



THE VEGAN SOCIETY

2012–2013 ANNUAL REPORT AND ACCOUNTS
Year ended 30 June 2013

and

ANNUAL GENERAL MEETING (AGM)
on 30TH NOVEMBER 2013
at Thinktank Science Museum, Millennium Point,
Curzon Street, Birmingham B4 7XG
(Doors open 12:30, AGM 13:00 to 16:00)

Registered Charity No: 279228
Company No: 146880

ANNUAL GENERAL MEETING (AGM)
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Agenda

12:30 - 13:00	Registration and exhibition
13:00 - 13:15	2012-2013 impressions and launch of new website
13:15 - 13:25	Welcome by the Chair and CEO
13:25 - 13:35	Appointment of Honorary Patron: Proposed by trustee Jenny Liddle: Roxy Shahidi, who will give a talk
13:35 - 13:40	Appointment & Remuneration of Auditors
13:40 - 13:45	Special Resolution: change to the title of Honorary Patron to that of Ambassador.
13:40 - 14:15	Consideration of the Report of Council and Annual Accounts*
14:15 - 14:20	Council Election: Declaration of Result
14:20 - 14:40	BREAK: Tea, coffee, biscuits available
14:40 - 15:40	Dr Frey Ellis Memorial Lecture, by Dr Michael Hooper
15:40 - 15:45	Closing remarks by the Chair
15:45 - 16:00	Informal discussion and end of AGM

Please bring this document to the AGM. If you are not attending but wish to vote, a proxy voting form and reply paid envelope are enclosed with the Winter magazine and available from worldveganmonth.net/agm2013/. You will need your membership number to vote (printed above your address on the carrier sheet).

* Questions/queries to be raised on the Report and Accounts should be submitted to the Society's office no later than Friday 15th November to allow answers to be prepared. Time permitting, we will attempt to answer questions submitted after this date.

We look forward to seeing as many of you as possible at the AGM.

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THE VEGAN SOCIETY 2012-2013 ANNUAL OVERVIEW

PERSPECTIVES ON THE YEAR

Chair of Council, Ian Liddle

2013 marks a pivotal chapter in the story of The Vegan Society – one where loose ends have been connected, strengthened, bonded together. Collaboration underpins everything we do, and staff, Council, volunteers and Patrons have been working together as one to achieve our mission. Notable highlights are described in the separate Annual Review 2012-2013.

Global trends and challenges – such as a surge of interest in veganism, the need for greater food security – offer tremendous opportunities for The Vegan Society. I believe that the potential of these opportunities is still to be fully unlocked.

With our team of talented and creative people, I am confident that generous donations made to The Vegan Society today can be transformed into a better future for people, other animals, and the environment.

The Vegan Society is a leading charity with a strong vision: reducing human and other animal suffering and environmental damage. My congratulations to all who have worked so hard to make this message clearer than ever before.

Chief Executive, Jasmijn de Boo

Last year was a fantastic year, and I can only echo Ian's words.

Building a new team consisting of excited people who are fully behind the new strategic direction of The Vegan Society was both a challenge and very rewarding. Particularly during the second half of the year The Society went from strength to strength. New staff members started to settle in, and pick up new and big projects, most of which were collaborations between the Communications, Public Policy and Research (CPPR) and Business Development department. Between January and June, we achieved more media coverage, went to more events, increased the number of members and donations, and continued to develop a great new-look magazine. In the background many staff members have worked very hard (and continue to do so) on a new database and website. The Business Development team saw two new team members joining, who are also working hard along with existing Trademark staff, to generate more income, increase recognition of the Trademark symbol, support the membership, and improve and increase on-line sales through our new webshop. I would like to thank all staff for their sterling efforts in 2012-2013.

Without volunteers and Honorary Patrons we could not have achieved the amazing things we have done. From office volunteers to on-line pledge mentors, from speakers to professional advisers, The Society has hugely benefited from people's time, commitment, knowledge and above all, the fact that our volunteers are amongst the best ambassadors of the organisation. In return we have received lovely testimonials and genuine heartfelt thanks from people who enjoyed their time working with us. The new position of Volunteer Development Coordinator has made a big difference in the whole organisation.

I would like to thank trustees, who are volunteers too. Without their support, governance and guidance, the organisation could not have grown and developed the way it did. We can still see a long road ahead of us as there are so many opportunities, and developments that can and should make the organisation even stronger. I am grateful that in this Annual Report and Annual review we can show the potential to achieve even more in the years ahead.

Last year I reported that we need to work towards a paradigm shift to change the system of exploitation of other animals. As an educational charity we are here to help anyone interested in making the transition to veganism. However, increasingly we need to influence policy, both in the UK and the EU. We need to work with strategic partners and liaise with a range of stakeholders, such as dieticians, caterers, educators, health care professionals, horticulturalists, politicians and public administrators, and the private and third sector.

We are starting to be heard, and we are increasingly being consulted by journalists and companies. Veganism is becoming more mainstream, but we need your continued support to take it to the next level.

Thanks to all members and supporters for being part of this important and growing community of those who care about other animals, the environment and people.

The Vegan Society (A Company Limited by Guarantee)

Report of the Council of Management for the Year Ended 30 June 2013

The Council is pleased to present the Report and Financial Statements of The Vegan Society for the year ended 30 June 2013 (referred to as 2013 in the report). These have been prepared so as to comply with the Companies Act 2006 and in accordance with the Statement of Recommended Practice for Accounting and Reporting by Charities (revised March 2005) – SORP 2005.

1. Status

The Vegan Society is a registered charity and a company limited by guarantee that does not have share capital. The guarantee of each member is limited to £1. The governing document is the Memorandum and Articles of Association of the company dated 20 November 1979.

2. Objects

The principal objective of the Society continues to be the promotion of a way of life which seeks to exclude, as far as possible and practicable, all forms of exploitation of, and cruelty to, animals for food, clothing or any other purpose. It sets out to do this by:

- Furthering knowledge of and interest in sound nutrition and in veganism and the vegan method of agriculture as a means of increasing the potential of the earth to the physical, moral and economic advantage of humankind.
- Encouraging the development and use of alternatives to all commodities derived wholly or partly from animals.
- To relieve older vegans who are in conditions of need.

3. Public Benefit

The trustees have complied with the duty in section 4 of the Charities Act 2011 to have due regard to public benefit guidance published by the Charity Commission.

Adopting a vegan lifestyle makes a major contribution to reducing animal suffering, achieving environmental sustainability, advancing health and saving lives. The Vegan Society's advice encourages and enables people to make this step in such a way as to benefit themselves, other people, animals and the environment. Recognising and supporting the needs of vegans can also advance the rights of humans and promote equality. Veganism contributes to the relief of poverty in the global south through enhanced global food security. The Society's educational material and advice are available to any member of the public, mainly without charge. Working with and valuing the contribution of volunteers further advances community development and engagement in society.

4. Structure, Governance and Management

4.1 Council of Management

The Society is a membership-based organisation governed by a Council of Management with up to twelve members. The members of the Council are simultaneously the Directors of the company and the trustees of the charity. Overall responsibility for the Vegan Society is vested in the Council, whose members are listed on page 11. Council is responsible for setting the overall strategic direction, ensuring funds are spent on charitable objects, overseeing employment of staff, purchase and disposal of property, and investment decisions.

There are two membership categories: full members, who have declared that as a minimum they adhere to a vegan diet, and supporters, who do not currently meet this requirement but who support the Society's objects. Full members over sixteen are entitled to stand for election to Council and to vote at General Meetings. An Annual General Meeting – to deal with statutory business, appoint honorary patrons and consider proposals from members or Council – is normally held in November each year.

Sufficient trustees are required to stand down from Council each year to ensure at least four vacancies for election. No trustee may serve for more than four years without seeking re-election. All candidates must be proposed by two other full members. Election is by postal ballot shortly before the Annual General Meeting if there are more candidates than vacancies. The Chair, Vice-Chair and Treasurer roles are filled by Council by election from among their number. The Council currently meets six to eight times a year and holds one or more Strategy Days each year together with the Society's staff.

As part of trustee induction and training, new and co-opted trustees are provided with the Society's Memorandum and Articles of Association, the Reports and Accounts for the previous two years, the current strategic plan and two years of minutes plus documents describing the Society's organisational structure, internal procedures and financial policies & procedures. All new trustees are encouraged to attend some form of agreed relevant governance training.

4.2 Risk Management

Protecting the Society against potential risks is a key part of Council responsibilities. The major risks to which the charity is exposed, as identified by the trustees and documented in a risk register, have been reviewed and systems or procedures established to manage those risks. The following review highlights a few of the most important areas of risk and the overall approach to managing those risks.

The most fundamental asset of the Society is its reputation as an authoritative voice on all matters concerning veganism. This reputation underpins the Society's ability to attract members and donations and to influence government, health professionals and the media.

Key risks to this reputation would be producing inaccurate or misleading information or incorrectly authenticating products as vegan. These are primarily guarded against through staff training. The Information Consultants may provide an experienced second opinion on all topics and the Nutrition and Health Advisers do so within their remit. Council exercises more general oversight with the assistance of volunteer experts in different areas.

Investing resources in new areas always entails risk, so such decisions are especially carefully reviewed as part of the annual planning process. The potential impact of substantial new spending proposals is assessed against a conservative financial projection covering three years beyond the current financial year. In January 2013 Council approved the development of a new database and website, which are a necessary investment in order to be able work more efficiently and increase fundraising and communication with members and supporters. The bulk of the expenditure will be incurred in 2013-2014.

Income from legacies can vary greatly and should not be relied upon for core expenses but allocated to additional projects. The three-year forecasts assumes inflation on salaries, fixed costs, necessary investments and a small increase in major sources of income, while the return on all unproven projects is projected conservatively. This assessment allows Council to decide the amount of resources to allocate to annual operational budgets and projects.

All major new contracts or purchases must be approved by the Treasurer and Chief Executive before any commitment is entered into. With the exception of purchase orders for the nutritional supplement Veg 1, orders over £5,000 or those outside approved budgets must be approved by Council. Management accounts are produced monthly by an accountancy company to monitor progress and are circulated to Council for review.

The resources thus released are allocated to activities discussed and agreed following an annual Strategic Planning process involving members of staff and Council so as to bring a broad collective judgement to bear.

4.3 Reserves Policy

The Society has a reserves policy to retain assets (cash, deposits at bank, saleable investment funds, shares and property not used for the Society's offices) with a realisable cash value of no less than £300K. The Society also seeks to avoid the average value of such assets exceeding £400K over a three-year period. The rationale for these amounts is that this fund will pay for all staff wages and essential overheads for a minimum of one year.

By careful use of current reserves and maintaining assets, together with the security of owning our own offices, we are able to strike a balance between protecting the Society against future fluctuations in funding and releasing funds for immediate action in pursuit of our objectives. The reserves policy is reviewed annually to achieve this balance.

Note that reserves are less than the total funds reported in the accounts as the reserves exclude assets such as offices, computers and stock which are needed to continue operating, and restricted funds.

4.4 Operational Management

The trustees have delegated operational management of the Society to the CEO and senior staff, who report back to Council on progress against operational targets and projects. Council approved a new strategic plan in August 2012, which was outlined in the 2012 Annual Report. This resulted in the creation of new staff positions and reprioritisation of projects.

The Society's staff work in three Departments:

- The Business Development Department is responsible for expanding the Trademark sunflower standard, advertising, sales and membership.
- The Information Department changed its name to Communications, Public Policy and Research (CPPR) in November 2012 in order to better fulfil the new strategic objectives. CPPR is responsible for events, influencing policy and working with strategic partners, media and PR (including social media); working with volunteers, including those giving talks; advocacy on behalf of vulnerable vegans; the Vegan Pledge; responding to queries, preparation of The Vegan magazine other printed material, and websites.
- The Finance and Resources Department: During the first six months, the Society's Finance Officer & Office Manager reported to the Treasurer and CEO. In January 2013, the Treasurer, Nicola Martin, stepped down from Council in order to do the bookkeeping following the resignation of the Finance Officer. At the end of March a new Administration and Finance Officer started, reporting to the CEO and working with Nicola. Nicola handed over other work to a new Finance & Resources Manager in August 2013.

