

NOTICE OF ANNUAL GENERAL MEETING

The 35th Annual General Meeting of Shared Interest Society Limited will be held from 2pm on Friday 14 March 2025 virtually by Zoom for the following purposes:

1. to receive the Society's accounts for the year ended 30 September 2024 and the reports of the Directors and the Auditor;
2. to receive the Society's Social Accounts for the year ended 30 September 2024 and the report of the Social Audit Panel;
3. to re-appoint the firm of Armstrong Watson as the Auditor of the Society and to authorise the Directors to fix the remuneration of the Auditor for the year ending 30 September 2025;
4. to receive a report from the Council;
5. to receive public declarations of support for the Society's Object from all candidates for election;
6. to receive the results of the postal ballot for the election of the following members of the Society as Directors: Melissa Duncan, Jo Powell and Paul Valentin;
7. to receive the results of the postal ballot for the election of the following members of the Society as members of Council: (Keith Barnes standing for the vacant randomly selected and uncontested position) and Elsa Fairbanks and Seán Kelly (standing in the contested election for the non-random vacancy).

By order of the Board
J C Powell, Secretary
18 December 2024

Registered Office:

Pearl Assurance House, 7 New Bridge Street West,
Newcastle upon Tyne, NE1 8AQ

STATEMENTS OF THE CANDIDATES FOR ELECTION



Melissa Duncan

Melissa has many years of experience in the ethical trade movement, including five years working for Traidcraft. Melissa also served as a Trustee and Vice Chair of the UK Fairtrade Foundation for six years. Prior to this Melissa completed an MBA at Cranfield University and spent 15 years in the corporate sector, including WHSmith plc, where she was Head of Communications. After serving on the UK Fairtrade Board, Melissa was elected to the Fairtrade International Board serving as the Treasurer and then Vice Chair before taking up the role of Executive Director of Fairtrade International, which she currently holds. Having grown-up in the United States, Melissa worked in Southeast Asia for a number of years, before moving to the UK.



Jo Powell

Jo is a Chartered Accountant who trained with PwC in Cambridge and London. After relocating to Newcastle with her family in 2011, Jo joined the Corporate Finance department of UNW and worked with many not-for-profit organisations in the North East. Since then and aligned to her personal values, Jo has always worked in organisations with a social purpose becoming Director of Finance and Resources at Newcastle College and latterly Director of Corporate Services for a large mental health charity, Concern Group. For the last five years Jo led the financial strategy and transformation of a large shared services organisation in the NHS funded by the DHSC and NHSE. Jo has been a Treasurer of a local school PTFA and Trustee of Glasshouse and Streetwise, both high profile local organisations.



Paul Valentin

Paul has lived and worked in the Netherlands, East Africa, Asia, the US, and the UK, and has been a UK resident since 1993. A tropical agriculturist by training, he carried out a volunteer role with smallholder farmers in Kenya and the Philippines and has now worked in international development for over 40 years. After working as Country Representative in the Philippines and as Regional Manager for East Asia, for Oxfam Great Britain, he was Vice President for Programs of Oxfam America in Boston for three years before joining Christian Aid in 2004 as International Director until his retirement in 2019. Paul's previous Non-Executive roles include Vice Chair of Bond (the network of UK-based development organisations) and member of the Board and Executive Committee of the Geneva-based global ACT Alliance.



Keith Barnes

Currently Finance Trustee for the Joseph Rowntree Theatre in York. Took early retirement from the Audit Commission inspection service, then served eight years on the North Yorkshire County Council. Earlier worked for an international firm of management consultants, in both public and private sectors. Degrees in physics from University College London, thence to Nigeria for three years as a lecturer in physics. Sometime chair of governors in two secondary schools in Reading and Crewe. Married with two adult children. Born and bred in Bridgwater, Somerset. Fellow, Chartered Institute of Management Accountants.



Elsa Fairbanks

Back in the early 1990's, when I first heard about Shared Interest and how it was supporting the fairtrade movement, I became a member and was pleased to get more involved, initially as a "rep" and now as a Shared Interest Ambassador in West Yorkshire. Even in challenging times, I am so impressed by what Shared Interest achieves around the world, helping so many people to earn a living and support their families and local communities.

Until recently, my work has involved providing business support to UK food and agrifood companies, including small family businesses and cooperatives, helping them to find new markets for their products,

understand "supply chains" in a rapidly changing world and deal with the complexity and risks linked to trading internationally. During my career I have worked and travelled in many countries around the world and witnessed first-hand the sharp contrast between rich and poor countries.

