

# MEMBERS' DAY AND ANNUAL GENERAL MEETING

**FRIDAY 16 MARCH 2012**

**OXFORD TOWN HALL, ST ALDATE'S,  
OXFORD, OX1 1BX**

## PROGRAMME

- 10.45** Registration
- 11.30** Introductory Address with Ian Barney,  
Managing Director of Twin
- 11.45** Annual General Meeting  
followed by Question and Answer session
- 13.00** Lunch
- 14.00** News from the Overseas Team
- 14.45** Focus Groups
- 15.20** Shared Interest Foundation
- 15.50** Close by Kate Priestley, Shared Interest Chair
- 16.00** Ends

If you cannot attend the AGM in person you can still take part in the democratic working of the Society by using the postal voting card provided. See inside for a full explanation.

## NOTICE OF ANNUAL GENERAL MEETING

The twenty second Annual General Meeting of Shared Interest Society Limited will be held from 11.30am (registration from 10.45am) on Friday 16 March 2012 at Oxford Town Hall, St Aldate's, Oxford OX1 1BX, for the following purposes:

- 1 to receive the Society's accounts for the year ended 30 September 2011 and the reports of the Directors and the Auditor;
- 2 to receive the Society's Social Accounts for the year ended 30 September 2011 and the report of the Social Audit Panel;
- 3 to indicate satisfaction with the arrangements for determining the pay of Executive Directors that are the subject of the report by the Remuneration Committee in the Directors' report;
- 4 to re-appoint the firm of PricewaterhouseCoopers LLP as the Auditor of the Society and to authorise the Directors to fix the remuneration of the Auditor for the year ending 30 September 2012;
- 5 to receive a report from the Council;
- 6 to receive public declarations of support for the Society's object from all candidates for election;
- 7 to receive the results of the postal ballot for the election of the following members of the Society as Directors: Pauline Cameron, Peter Freeman;
- 8 to receive the results of the postal ballot for the election of the following members of the Society as members of Council: Margaret Newens, Chris Bird, Mark Hayes, Sue James and Claire Wigg plus Sue Cotterell.

### By order of the Board

T D Morgan, Secretary  
14 December 2011

### Registered Office

2 Cathedral Square, Groat Market,  
Newcastle upon Tyne, NE1 1EH

## NOTES TO RESOLUTIONS

### NOTE TO RESOLUTION 3

Executive Directors' pay and conditions are set, within policies agreed by the whole Board, by a Remuneration Committee comprising three Non-Executive Directors, Peter Freeman (Chair), Carol Wills and Gill Dandy. It is good practice (and a requirement of the Co-operatives UK Code of Practice for Corporate Governance) to ask members at the AGM to indicate whether they are happy with the arrangements for making decisions about executive pay and the results of those decisions as set out in the Notes to the Accounts. This vote is not binding on Directors but provides an indication of members' views so that those views can be reflected in future policy and decisions.

### NOTE TO RESOLUTIONS 7 & 8

Directors have decided, as provided for in Rule 32 and 33G, that the election of Directors and Council members will be conducted by postal ballot. The results of the ballot are being announced at the AGM. The elections for Directors are not contested but this year the election to three seats on the Council is being contested.

The Society operates a system of rotation (Rules 33 and 34) so that one third of eligible Directors and Council members stand for re-election each year.

Peter Freeman is retiring as a Director but standing for re-election under rule 34 as explained in the financial statements on page 2. Pauline Cameron was co-opted to the Board in December 2011.

Margaret Newens is retiring by rotation from Council and standing for re-election under Rule 33c. There are two other vacancies for elected Council members created by the resignation during the year of Jo Bird and the resignation of Trevor Jones since the accounts were signed in December 2011. There are four candidates for these three contested elected places: Margaret Newens plus Chris Bird, Mark Hayes and Sue James. You can read the statements from these four candidates in this brochure. **Please only vote for three of the four candidates above.**

Among the randomly selected Council members, Claire Wigg is retiring by rotation and is standing for re-election under Rule 33c. Sue Cotterell is a new randomly selected member of Council. The latter two posts are not subject to contested elections.

