



# BREWERS GUILD OF NEW ZEALAND INCORPORATED

## Minutes of the Fifteenth Annual General Meeting of the Brewers Guild of New Zealand Incorporated

Held at 5:30pm on 14 March 2022 via Zoom.

### 1. Welcome & Opening Remarks

Chairman Joseph Wood, formally opened the meeting at 5:34pm confirming that the meeting was being held via Zoom due to the impact of Covid.

Chairman, Joseph Wood welcomed attendees.

### 2. Confirmation of Notice

Melanie Kees confirmed that notice of the Annual General Meeting had been circulated by email, announced on the Brewers Guild Website and shared via the newsletter to members – a formal note advising of the GAM date was announced to members on 31st January 2022.

### 3. Meeting Attendance

Melanie Kees confirmed that quorum for the meeting had been achieved through attendance. A list of meeting attendees and proxies is in **Appendix A** to these minutes.

### 4. Minutes of the 2020 AGM

The meeting considered the minutes of the 2020 Annual General Meeting of the Brewers Guild which had been circulated in advance of the meeting.

#### MOTION

*'That the Minutes of the 14<sup>th</sup> Annual General Meeting of the Brewers Guild of New Zealand held on 28 October 2020 be accepted as true and correct.'*

Motion: Eddie Gapper, Altitude Brewing

Seconded: Chris Mills, Kereru Brewing Company

APPROVED

## **5. Chairman's Report**

Chairman Joseph Wood provided an overview of the strategic activities of the Guild during the 2020/21 Financial year. The Chairman's report took note of the challenging year that all our members and industry in general have faced. He referred to the return of face to face activities for a short window in 2021, when the Guild managed to pull together the judging of the NZ Beer Awards and host a virtual celebration that was well attended by our members throughout New Zealand. He thanked Sabrina Kunz, who resigned as Executive Director, and welcomed new Executive Director, Melanie Kees.

## **6. Executive Directors Report**

Melanie Kees prefaced her report by confirming what she was reporting on happened before she joined the guild, and that the report was written retrospectively.

Ms Kees referred to the previous years of turmoil both in New Zealand and globally with the covid pandemic having a profound effect on the industry. The Guild switched to survival mode and the board made some key changes to the membership model with reduced fees and reduced output being key to our operation during this time.

The Guild continued to work on regulatory activity, most importantly during this time was the signing off, of the new pregnancy warning labels. A fantastic achievement achieved during what was a challenging time.

The guild continued to be involved in the Container Return Scheme discussions and made the sensible decision to put the NZ Ale Trail on hold as countries all over the world closed their borders.

Judging and Awards activity were cancelled during this period meaning there was less opportunity for members and sponsors to engage face to face.

Ms Kees highlighted the increase in jobs advertised in the industry, which were up from 78 in the previous financial year to 155. This shows that the industry is still growing, and we continue to work with our members and education providers to grow a long-term skilled workforce

## **7. Financial Report**

Executive Director, Melanie Kees and Chairman, Joseph Wood both spoke to the financial statements.

Ms Kees confirmed that the financial reports had been circulated prior to the Annual General meeting and that decisions made by the board during these uncertain times to act prudently and reduce costs as well as offering members a 40% discount on their fees helped ensure that the Guild could continue to operate, albeit in a reduced manner.

Mr wood highlighted the cash position of the guild at the end of the 2021 financial year. He confirmed that the Guild cash assets and accumulated finds put us into a good position going into these uncertain times. Our closing cash position was slightly greater than that of the 2020 EOFY.

#### MOTION

*'That the Financial Statements for the Brewers Guild of New Zealand for the Year Ended 31 March 2021 be accepted as true and correct.'*

Motion: Sebastian Burke, Burkes Brewing Co

Seconded: Tracey Banner, Sprig & Fern

APPROVED

### **8. Election of Board**

Mr Wood provided an overview of the current board, he advised that with the onset of covid and delays to holding the AGM this board has in fact been in place longer than expected. It also meant that the board was unable to achieve some of the activity they had hoped to. With that in mind, the board recommended that the following motion be moved prior to the election of the board:

#### MOTION

*'That the board of Directors for the brewers Guild of New Zealand to be increased to 10 director representative and that this will replace a vote at the 2021 AGM'.*

Motion: Kelly Ryan, Boneface

Seconded: Sebastian Burke, Burkes Brewing Co

APPROVED

Mr Wood welcomed two new board members, Brayden Rawlinson, Fork & Brewer and Jason Ray, Volstead Brewing Co.

### **9. General Business & Close of Meeting**

Mr Wood advised that information was received late last week, that have resulted in two new motions being circulated to members. The motions are outlined below:

#### MOTION

*'The board proposes a motion to allow the following motion to be accepted outside of the 14 day notice period, as per the guild rules – this motion is to benefits the guilds tax status'.*

*'the Board proposes the motion to change the rules of the society to allow the society to be exempt from RWT. The motion is in the best interests of the society, and would mean the following change to the rules:*

***Personal benefit***

The following paragraph needs to be added to clause 15:

*"The organisation does not have the purpose of making a profit for a proprietor, member, or shareholder and prohibits a distribution of property in any form to a member proprietor or shareholder; and has a constitution that prohibits a distribution of property in any form to a member, proprietor, or shareholder."*

As the organisation can employ, please add the following wording to clause 17:

*"No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value)."*

***Alteration of rules***

Clause 25 allows for the rules to be altered. There must be a clause stating that the objects, personal benefit clause and winding up clause cannot be altered. Please include the following paragraph:

*"No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status/not-for-profit status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document."*

*The not-for-profit status can then be granted along with the exemption from resident withholding tax.*

Motion: Jason Bathgate, McLeod's Brewery  
Seconded: Brian Watson, Good George Brewing  
APPROVED

Mr Wood asked if there was any other business. There was not so he closed the meeting at 6.06pm.

## APPENDIX A – MEETING ATTENDANCE

Ordinary Brewery Members – Voting Members	
Brewery Member	Representative Name
Abandoned Brewery	Charlotte Feehan
Altitude Brewing	Eddie Gapper
Beer Baroness	Damian Treacher
Behemoth Brewing Company Ltd	Andrew Childs
Boneface Brewing Company	Kelly Ryan
Brew Moon Brewing Company	Oscar McCauley
Brewaucracy	Greig McGill
Burkes Brewing Co	Sebastian Burke
ChinChiller Brewing Ltd	Jared Stewart
DB Breweries	Zane Marshall
Deep Creek Brewing Company	Hamish Ward
DNA Brewing	Dave Nicholls
Emporium Brewing	Paul Finney
Fork Brew Co.	Brayden Rawlinson
Good George Brewing	Brian Watson
Ground Up Brewing	Neil Webster
Hawkes Bay Brewing Co	Chris Petersen
Isthmus Brewing	Hamish Ward
Kereru Brewing Co	Chris Mills
Liberty Brewing	Joe Wood
Lion	Keith Riley

McLeod's Brewery	Jason Bathgate
Renaissance Brewery	Sean Moss
Shining Peak Brewing	Jesse Sigurdsson
Sprig & Fern Brewery	Tracy Banner
Three Boys Brewery	Ralph Bungard
Urbanaut Brewing Co	Thomas Rowe, Bruce Turner, Simon Watson
Volstead Brewing Company	Jason Ray
Waitoa Social Club Ltd	Mark Davey
Wigram Brewing Company	Caroline McGurk
Zeelandt Brewery	Christopher Barber

#### Other Attendees

Organisation Name	Representative Name
New Zealand Hops	Lauren Yap
Konvoy Kegs	Andrew Sharpe, John Austin