4.5 Advisers

Information Consultants and Nutrition and Health advisers are appointed by Council and these positions may be, but are not necessarily, filled by trustees. The role of National Contacts Coordinator has ceased and been replaced by a Volunteer Development Coordinator filled by a staff member as of March 2013. Communications with International organisations and individuals are jointly carried out by the CEO and Heads of Department.

4.6 Staff

The bulk of the implementation of our charitable activities depends upon maintaining our agreed complement of staff and ensuring continuity of skills and experience. The job market is changing rapidly, and more flexible working arrangements and short-term contracts are increasingly becoming the norm.

Our staff complement in 2012-2013 varied due to staff movements. The Society had 11.7 full-time equivalent members of staff throughout the year. The staff complement at year end was fourteen, including:

- Chief Executive, Jasmijn de Boo
- Administration & Finance Officer, Allan Oakes

Communications, Public Policy and Research (CPPR) Department:

- Head of CPPR, Ruth Semple
- Senior Policy and Advocacy Officer, Amanda Baker (previously Media & PR Officer)
- Website & Digital Marketing Officer, Kathleen Bright
- Communications & Campaigns Officer (Editor, The Vegan), Anna Thorley
- Volunteer Development Co-ordinator, Alex Douglas
- Pledge Coordinator (part-time), Verity Hunt-Sheppard
- Project Support Officer (part-time), Karen Varga

Business Development (BD) Department:

- Head of Business Development, George Gill
- Business Development Assistants: Paul Philbrow, Sarah Hoyle and Grace Shuck
- Membership & Sales Coordinator, Spencer Harris

In addition, there were two part-time consultants (a bookkeeper and Media & PR consultant).

Local Contacts, School Speakers, Pledge Mentors and other volunteers make a substantial contribution to the Society's outreach work. We are grateful to all our volunteers, without whose help the Society could not achieve a diverse and plentiful array of accomplishments.

We regularly review human resources policies and developments in consultation with HR advisers, and we monitor health and safety policies and practices for staff and volunteers to ensure a safe working environment and best practice in recruitment, training and appraisal.

5. Strategic Objectives

A new strategic plan was agreed in August 2012:

The Society's vision is a world in which humans do not exploit other animals.

The mission of The Society is to make veganism an easily adopted and widely recognised approach to reducing animal and human suffering and environmental damage by means of meaningful, peaceful and factual dialogue with individuals, organisations and companies.

In order to achieve the vision, people will ultimately need to desire that exploitation and cruelty to other animals end, and that respect for all life should be increased.

Working towards this vision, **The Vegan Society's goals** in the next ten years (2013-2022) are two-fold:

- i. Government, public and private sector demonstrate improved knowledge, practice and policies in vegan catering, nutrition, and agriculture, and reward sustainable and compassionate lifestyles
- ii. An increased number of people adopt and sustain vegan lifestyles based on (one or more of the following):
 - a. Belief that animals have a right to life and freedom
 - b. Belief that animal exploitation also negatively affects human justice (e.g. global food distribution issues)
 - c. Belief that strains on the environment and using up finite resources as a result of 'animal production' are unsustainable
 - d. Belief that balanced vegan nutrition is healthy

In order to achieve these goals, The Society will focus on the following **outcomes** within the UK, and, where possible, worldwide:

- i. We will influence policy and decision-makers to ensure effective implementation of food labelling and other legislation, regulations and policies relevant to vegans
- ii. We will raise awareness so that wider society:
 - a. increasingly questions the use of non-human animals for human purposes
 - b. cares about the environment and sustainability issues in relation to food production and consumption and other forms of non-human animal use
 - c. demands action about human justice issues related to food production and consumption and other forms of non-human animal use
- iii. We will promote veganism as a positive lifestyle, and by encouraging the development and use of vegan alternatives to all commodities derived wholly or partly from animals, an increasing number of citizens will use more vegan products
- iv. We will build a strong worldwide organisation that is competent and pro-active in addressing vegan issues in an efficient and appropriate manner

6. Financial Review and Funding Sources

Except for advertising income, which declined due to traditional marketing and advertising becoming increasingly on-line, all areas of income increased.

6.1 Income

We seek where possible to manage our charitable activities so they generate additional income. Income from advertising in The Vegan, for example, reduces the net cost of the production of the magazine. Our product authentication service (Sunflower Trademark) and direct sales of books and other products serve our charitable purposes by increasing knowledge of and interest in veganism and promoting the development of alternatives to the use of products derived from animals. At the same time they provide income which offsets their own costs and contributes to funding other charitable activities such as advocating veganism to the public and in schools, prisons, hospitals, as well as in the private retail and catering & hospitality sector.

6.1.1 Sales and Trademark

Income from sales of material promoting veganism was £166.1K in 2013, mostly comprising of Veg 1 sales (nearly £130K) compared with £125.5K in 2012. Costs of materials and support costs associated with sales were £135.4K in 2013 compared with £106.1K in 2012. This activity therefore made a net contribution to the Society of £30.7K in 2013 compared with a net contribution of £19.3K in 2012. We will continue to cover our costs in the sales of material promoting veganism.

Trademark generated income of £190.5K in 2013 compared with £163.1K in 2012. Compared with £68.6K in 2012, costs to support trademark were £106.3K in 2013, which included a new staff member, four trade shows and advertising. This activity therefore generated £84.3K to support other activities in 2013 compared with £94.6K in 2012. The Trademark expands awareness of veganism and the Society, and we will continue to invest in our product authentication scheme to consolidate the Sunflower Trademark as the leading vegan product symbol in the world.

6.1.2 Membership and Donations

We are pleased to report that during the second part of the year, from January to June 2013, membership and donations increased significantly. Donations increased in 2013 to £30.7K, which included a large donation of £10,000, left in memoriam, compared with £16.2K received in donations in 2012. Donations in the second half of the year totalled £23.5K, versus £6.7K in the first half of the year. We would like to thank all our members and donors for their support.

Membership subscriptions increased to £66.6K in 2013 compared with £54.7K in 2012. In addition, our members give the Society a broad base of experience to draw on and increased authority in representing vegans. Our aim is to continue to grow the membership.

In previous Annual Reports, membership figures included 'due members'. These are people who may or may not renew, and some memberships may have lapsed. The 3,703 members reported at the end of June 2012 included 248 due members, and the 3,627 members at the end of June 2011 included 179 due members. In 2013 we had 3,672 actual full members (plus 243 due members), which is an increase of 217 compared to 2012. The new image of The Society seems to resonate with people. We have also seen an increase in life memberships, including those aged 65 or over who are subscribing to the discounted life membership fee.

We are very grateful to all who remember the Society in their Will or make donations to support our work.

6.1.3 Legacies

We have been more fortunate with regard to legacy income (£40.0K in 2013, £1.8K in 2012). The late Mrs McCormack who died in 2006 resulted in a very complex legal case. We have received part of her legacy left to The Vegan Society, and are expecting more payments in 2013-2014.

6.1.4 Interest, Dividends and Investments

Interest and dividend payments on reserves stayed consistent with 2011 but are still low due to the continuation of low interest rates: £2.9K in 2013 and 2012.

In 2004 we invested £30K in four ethical unit trusts, £10K of which was spent on the Insight Evergreen Fund, which was sold for a realised gain of £2K in 2010. We had 100 shares in the Centre for Alternative Technology, which wound up earlier in 2013, resulting in a net loss of £100. The value of the remaining three funds was £31.8K in 2012 and increased to £39.0K in 2013.

In addition to our main current account at the Co-operative Bank, we have spread excess reserves over four deposit and investment accounts – Triodos Bank, Ecology Building Society Charity Bank and CCLA Investment Management Limited (CCLA). Spreading funds helps our deposits to be covered by government guarantees and reduces the risk of exposure to bank failure.

In general, our strategy is to use low risk, highly liquid financial investments to achieve a good return while remaining consistent with our charitable objects. We aim to invest excess funds in our own work to promote veganism and to this end set higher budgets, where sustainable, for new projects each year as part of our strategic planning processes.

6.2 Expenditure

6.2.1 Communications and Outreach Programmes (Previously Information Services)

As an educational charity, our information, events and engagement programmes take up the bulk of the expenditure, and was lower in 2013 (£149.5K) than 2012 (£167.9K). This will increase in 2013-2014 as a result of having a full staff complement again, and more projects and events planned.

The number of unique monthly visitors to our website has increased to around 100,000. As at year end we had over 120,000 'likes' on Facebook, and 26,000 Twitter followers, which establishes the Society as the definitive authority on veganism on-line. We will launch a new website at the AGM on 30 November 2013. More information about our achievements and highlights is in the separate colourful Annual Review.

6.2.2 Grants

In the year under review £6.3K of grants and sponsorship were awarded to support vegan festivals, food fairs and other events. In addition £800 was spent on supporting international vegan outreach. Grants awarded in 2012 totalled £4K. Grants are made only when they are seen to be a highly effective means of promoting the Society's objects, and grant application guidelines will be further developed in 2014.

6.2.3 Support Costs

All our direct charitable activities incur support costs, such as office space, computers and management time. Support costs during 2013 were £110K compared with £80.7K in 2012. This led to an increase of costs in nearly all charitable activities. Several reasons for the higher support costs include:

- At the end of 2012 extensive financial re-analysis work was carried out going back to July 2010, which resulted in a consultancy fee being paid in the financial year ended 30 June 2013. The re-analysis resulted in a number of correcting adjustments being put through the 2012 accounts, including a credit adjustment to Information Technology costs of £7K, which lowered the 2012 figure, while the 2013 IT costs are more typical. The figure for IT will increase for 2013-2014 due to the development of a new database and website.
- The bookkeeping fees were increased due to a temporary consultancy solution in 2013. There were savings on staff costs to partially offset this from January to the end of March when a new Administration & Finance Officer was recruited. In August 2013 a new part-time Finance & Resources Manager was employed to ensure the financial integrity of the Society going forward.
- The increase in travel and meetings was partly caused by a temporary increase in travel expenditure. In addition, two overseas trips were made that benefited the Society's international presence, and in one case costs were fully recovered by new Trademark business resulting from the show.
- The higher professional fees included £3.9K in accrued legal fees relating to the late Mrs McCormack legacy case. These will be reversed once the full legacy has been received and legal fees have been deducted from the final legacy amount.

6.2.4 External Advertising

The cost of external advertising increased compared to 2012 as it includes advertising, rebranding, and PR and Media support (including consultancy, which was previously a permanent staffed position).

6.3 Net Movement of Funds

The Statement of Financial Activities shows a net increase in funds of £11K in 2013 compared to a net outward movement of funds of £70.7K in 2012. The total incoming resources of £533.3K in 2013 compares with £390.1K in 2012, while total expenditure of £529.5K in 2013 compares with £462K in 2012. Total funds increased from £726.5K in 2012 to £737.6K in 2013.

7. Reserves

In the annual accounts from previous years, the restricted 'Serena Coles Fund' and 'International Outreach Fund' were erroneously included in the reported reserves level. Restricted funds may not be used for general purposes. Thus, the actual unrestricted reserves level in 2012 was not £467.8K but £402.4K. The adjusted figure has been restated below.

There was a decrease in unrestricted reserves (cash at hand and investments) from £402.4K in 2012 to £360.3K in 2013. The offices in current use are part of our capital (funds) but are excluded from reserves as they cannot be sold while continuing business as usual. The overall decrease in cash at bank and in hand is £39.6K, leaving £396.5K at the balance sheet date. Council confirms that these present funds can meet our short-term obligations. Ignoring exceptional income, such as legacies, funds would have fallen by £29K in 2013, which is lower than a comparable fall of £72.5K in 2012 (note 17). Going forwards, a higher level of expenditure compared to income will draw down our reserves in the absence of further exceptional income.

