

ANNUAL GENERAL MEETING

FRIDAY 12 MARCH 2021

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

10.00 Welcome from Mary Coyle, Chair

10.05 Update on activities and financial results

10.45 Q&As session

11.30 Formal AGM including Council feedback

Voting on statutory resolutions

Moderator's report

Results of the postal ballot for the elections to Board and Council

12.00 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**.

NOTICE OF ANNUAL GENERAL MEETING

The thirty-first Annual General Meeting of Shared Interest Society Limited will be held from 10am on Friday 12 March 2021 virtually by Zoom for the following purposes:

1. to receive the Society's accounts for the year ended 30 September 2020 and the reports of the Directors and the Auditor;
2. to receive the Society's Social Accounts for the year ended 30 September 2020 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 2021;
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: Mary Coyle, Richard Anderson;
8. to receive the results of the postal ballot for the election of the following members of the Society as members of Council: Katarina Diss (standing for re-election for the randomly selected and uncontested position on Council, after retiring by rotation), Deb Appleby, Shelagh Baird-Smith, Stuart Hatcher and John Shirley (standing in the contested election for the non-random vacancy on Council).

By order of the Board
T D Morgan, Secretary
16 December 2020

Registered Office:
Pearl Assurance House
7 New Bridge Street West
Newcastle upon Tyne
NE1 8AQ

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, Martin Kyndt (Chair), Mary Coyle (Board Chair) and Cristina Talens. It is good practice 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 the 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 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. Mary Coyle is retiring as a Director but standing for re-election under Rule 38 as explained on page 5 of the Directors' Report and Financial Statements.

Richard Anderson was co-opted to the Board on the 14 October and must retire at this AGM but is eligible for election by the members.

Katarina Diss, a randomly-chosen member of Council, is retiring by rotation and seeking re-election. This election is not contested. There are four candidates for the non-randomly chosen Council vacancy arising on the retirement of Martin Canning. They are Deb Appleby, Shelagh Baird-Smith, Stuart Hatcher and John Shirley.

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 2339102 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 10 March 2021**. Given the circumstances of remote working which are likely to pertain still at that date, we would ask that you **try to return your card as early as possible** before the deadline.

STATEMENTS OF THE CANDIDATES FOR ELECTION

Board



Mary Coyle

Mary is a trustee of Newcastle University staff pension plan, a Deputy Lieutenant for the County of Tyne and Wear. Mary is also Deputy Lay Chair for North Tyneside NHS Clinical Commissioning Group.

Previously Mary was the Regional Director of Common Purpose for ten years, and therefore has significant experience in leadership development.



Richard Anderson

Richard is a chartered accountant and risk management professional with commercial and charity board experience. His career has principally been in financial services; unsecured and secured lending and his current role is Chief Risk Officer at Marston Holdings Limited ("Marston"). Richard joined Marston in 2016 as Group Legal and Compliance Director. Based in the North East, his role takes him across the UK and overseas to their Indian and Swedish subsidiaries.

Marston is the largest judicial and transportation services provider in the UK with over 6,000 staff. The company processes over 1.5 million court cases for central and local government and recovers £850 million annually for the British taxpayer. Marston led the transformation of the enforcement industry shaping the current statutory and professional framework with its ground-breaking ethical approach. More recently Marston has grown into a transportation and technology business, helping clients achieve their environmental targets.

STATEMENTS OF THE CANDIDATES (continued)

Council - four candidates standing in the contested election for one place



Deb Appleby

I have been interested in international development and social justice since attending a sixth form conference in about 1980. I studied some of the issues whilst at university and was fortunate to do some voluntary work in Kenya whilst I was training as an accountant in my twenties. Above all, this experience made me think that the most important thing was to give people the tools and skills they need to solve their own challenges and to enable grassroots local control, empowerment and ultimately prosperity and well-being.

Shared Interest is part of this toolbox of useful support – giving access to finance – generally in a co-operative environment. Hence why I would be interested in serving on the Council, now that I have a bit more time to give. Since leaving the accountancy profession, I have worked at board level in the NHS and Local Government, have led a Community Foundation and managed an England wide grants programme. Alongside this I have been a voluntary adviser to the finance trustees at Christian Aid, helped set up a day centre, chaired an inner city project and am currently Treasurer of the Jurassic Coast Trust here in Dorset.

