

NOTICE OF ANNUAL GENERAL MEETING

The 34th Annual General Meeting of Shared Interest Society Limited will be held from 2pm on Friday 15 March 2024 virtually by Zoom for the following purposes:

1. to receive the Society's accounts for the year ended 30 September 2023 and the reports of the Directors and the Auditor;
2. to receive the Society's Social Accounts for the year ended 30 September 2023 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 2024;
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: Richard Anderson, Kerrey Baker and Cristina Talens;
7. to receive the results of the postal ballot for the election of the following members of the Society as members of Council: Ian Stewart and Denise Smith.

By order of the Board
T D Morgan, Secretary
13 December 2023

Registered Office:

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

STATEMENTS OF THE CANDIDATES FOR ELECTION

Board



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.



Kerrey Baker

Kerrey has dedicated over 12 years to Shared Interest and will continue to oversee both the Member Engagement Team and Shared Interest Foundation. As an experienced and qualified marketing professional, she has held senior positions across various sectors, including financial, not-for-profit, logistics and manufacturing, demonstrating a proven track record in delivering effective communications. Leading the Membership Team since 2011, Kerrey has played a pivotal role in engaging with our members and growing investment levels. In addition to her current role, Kerrey is a non-Executive Director of North East based Millin Charity, actively involved in empowering women in community-based enterprise to drive sustainable social change.



Cristina Talens

Cristina has been working with coffee, cocoa, and tea farmers across the globe for over 15 years. She was Ethical Trading Manager at Taylors of Harrogate, before becoming Founder and Director of Source Climate Change Coffee. Cristina also works with the Wilberforce Institute at the University of Hull, to support companies to meet the requirements of the Modern Slavery Act. Through her work as International Programme Manager with the Lorna Young Foundation, Cristina helped launch Farmers' Voice Radio, subsequently setting up radio programmes in the DRC, Kenya, Ghana and Tanzania. Involved since its inception, Cristina continues to advise the team.

Council



Denise Smith

Denise is a retired nurse living in the Southwest & has been a member of Shared Interest for a number of years which began as a result of chatting to a Shared Interest representative at a Fair-trade Event. At that time was an active member of the South Gloucestershire Fair-trade Group working closely with the Bristol Fair-Trade Network & involved with promoting & selling Traidcraft products.

Currently a local parish councillor who still supports the basic premise of providing funding to help others succeed in projects that enable them to achieve better standards of living for their families & improving their communities.



Ian Stewart

have lived in Edinburgh for nearly forty-five years and have been a member of Shared Interest since 1990. Mark Hayes, who founded Shared Interest, was a close friend (we met at university in 1975).

My interests on being on Council would include: Firstly, I would like to explore how younger people can be inspired by alternative ways of doing finance in our fractured world. Secondly, I would like to see how Shared Interest can 'export' its model, and encourage and help other people setup similar organisations. Thirdly, I think it worth exploring new areas for investments, other than coffee and cocoa production. Fourthly, Shared Interest was set up as an act of faith, and I would like to think that Shared Interest can retain the sense of vision and adventure of its founder. Lastly, I would want to represent other ideas and concerns that members might have for Shared Interest.

I am a retired architect, latterly working as a director in a commercial practice owned by WPP plc, and so have a good understanding of project management and the corporate world. I have been a trustee of an Episcopal church, the Edinburgh Architectural Association and the Royal Incorporation of Architects in Scotland. I am married to Jenny, a tutor for children with additional support needs. Our elder daughter lives in Uganda, where we have set up a small charity called Turning Leaves Uganda, which is seeking to improve nursery education, and I therefore recognise and appreciate the challenges of working in a developing country. Our younger daughter and son are both medical doctors.

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. Richard Anderson and Cristina Talens, 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, Kerrey Baker – a longstanding member of the Shared Interest Management Team – was co-opted to the Board at the end of July 2023. Kerrey has to stand down at this AGM and offer herself for re-election by the membership of the Society. Katherine Wyatt, a non randomly-selected member of Council, is retiring by rotation and not seeking re-election. This election could have been contested, but there is only one candidate to replace her, Ian Stewart. David Fellows, a randomly-selected member of Council, is retiring by rotation and also not seeking re-election. Denise Smith has been chosen at random to replace him and this election is not contested.

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 13 March 2024**. We would ask that you **try to return your card as early as possible** before the deadline.

ANNUAL GENERAL MEETING

FRIDAY 15 MARCH 2024

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**.