Our current reserves will enable us to maintain the provision of our core charitable activities in the short term. Whilst we still rely on legacies to enable us to do more and to expand, our success in generating income from our core charitable activities ensures that we can continue to operate and then be in a better position to make more effective use of any legacies that we receive.

8. Responsibilities of Council

Company law requires the Council to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the charitable company as at the balance sheet date and of its incoming resources and application of resources, including income and expenditure, for the financial year. In preparing those financial statements, the Council has:

- selected suitable accounting policies and applied them consistently;
- made judgements and estimates that are reasonable and prudent; and
- prepared the financial statements on the going concern basis unless it is inappropriate to assume that the company will continue on that basis.

The members of the Council are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the charitable company and to enable them to ensure that the financial statements comply with the Companies Act 2006. The Council is also responsible for safeguarding the assets of the charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. So far as the members of the Council are aware, there is no relevant audit information of which the company's auditors are unaware and each member of the Council has taken all the steps that he/she ought to have taken in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information. None of the members of the Council had any interest in the operational transactions of the Charity during the year to 30 June 2013.

9. Reference and Administrative Details of the Charity, Its Trustees and Advisers

During 2012-13 the following trustees served on Council:

Trustee name	Last appointment (years on Council)	Role
Matthew Cole (MC)	2011 (4 years)	Chair until 1st November 2012
Karen Morgan (KM)	2009 (3 years)	Vice-Chair until 1st November 2012
Philip Bickley (PB)	2008 (4 years) Did not stand for re-election 2nd December 2012	
Catriona Gold (CG)	2009 (3 years) Resigned as a trustee on 26th August 2012	
George Rodger (GR)	November 2010 (19 years)	Information Consultant; Treasurer from January 2013
Ian Liddle (IL)	December 2012, co-opted May 2012 (1.5 years)	Chair from 1st November 2012
Paul Crouch (PC)	December 2012, co-opted 11th October 2012 (1 year)	Vice-Chair
Jenny Liddle (JL)	December 2012, co-opted 11th October 2012 (1 year)	
Úna Gordon (UG)	December 2012, co-opted 11th October 2012 (1 year)	
Nicola Martin (NM)	November 2011 (2 years), stepped down 3rd January 2013	Treasurer until January 2013
Rick Savage (RS)	Co-opted 9th April 2013	
Kelly Somers (KS)	Co-opted 20th April 2013	

Ian Liddle attended a Trustee Conference in November 2012.

Overview of Council Governance 2012-2013:

Meeting / Activity	Main Business	Trustee Attendance / Contribution
Council meeting 12/08/2012	Financial policies and procedures and Framework document; Strategy 2013-2022; Council effectiveness	MC, CG, NM, KM, GR, IL
Council meeting 29/09/2012	Draft annual report, accounts and AGM documents, Business Development, grant applications	PB, IL, NM, KM, GR
AGM 02/12/2012		PB, GR, IL, PC, JL
Council meeting 27/01/2013	Projects; Framework document; co-option of trustees; trustee roles and advisors; flexible working	GR, IL, JL, PC, UG
Project planning with staff 23/02/2013	Strategy and Project planning for 2013-2014	IL, JL, GR
Council meeting 20/04/2013	Current projects, including visual identity project; approval draft projects & budget 2013-2014; HR review; risk register	GR, IL, JL, RS, PC, UG

Committees and Tasks

Recruitment of a new Head of Communications, Public Policy and Research (September 2012)	MC, KM, IL
Fundraising, communications and PR committee	IL, JL
HR support	MC, KM
HR policies review	UG
Risk register	PC, RS

Chair of Council: Matthew Cole until 31 October 2012, Ian Liddle from 1 November 2012

Vice-Chair of Council: Karen Morgan until 31 October 2012, Paul Crouch from 2 December 2012

Treasurer: Nicola Martin until 2 January 2013, then George Rodger

Chief Executive and Company Secretary: Jasmijn de Boo

Honorary Patrons: Freya Dinshah, Benjamin Zephaniah, Wendy Turner-Webster, Macka B, Fiona Oakes, Kerry McCarthy MP.

Specialist Advisers:

- *Nutrition and Health Advisers:* Stephen Walsh, Sandra Hood, Philip Bickley, and Sarah Smith
- *Policy Adviser:* Christopher Payne
- *Research Advisers:* Dr Matthew Cole (Chair); Prof Claire Molloy; Dr Richard Twine (Vice Chair); Nathan Stephens-Griffin; Jess Gröling; Sean McCorry; Dr Bob McKay; Dr Juliet MacDonald; Dr Karen Morgan; Dr Kate Stewart; Dr Lorna Marques-Brooksopp; Dr Samantha Hurn; Eva Giraud; Dr Tom Tyler; Dr Anat Pick; Dr Catherine Duxbury; Dr Kay Peggs; Dr Erika Cudworth; Dr Richard White

Registered Office: Donald Watson House, 21 Hylton St, Birmingham, B18 6HJ, UK

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Website: www.vegansociety.com

E-mail: info@vegansociety.com

Registered Charity No.: 279228

Registered Company No.: 1468880

Bankers: Cooperative Bank PLC, 13 New Road, Oxford OX1 1LG

Solicitors: Griffith Smith Farrington Webb, 47 Old Steyne, Brighton, East Sussex BN1 1NW

Auditors: Critchleys LLP, Greyfriars Court, Paradise Square, Oxford OX1 1BE

A resolution proposing the reappointment of Critchleys LLP as auditors will be put to the Annual General Meeting. This report has been prepared in accordance with the small company regime under the Companies Act 2006.

By order of Council



Ian Liddle, Chair
17th October 2013

THANKS

Donations from members and supporters enable the Society to do more to promote veganism and we are grateful to all who have helped us during the year. We have received multiple donations between £0.01 and £49.99 totalling nearly ten thousand pounds.

Those individuals or organisations who made donations over £50 are as follows:

Amount over £50

Mr M Sharp	£50.00
Mr R Platt	£60.00
Mr J Allardyce	£59.00
Mrs A D Maw	£95.00
Mr B Jacobs	£72.00
Mr T Piper	£96.80
Mr A Fletcher	£50.00
Mr B Austin	£64.00
Miss J Slack	£56.00
Mr R Glenister	£79.00
D Penfold	£79.00
Miss N Hankey	£79.00
Ms M B Talbot	£89.00
Mrs C George	£79.00
Mr D W Landau	£50.00
Mr T Barford	£79.00
Ms J Griffiths	£50.00
Mr A Davies Jnr	£50.00
Mr A Heseltine	£60.00
D Lachat	£50.00
Solent Vegans	£70.00
L Wardale	£50.00
Mrs Shirley Germain via Just Giving	£50.00
Dr Simon Duffield via Just Giving	£50.00
Jo Patterson via Just Giving	£50.00
Mr A Allen	£53.00
Mr B Smart	£50.00
Mr D Roseveare	£88.00
Anonymous Donation via Just Giving	£50.00
Anonymous Donation via Just Giving	£50.00
Anonymous Donation via Just Giving	£50.00

Amount over £250

Mr D Howard	£250.00
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Amount over £500

J Revill (Trust)	£562.80
Anonymous Donation via Just Giving	£600.00
Anonymous Donation via Just Giving	£700.00
Anonymous Donations	£700.00

Amount over £1,000

Mr Mark Constantine (of Lush)	£1,268.00
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Amount over £5,000

Mr Jonathan Duffield	£10,000.00
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Amount over £100

Mr P Dove	£234.00
Mr R Savage	£245.70
Mr B Palethorpe	£110.00
Mr P Tipton	£104.00
Mr W Crozier	£200.00
Mr P A Price	£229.00
Mrs K Wilde	£219.00
Mr M L Meiklejohn	£110.00
Miss A Wood	£200.00
Miss C Kelly via CAF	£150.00
Towerhill Donation	£238.00
I S Walker	£120.00
Great Midlands Fun Run	£120.00
Mr M Westcombe	£159.00
J D Tallerman	£154.00
N Patel	£179.00
R Xerri-Brooks	£143.04
Mr Ed Long via Just Giving	£237.55
Dr Michael Hooper via Just Giving	£200.00
Dr Richard Twine via Just Giving	£100.00
Ms Yimy Leong via Just Giving	£100.00
Anonymous Donation via Just Giving	£150.00
Anonymous Donation via Just Giving	£100.00
Anonymous Donation via Just Giving	£180.00
Mr T Robinson	£110.00

Independent Auditors' Report to the Members of The Vegan Society for the Year Ended 30 June 2013

We have audited the financial statements of The Vegan Society for the year ended 30 June 2013 which comprise the Statement of Financial Activities, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the charitable company's members, as a body, in accordance with Chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the charitable company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law we do not accept or assume responsibility to anyone other than the charitable company and its members as a body for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Trustees and Auditors

As explained more fully in the Trustees' Responsibilities Statement, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the Audit of the Financial Statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the charitable company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the trustees; and the overall presentation of the financial statements.

Opinion on Financial Statements

In our opinion the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 30 June 2013 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on Other Matter Prescribed by the Companies Act 2006

In our opinion the information given in the Trustees' Annual Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

.....
Caroline Webster
Senior Statutory Auditor
For and on behalf of Critchleys LLP
Statutory Auditors

Greyfriars Court
Paradise Square
Oxford
OX1 1BE

The Vegan Society (A Company Limited by Guarantee)
Statement of Financial Activities for the Year Ended 30 June 2013
(including income and expenditure statement and statement of total recognised gains and losses)

		Unrestricted Funds 2013 £	Restricted Funds 2013 £	Total Funds 2013 £	Total Funds 2012 £
Incoming resources					
Incoming resources from generated funds					
Note	Voluntary income				
5	Donations	20,676	10,000	30,676	16,216
6	Gift Aid	16,662	-	16,662	-
15	Donations for Serena Coles Fund for Older Vegans	-	-	-	-
7	Legacies	40,030	-	40,030	1,787
8	Membership subscriptions	66,616	-	66,616	54,685
Incoming resources from charitable activities					
9	Sales of material promoting veganism	166,087	-	166,087	125,469
9	<i>The Vegan</i> magazine	16,513	-	16,513	24,730
	Trademark (product authentication)	190,507	-	190,507	163,160
Other incoming resources					
	Corporate affinity commission	3,323	-	3,323	1,179
	Interest and dividends	2,638	261	2,899	2,898
	Total incoming resources	523,052	10,261	533,313	390,124
Resources expended					
Costs of generating funds					
Costs of generating voluntary income					
	Membership	24,992	-	24,992	16,554
	Other fundraising	11,411	-	11,411	-
	Net incoming resources available for charitable application	486,649	10,261	496,910	373,570
2,3,4	Charitable activities				
10	Cost of Awards	73	-	73	380
	External advertising	9,133	-	9,133	3,679
	Festivals and events	10,618	-	10,618	8,350
	Communications and Outreach programmes	149,534	-	149,534	167,895
	Local Contacts' Fund	-	-	-	50
	Preparation of <i>Animal Free Shopper</i>	-	-	-	4,055
	Sales of material promoting veganism	135,397	-	135,397	106,134
	<i>The Vegan</i> magazine	57,115	-	57,115	52,105
	Trademark (product authentication)	106,257	-	106,257	68,767
	International outreach	-	500	500	-
	Governance costs				
11	Governance	24,478	-	24,478	34,028
	Total resources expended	492,605	500	493,105	445,443
	Net incoming / (outgoing) resources for year	(5,956)	9,761	3,805	(71,873)
Other recognised gains and losses					
Gains and losses on investment assets					
	Realised gains / (losses) on investments	(100)	-	(100)	-
	Unrealised gains / (losses) on investments	7,319	-	7,319	1,133
	Net movement in funds	1,263	9,761	11,024	(70,740)
Reconciliation of funds					
	Total funds brought forward (including restricted funds)	661,142	65,399	726,541	797,281
	Total funds carried forward	662,405	75,160	737,565	726,541