I have pursued my interest in skills transfer by supporting MANGO - who are now part of a bigger NGO, but who still provide amazing finance tools and training for smaller organisations particularly in Africa. If elected to the Council, I would intend to listen, learn and hopefully contribute to the continued success of Shared Interest and its customer base of fairtrade producers.



John Shirley

Having been a member of Shared Interest for 21 years, I would welcome the opportunity to become a member of Council to help to carry out its representative role on behalf of the Society's membership and so to contribute in a practical way to the challenges facing Shared Interest and the fair trade movement generally.

I would bring to the Council my experience from a career in church and charity management. I have worked in a wide range of roles for the Church of England, Save the Children and the Church in Wales, latterly as its Provincial Secretary (lay Chief Executive) for 15 years until I retired 4 years ago. Since then I have been working part time for Christian Aid as its Volunteer Governance Adviser.

I have always been an active supporter of the fair trade movement in a variety of ways; from selling Traidcraft goods at a parish level in the early days, to joining (and, when possible, investing in) fair trade organisations, and now by Chairing the Board of Directors of Fair Do's/Siopa Teg, Cardiff's fair trade shop <https://www.fairdos.com/>. I believe this experience would be beneficial in helping me to represent the Society's membership on the Council.



Shelagh Baird-Smith

I have been an active member of Shared Interest since 1996 and had been buying and campaigning for fair trade before that. I campaigned for Fairtrade status for my local church and Diocese and was Chair of the Nottinghamshire Fairtrade Working Group in 2006-10. While I trained as a teacher and hold a City&Guilds qualification in upholstery, my last paid employment was as World Development Adviser in the Diocese. Most of my life, however, I have worked voluntarily in various charities. From 2011-13 I lived and worked as a volunteer in Lira, northern Uganda. My time there gave me a real experience of the struggles many people in

the developing world face to make a living.

I have been privileged to visit Shared Interest producer partners, including tea growers in Uganda, handicrafts producers in Kenya and quinoa farmers in Bolivia. It has been a joy to see the difference fair trade makes in the lives of so many people, facilitated by Shared Interest. As an Ambassador for Shared Interest I love telling the stories and I am passionate about promoting the organisation.

I have always believed that one of the great strengths of Shared Interest is the existence of the members' Council, with its brief to represent the views of investors to the Board. If elected to Council, I will make attending meetings my priority, whether they are in person or electronically. I will be pleased to receive communications from members and to put their opinions to the board as best I can.



Stuart Hatcher

I am a long standing member of Shared Interest and now wish to put myself forward to help with the running of the business, believing every member should try to give what they can back. In my professional life, I am a corporate lawyer and currently a partner at a London law firm, specialising in company law advice relating to M&A, group structures and governance. Before my current role, I was a partner at PricewaterhouseCoopers for 11 years where I was elected to its Supervisory Board and served on its Risk Committee and its Audit Committee. As a result corporate governance and accountability is at the core of my

personal and professional life and beliefs. I have some experience of the financial services world - although by no means a financial services or regulatory expert - through my work with clients in this field so I am aware of the challenges and the regulatory demands and scrutiny on businesses.

Additionally, I acted for a number of years as COFA (the individual partner responsible to the Solicitors Regulation Authority for the protection of client monies) at PwC.

I support a number of other socially responsible businesses and institutions and have invested in local social community ventures in the past to support business in community. I am a passionate believer in the fact that well governed businesses tend to be well run businesses. I feel my skill set and professional expertise and experience could add real value to a role on the Shared Interest Council and I would be delighted to give my time and energy to what is an ever increasingly important role.

STATEMENTS OF THE CANDIDATES (continued)

Council - candidate re-standing for election after retiring by rotation



Katarina Diss

I grew up near to Cologne in Germany, training as a physiotherapist in Stuttgart before moving to England and beginning my career at the Bobarth Centre, London working with children with Cerebral Palsy.

Over the last 26 years, my husband and I have run a Pick-Your-Own fruit farm in Bedfordshire with my three boys and this recently became a centre for complementary medicine with a focus on exploring alternative and sustainable living and spiritual growth. As well as supporting the business I practice as an

Alexander teacher whilst exploring my interests in alternative healing modalities.

To be chosen for this position comes as a complete surprise. My original investment was made over 20 years ago as I wanted to give something back for a gift I had received. I feel that I can bring a wide range of life experiences to the table as well and a strong sense of social justice/responsibility.

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

Shared Interest Society Limited
is registered with the Registrar of Mutual Societies, number 27093R.

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