



THE INSTITUTE OF BREWING & DISTILLING

BYELAWS

INTERPRETATION

1. In the Charter, these Bylaws and the Regulations the words standing in the first column of the table next hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

The Institute

CIBD

The Board

General Meetings

In person

In writing

Regulations

Special resolution

Two-way proxy

MEANINGS

the Chartered Institute of Brewers and Distillers

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The trustees meeting together as the governing body

Statutory meetings of the Institute to which members have a right of access and, for some, a right to vote

Present personally and physically or present by electronic means

Written, printed or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic form

Subsidiary rules

Resolutions to be passed by a majority of two thirds of those present and voting

Proxy forms where the absent voter can instruct the proxy holder how to vote.

Words importing the singular number only shall include the plural number, and vice versa, and

Words referring to one gender shall include all genders, and

Words importing persons shall include corporations.

MEMBERSHIP

2. The Institute shall consist of such persons as the trustees shall admit into the following membership categories according to the criteria that the trustees decide from time to time.

2.1 Student Member – to be those actively engaged in studying a relevant university degree and/or studying for a CIBD qualification. Students shall enjoy all membership benefits except



the right to vote at General Meetings, the right to stand for election as a trustee, and the use of post-nominals. They shall not have to abide by the Institute's Code of Professional Conduct, and not undertake continuing professional development.

2.2 Associate member – to be anyone with an interest in brewing and distilling. Associates shall enjoy all membership benefits except the right to vote at General Meetings, the right to stand for election as a trustee, and the use of post-nominals. They shall not have to abide by the Institute's Code of Professional Conduct, and not undertake continuing professional development.

2.3 Members - Members shall be those with relevant university degrees and working in brewing or distilling or hold the Diploma qualification of the CIBD and have at least one year's experience of working in the industry or hold the Certificate qualification of the CIBD and have at least three years' experience of working in the industry or shall be those who have only five years of relevant experience in the industry. They shall enjoy all membership benefits including the right to vote at General Meetings, the right to stand for election as a trustee, and the use of the post-nominals MIBD. They shall be required to abide by the Institute's Code of Professional Conduct, undertake continuing professional development, and undertake to co-operate with the Institute's disciplinary enquiry if a complaint is laid against them.

2.4 Fellows – to be those members who receive this award for their service to the Institute over the years. They shall be entitled to the use of the post-nominals FIBD, and they shall maintain the rights and obligations applying to them when they were Members. The number in this category shall be limited in the discretion of the trustees.

2.5 Honorary Fellows – to be those members who receive this award for their service to the industry over the years. They shall be entitled to the use of the post-nominals Hon FIBD, and, if they were previously Members, they shall maintain the rights and obligations applying to them when they were Members. If they were not previously Members, they shall not be able to vote at General Meetings or stand for election as trustees and the code of professional conduct shall not apply to them. No annual subscription shall be payable. The number in this category shall be limited in the discretion of the trustees.

2.8 In addition, those in the above categories may be granted retired status at the discretion of the trustees when they may continue to use their postnominals but with the descriptor (rtrd) appended after. Also, on payment of an appropriate subscription, Members and Fellows may be granted Life Fellowship or Life Membership when the rights and obligations relating to their Membership or Fellowship shall continue.

3. All applicants who satisfy the requirements, as published in the Regulations of the Institute, for membership of a particular category, shall be accepted by the trustees, on the recommendations of the appropriate committee having followed due process, and admitted to the appropriate section of the membership register of the Institute. Members shall pay such annual subscriptions and other fees as shall be required of them by the trustees.

4. Every application for membership shall be in such form as shall be required by the trustees.

5. Resignation of members shall be signified in writing to the Institute, but the person so resigning shall be liable for payment of the annual subscription (if any) for the current year, together with any arrears to the date of such resignation. However, the Board, in its discretion, may expel a member on the recommendation of a professional disciplinary enquiry (as



provided in the Regulations of the Institute). Non-payment of subscription or death shall also terminate membership.

TRUSTEES

6.1 The governing body of the Institute shall be the Board of Trustees subject only to challenge by the voting members in General Meeting.

6.2 The trustees shall comprise a minimum of seven and a maximum of eleven (of whom all but one shall be members elected by the Institute in General Meeting and one independent trustee appointed by the trustees to provide experience or expertise not available amongst the elected trustees), according to the process provided in the Regulations. The trustees shall include those elected as Honorary Officers. Honorary Officers maintain their elected status through their period of Office.

6.3 The (elected) trustees may serve for once-renewable period of three years and after that shall not be eligible for possible re-election until the next succeeding Annual General Meeting after the one at which they retired.

6.4 The appointed independent trustee shall also serve for a once-renewable period of three years.

6.5 At meetings of the Board the quorum shall be six persons including any participating by electronic means.

6.6 In the event of any vacancy occurring on the Board, the trustees may fill such vacancy at their discretion and the person so appointed shall serve until the end of the term of Office of the person causing the vacancy.

6.7 Subject to the provisions of these Bylaws, the Board may regulate its proceedings as it thinks fit. Questions arising at a meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the Chair of the meeting shall have a second and casting vote.

6.8 The Board shall have power to appoint from time to time such committees as it may deem desirable composed of trustees and non-trustees as appropriate and may delegate its powers to such committees or such other persons as it may determine but it shall not purport to delegate any of its liability for the results of such delegation.

6.9 The Board may appoint an Advisory Council comprising the Chairs of the Institute sections and such other persons as the Board may decide from time-to-time to consider and advise the Board on such matters as the trustees may identify. The constitution and membership of such a Council shall be decided by the trustees and published in the Regulations.

7. The first trustees after incorporation by Royal Charter shall be those who have been elected to serve on the Board for the period during which incorporation shall take place. They shall hold Office as such until their retirement and the election and coming into Office of their successors.