The Vegan Society (A Company Limited by Guarantee) Balance Sheet for the Year Ended 30 June 2013

Note		2013 £	2012 £
	Fixed assets		
12	Tangible assets		
	Leasehold property	174,712	176,8969
	Office equipment	8,851	5,164
		<u>183,563</u>	<u>182,060</u>
13	Investments		
	Investments	38,983	31,764
	Total fixed assets	<u>222,546</u>	<u>213,824</u>
	Current assets		
	Stocks and work-in-progress		
	Stock	18,421	47,211
14	Debtors		
	Trade debtors	44,476	43,573
	Other debtors	74,516	17,474
	Cash at bank and at hand		
	Cash at bank and in hand	396,499	436,075
	Total current assets	<u>533,912</u>	<u>544,333</u>
	Liabilities		
14	Creditors: Amounts falling due within one year		
	Trade creditors	(6,435)	(24,344)
	Accruals	(7,776)	(7,043)
	Other creditors	(4,682)	(229)
	Total current liabilities	<u>(18,893)</u>	<u>(31,616)</u>
	Net current assets	<u>515,019</u>	<u>512,717</u>
	Total assets less current liabilities	<u>737,565</u>	<u>726,541</u>
	Provisions for liabilities and charges		
	Provisions	-	-
	Net assets or liabilities	<u>737,565</u>	<u>726,541</u>
	The funds of the charity:		
	Unrestricted income funds	<u>662,405</u>	<u>661,142</u>
15	International Outreach Fund	<u>10,554</u>	<u>1,050</u>
15	Land purchase fund	-	-
15	Serena Coles Fund for Older Vegans	<u>64,606</u>	<u>64,349</u>
	Total	<u>737,565</u>	<u>726,541</u>

Signed on behalf of Council, which approved the accounts on 17th October 2013



Ian Liddle (Chair of Council)

George Rodger (Treasurer)

The Vegan Society (A Company Limited by Guarantee)

Notes to Accounts for the Year Ended 30 June 2013

1. Accounting Policies

(a) Basis of Accounting

The financial statements are prepared under the historic cost convention, in compliance with all relevant statements of standard accounting practice and in accordance with the Companies Act 2006 and with the Charity Commission's Statement of Recommended Practice for Accounting and Reporting for Charities (revised 2005) – SORP 2005.

(b) Fees, Subscriptions, Donations and Legacies

Credit for income arising under these headings is taken in the actual period of receipt. Membership subscriptions are non-refundable and are in substance donations rather than payments for goods and services. Other incoming resources are accounted for when receivable.

(c) Resources Expended

Resources expended are recognised as they fall due. Expenditure is allocated to activities according to consistent criteria as explained in notes 2, 3, 4, 9 and 11.

(d) Depreciation of Fixed Assets

Depreciation is provided at rates calculated to write off the costs of assets over their expected useful lives, as detailed below.

Furniture and equipment: 10% per year

Leasehold property: over the life of the lease.

Computer equipment: over 3 years.

The Birmingham offices had 87 years remaining on the lease when purchased.

(e) Stocks

Stocks of goods sold to promote veganism are valued at the lower of latest cost and net realisable value.

(f) Investments

Investments are included at market value at the balance sheet date. Changes in valuation from one year to the next are included in the Statement of Financial Activities as unrealised gains or losses on investments.

2. Employee Information

(a) The average number of full-time equivalent employees in the year was 11.7 (2012: 12.8).

(b) Analysis of employee costs:

		2013	2012
		£	£
Direct costs	Salary costs	215,895	222,099
	Employer's National Insurance	16,772	18,253
	Total employee costs	232,667	240,352
Allocation to activities			
	Governance	13,128	13,503
	Communications and Outreach programmes	93,486	113,796
	Membership	12,897	9,364
	Other fundraising	5,527	-
	Preparation of <i>Animal Free Shopper</i>	-	3,034
	Sales of material promoting veganism	9,284	13,563
	<i>The Vegan</i> magazine	14,693	12,369
	Trademark (product authentication)	64,916	48,062
	Total direct allocation to activities	213,931	213,691
	Allocation to support costs	18,736	26,661
	Total allocated costs	232,667	240,352

The allocation of employee costs to activities was based on an approximate analysis of individuals' activity in 2012 and 2013. This gives a more realistic picture of the true cost of specific activities. The support costs above are further allocated to specific activities as explained in note 3.

No employee earned over £60,000 in 2013 or 2012. Staff work more in collaboration with each other; increasing membership, working with volunteers and communicating our vision and mission is a shared responsibility. A small investment in membership and fundraising has resulted in an increased number of members and donations at year-end. Previously, fundraising efforts were not accounted for separately. As fundraising is becoming increasingly important for the long-term sustainability of an organisation, staff time and support costs have been allocated towards this activity.

A more effective webshop has reduced the time spent on sales of material promoting veganism. An additional member of staff in the Business Development department has led to increased income from TM registration.

Salaries were adjusted for a cost-of-living increase, and salaries were increased for several positions to reflect market rates for similar posts in other charities.

No remuneration was paid to Trustees in 2013 or 2012.

Expenses were reimbursed to seven trustees as follows; 2012/13: trustee guidance and training: £180; Travel (council members): £1587, Hospitality £380. In 2011/12, the figures were as follows: trustee guidance and training: £588; Travel (council members) £1988; hospitality: £480.

3. Support Costs

	2013 £	2012 £
Elements making up support costs		
Bank charges	4,234	3,783
Depreciation	7,902	7,349
Information Technology	13,955	5,837
Insurance	3,731	3,500
Lighting, heating, cleaning & security	8,777	8,520
Premises and equipment repairs	3,026	3,645
Printing and stationery	7,839	7,736
Professional Fees	6,391	4,789
Staff recruitment costs	1,530	-
Staff training	4,258	2,028
Sundry	662	909
Telephone	2,326	1,929
Travel and meetings	11,485	4,055
Bad debts written off	1,196	-
Accountancy	13,950	-
Total direct support costs	91,262	54,080
Employee costs for support activities (from note 2)	18,736	26,661
Total support costs	109,998	80,741
Allocation of support costs		
Governance	2,208	3,373
Communications and Outreach programmes	50,853	45,671
Membership	7,869	3,408
Other fundraising	2,613	-
Preparation of <i>Animal Free Shopper</i>	-	1,023
Sales of material promoting veganism	6,161	5,112
<i>The Vegan</i> magazine	6,946	4,091
Trademark (product authentication)	33,348	18,063
Total allocated costs	109,998	80,741

Support costs are costs incurred which, whilst necessary to deliver an activity, do not themselves produce or constitute the output of the charitable activity. Support costs are therefore allocated to the relevant activity cost category that they support. They include general management, payroll administration, budgeting and accounting, information technology and human resources.

The support costs shown have been allocated in proportion to the staff time spent on non-support activities in each year.

4. Postage Costs

Postage costs form a substantial part of our total expenditure and are not at all proportionate to staff time. Postage costs are therefore separately allocated between the main activities which incur postage costs based on estimated usage in each activity.

	2013 £	2012 £
Communications and Outreach programmes	4,227	3,782
Membership	4,227	3,782
Sales of material promoting veganism	19,603	17,878
<i>The Vegan</i> magazine	10,367	8,939
Total postage costs	38,424	34,381

5. Donations

A donation of £10K, left in memoriam, was given to further veganism abroad, and where possible in Russia, which has been added to the International Outreach Fund. The remaining donations (£20.6K) were not formally given in respect of any specific projects.

6. Tax Reclaim

Following a Gift Aid review in 2012 and updating of our Gift Aid administration, claims for 2009-10, 2010-11, 2011-12 and 2012-13 will be submitted to HMRC before the end of 2013. £17K has been provided for in previous annual accounts for 2009-10 and 2010-11. We have provided a further £16K for 2011-12 and 2012-13. Through Justgiving on-line we have already received £662 of Gift Aid donations in 2012-2013.

The 'other debtors' also includes a VAT return of £5.8K.

7. Legacies

The Society received the following legacies during the years under review:

	2013 £	2012 £
The estate of the late Mrs Freda McCormack	40,000	-
The estate of the late Miss Hazel Brooks	-	1,787
Other	30	-
Total	40,030	1,787

8. Membership Income

Membership income fluctuates from year to year due to timing of renewals and number of life memberships taken out as well as the underlying total number of members.

9. Advertising Income

Advertising income is earned from advertisements placed in *The Vegan*.

	2013 £	2012 £
<i>The Vegan</i> magazine	12,415	19,041
Total advertising income	12,415	19,041

In assigning staff time and costs to activities, the costs of generating advertising were assigned to *The Vegan* magazine in the same proportion as the advertising income generated.

10. Costs of Awards

The main Awards remained suspended in 2013. An award was given to Kerry McCarthy MP in recognition of her raising the topic of veganism in Parliament.

In 2014 we will be holding a 'Volunteer of the Year' ceremony.

11. Governance Costs

	2013 £	2012 £
AGM costs	3,296	3,699
Audit	4,000	4,605
Accountancy	-	5,644
Legal	-	-
Meetings	80	628
Travel and accommodation (Council members)	1,586	1,988
Trustee Guidance and training	180	588
	<u>9,142</u>	<u>17,152</u>
Allocated salary costs	13,128	13,503
Allocated support costs	2,208	3,373
Total	<u>24,478</u>	<u>34,028</u>

Governance costs include the costs of arrangements which relate to the general running of the charity as opposed to the direct management functions inherent in generating funds, service delivery and project work. They include the strategic planning processes which contribute to future development of the charity and such items as external audit, legal advice for Trustees and costs associated with constitutional and statutory requirements, such as the cost of Trustee meetings and preparing statutory accounts. In previous years, accountancy support was included under governance, whereas in 2013 all bookkeeping and accountancy fees were included under support costs. Without accountancy fees the 2012 figure for Governance would have been £28,384.

12. Tangible Fixed Assets

	Office equipment £	Leasehold property £	Total £
Cost:			
As at 1 July 2012	77,024	190,000	267,024
Additions	9,405	-	9,405
Disposals	-	-	-
As at 30 June 2013	<u>86,429</u>	<u>190,000</u>	<u>276,429</u>
Depreciation:			
As at 1 July 2012	71,860	13,104	84,964
Provided during year	5,718	2,184	7,902
On disposals	-	-	-
As at 30 June 2013	<u>77,578</u>	<u>15,288</u>	<u>92,866</u>
Net book value:			
As at 30 June 2013	<u>8,851</u>	<u>174,712</u>	<u>183,563</u>
As at 30 June 2012	<u>5,164</u>	<u>176,896</u>	<u>182,060</u>

13. Investments

The ethical trusts held by the Society are valued based on market value.

	Cost £	Value 2013 £	Value 2012 £
Henderson Global Care growth fund	10,000	18,534	14,642
Kames Ethical equity fund	5,000	13,048	10,278
Kames Ethical corporate bond fund	5,000	7,401	6,744
Total Ethical Trusts	20,000	38,983	31,664
Centre for Alternative Technology shares	-	-	100
Total Investments	20,000	38,983	31,764
Unrealised Gain (Loss)	-	7,319	1,133
Realised Gain (Loss)	-	(100)	-

14. Debtors and Creditors

Trade debtors remained similar due to Trademark invoices raised in June 2013.

Other debtors include a provision of £33.4K for Gift Aid, £5.8K for VAT return and £35K prepayments of shows taking place, and services and goods delivered in the financial year 2013-2014.

Trade creditors decreased due to the Society paying creditors more efficiently at the year end.

15. Restricted Funds

	At 01.07.12 £	Incoming Resources £	Outgoing Resources £	Transfers £	At 30.06.13 £
Restricted funds:					
The International Outreach Fund	1,050	10,004	(500)	-	10,554
The Serena Coles Fund for Older Vegans	64,349	257	-	-	64,606
Land Purchase Fund	-	-	-	-	-
Total	65,399	10,261	(500)	-	75,160

The International Outreach Fund was established in 2006-7 with donations of £3,800. It can only be used to support the promotion of veganism in developing countries. In June 2013 Council expressed ongoing commitment to support international outreach, particularly in countries with low GDP levels. From 2013-14 this will be done through the grants system and by individual projects detailed in annual plans. Council agreed to end the mandatory annual topping up of the International Outreach Fund with £1,000.