I would very much welcome the opportunity, as a member of Council, to represent Shared Interest members and to support the producer and buyer organisations that we work with.



Seán Kelly

I've been been a trade union activist for most of my career (35 years as an engineer working in TV, more recently a trade union official), a middle school governor for seven years, a pension trustee since 2008, and an almshouse trustee since 2015. A member of Shared Interest for 27 years, I've been politically (small p, sometimes big P) active for most of my life, believing that we share this earth with our neighbours, that we should do so fairly, that we should leave it better than we found it, and that we can't just sit on our hands hoping things will get better. In 1995 I was a founding member of Letsbuzz, a local exchange trading system, still operating in the Beds/Bucks border area where I live; I'm a member

of Midcounties Coop; I enjoy growing food, and I prefer where possible to buy fairtrade, organic foodstuffs. Recently I've been supporting CrowdFarming, an alternative farmer-to-consumer arrangement. As a father of two young adults, I'm interested in how Shared Interest might encourage wider awareness of and participation in this, and other, socially responsible finance systems, particularly in younger people. As a member of Council, I would seek to ensure that the views and ideas of members – and where appropriate potential members - of all ages are heard and considered.

NOTES TO RESOLUTIONS

Note to Resolutions 6 & 7

Directors have decided, as provided for in Rules 34 and 36G, that the election of Directors and Council members will be conducted by postal ballot. The results of the ballot will be announced at the AGM. The elections for Directors are not contested. The Society operates a system of rotation (Rules 36 and 38) so that one third of eligible Directors and Council members stand for re-election each year. Melissa Duncan and Paul Valentin, already members of the Board, are retiring by rotation and offering themselves for re-election. As explained on page 6 of the Directors' Report and Financial Statements, Joanna Claire Powell (Jo Powell) was co-opted to the Board in September to replace Tim Morgan who is retiring as Finance Director. Jo has to stand down at this AGM and offer herself for re-election by the membership of the Society.

There is a vacancy on the randomly selected side of Council and Keith Barnes has been chosen and accepted this role. This election is not contested. Stephen Thomas has served his term of office of six years on Council and is retiring from the non-randomly chosen side of Council. There are two candidates to replace him in a contested election, Elsa Fairbanks and Seán Kelly.

VOTING / PROXY CARD VOTING

To vote in the election of Directors and Council members please use the voting card supplied in the post or online. **There will be no opportunity to vote in the election of Directors and Council members at the AGM.**

This form also allows you to tell us whether you will be at the AGM. If you expect to attend the virtual event, please mark the attendance box, complete your details and sign the registration card before sending it back to us in the Freepost envelope.

You can also complete the form online using the member portal. If you have not registered to use the member portal, and would like to do so, please contact our membership team on 0191 2339101 or membership@shared-interest.com.

If you cannot attend the AGM in person, you can appoint another member or the Chair to vote for you in any poll (on resolutions that are not elections) as proxy on the enclosed card. You can only appoint the Chair as proxy on your behalf if you give specific directions to vote for or against each resolution.

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. Seniority shall be determined by the order in which the names of the holders stand in the register of members. While only one among joint members has the formal right to attend other than as a proxy, the others will be welcome as guests.

A member, being a Society or company, may appoint a representative. For the AGM to be valid, votes must be registered in person or by proxy by a quorum of at least 100 members, so please do return the proxy card with your votes if you cannot attend.

Latest date for votes or receipt of proxies

If you wish to vote or to appoint a proxy, we must receive your card in our registered office **no later than 11.00am on Wednesday 12 March 2025**. We would ask that you **try to return your card as early as possible** before the deadline.

ANNUAL GENERAL MEETING

FRIDAY 14 MARCH 2025

Online event to be held virtually

Joining instructions will be provided after you have registered using your voting card or through the member portal.

Programme

- 14.00** Welcome from Dr Yvonne Gale, Chair
- 14.05** Update on activities and financial results
- 14.45** Q&As session
- 15.30** Formal AGM including Council feedback
Voting on statutory resolutions
Moderator's report
Results of the postal ballot for the elections to Board and Council
- 16.00** AGM ends

As we are holding this event virtually all attendees must register in advance by **completing the voting card enclosed**. If you cannot attend the AGM in person, you can still take part in the democratic working of the Society by appointing the Chair or another member as a proxy on your behalf.

The voting card also includes a postal ballot section for the election of Directors and Council Members as this **will not be voted on at the AGM**.