## REGISTRATION/ VOTING/PROXY CARD

### VOTING

To vote in the election of Directors and Council members please use the voting card supplied. There will be no opportunity to vote in the election of Directors and Council members at the AGM. This card also allows you to tell us whether you will be at the AGM. If you expect to attend in person, it will help us to make the arrangements for the meeting if you would simply mark the attendance box (and your name and postcode) on the registration card and send it back.

If you cannot attend the AGM in person you can appoint another member or the Moderator to vote for you (on resolutions that are not elections) as proxy on the enclosed card. You can only appoint the Moderator as proxy on your behalf if you give specific directions to vote for or against each resolution. Any votes you indicate on the card do not bind you if you attend the meeting in person.

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 in any case 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 5% of the membership, 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 **not later than 11.00am on Wednesday 14 March 2012.**

# STATEMENTS BY CANDIDATES FOR CONTESTED ELECTION TO COUNCIL

## CHRIS BIRD



I am 58 years old and a retired businessman having sold my software company 4 years ago. Since then I have been involved in both voluntary work and the NHS as a part time Non Executive Director.

I believe I can help Shared Interest in a variety of areas. I have a good practical understanding of organisational strategy

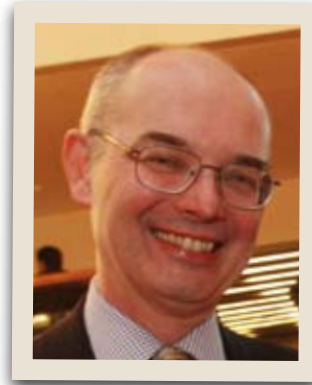
developed at Zimmer, Psion and my own business. More recently I helped Isabel Hospice change and refine its strategies and am currently actively working with other board members on the strategy for the new Shropshire Community Health Trust. I may be able to help the organisation with both my IT skills (I was IT director of a Times 100 company) and financial skills (I am a Chartered Management Accountant).

On a practical basis my wife and I are the sole non Ugandan supporters of the MERSNIP project in Budduda, Eastern Uganda. This project, run by Naome Magwana, is to set up a self sufficient school for children with learning difficulties. The school will teach basic craft skills and animal husbandry so that the pupils have value to their families. As a by-product of learning the skills, the products made are sold giving the school sustainable income. We have raised c. £7,500 of start up costs for this project and linked the school with a Special school in the UK, Southall School, Telford.

In Kampala there is an artist called George Senteza. I am the unpaid European outlet for his work ([www.artbuganda.com](http://www.artbuganda.com)). This is very tough and has given me a good understanding of the problems in selling African products in the UK, and the difficulties in getting people to buy African products.

I feel the above range of experiences will add significant value to Shared Interest and would ask people to vote for me.

## MARK HAYES



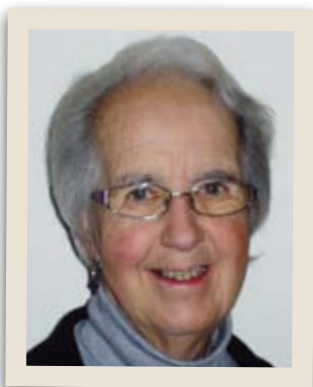
I was the principal founder and the first Managing Director of the Society for ten years from 1990-1999. In that capacity, I was familiar with all aspects of the Society's business. I also drafted and registered the original constitution (Rules of the Society) and was on the committee of the Co-operative Law Association for several years.

Since I left the Board in 2001, I have on the whole been delighted with the progress of the Society's business. I have enjoyed regular informal contacts with individual members of the Board, Council and staff, attended most AGMs and expressed my views in writing. My concern now is not directly with the conduct of the business but to strengthen the Society as a co-operative association. I believe I can best contribute to this now by returning to a more formal role. In particular, I believe a debate needs to take place leading to the adoption of a new set of Rules, as well as to a renewal of the democratic culture in a form consistent with substantial future growth of the membership. The debate has already begun and I welcome the Society's commitment to this goal of democratic renewal as evidenced by the invitation to the General Secretary of Co-operatives UK to address our AGM in 2011, and indeed by this contested election.