The Serena Coles Fund for Older Vegans was established in 2009-10. It can only be used to support the relief of older vegans who are in conditions of need, hardship or distress.

On 20th August 2009, we received £63,988 to establish the new restricted fund, the Serena Coles Fund for Older Vegans. This represents half the accumulated amount from donations made over 20 years ago as part of an attempt to establish a nursing home for elderly vegans.

The Charity Commission ruled that as the original purpose had not been fulfilled, the donations and the accumulated interest should be split evenly between The Vegan Society and another charity, Vegetarians for Life (VfL). VfL are strongly linked with the Vegetarian Housing Association who held the donated funds for many years in pursuit of the original objectives. VfL will hold their half of the accumulated funds in a restricted fund to provide grants for older vegans.

Initial project work aimed at older vegans started in January 2012, however, this was desk-based and no costs were incurred. The remit of the fund is very restrictive as noted at last year's AGM. As at October 2009, the membership survey demonstrated that approximately 12% of members for whom date of birth was recorded were over 70 years old; however, repeated calls in the magazine and through other channels have not resulted in the Society being able to establish how many older vegans are in conditions of need, hardship or distress.

All restricted funds are held as cash assets.

16. Analysis of Net Assets between Funds

	Unrestricted Funds £	Restricted Funds £	Total Funds £
Fixed assets	222,546	-	222,546
Current assets	458,752	75,160	533,912
Current liabilities	(18,893)	-	(18,893)
Net assets at 30 June 2013	662,405	75,160	737,565

17. Effect of Legacies

Legacy income remains unpredictable. The first two payments of a long-standing legacy case have been received and final amounts are expected in 2014, although, due to the complexity of the case, it could take another year to be completed.

Subtracting legacy income from the movements in funds gives a clearer picture of underlying changes from year to year. While there would still have been a deficit in 2013 without legacies (£29K), this compares more favourably than previous years. The net outward movement in 2012 without legacy income would have been over £72.5K, and the net outward movement without legacy income in 2011 would have been £133K.

	2013 £	2012 £
Net movement in funds	<u>11,024</u>	<u>(70,740)</u>
Less exceptional gains:		
Legacies	(40,030)	(1,787)
Total exceptional gains	<u>(40,030)</u>	<u>(1,787)</u>
Net movement in funds minus exceptional gains	<u>(29,004)</u>	<u>(72,527)</u>

18. Members' Liability

The company is limited by guarantee and does not have a share capital. In the event of a dissolution or winding up, members undertake to contribute to the assets of the company a sum not exceeding £1.

NOTICE OF AGM

The 2013 AGM of The Vegan Society will be held on Saturday 30 November from 13:00-16:00 at the Thinktank Science Museum, Curzon Street, Birmingham B4 7XG (for SatNav please use post code B4 7AP). The closest railway station is Moor Street, although Snow Hill and New Street are not too far away either. Directions: <http://www.thinktank.ac/page.asp?section=47§ionTitle=Visit+Us>

GENERAL INFORMATION

Doors open 12:30 AGM 13:00 to 16:00

Entry

The meeting is open to full members and supporter members and anyone authorized to act as proxy.

Voting

Voting is restricted to full members over 16 years of age and duly appointed proxies. Supporter members are not entitled to vote (if in doubt, ring the Membership and Sales Coordinator on 0121 523 1730 to check). Proxy voting forms are enclosed with the magazine and available from worldveganmonth.net/agm2013/, which explains how to appoint a proxy in case members do not attend. The form must be signed and returned by the specified date. You will need your membership number to vote (printed above your address on the cover sheet). Those attending the meeting and entitled to vote will be issued with voting slips on arrival at the registration table.

Refreshments and Crèche

Coffee, tea, water and biscuits will be available. A crèche has not been organised this year. Please inform us by 15 November if you have any requirements.

Disabled Access and Toilet

Yes

Recording

Those wishing to undertake an audio/video recording of the meeting must obtain permission from the Chair by Friday 15 November.

AGENDA

12:30 – 13:00	Registration and exhibition
13:00 – 13:15	2012-2013 impressions and launch of new website
13:15 – 13:25	Welcome by the Chair & CEO
13:25 – 13:35	Appointment of Honorary Patron Proposed by trustee Jenny Liddle: Roxy Shahidi, who will give a talk
13:35 – 13:40	Appointment & Remuneration of Auditors
13:40 - 13:45	Special Resolution: change to the title of Honorary Patron to that of Ambassador.
13:45 – 14:15	Consideration of the Report of Council and Annual Accounts*
14:15 – 14:20	Council Election: Declaration of Result
14:20 – 14:40	Break
14:40 – 15:40	Dr Frey Ellis Memorial Lecture, by Dr Michael Hooper
15:40 – 15:45	Closing remarks by the Chair
15:45 – 16:00	Informal discussion and end of AGM

* Questions/queries to be raised on the Report and Accounts should be submitted to the Society's office no later than Friday 15 November to allow answers to be prepared. Time permitting; we will attempt to answer questions submitted after this date.

VEGAN SOCIETY 2013 ANNUAL GENERAL MEETING NOMINATION FOR ELECTION TO COUNCIL

The following five members have been nominated for election to Council at the 2013 AGM:

- Kelly Somers (co-opted 20 April 2013)
- Nicola Martin (former Trustee and Treasurer who stood down in January 2013 following the resignation of the Finance Officer in order to temporarily maintain The Society's bookkeeping)
- Menna Jones
- Alex Kapila
- William Green

Candidates describe their background in up to 500 words, which may include what skills, qualifications and experience they have that will benefit the Society; what they hope to achieve as a trustee; what their reasons are for being vegan; what experience they have of managing people and working on committees; and if they were previously a trustee, what they achieved during this time and any other information that they consider relevant.

CANDIDATE PROFILES

Kelly Somers, Birmingham

I have been on the council of The Vegan Society since April 2013, when I was co-opted onto the board. Before this, I worked for the society on several short-term contracts as an assistant in both the Information and Business Development areas. This has given me an understanding of how the society supports members, trademark holders, and the general public. I also assisted with administration for council, including taking minutes at meetings. One project I managed was digitising the entire archive of The Vegan from 1944 to the present and making it accessible to read on-line. I also wrote several pieces for the magazine while working at the society. In my own time I blog, writing about vegan concerns such as eating out at restaurants, travelling, and animal ethics and advocacy.

As a trustee, I can bring to the society my 10 years of editorial expertise and experience in magazine and book publishing. I currently work in the publishing subsidiary of an international development organisation. I hope to bring this experience to bear on financial and editorial considerations for the society's printed materials (including The Vegan magazine and information leaflets), website and digital communications, and general branding.

I have been vegan for around seven years, having gradually transitioned from a vegetarian diet after learning about the dairy industry. My motivation for choosing first to be vegetarian (as a teenager) and then vegan is to act in solidarity with animals. There are many other benefits to and reasons for being vegan but doing it 'for the animals' was the first reason and the one I continually return to.

My voluntary experience stretches across various community organisations in the UK and in Australia. These have included a group lobbying for legislative reform to stop violence against women and a group advocating for indigenous rights in Australia. Since moving to Birmingham in 2010, I have volunteered at various vegan events and supported local groups. Over the last few years I've read and written about achieving justice for animals using a rights-based approach. My interest in this came about after completing a Master's degree in human rights (2011). I am also writing a Vegan City Guide to Birmingham, part of a global series of vegan guides being published as ebooks. The guide will describe the history of The Vegan Society and it will be available in time for the society's 70th anniversary in 2014.

As a trustee, I would like to see The Vegan Society playing an instrumental role in raising awareness of veganism as a viable and healthy lifestyle choice, and continuing to support vegans at all stages – potential, transitioning and established. I would like to see more restaurants offering vegan options, accurate food labelling, and government policy that makes the connection between the meat and dairy industries and their negative impact on the environment and wildlife. This may be where the society can be most effective, as there are already many organisations doing good work in making people aware of the violence that is inflicted on farmed animals. There are also many international organisations doing very effective and creative work to promote veganism. I hope we can reaffirm The Vegan Society in the UK, one of the longest established vegan groups in the world, as a powerful and influential advocate of veganism and an authoritative source of information.

Proposed by: Barbara Staples

Seconded by: Harry Eyles

Nicola Martin, Sheffield

I have been vegan for 24 years and was vegetarian for 4 years prior to that. Veganism for me was a gradual move from vegetarianism. After picking up a flyer from an animal rights event I began to realise that the dairy industry, as well as the meat industry contributed heavily towards animal suffering. I am "quietly" vegan in that I am not active in my local community and I choose not to impose my views on others unless they ask. I have however been a member of the Vegan Society since 1996. I was on Council, as Treasurer, for 2 years from November 2010 and then stood down so I could help out on a self-employed basis when the last Finance Officer resigned. I also worked for the Vegan Society in 1996/97 as an Administration Officer. Having been a paid member of staff myself I am sympathetic towards the pressures that staff find themselves under. I fully support the work of the Vegan Society as an educational charity and have always admired the commitment and dedication of the staff and trustees in promoting veganism.

I am a fully qualified Accountant with 18 years' experience of working in financial environments. I have spent a large part of my career working in the not for profit sector and as a result I am fully aware of the need for strong financial management and control, particularly when working within the constraints of limited resources which most charities are restricted by. A number of organisations I have worked for have been governed by Board members therefore I am also aware of the different roles between the governing body and staff. The governing body should take responsibility for long term strategy, control and overseeing the work of the staff whereas staff should be responsible for delivering plans within the time and resource constraints available. I also have staff management experience and have dealt with recruitment, training and development as well as capability and grievance issues.

For me personally being on Council has two way benefits. I am able to bring business experience to Council particularly on the finance and policy side and in return for my commitment I am able to learn more about veganism and also gain experience in how governing bodies operate and about charity finance. Whilst I was Treasurer I helped liaise with the auditors to produce two years annual statutory accounts and I was also involved in reviewing and agreeing the annual budgets. I helped recruit the new CEO and have provided support to the Finance Officer. Whilst working for the Society I have learnt and put in procedures for the financial processes and am familiar with the IT systems. I therefore feel that I have considerable hands on experience that will benefit Council.

Proposed by: Ian Liddle

Seconded by: Spencer Harris

Menna Jones, Cardiff

I have been committed to a vegan lifestyle for the past 8 years, and have been a member of the Vegan Society throughout this time. I take a keen interest in the Society's activities, and have benefitted greatly from the Society's support and the resources it provides. I therefore strongly value the role that the Society plays in facilitating veganism.

Since 2008, I have enjoyed being a regular volunteer on the Vegan Society's stand at the annual National Eisteddfod in Wales. I am particularly keen on promoting the relevance of veganism within contemporary Welsh culture. This includes regularly translating resources on veganism into Welsh (I am currently translating the Society's nutrition booklet), and establishing a new Welsh-language social networking group for promoting veganism. Being a nation with a strong agricultural tradition, there are cultural challenges to developing veganism within Wales. Being from this background myself, I have an understanding of the complex issues involved in considering embracing veganism in Wales, and am able to speak with the public in a way that encourages people to reflect on their own attitudes towards animals and veganism.

I have past experience as a charity trustee and director of a limited company, having been chair of a local Mind association in 1997-1999. I worked closely with paid staff and led the organisation in achieving a shared vision of its purpose and future direction. While I was chair, the executive committee oversaw the development of greater transparency in its own activities and introduced governance proposals enhancing the role of the volunteers and paid workers and the supervision provided for them in these roles. As chair, I also had a key role in developing corporate and financial governance procedures, and promoting good practice.

