



**THE CHARTERED INSTITUTE OF BREWERS AND DISTILLERS
ASIA PACIFIC COMPANY LIMITED**

NOTICE OF ANNUAL GENERAL MEETING

The Chartered Institute of Brewers & Distillers - Asia Pacific Company Limited (CIBD or the Company) will hold its Annual General Meeting (AGM) at: **Castlemaine Perkins Brewery**, cnr Black & Paton St, Milton, QLD on **Monday 27th October 2025 at 6.30pm (AEDT)** for the purpose of transacting the business set out in this Notice.

BUSINESS

1. To elect a Chair.

To 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.”

2. To consider the Directors’ report, financial reports and auditor’s report for the year ended 30 June 2025.

3. To appoint an Auditor for the 2025/2026 Financial Year:

To 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 2026.”

4. To re-elect Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4.1 “That Mr Garry Menz is re-elected as a Director of the Company.”

4.2 “That Mr David Withers is re-elected as a Director of the Company.”

5. To elect Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

5.1 “That Mr Matthew Petrofes is elected as a Director of the Company.”

5.2 “That Ms Amanda Durand is elected as a Director of the Company.”

5.3 “That Mr Jon Burrridge is elected as a Director of the Company.”

5.4 “That Mr Russell Gosling is elected as a Director of the Company.”

5.5 “That Mr Christopher Sproats is elected as a Director of the Company.”

6. Change of Constitution

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

"That clauses 45.1 & 45.2 of the Constitution be changed to include the clarification that either an audit or a review may be conducted in accordance with the Corporations Act 2001 and full removal of clause 47, because appointment and removal of auditor is already prescribed in the Corporations Act."

NOTE: Member voting rights are covered under Rule 16 of the Company's constitution.

Proxies:

A Member entitled to attend and vote at the general meeting may appoint a proxy to attend and vote at the meeting. To appoint a proxy, please complete the proxy form provided on the **CIBD website** and return by email to jeff.potter@cibd.org.uk

The proxy form must be received by us no later than 48 hours before the commencement of the meeting (i.e. by **Saturday 25th October 2025 at 6.30pm (AEDT).**)

Enquiries All enquiries should be directed to Jeff Potter – jeff.potter@cibd.org.uk

By order of the Board



Jeff Potter, Company Secretary
30 September 2025

Explanatory Notes

Agenda item 1 To Elect the Chair

The Board has nominated Mr. Garry Menz as Chair of this meeting and Chair of the Board of Directors for the ensuing 12 months. Mr Menz's second and final term as Chair.

Agenda item 2 Reports

During this item there will be a reasonable opportunity for members to ask questions and comment on the Directors' report, financial reports and auditor's report for the year ended 30 June 2024.

No resolution will be required to be passed on this matter.

Copies of the Reports are available on **the CIBD website** or by email request to jeff.potter@cibd.org.uk

Agenda item 3 Appoint an auditor

The Board, after consideration, recommends that ACCRU MELBOURNE (AUDIT) PTY LTD be appointed as Auditor for the year ending 30 June 2026.

Agenda item 4 Re-elect Directors

Directors are elected in accordance with the Company's constitution for a term of two years. Each Director who will, at the conclusion of the AGM, have been in office for two years since they were last elected must retire as a director. Such directors are eligible to stand for re-election for a maximum of three continuous terms.

Mr. Garry Menz, who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election as a Director of IBD for a second term.

Mr. David Withers, who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election as a Director of IBD for a third and final term.

Agenda item 5 Elect Directors

Election of Directors to fill three vacancies on the board of directors.

Positions become vacant with the retirement of Mr. Gary Faulkner, Mr. Christopher Willcock and Mr. David Baxter at the conclusion of this AGM and the retirement of Ms. Stephanie Howard in April 2025 and Mr Tim Symons in August 2025.

The Board unanimously supports the applications received from

Mr Matthew Petrofes,

Ms Amanda Durand,

Mr Jon BurrIDGE,

Mr Russell Gosling and

Mr Christopher Sproats

and recommends that members vote in favour of their election as directors of the Company.

Background details on the proposed new directors are available from the company secretary - *Jeff Potter* – jeff.potter@cibd.org.uk

Agenda item 6 Change of constitution

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

"That clauses 45.1 & 45.2 of the Constitution be changed to include the clarification that either and audit or a review may be conducted in accordance with the Corporations Act 2001 and full removal of clause 47, because appointment and removal of auditor is already prescribed in the Corporations Act."

The Chartered Institute of Brewers and Distillers Asia Pacific Company Limited is a Tier 2 company in relation to financial reporting obligations.

Meaning that under ASIC requirements and Corporations Act 2001, there is no requirement for an audit of financial reports by a registered company auditor. Instead, the company can elect to have its financial report reviewed rather than audited. A review can be done by an independent accountant and will result in cost savings for the company.

Extract from ASIC: <https://www.asic.gov.au/regulatory-resources/financial-reporting-and-audit/preparers-of-financial-reports/companies-limited-by-guarantee/obligations-of-companies-limited-by-guarantee/#reviewers>

A Tier 2 company (a company limited by guarantee with less than \$1 million revenue) must:

- must prepare a financial report
- can elect to have its financial report reviewed (a review does not need to be done by a registered company auditor – see below), rather than audited unless the company is a Commonwealth company or a subsidiary of a Commonwealth company or Commonwealth authority
- must prepare a directors' report, although with less detail than that required of other companies
- must give annual reports to any member who elects to receive them.

In the interests of cost savings and reduced complexity, the board proposes the following changes to the Constitution to allow the company to have its financial reports reviewed instead of audited.

Proposed Change	Clause wording
Insert Text in bold :	45.1 Accounting records The Directors must cause the Company to: (a) keep such accounting records as correctly record and explain the transactions (including any transactions as trustee) and financial position of the Company; (b) keep its accounting records in such a manner as will enable true and fair accounts of the Company to be prepared from time to time; and (c) keep its accounting records in such manner as will enable the accounts of the Company to be conveniently and properly audited or reviewed in accordance with the Corporations Act.
Insert Text in bold :	45.2 Provision of records Subject to any law to the contrary, the Board must lay before each annual general meeting of the Company: (a) a duly audited or reviewed balance sheet made up to the end of the Company's financial year giving a true and fair view of the state of affairs of the Company as at the end of that financial year; and (b) a duly audited or reviewed profit and loss account for the last financial year of the Company, being a profit and loss account that gives a true and fair view of the state of affairs of the Company as at the end of that financial year, such balance sheet and profit and loss account to comply with the requirements of the Corporations Act and reasonable accounting standards.
Delete this clause.	47. AUDIT 47.1 Appointment

Legal advice is that this clause is not required as appointment and removal of auditor is already prescribed in the Corporations Act.	An auditor will be elected at each annual general meeting of the Company and his or her duties will be regulated in accordance with the Corporations Act. 47.2 Retirement The auditor elected under Rule 47.1 must retire at the next annual general meeting following his or her election, but will be eligible for re-election. 47.3 Report to Members The auditor must report to the Members on the accounts to be laid before the Company at a Meeting and on the Company's accounting records relating to those accounts. 47.4 Capacity to be auditor Any person who is: (a) Director of the Company; (b) an officer of the Company; (c) a partner, employer or employee of a Director or officer of the Company; (d) a partner, employer or employee of an employee of a Director or officer of the Company; (e) not a registered company auditor; (f) not authorised under the Corporations Act or any other legislation, or (g) indebted in any amount exceeding \$5,000.00 to the Company or to a related corporation, will not be capable of being appointed or of acting as auditor of the Company
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