We say that Shared Interest is owned and controlled by its members. What does that mean and how is it done? The culture, ethos and self-awareness of a membership organisation require constant nurture and investment, if they are not to be eroded by market forces. There needs to be provision for substantial engagement by members with the business of the Society, in proportion to their individual capacities and talents. The Society needs to be capable of effective self-regulation, which requires continuous education and renewal as each generation passes through. Only then can we preserve this counter-cultural and radical alternative, for otherwise it will certainly collapse into either the standard bank or (more likely) the charitable model. In that event, its unique capacity to help producers would be lost.

## STATEMENTS BY CANDIDATES FOR CONTESTED ELECTION TO COUNCIL (CONTINUED)

### SUE JAMES



I am now retired and living in Powys. I continue to support fair trade locally, having done so previously as a volunteer and through my work for different development agencies. I organised Traidcraft stalls, gave presentations and promoted fair trade in the local media and in our parishes (my husband was a Church of England priest).

We became members of Shared Interest about ten years ago, as it seemed a logical step to join a financial institution that enabled fair trade organisations to expand and improve their businesses. This credit is especially important in current economic circumstances for businesses that may have difficulty obtaining loans through the usual channels. I think that in Shared Interest's marketing it is important to emphasise this aspect as its USP (Unique Selling Point).

I have experience of community fundraising, marketing and promoting appeals, at Christian Aid, where I was an area co-ordinator, and for a short time at USPG. I also monitored and applied for European and Lottery project funding with Practical Action (then ITDG), as a project funding advisor. In 1996 I undertook research in Uganda into income generation and micro credit projects for women, for a Master's degree in Development Studies. This experience, together with further trips I made to projects in Uganda, India and Central America, would be useful in discussions at Council on the future strategy for Shared Interest's loans to producers.

Since retiring, I have been a director of Brecon Credit Union, a mutually owned community bank, regulated by the FSA. Although very small in comparison with Shared Interest, we are concerned with the same issues of loan to share ratio, the avoidance of bad debt and accountability to our members.

I believe my knowledge and experience would be of use to Council in the advice it seeks to give to Shared Interest, on behalf of the members. I wish to contribute to Council's work, and therefore wish to be considered as a member.

### MARGARET NEWENS



I joined the Society in 2000, became an Ambassador in 2006 and was elected to Council in 2010. If re-elected, I am keen to help explore how Council can develop its contribution to policy debate within the Society and communication with members and the Board. During my time on Council, I have sought to advance discussion by

taking on tasks and raising matters for consideration. I co-ordinated an email dialogue between Council members and, with assistance from another Council member, drafted a preliminary report about accountability to members in Shared Interest and Council's role. During the recent strategic review I was a proponent of Shared Interest exploring some lending for trade within markets in 'the South'. As an Ambassador and Council member, I have raised questions with staff and in Council, and commented during the marketing review, about the information we present to members and potential investors.

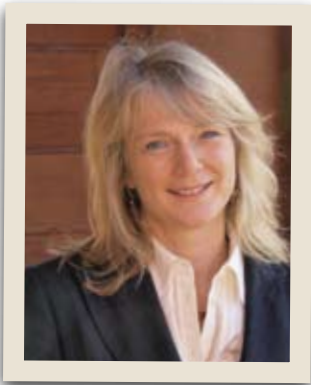
My working life has embraced planning and development, research, evaluation, education and community representation roles. It has involved writing for different audiences, working in committees and with governing bodies, and managing teams, programmes and budgets. I have worked in University Departments of Community Health, a Community Health Council and Social Services Departments. Mid-career, I was a VSO volunteer in Indonesia for four years. Later, I worked in Oxfam for twelve years, supporting programme strategy development, management and impact assessment. I have witnessed communities' precarious livelihoods in different parts of the world.