My profession is that of Consultant Clinical Psychologist. For the past 3 years, I have been Clinical Lead of a multi-disciplinary NHS team working with sufferers from severe eating disorders. Within this role, I undertake a number of duties that I believe have enhanced my skills towards being a useful member of

The Vegan Society Council. These include managing the service budget, line management responsibilities for the team of staff, and communication with other professionals and service managers as well as with politicians within the Welsh Government. Moreover, as a professional clinical psychologist working in the field of behaviour change, I have an in-depth knowledge of the psychology of decision-making around lifestyle change which could inform the Society's activities to promote veganism.

I am a member of Viva! and Animal Aid, and am regularly involved in Animal Aid's annual street collection in my area. I share my home with a cat called Flo and house rabbit Fruity and enjoy playing several musical instruments, with varying degrees of skill, as well as meditation and long walks. I look forward to helping The Vegan Society move forward in Wales and throughout the world.

Proposed by: Kay Holder

Seconded by: George Rodger

Alex Kapila, Stratford-upon-Avon

I became vegan in 2007 after reading a harrowing account of the slaughter of a pig in a national newspaper. I realised that pain is pain for any sentient creature and if I believed that discrimination on the basis of gender, race etc was wrong, then logically discrimination on the basis of species was wrong too. I was just doing it because everyone else was doing it, I didn't want to know the painful truth, I didn't want to change etc.

I consider becoming vegan my proudest achievement. It was the first step towards becoming the sort of person I respect and want to be - someone who fights for justice by speaking out for those who are most in need. In applying to become a trustee for The Vegan Society I would aim to use my skills as a marketing and communications specialist to help construct messages and identify the most effective channels to overcome objections and persuade organisations and individuals to engage with veganism and change, to create a fairer, better world.

I am excited by the new confidence and ambition of The Society and the internal changes taking place to help establish veganism as the accepted way of life and I believe that my experience would be particularly relevant at this crucial point in time. I am a creative, politically and commercially aware Communications Consultant specialising in change management with experience in strategy, planning, delivery and programme management. By evaluating current strategies and practices through research, surveys and management meetings, I lead, advise and plan successful changes to business processes with diverse stakeholders to improve services and achieve KPIs.

My particular strength lies in bringing together best practice from a breadth of industries and from working in a variety of disciplines including marketing, PR, internal and external communications, stakeholder engagement, social media and events. I would use this knowledge and experience to help The Society to establish the most effective ways to achieve its aims and increase its profile with key stakeholders.

I am also a professional coach and facilitator with the ability to lead and influence internal and external stakeholders to meet business objectives. I have found that improving internal communications is often the key to improving business performance and am pleased this is an area that The Society values. Over the past couple of months, I have done some work to support The Society in this area and would hope to do more in this area.

I have a extensive experience in managing people. For example, I managed a multi-disciplinary team covering research, policy, PR, knowledge management, and stakeholder affairs for the Legal Ombudsman and matrix-managed nine regional communications teams for the Museums, Libraries and Archives Council. I am confident that I can support and lead people to deliver their best work.

Veganism has done so much for me, if I were to be a Trustee for The Society I would aim to give something back by improving the life of all animals.

Proposed by: Ruth Semple

Seconded by: Alex Douglas

William Green, London

I have been involved in UK retail for ten years including holding managing director role for two organisations. I have a proven track record in building, turning around and growing markets, responsible for meeting multi million pound budgets and driving double digit growth. Over the last two years I have founded a successful vegan business worth £600,000 in its first year and have set up another due to launch this October.

I believe success in any organisation comes from the people in it and the organisations focus and alignment to its "customer". I am a passionate, positive and resourceful person who believes positive change and progress can be made in organisations through learning, empowerment, good communication and relationships. I have built successful teams from zero head count and developed strategic cross-departmental relationships that have delivered. I work to a strong commercial framework that I can discuss, communicate and influence to every level. I am experienced in Prince 2 project management and am familiar with driving multiple projects across departments and stakeholders.

It is thanks to the Vegan Society that I began my vegan journey from being a long-term vegetarian. I first made the decision to become vegan out of respect for my customers and to increase my personal understanding of veganism. As my understanding grew of the negative impact the dairy and livestock industry has on the lives of billions of animals, our health and the environment - so my vegan convictions grew, and wish to increase the positive impact of veganism in the world. During this journey I have embraced veganism into all aspects of my life which has led to some tough business decisions. The Vegan Society has been a constant source of support, guidance and inspiration - helping me face the challenges of being vegan and running a vegan business.

I look forward to the exciting years ahead - I believe we will witness the Vegan Society in partnership with their trademark holders drive the growth of veganism in people's lives and be a force for change in people's attitudes and understanding of veganism. I want to support the Vegan Society through this period of growth by offering my skills and experience to the council.

Proposed by: Dave Arnold

Seconded by: Sean O'Callaghan

THE VEGAN SOCIETY 2013 ANNUAL GENERAL MEETING RESOLUTIONS

ORDINARY RESOLUTIONS (Requiring a 50% Majority)

Motion 1 – by Council

To propose the appointment of vegan TV and stage actress, Roxy Shahidi as Honorary Patron of The Vegan Society. *Proposed by Jenny Liddle.*

Motion 2 – by Council

To propose the appointment of Slade & Cooper Ltd as The Vegan Society auditors for 2013-14. *Proposed by Ian Liddle.*

Rationale for change of Auditors

Council feels that after appointing the same auditors for a number of years (Critchleys were first appointed in 1989) that a change in auditors is due.

A tender process was carried out, with 4 companies invited to tender, including Critchleys. Slade & Cooper Ltd were selected from this process. It was felt they would bring a fresh perspective to the auditing process.

Council would like to thank Crichleys for their reliable services over the years.

Motion 3 – by Council

That the auditors' fee be fixed by Council. *Proposed by George Rodger.*

SPECIAL RESOLUTION (Requiring a 75% Majority)

Motion 4 – by Council

To propose the change to the title of Honorary Patron to that of Ambassador.

To change Article 16 of the Articles of Association regarding Patrons (see below for details).

Proposed by Rick Savage.

An amendment to Article 16 in the Articles of Association in respect of the appointment of Patrons, to read:

"16. Any vegan, with their written permission, may be nominated by members to the role of Ambassador for the Society. Nominations must be made in writing in advance of an AGM and by the deadline advertised each year. Such person must either be or agree to be enrolled as a member of the Society before taking up their appointment. The appointment as Ambassador may cease either by resignation, by mutual agreement with Council or by resolution at an AGM."

Rationale

Currently, Patrons, once appointed, continue until their death or their resignation from the Society. Originally, the purpose of appointing Patrons was to honour those who had done sterling work for the Society or for the advancement of veganism. This role has, however, evolved over the years into one for influential and inspiring vegans who can act as Ambassadors for veganism. Council are therefore proposing to recognise this by amending Article 16, the current wording of which is:

"16. Members may nominate any full member of the Society as a patron. Nominations must be made in writing in advance of an AGM and by the deadline advertised each year. Such person need not be a member of Council."

Required changes:

Delete the first sentence of Article 16 and replace with: 'Any vegan, with their written permission, may be nominated by members to the role of Ambassador for the Society.' Delete the final sentence of Article 16 and replace with: 'Such person must either be or agree to be enrolled as a member of the Society before taking up their appointment. The appointment as Ambassador may cease either by resignation, by mutual agreement with Council or by resolution at an AGM.'

MINUTES OF THE VEGAN SOCIETY AGM 2ND DECEMBER 2012

Held on 2 December 2012 at the Kensington Town Hall, Hornton Street, London W8 7NX

Present

Council: Philip Bickley (outgoing), Paul Crouch, Ian Liddle (Chair), Jenny Liddle and George Rodger.

Staff: Amanda Baker, Jasmijn de Boo (CEO and Company Secretary), Blaine Cannon, Spencer Harris, Paul Philbrow, Ruth Semple

Members: Gerard Bane, Mark Bateman, Alyson Beaumont, Alex Bourke, John Brinkman, Stuart James Brinnen, Derek Brocklebank, Jerome Clegg, Raphael Clegg-Vinell, Bethan Coyte, Roger Daniel, Paul Dove, Susanna Feder, Diana Fleischman, Joanna Griffiths, Tracey Hague, Caroline Hayes, Kay Holder, Michael Hooper, Brian Jacobs, Kirsten Jungsberg, Andrew Knight, Robin Lane, Martin Masterman-Lister, Marijke McCartney, Sheila McCrossan, Ian McDonald, Karen Morgan, Graham Neale, Shivani Parikh, Gabriel Partos, Sally Phillips, Julie Rosenfield, Rick Savage, Oliver Schick, Minal Shah, Till Strecker, Hannah Thrush, Frank Thunder, Tim Turner, Jenifer Vinell, Louise Wallis, Peter Warburton, Annette White, Jane Wilson-Thornley, Vanessa Clarke, Patricia Tricker, Stephen Walsh

Apologies

Nicola Martin (Treasurer), Una Gordon (Trustee), Phillippa Lennox, Sue Daniels, Ruth Sanderson-Dredge, Marcus Dredge, Linda Sever, Kevin White, Peter Simpson, Andrew Martin, Linda Wardale, Caryne Pearce, Matthew Cole, Constantin Imbs.

Introduction

The Chair of Council, Ian Liddle (IL), welcomed everyone and opened the meeting at 13:20 pm.

Honorary Patrons

The Chair explained that the existing Honorary Patrons did not need to be reappointed. There were three proposals for new Honorary Patrons. After they were briefly introduced, the proposal to appoint Kerry McCarthy, Fiona Oakes and Macka B as Honorary Patrons was approved. Kerry and Fiona gave speeches, and Macka B had recorded a video message for us.

Appointment of auditors

Proposal (motion 1): That Critchleys be reappointed as the Society's auditors

Proposer: Ian Liddle, *Seconder:* George Rodger

Votes on motion 1 – For: 239 Against: 1 Abstain: 18

Motion carried.

Proposal (motion 2): That the auditors' fee be fixed by Council

Proposer: George Rodger, *Seconder:* Paul Crouch

Votes on motion 2 – For: 245 Against: 1 Abstain: 13

Motion carried.

Consideration of the Annual Accounts and Report of Council 2011-2012

Sixteen written questions relevant to the financial year 2011-2012 were received in advance. Related questions are grouped below and answers are italicised:

Assets / Reserves

Tim Barford:

1. Why is The Vegan Society now worth three-quarters of a million pounds, when it was worth half a million pounds a few years ago?

Due to legacies received between 2004 and 2011, and the sale of a property left to us in 2008-2009, the net assets increased during the past few years. However, only £1787 in legacies was received in 2011-2012. The office & equipment (fixed assets) need to be deducted from the net assets when determining the Reserves value.

Stephen Walsh:

2. Reserves over the past three years have been substantially in excess of the current reserves policy: an average of £530K compared with the current target maximum of £400K over any three years. This breach of the policy has occurred even though the target maximum has been increased from £300K to £400K over the past two years. The fall in reserves this year from £545K to £468K was noted as being primarily due to low legacy income. In fact the legacy income of £2K was exceptionally low relative to both the average over the previous ten years of about £80K a year and to the average over the previous five years of about

£90K a year. If legacy income in the last financial year had been average, rather than exceptionally low, then reserves would not have decreased at all.

In this context, what are Council doing to ensure that the reserves are used effectively to fund the Society's objectives and do not just remain in the bank contributing very little?

Page 2 of the Report of the Council of Management: "The Society has a reserves policy to retain assets (cash, deposits at bank, saleable investment funds, shares and property not used for the Society's offices) with a realisable cash value of no less than 300K. The Society also seeks to avoid the average value of such assets exceeding £400K over a three-year period. The rationale for these amounts is that this fund will pay for all staff wages and essential overheads for a minimum of one year. This policy is reviewed annually and will be again in 2013."

