



# Slow Food<sup>®</sup> UK

## DRAFT

**MINUTES of the ANNUAL GENERAL MEETING  
of Slow Food UK Limited  
held on Saturday 26 April 2008 at  
The Riverside Hotel, Beeson Road, Kendal, Cumbria, LA9 6EL**

**The meeting started at 11.45 am**

**Present:** 50 members were present, whose names were recorded in the attendance book.

**Quorum:** There were 2,161 members on 28 March 2008, the qualifying date, which meant that the quorum for this meeting was 46.

**Proxy votes:** 14 proxy voting forms had been produced by members entering the meeting room, 12 of which had been validated, 2 had been found to be invalid.

**Apologies** for absence were received from 102 members.

### **1. Welcome and Introductions**

Silvija Davidson, Chair of Slow Food UK, welcomed members to the AGM. She introduced the other members of the current Board of Directors who were present at the meeting:

- Ian Pratt – Finance Director and a member of Slow Food Somerset
- John Fleming – Secretary and a member of Slow Food Ludlow Marches
- Pam Rodway – convivium leader of Slow Food East Highland & Moray
- Tamara Schioppa – former convivium leader of Slow Food Oxon
- Sue Miller – convivium leader of Slow Food Bedford
- Gerry Danby – convivium leader of Slow Food West Yorkshire

Apologies had been received from the two directors who could not be present – Alan Roe, the Development Director, was away from the UK, and Silvia Monasterolo, Slow Food International's representative on the UK Board, was on Slow Food business in the USA.

However, she was pleased to welcome to the AGM two guests from Slow Food International – Paolo Di Croce, who is the Secretary of Slow Food International, and Veronica Veneziano, a senior manager from the International Office.

### **2. Minutes of the Annual General Meeting held at Moor Park, Ludlow, on 3 February 2007**

The minutes had been made available to all members by means of the Slow Food UK website. It was proposed by Don Barton and seconded by David Natt that the minutes be approved as a true record of the meeting. **The resolution was carried** on a show of hands. There were no matters arising.

### 3. Minutes of the Extraordinary General Meeting held in Birmingham on 20 October 2007

The Chair explained that the EGM had been necessary principally to approve the Annual Report and Accounts of the company for the year 2006. Due to the timing of the 2007 Annual General Meeting, it had not been possible to present the 2006 accounts at that meeting, but company law requirements made it necessary for the accounts to be approved and sent to Companies House by 31 October 2007. However, given that an EGM was required, the opportunity was taken to present to the members proposed changes to the company's Memorandum and Articles of Association that had evolved as a result of the recommendations of the working party that had been formed, following last year's AGM, to look into the governance of Slow Food UK.

The minutes of the EGM had been made available to all members by means of the Slow Food UK website. It was proposed by Don Barton and seconded by David Natt that the minutes be approved as a true record of the meeting. **The resolution was carried** on a show of hands. There were no matters arising.

### 4. Annual Report and Accounts for the year ending 31 December 2007

The Chair addressed the meeting in order to add some comments to the Annual Report. Silvija said that she could not disguise the fact that it had been a turbulent year for Slow Food UK, with the hiring and subsequent resignation of Maria Devereaux as Chief Executive, as well as the decision not to participate in Brand Events' Real Food Festival, because of the nature of the proposed terms being offered.

Following the AGM in 2007, the Working Party had recommended various changes to Slow Food UK's Memorandum and Articles of Association and the Slow Food UK National Statute, as well as other issues such as communications between the Board and convivia, and most of these recommendations had been adopted by the Board.

The news was conveyed that Fiona Richmond was to leave the Ludlow office, although she would continue working on key projects on a freelance consultative basis. Silvija paid tribute to Fiona, describing her as 'a passionate devotee of Slow Food'. To replace Fiona's full-time role and that of the CEO post, Slow Food UK planned to recruit both an Operations Manager and Development Manager to work alongside Claire Radnor in the Ludlow office.

#### *Membership*

There were currently 48 convivia in the UK, with four more expected soon. The current membership stood at 2,230.

#### *2007 Accounts*

Ian Pratt, Finance Director, gave a verbal summary of the main points from the 2007 accounts.

In response to questions from the floor, Ian made the following points:

- There were no outstanding legal issues to be addressed.
- Legal fees had been spent primarily on intellectual property matters, namely three issues relating to unauthorised usage of Slow Food's trade marks, infringement of its copyright and possible 'passing off'. It was explained that Slow Food UK was obliged by the terms of its agreements with Slow Food International, to take all possible steps to deal with unauthorised use of Slow Food's intellectual property. One positive outcome of these matters, however, was that Slow Food UK had developed an in-house policy to deal with infringements. Although it was regrettable that we had been compelled to spend a considerable amount of time and money on these issues, the fact that they had occurred demonstrated vividly the commercial value of Slow Food's name and 'brand'.
- In reply to another question from the floor, Paolo Di Croce, Slow Food International's Secretary, explained that the monies owed to Slow Food International by Slow Food UK, in respect of managing the agreement between the Sheepdrove Trust and the Foundation for Biodiversity, would be substantially lower than the figure stated in the accounts. Paolo explained that Slow Food UK had to bear such costs as were charged to Slow Food International, because the money is to be used for Slow Food UK purposes.

It was proposed by Suzanne Wynn and seconded by David Harding that the Annual Report and Accounts for 2007 be approved. **The resolution was carried** on a show of hands.

## **5. Appointment and Remuneration of Auditors**

It was proposed that Sykes & Co, Registered Auditors and Chartered Accountants, Ludlow, be re-appointed as the Company's Auditors for the year 2008 and that their remuneration should be decided by the Board. **The resolution was carried** on a show of hands.

## **6. Special Resolution**

The Chair explained to the meeting that many of the proposed changes to the company's Articles of Association were needed in order to effect changes that had been recommended by the Working Party, as mentioned earlier in the meeting. Other changes were needed in order that Slow Food UK could comply with the requirements of the Companies Act 2006. There were no questions from the floor. The Special Resolution was as follows:

That new Articles of Association in the form produced to the Meeting and initialled by the Chairperson for identification purposes be adopted in substitution for the existing Articles of Association of the Company.

The Special Resolution was put to the vote. There were 60 votes in favour (including 12 proxy votes), no votes against and 2 abstentions. **The resolution was therefore carried by a majority of more than three-quarters of the votes cast.**

## **7. Resolution to change the Slow Food UK National Statute**

The Chair explained that the proposed changes in the National Statute were needed, partly in order to put into effect some of the Working Party's recommendations, and partly to reflect in the UK Statute changes that had recently been made to the Slow Food International Statute. There were no questions from the floor. The resolution was as follows:

To approve and adopt the new Slow Food UK National Statute in the form produced to the Meeting and initialled by the Chairperson in substitution for the existing Slow Food UK National Statute.

**The resolution was put to the vote and was carried** by show of hands. There were two abstentions.

## **8. Election of Board members**

The meeting was advised of, and duly noted, the Returning Officer's Declaration that the following six persons had been elected as Board members (directors) without contest in accordance with the Slow Food Election Regulations 2008: Geoffrey Stanley Carr, Gerry Danby, John Graham Fleming, Trevor Hugh Laffin, Susan Jane Miller, Ian Roger Mervyn Pratt.

**There being no further business, the meeting closed at 12.23 pm.**