I am pleased to promote Shared Interest and have given talks, run stalls, helped at national events, and written articles for local publications and networks. I am also the co-ordinator of a local Fairtrade group.

As a Council member I would bring: rigour in analysis and in implementing tasks; an enjoyment of working in teams, learning from others and synthesising ideas; a desire to see developments in Shared Interest that enable us to extend and deepen our impact on producers' lives year on year.

# CANDIDATES FOR UNCONTESTED ELECTION TO BOARD AND COUNCIL

## BOARD MEMBERS



**Pauline Cameron** established her business in 2004 in Glasgow, having gained 12 years experience of Scotland's public sector through local government, a high profile UK-wide public agency the New Opportunities Fund and for the (former) Scottish Executive. As Head of the New Opportunities Fund's Scotland office, Pauline

was responsible for leading the development of £180m funding programmes in the areas of health, education and environment.

Pauline maintains a strong voluntary commitment to promoting fair trade for producers in the developing world through her role as Chair of the One World Shop.

## COUNCIL MEMBERS



**Sue Cottrell** spent her working life at NatWest Bank, before she retired. She completed a Business Studies degree at Wolverhampton University which enabled her to do some part-time lecturing in accounts at a local college.

Sue is still very interested in accounts and does accounts for a small business, the local

almshouse charity, Scouts and the local pensioners group plus auditing WI accounts.

Her hobbies are mainly centred around village organisations, she is President of the Women's Institute and Chairman of the local Country Markets (a co-operative society). Sue enjoys walking and crafts and treasure time spending with her children and grandchildren, who live in the Lake District and Cotswolds.



**Peter Freeman** spent over 30 years with the UK Department for International Development (DFID). He served on the audit committee of the Community Fund and Big Lottery Fund until 2005.

He now concentrates on his voluntary work and is Chair of Brighton Hove and Sussex Sixth Form College,

a school governor, trustee for International HIV/AIDS Alliance, Honorary Treasurer International Development Studies and on the audit committee of Sightsavers International.



**Claire Wigg** was a social worker with families in Leeds and Sheffield until 2006. Then she moved with her family to Sweden and studied on the MBA programme at Stockholm School of Economics.

Since graduation she has been working for two start-up companies: one creating sustainable biofuels and the other producing a household water purifier for developing countries.