While we are only discussing the financial year under review, a negative trend has become clear for the past four years: The Society has spent more than income received (although in 2008-2009 The Society received exceptional income through the sale of fixed assets so did not result in a net loss). We have a duty to spend charity money given to us but we need to ensure we take a longterm prudent approach. We believe that while we can use excessive reserves in the interim, we must reverse the trend or else we will go below the reserves level, and then it may be difficult to fund core operations of The Society, possibly even resulting in having to make positions redundant in the longer term. In addition, the mandatory pensions that will need to be introduced in 2016 will further cause a massive increase in expenditure. Council believes we could spend more money but it does need to be matched with increasing income and responsible use of that money.

Vegan outreach / grassroots support / grants / festivals & events

Tim Barford:

3. Why isn't this money (reserves) being spent on vegan outreach?

While we are still in a position of current assets exceeding £400K, debtors and stock need to be deducted, leaving us with £468K of cash at bank and at hand and investments. We had a net outward movement of funds ('overspend') in 2012 of £70K compared to £37K outgoing in 2011 (despite receiving £95K in legacies that year). This declining trend is not sustainable. This year we are likely to incur another budget deficit as we will be investing in new staff, projects and a new IT database system and website. However, we hope that we will start to see a reversal of the declining trend in the coming years.

Tim Barford:

4. Is there not scope to give more financial help to grassroots vegan outreach?

Stephen Walsh:

5. In the context of the very healthy reserves I was surprised to see that expenditure on Festivals and Events actually dropped. Why did it drop and what are the future plans for this particular area?

Because of the declining financial trend, we reduced the grants awarded in 2011-2012 slightly, but this year we have increased it to £7K. Again, we hope to increase support, also in non-financial ways, in 2013.

The sponsorship budget reported is £650 less than we actually spent due to a credit correction. In addition, we would have awarded £300 to a group but repeated emails were left unanswered. (£150 was eventually awarded in financial year 2012-2013). So all in all we would have spent £1200 more than reported on festivals and events, which brings us to a similar level as in 2011.

Future plans: in 2012-2013 the Grants & Sponsorship budget has been increased to £7K, and the Society will also be represented at other festivals and events, making the total about £9-10K. We hope to improve our monitoring and evaluation of the impact of these activities and how they achieve our strategic outcomes of increasing awareness, and supporting people to transition to a vegan lifestyle.

Kay Holder:

6. In 2007 the following policy was unanimously agreed: "That Council approve an events budget of £12,000 for events in addition to the £4,000 for sponsoring vegan festivals." Have these budgets been increased in line with rising costs and increasing opportunities for promoting veganism at festivals and other events? What were the figures in the year under review and how much was spent from each budget?

The budget approval is not a policy. Budgets are set annually, and vary depending on resources available and current strategies and plans. A budget set in 2007 is no longer relevant in 2011-12. A draft 2011-12 budget was prepared before the current Council and CEO were in place. In light of the declining trend

in income and increase in expenditure, the 2011-2012 budget was discussed at the 4th December 2011 Council meeting, and the following was decided:

"A proposal to reduce the grants and sponsorship fund to £5,500 (originally from £10,000 although £7,300 was spent in 2010-2011), while advertising the fund online, and encouraging a larger number of applications for smaller amounts, e.g. £150-200 was favoured by: MC, KM, PB, CG and NM. GR abstained.

KM proposed, seconded by NM to provide ¾ of the awarded grant upfront and ¼ upon receipt of the report within 2 months of the event. This proposal was passed unanimously."

Our grants procedure has been amended to reflect best practice in NGO management.

Accountability is important and some sort of evaluation and impact assessment is now a required part of the activities sponsored. The grants procedure is now on our website, and applications are received from around the world.

Future plans: this year the Grants & Sponsorship budget has been increased to £7K, and the Society will also be represented at other festivals and events, making the total about £9-10K.

Kay Holder:

7. For some years the Society has funded a stall at the Eisteddfod, with great impact for veganism, as well as printing Welsh language material, and this has been much appreciated. How much was the grant in each of the past three years and why was the most recent grant so much lower when costs have continued to rise? Will Council return to their previous more generous approach for next year's event? As we also have to provide literature in Welsh, is there enough money in the Other Countries and Cultures budget to fund the printing of Welsh versions of appropriate Society material for next year's Eisteddfod and for the promotion of veganism in Wales generally?

We sponsor a range of activities, events and festivals, and we do not believe it would be useful to go into detail of individual awards. The same event may have received more or less funds over the years depending on the circumstances. At the moment, decisions on requests up to £1,000 are made by the member of staff responsible for grants (currently Outreach Coordinator but will be the Fundraising Officer) and the CEO, and amounts over £1,000 are decided by Council. However, this process may change.

We need to see more evidence of impact of our own work, as well as that carried out by others sponsored by us. Simple surveys / questionnaires, and or follow up activities will help to monitor and evaluate activities.

In addition, more and more grassroots activists are organising fundraising events (e.g. bake sale, car boot sale, chocolate tasting evenings, or putting profits from one event into the next event etc.) to part-fund their own activities. One event we used to sponsor will next year be self-funded completely. We like these initiatives and encourage others to do the same. This helps with raising the profile of the local group in the area, and will create less dependency on grants budgets.

Because the "Other Countries and Cultures budget" is not a restricted fund, we have merged it with our Grants & Sponsorship fund. Any grant application will be assessed on the basis of merit, how many people will be reached and what the likely impact of the type of vegan outreach is. This includes an assessment of the Eisteddfod grant application.

Patricia Tricker:

8. Page 1 column 2 of the Annual Report states: "National Contacts' work is currently jointly coordinated by our Education Officer and PR/Media Officer and International work is carried out by our Advocacy Officer." Of these three, only the PR/Media Officer remains and she is not full time. What progress was made with the National Contacts' network during the year under review?

Daniel maintained the Local Contacts database, and Amanda has provided support to Local Contacts in organising or participating in either own events or activities initiated by The Vegan Society. For example, several local contacts participated in the global Meat Out event in March. Vegan samples were distributed across cities in the UK. Zoe Smith, the Outreach Coordinator, has dealt with several local contacts who applied for grants, or in their capacity as Pledge mentor.

International Outreach Fund / Other Countries and Cultures budget

Stephen Walsh:

9. As shown in the minutes published on the Society website, on 10th July 2010 Council decided "That there be an annual top up of £1,000 to the International Outreach Fund." There should therefore now be over £3,000 in this important fund, which is restricted to helping vegans in less developed countries. This is not shown in the Accounts, but the minutes show no proposal to vary the policy. Is this simply an oversight?

The restricted 'International Outreach Fund' was established in 2007. The 2010 Council decision is not a 'policy' but an intention. Budgets are set annually, and vary depending on resources available and current strategies and plans. Much International work is done, not necessarily funded from the International Outreach Fund.

Existing / future plans: A proposal was put forward in April 2012 to work more closely with international contacts, and to design educational materials in order to develop knowledge and skills. Council approved the plan at the 27 May 2012 Council meeting, but noted there may be some delays in developing the materials. This scheme will now be taken forward in 2013.

Vanessa Clarke:

10. The AGM document makes no specific reference to the budget for Promotion of Veganism in Other Countries and Cultures and shows no expenditure from the restricted International Outreach fund. Two years previously Council unanimously approved the following proposals:

That as the "modest start" already made has confirmed the effectiveness of spending in this area, a rolling budget top-up of £1,500 per year be approved for Promotion of Veganism in Other Countries and Cultures.

That funding from the budget for Promotion of Veganism in Other Countries and Cultures be used for a French version of Eating the Earth (already translated), on provision of estimates no less favourable than those of the Society's current printers, and that further translations be encouraged and assistance provided to the extent that budgetary funds and/or donations permit.

That funding from the budget for International Outreach be used for Indonesian language versions of the Plant Based Nutrition and Eating the Earth booklets provided this can be achieved within budget and in time for the World Veg Congress in 2010, and that translations into appropriate other languages, particularly Chinese, be encouraged and assistance provided to the extent that budgetary funds and/or donations permit.

What is the level of the Other Countries and Cultures budget, including the top-ups? Detailed estimates for the French version of Eating the Earth were submitted some time ago. When will printing be completed and what further projects are in view? The Indonesian version of the Plant Based Nutrition booklet was completed and printed in time for the world congress and was a great success, but the report shows no further spending from the International Outreach fund. What efforts are being made to encourage translations into Chinese and/or other languages in time for next year's international events in Asia?

If the budget for publishing French leaflets had not been spent in 2009-2010, this question should have been raised at the 2010 AGM. Budgets are set on an annual basis, and unspent budgets are not automatically carried over. At the 2nd Dec 2012 AGM the financial year 2011-2012 is being discussed; not past years or the current financial year.

The "Promotion of Veganism in Other Countries and Cultures" budget is not a restricted fund. The current CEO joined the Society in September 2011 and was not aware of the rolling annual budget of £1500 for this purpose. However, as previously mentioned, Council decisions are not all policies. Looking through budgets prepared by the previous CEO/Treasurer, we found that in 2008 £1,192 was spent on this purpose. In 2009 £670 was spent, and in 2010 expenditure on this purpose was nil, therefore this question could have been raised at the 2010 AGM.

Existing / future plans: A proposal was put forward in April 2012 to work more closely with international contacts, and to design educational materials in order to develop knowledge and Minutes AGM 2 December 2012 skills. Council approved the plan at the 27 May 2012 Council meeting, but noted there may be some delays in developing the materials. This scheme will now be taken forward in 2013.

Together with the IVU Manager the CEO has discussed possible ways of supporting active vegans in Asia ahead of the 41st IVU VegFest in Malaysia, and more international ideas will be discussed when new staff are in place in February 2013. The CEO has worked in an international environment for 12 years including 5 years in international education and animal welfare programmes worldwide, and is keen to expand international vegan outreach in the next years.

Accountancy fees

Frank Thunder:

11. Why or what caused us to pay our accountants three times the amount of fees this year - than we paid them in the previous year?

See p. 12: "During the year extensive reanalysis work was carried out back to 1st July 2010. This resulted in a number of correcting adjustments being put through this year's accounts, including some large credit adjustments to Information Technology costs, which partly explains the large decrease in costs this year. An accountancy firm helped with an internal audit, provided suggestions for processes and procedures, and helped with the reconciliation of funds.

Animal Free Shopper

Robb Masters:

12. I'm interested to know more about the financial details of the Animal Free Shopper. For example, how do the costs break down? And what revenue did it generate - and how does that break down (sales, advertising, etc.)?

7,000 copies were printed in 2010, which cost £8,865.00. Artwork was £2,995.00. Staff Costs 2010: £7,813, and in 2011: £3,523. This includes lists for the online version in 2011-2012. Total costs were £23,196 (or approx. £3.31 per copy).

Advertising income in 2011 was £8,991. In 2010/11 we sold 2,611 copies and received approximately £13K. Due to varying prices throughout the year in 2011-2012, the exact income is difficult to establish, but is approximately £3.8K for 910 copies sold, which makes the total income between 2010-2012 around £25.8K. We still have several thousand copies in stock. In 2013 we hope to sell them at a reduced price or give them away for free.

Governance

Vanessa Clarke:

13. The Register of Society Policies was compiled and kept up to date by CEO Nigel Winter in accordance with Council's decision and instructions. Is it still up to date and can it be viewed in the members' area of the Society website? If not, could this be dealt with as soon as possible to avoid confusion and promote engagement and transparency?

This question is about governance of the Society. An effective board will provide good governance and leadership by:

- 1. understanding their role*
- 2. ensuring delivery of organisational purpose*
- 3. working effectively both as individuals and a team*
- 4. exercising effective control*
- 5. behaving with integrity*
- 6. being open and accountable.*

The trustees oversee work but do not micro manage work or set policies related to day-to-day operations. In the past, many decisions and policies were agreed by Council that had an operational nature. We will be looking to further segregate governance from operational matters in 2013 within the new Council, in line with how successful other charities operate.

Listening and responding to members and supporters is important, but making detailed Council minutes, let alone every single policy decision from the past, public, is not common in most membership-based organisations. However, we agree that some areas need further explanation, and when building our new website in 2013 we will add these policy areas to the website.

