
Mark Kinsman	Chair - Scottish Section
Jane Kershaw	Chair - Midlands Section
Nigel Sadler/Georgina Young ('17)	Chair - Southern UK Section
David Smith	Chair - Great Northern Section
Paul Wickham	Chair - Irish Section
Stephen Exinger	Chair - Asia Pacific Section
Kate Jones	Chair - Africa Section
Michaela Miedl	Chair - International Section
Derek Prentice	IBBS representative