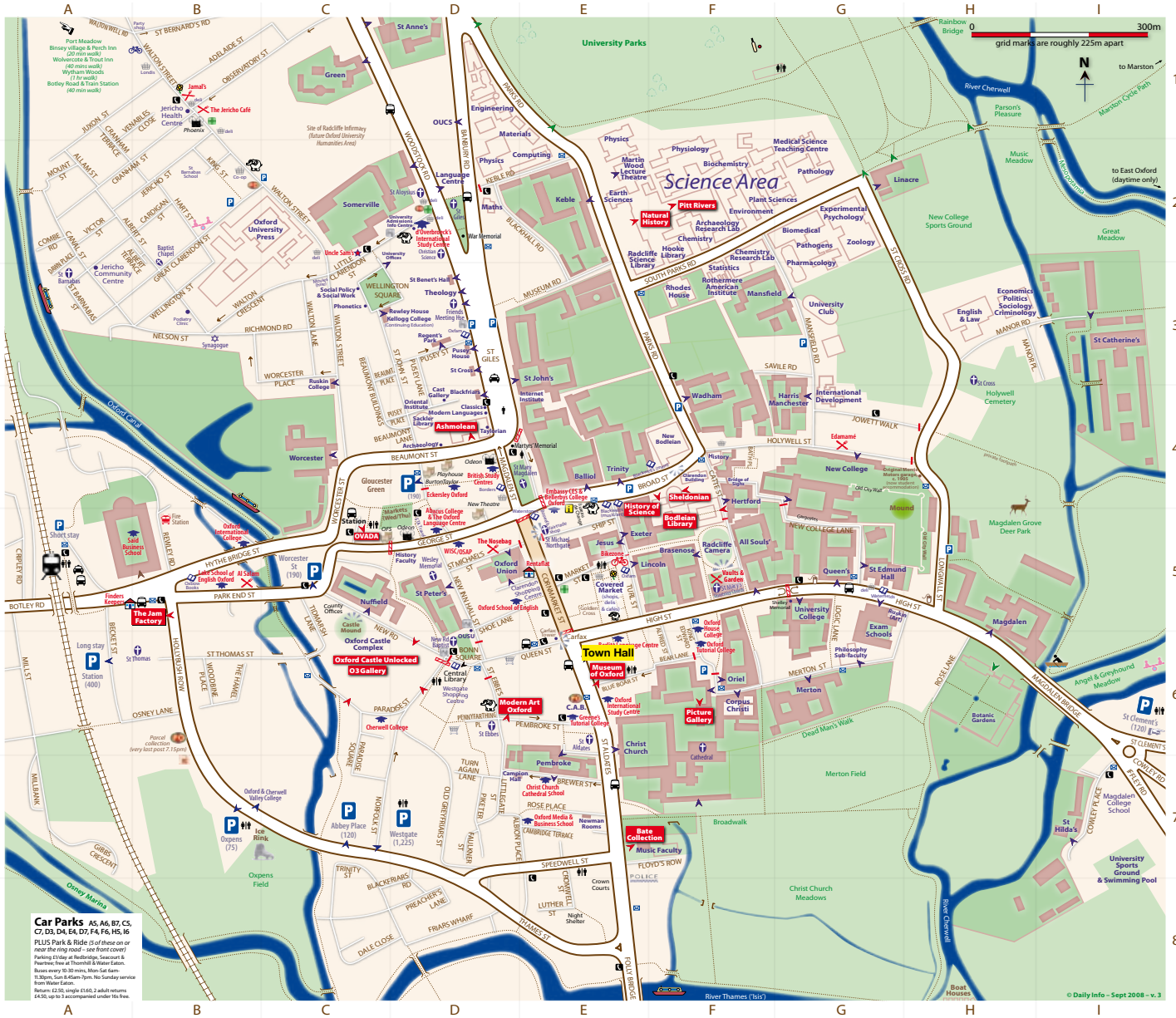
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## KEYNOTE SPEAKER

Ian Barney is Managing Director of Twin (and Twin Trading), one of the most influential fair trade businesses in the UK. Ian is also a Director of the Divine Chocolate Company, Liberation Foods CIC and Afri-Nut (a ground breaking peanut processing company based in Lilongwe, Malawi).

Before joining Twin in 2004 Ian worked for 10 years for the Centre for Development Studies, University of Wales Swansea, managing international development projects and carrying out research on livelihoods and corporate responsibility. During much of this period Ian was Chair of the Swansea Fairtrade City Initiative.

# AGM VENUE: OXFORD TOWN HALL, ST ALDATE'S, OXFORD, OX1 1BX



The Town Hall (E6) is situated in the centre of Oxford on St Aldate's, a short walk from Gloucester Green bus station (C5) and Oxford railway station (A5).

The five park and ride services offer a convenient way for motorists to avoid city centre parking. Those wishing to park in the centre should use the Westgate Car Park (D7).

Parking restrictions apply at the Town Hall with a general loading and unloading ban from 7.30am to 9.30am and 4pm to 6.30pm. Blue badge holders may park at the Town Hall outside these hours within the normal restrictions for blue badge holders.

## SHARED INTEREST SOCIETY

2 Cathedral Square  
 Great Market  
 Newcastle upon Tyne  
 NE1 1EH

0191 233 9102  
 membership@shared-interest.com  
 www.shared-interest.com

The Directors' Report and Accounts and the Social Accounts are available to download from our website.

Shared Interest Society Ltd is registered with the Registry of Friendly Societies, number 27093R.