We will also consider establishing a 'Platform' for members, staff and trustees to get involved in order to further inform our work. However, our limited resources (particularly staff time, and currently the inefficient IT systems that cause us many problems) should be taken into account, and not every suggestion can be, or should be, implemented.

Membership and The Vegan

Patricia Tricker:

14. For at least a decade staff have received free full membership of the Society from the date of their appointment, lapsing on the annual renewal date following their ceasing to work for the Society unless a subscription is paid within three months of the renewal date. It is also longstanding practice to grant complimentary membership to certain particularly dedicated volunteers. Both practices are common among membership organizations. Has Council been asked to consider any proposals to vary or abolish either or both of these concessions?

In the Articles of Association a member is defined as someone who has paid their membership fee. As far as the CEO and Council are aware, there is no written policy that staff should enjoy free full membership of the Society. This is an unwritten expectation. The previous CEO was the only paid up member of staff. Currently only the CEO plus one other member of staff are paid up members. This matter has not yet been dealt with by Council but is on the agenda.

In 2008 Council agreed that some volunteers can become free members at the CEO's discretion. I checked with the previous CEO who confirmed he never used the policy.

At the Council meeting of 8th October 2011 a member of staff put forward a proposal to offer school speakers free membership. Two similar proposals were discussed, but the vote was tied. Council will review the issue of membership in the New Year.

Mike Hooper:

15. I note that, as might be expected from Royal Mail's pricing, postage costs have increased substantially. Does the Society plan to offer electronic-only membership, perhaps at a reduced rate, both to limit postage and printing costs and to further improve its environmental credentials?

Our new membership form which has been in use from June 2012 includes an option for people to indicate whether they would like to receive the quarterly magazine electronically to reduce postage costs and impact on the environment. Several members have already ticked this option. The membership fee is currently the same, but our membership options are reviewed regularly.

Trademark

William Green:

16. I have just read the annual report online, very impressed with the figures for trademark from £139K in 2011 to £163K in 2012....how was this achieved?

All kudos goes to Head of Business Development, George Gill, and his team in 2011-2012: Paul Philbrow and Sarah Hoyle. They work hard to ensure renewals are sent and paid on time, and that new applications are dealt with swiftly. Their presence at the NOPE show impressed friend and foe. Trademark holders who participated in The Vegan Pavilion were excited to be part of it. Following on from the show they have received several leads, as well as leads that started at the beginning of 2011. All business is welcome, and we are pleased to see a range of companies from small local vegan ventures to big international companies with popular mainstream vegan products. The regular shout-out on Facebook and advertising opportunities in 'The Vegan' are particularly attractive to new TM holders. We are looking to further build on this success and grow to 500 TM holders by next summer, or about £180K in income.

Questions received at the AGM:

Tracey Hague: I noticed that the number of members had increased, which is wonderful. How was this achieved?

It is only a modest increase, so it may be difficult to draw hard conclusions, but we introduced a new membership form, which includes a higher 'low income' level from £8,000 to £12,000, attracting more members into that category, and we have been in contact more with members and supporters through e-bulletins and other forms of communication including Facebook.

Graeme Neale: Have legacies fallen because the vegan diet is so successful and vegans live longer or is there another reason?

Legacies are very unpredictable, and although this financial year (2012-2013) we are expecting around £40K or more, we can never be sure and they should not form part of a core operational funding model. They should be used for any additional projects, and not to fill the gap between income and expenditure, which has happened during the past several years. We need to turn around the budget deficit, and take a prudent approach.

Louise Wallis: I introduced a 'Virtually vegan' project as a trustee a couple of years ago, which was due to be implemented, but perhaps due to staff changes this seems to have disappeared. What happened?

The project would focus on a product that is not (yet) vegan but could be made so. Vegans could vote or select a product and then campaign for it to become vegan, and if there was sufficient demand or pressure from vegans around the country the range of vegan options could increase. We will look into it and reconsider the proposal.

Election of Council

Declaration of new trustees

The Chair was passed to George Rodger, who mentioned that an election of trustees had not been required as the number of vacancies on Council exceeded the number of nominations.

The Chair thanked Catriona Gold who stepped down at the end of August to pursue her studies in Canada, and Matthew Cole and Karen Morgan who stepped down at the end of October due to work commitments. Philip Bickley stepped down at the AGM after serving as a trustee for four years.

George explained that Ian Liddle had been co-opted in May, and Jenny Liddle, Paul Crouch and Úna Gordon in October, and that they were automatically elected at the AGM.

The Chair was passed back to Ian, who mentioned that George Rodger and Nicola Martin would remain on Council. Úna and Nicola were unfortunately not able to attend the AGM.

Proposals for Resolutions

There was one ordinary resolution (motion 3) requiring a 50% majority, and five special resolutions (motion 4-8) requiring a 75% majority to be passed.

Motion 3 was proposed by Andrew Knight and seconded by Mike Hooper: *"The Vegan Society will rescind its current policy of refusing to describe, quote, or cite animal experiments or information arising from them, where such a lifting of restriction serves the Society's purpose and ethos."*

An interesting debate followed. It was suggested that whatever the result of the vote would be, more detailed guidelines could be developed.

Votes on motion 3 – For: 155 Against: 90 Abstain: 27. **Motion carried.**

The following five special resolutions were proposed by Council:

Motion 4: *"In item 3a of the Memorandum of Association, change 'humanity' to 'humankind' so that it reads as follows: To further knowledge of and interest in sound nutrition and in veganism and the vegan method of agriculture as a means of increasing the potential of the earth to the physical, moral and economic advantage of humankind."*

Votes on motion 4 – For: 199 Against: 19 Abstain: 46. **Motion carried.**

Motion 5: *"To discontinue the Vegan Society AGMs after the 2012 AGM."*

A lively debate followed. Some members volunteered to help with future AGMs.

Votes on motion 5 – For: 107 Against: 137 Abstain: 27. **Motion lost.**

Motion 6: *"To remove the stipulation in article 15(b) of the Articles of Association that the Editor of The Vegan be a Council appointment."*

Arguments for and against were discussed.

Votes on motion 6 – For: 146 Against: 89 Abstain: 32. **Motion lost.**

Motion 7: *"To reduce the maximum size of Council from 12 to 10 in article 29 of the Articles of Association."*

Comments in favour and against were discussed.

Votes on motion 7 – For: 108 Against: 111 Abstain: 45. **Motion lost.**

Motion 8: *"To reduce the period for which co-opted trustees have to have been a full member of the Society at the date of their co-option from 12 to 6 months."*

Comments from the floor were against the motion.

Votes on motion 8 – For: 118 Against: 133 Abstain: 17. **Motion lost.**

As the time approached 4 pm, George Rodger proposed, and Mark Bateman seconded that the standing orders were suspended, and that the meeting was extended to allow the counting of the votes.

Questions relevant to the current financial year (2012-2013):

Council, HR, and vacancies

Patricia Tricker:

1. How are the National Contacts' work, the International work and the vital Advocacy and Education roles currently being covered and when will the vacant posts be filled?

A new Head of Communications, Public Policy and Research, Ruth Semple joined us on 5th November. She is currently doing some of the education work. Some of the advocacy work is carried out by our temporary Information Officer until the end of January. Given that some volunteers fulfil multiple roles, and several members of staff are in contact with them, we thought we needed to consolidate our work.

We are currently in the process of advertising 5 new positions and hope to have new staff in place at the end of January and in February:

*Volunteer Development Coordinator
Advocacy & Policy Officer
Communications & Campaigns Officer
Web & Digital Marketing Officer
Fundraising & Grants Officer*

Patricia Tricker:

2. The AGM document states that two candidates for election to Council withdrew. Were any nominations declared to be invalid? If so, by whom and for what reason?

Yes, one nomination for Council was invalid. Legal advice obtained confirmed that the conditions of standing for Council were not met, as the person was not a paid up member on the day of nomination.

3. Whilst it is sad to note that Dr Philip Bickley is not standing for reelection, would he be willing to continue as Nutrition and Health Spokesman? His experience as a popular and hardworking GP perfectly complements that of Sandra Hood as a registered dietitian and Dr Stephen Walsh as a scientific researcher.

Philip Bickley responded that he would be willing to consider a request from Council for a potential advisory role, after taking a short break following four years serving as a trustee.

Amy Austin:

4. We learnt from the previous issue of The Vegan that during the year under review our excellent Advocacy Officer handed in her notice. According to the current issue, five more members of staff have followed, including the highly experienced Head of the Information Department and Editor of The Vegan. How many times has the grievance procedure been invoked in the last six months and what efforts have been made to resolve the problems? Were proper exit interviews conducted and if so by whom? What is Council doing to turn the situation around before more staff go?

Council continues to discuss and review its policies and procedures and how it can improve the pay and conditions of employees. We have obtained relevant HR advice where appropriate. We are unable to comment on confidential and personal HR issues.

Council discussed and approved a new draft strategic plan for 2013-2017 on 12th August 2012, which will take the Society forward and make it more pro-active. In addition, it was recognised that the IT systems (database and website) need to be replaced with an integrated system, which will make several jobs more efficient. We are years behind other organisations in terms of our IT systems. This will be costly but is essential if The Society is to grow.

A new Membership & Sales Coordinator started on 19 November 2012. 5 new positions have been advertised so we hope to be complete again at the end of February 2013.

Plans for the coming year

Mike Hooper:

5. I welcome the Society's aspiration to raise awareness of veganism, especially as this is among its primary objectives! How is this to be achieved - what specific awareness-raising plans does the Society have for the coming year?

The CEO gave a brief presentation about the new strategic plans. This is available from the website.

6. Does the Society see value in more overtly prioritising an increase in membership? Specifically, given that the only advertised exclusive individual benefit of belonging to the Society is to receive a copy of the Vegan magazine - of which all back issues are now available to non-members - how does the Society plan to re-incentivise membership, increase members' involvement/interaction, and become a better focal point for "vegan society" in the wider sense?

In addition to the magazine that members receive, the main difference between a member and a supporter (or donor) is the right to vote at the AGM. Voting can be done in person or by proxy and helps people to have a say in how the Society is run. Under Charity law we are not allowed to give members anything more than a token gesture. As soon as we start giving away larger gifts, that would be regarded by the Charity Commission as a 'benefit' thereby considering the membership donation as a payment for goods. The newsletter (or the magazine as we call it) is a method to keep members informed and is not seen as a 'benefit'. A token gesture could be a Vegan Passport, Animal Free Shopper or other forms of information.

We would like more engagement with members generally, and those who would like to volunteer in one way or another, e.g. by being a speaker, pledge mentor, local contact or otherwise. Hence we are creating a new position to specifically deal with volunteer development. We are more likely to attract more members if we are working on interesting and exciting projects and campaigns, and when we are achieving objectives. People like ideas where members can help by contacting companies, MPs or others, by lending their support for a petition, or by sharing their own ideas and experiences with others. Our current website does not allow for that level of interaction but we hope to build a new database and website in 2013 to make this possible. As we become more known for our achievements, and as the systems will make it easier to engage with us, we should be able to increase the membership.

We are very grateful for the hundreds of members who are already involved in a voluntary capacity on behalf of or in support of The Vegan Society, and we hope to continue to strengthen relationships in the coming years.

Other comments at the AGM:

Gerard Bane: The stall at the Animal Aid fayre was very small and did not look very impressive.

There was no larger stall available. We think the stall looks visually attractive and we are grateful for the volunteers and member of staff who are helping today. However, from a strategic point of view, we need to attend more non-vegan events, such as the Hospitality Show in January, the Natural and Organic Product Europe Show, the Eisteddfodd and the Allergy and Free From Show to prevent preaching to the converted, and reach more non-vegans.

Closing remarks

The results of the votes on the motions were announced and the Chair thanked everyone for attending. He also thanked the staff, trustees, volunteers, trademark holders, supporters, and everyone else who helped make 2011-2012 a successful year, and Charles Snead for filming the AGM.

The 2013 AGM will probably be held in Birmingham, and a date will be announced later.

The meeting closed at 16:40.