HONORARY OFFICERS

8.1 The Honorary Officers of the Institute shall normally serve for a term of Office of two years twice renewable. Honorary Officers maintain their elected status through their period of Office.



8.2 They shall consist of:

- (i) The President, and
- (ii) The Deputy President (who may or may not be advanced to President), and
- (iii) The Immediate Past President who shall serve until their successor President completes the Presidential term, at which point the Immediate Past President leaves the Board, and
- (iv) The Honorary Treasurer.

8.3 The Honorary Officers shall be elected by the members in General Meeting. If one or more of those elected are not already trustees, they shall begin to serve their terms of Office as shown above. If one or more of those elected are already trustees, their length of service as trustees shall be extended beyond their trustee retirement date to allow them to complete the full periods of time within the Offices they hold, up to the maximum 6-year period after which they may not be re-elected for a period of one year.

REMOVAL OF TRUSTEES

9. In the event that a complaint about the actions of a trustee is laid before the Board, the Board shall cause an independent enquiry to be held at which the Subject trustee shall be invited to discuss the complaint with the Enquiry Panel which shall make a recommendation to the Board. If such recommendation were for removal of the trustee as a trustee, the Board could implement such recommendation subject to a right by the Subject to seek leave of the President to appeal. If such leave is granted, another independent Panel shall be constituted and the decision of that Panel, after discussion with the Subject, shall be final.

THE CHIEF EXECUTIVE

10. The trustees shall appoint a chief executive, by whatever title to attend all Board meetings, to advise the trustees and to implement their decisions. The chief executive shall not be a trustee. There shall also be appointed an Institute Secretary who may also be the chief executive.

REGULATIONS

12. The Board may make from time to time such Regulations as it deems necessary for the proper conduct and management of the Institute, and which shall not be inconsistent with the Charter of Incorporation and these Bylaws.

PATRONS

13. The Board may appoint one or more Patrons to serve for such periods and with such duties as it may decide.

INDEMNITY

14 No trustee or any of its committee members or any members of staff shall incur personal liability in respect of any loss or damage resulting from their actions done in good faith for the benefit of the Institute.

CONFLICTS OF INTEREST

15.1 Trustees shall avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Institute.

15.2 Trustees in such a situation shall declare their interest or possible interest at a relevant Board meeting or by notice in writing to all the other trustees.

15.3 The Board shall decide how this conflict shall be managed.

- (a) It can decide that the conflicted person may remain at the meeting, participate in any discussion and even vote on the matter concerned, or



- (b) it can allow the conflicted person to remain but not vote and/or speak, or
- (c) it can require the conflicted person to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting).

THE CALLING AND CONDUCT OF GENERAL MEETINGS

16. The Institute shall hold each year a General Meeting as its Annual General Meeting in addition to any other General Meetings in that year. An Annual General Meeting shall be specified as such in the notices calling it.

17.1. The Annual General Meeting shall be held each year not normally more than fifteen months after its predecessor, for election to any vacancies in Board membership for the coming year, for receipt of the Annual Report and Accounts and for the conduct of any other business for which notice has been duly given. There may be other General Meetings held during each year which shall be called by the Institute Secretary on the instruction of the trustees or at the request in writing of twenty members.

17.2. Members shall have one vote each on all voting matters coming before a General Meeting.

17.3. Attendance may be in the physical presence of those entitled to attend and/or by electronic means, and proxy voting shall be allowed. Proxies shall be two-way proxies and shall be submitted in advance of the meeting to be held by the Institute Secretary. Trustees must be satisfied that the electronic voting means are secure and that there shall be no duplication of voting.

18. Notice of any General Meeting shall be published at least twenty-one days before the date of the meeting and shall also be sent to the Auditors or Examiner. Such notice shall give the date and place of the meeting, and the purpose for which it is called shall be explicitly stated.

19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed.

20. The quorum for Meetings called by the Board shall be ten members in person and for Meetings called by members the quorum shall be thirty members, and any quorum must include at least half of the number of trustees. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.

21. The Chair may adjourn a quorate meeting, with its consent, (and shall if so directed by the meeting), from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

22. The Chair of any General Meeting of the Institute shall be the President or, if absent, the Deputy President or, if absent, the Immediate Past President or, if absent, a trustee selected by those trustees who are present.

23. At any General Meeting a motion put to the vote shall be decided by a show of hands and the proxy votes unless a poll is demanded by any one member. The Chair shall decide how that poll shall be conducted.



ACCOUNTS

24. The trustees shall cause accounting records to be kept at such place as the Board shall think fit, and the accounts shall always be open to the inspection of the trustees, and of members by arrangement with the Secretary.

25. At the Annual General Meeting the trustees shall lay before the members an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the trustees and the Auditors or Examiners and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to accompany the same shall be sent not less than fourteen clear days before the date of the meeting to the Auditors or Examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served.

AUDIT OR FINANCIAL EXAMINATION

26. Once at least in every year the accounts of the Institute shall be audited or examined, as the case may be, and the correctness of the income and expenditure account and balance sheet ascertained by the Auditors or Financial Examiners.

28. Auditors or Examiners, who shall be qualified accordingly, shall be appointed by the Annual General Meeting on the recommendation of the trustees who shall also decide their remuneration.

THE COMMON SEAL

29. The Common Seal of the Institute shall be affixed only to such documents as the trustees may decide and by the Institute Secretary in the presence of two trustees.

NOTICES

30. A notice may be served by the Institute upon any member, personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as given by the member, or by electronic means as agreed by the member. Normally, it shall be assumed that receipt of such notices, by whatever means of distribution, shall be received within forty-eight hours of dispatch.