

## NOTICE OF ANNUAL GENERAL MEETING

The thirty-second Annual General Meeting of Shared Interest Society Limited will be held from 2pm on Friday 11 March 2022 virtually by Zoom for the following purposes:

1. to receive the Society's accounts for the year ended 30 September 2021 and the reports of the Directors and the Auditor;
2. to receive the Society's Social Accounts for the year ended 30 September 2021 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 2022;
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, 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: Stephen Thomas (standing for re-election for the non-randomly selected position on Council, after retiring by rotation), Theresa Black and David Fellows (standing in the uncontested election for the random vacancies on Council).

By order of the Board  
T D Morgan, Secretary  
15 December 2021

Registered Office:

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

## STATEMENTS OF THE CANDIDATES FOR ELECTION

### Board



#### Melissa Duncan

Melissa has many years of experience in the ethical trade movement, including five years working for Fairtrade pioneers, Traidcraft, and serving as a Trustee and Vice Chair of the UK Fairtrade Foundation for six years. It was during this time she was introduced to Shared Interest and became a member.

Prior to her transition into the Fairtrade development and charity sector, 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 two terms on the UK Fairtrade Board, Melissa was elected to the Fairtrade International Board in Bonn, Germany serving as the Treasurer for three years and the Vice Chair in 2020, 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 and ultimately settling there. Melissa said, "*I would be very proud to serve on the Shared Interest board and share my deep understanding and perspective of the strategic and operational workings of the global Fairtrade system for the furtherance of Shared Interest's mission and the benefit of Fairtrade producers.*"



#### Paul Valentin

Paul is a Dutch national who has lived and worked in East Africa, Asia, the US and has been a UK resident since 1993. A tropical agriculturist by training, he started his career as a volunteer working with small farmers in Kenya and the Philippines and worked in international development for just 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. His previous Non-Executive roles include Vice Chair of Bond (the network of UK based development organisations) and member of Board and Executive Committee of the Geneva-based global ACT Alliance.

### Council



#### Theresa Black

Theresa was born in Canada, grew up in Plymouth and now lives in Oxford with her husband David. They have three grown-up children. She has always had an interest in different countries and languages and has been a supporter of Shared Interest for many years. As a student Theresa worked in Normandy as an English conversation teacher. Pre-children she worked as a solicitor both in-house and in private practice. More recently she has taught English at the local Further Education College, meeting students from all over the world. She is currently working from home, writing and editing, and finishing a novel manuscript and is very much looking forward to the opportunity of getting involved, asking questions, and learning more about Shared Interest. When she isn't reading a book, she likes to play tennis, dance, and take part in the local theatre acting group (not all at the same time). She loves to bake and travel, and is a Trustee of the Oxford Japanese School.



#### David Fellows

I was surprised and honoured to receive an invitation to join the Shared interest team. I was born in Liverpool at the same hospital as the "key" Beatle, Paul McCartney. I was also in the same class as George Harrison. One memory that has stayed with me was when one of the senior masters earnestly tried to persuade Paul not to damage his future by leading "the Group" off to play in Hamburg ruining the opportunities Sixth Form would give him! Working in a camp for deprived New York City boys in the Catskill Mountains and then riding and sleeping on the Greyhound buses through Canada, the States and down to Mexico City, increased my understanding of the existing wide social gulfs and developed my own desire to become a teacher. My future wife Janet was also keen to see "The World beyond Lancashire" and by 1970 we were both teaching in Zambia. During our free time we travelled extensively and saw the wide range of wealth and poverty throughout Africa. During and beyond the years of bringing up our family and four granddaughters I moved through Primary School from teaching to Headship. This gave me an increased degree of freedom to emphasise and develop children's knowledge and understanding of the outdoors. During the fifty years since the founding the National Association for Environmental Education I have been on their management committee as President and Treasurer as well as holding key positions in our regional Cumbrian branch.



#### Stephen Thomas

Stephen lives in Cardiff and works in the adult education field. He has previously held roles in development projects in various African countries, in the funding of such initiatives with Comic Relief, in campaigning on global citizenship and human rights issues in Wales, and in raising money for the National Museum of History at St Fagans. He is a keen cricketer and ardent Francophile. Stephen has been a Shared Interest investor since 1993, and over the past 10 years has also been an ambassador/volunteer for the organisation. Having attended a range of supporter days and member events and engaged with potential new members whilst volunteering, he put himself forward and was elected to Shared Interest's Council in 2019. He now seeks members' support to continue on it for a further three years. He currently fulfils the role of Joint Moderator of the Council and feels that he has gained an understanding of the essence of Shared Interest's strengths and appeal over time. While the organisation's response to Covid-19 has been impressive, there remain challenges - foreseen and unforeseen. He would therefore appreciate the opportunity to represent members' interests to the Board and to senior managers for another term during these uncertain times.

## NOTES TO RESOLUTIONS

### Note to Resolution 6 & 7

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. Paul Chandler and Martin Kyndt reach the end of their terms on the Board at the 2022 AGM and, as explained on page 6 of the Directors' Report and Financial Statements, Melissa Duncan and Paul Valentin have been co-opted to replace them. They must both stand down at this AGM and offer themselves for re-election by the membership of the Society. Stephen Thomas, a non-randomly chosen member of Council, is retiring by rotation and seeking re-election. This election can be contested but has not been this time. There are two candidates for the randomly chosen Council vacancies arising when Kate Roberts and Andy Normandale retire from Council at the 2022 AGM. They are Theresa Black and David Fellows. These elections are not contested as the new members have been chosen randomly.

## 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](mailto: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 9 March 2022**. 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.

The Directors' Report and Financial Statements and the Social Accounts are available from our website.  
Shared Interest Society Limited is registered with the Registrar of Mutual Societies, number 27093R.  
Pearl Assurance House, 7 New Bridge Street West, Newcastle upon Tyne, NE1 8AQ  
0191 233 9102 [membership@shared-interest.com](mailto:membership@shared-interest.com) [www.shared-interest.com](http://www.shared-interest.com)

## ANNUAL GENERAL MEETING

FRIDAY 11 MARCH 2022

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 Mary Coyle, 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**.