THE SOCIETY OF DYERS & COLOURISTS

ANNUAL GENERAL MEETING
FRIDAY 24 MAY 2024, 11:00 am (UK time)
In person in THE QUEENS HOTEL, LEEDS, and Online via Zoom

Present: See list at Annex 1

Also present were the SDC CEO Graham Clayton, Christopher Darwin of Thomas Coombs (Auditors), Shelly Hollingdrake (SDC staff), Clare Moore (SDC staff), Joe Harvey (SDC staff), staff from Universal Live operating the AV equipment, and Julie Baxter the Minute Secretary. All are non-members.

Apologies for Absence: See list at Annex 2

The SDC President, Chris Carr, welcomed everyone to the hybrid AGM with a global audience online and opened the meeting at 11:00am.
The meeting would be recorded primarily for Minute taking purposes.

Chris Carr (CC) explained he would like to share thoughts on his one-year term of office as the SDC President with members.
CC informed the audience it had been a joy, honour, and learning experience in being the SDC President. The role allows the President to have influence and impact, and to ask the right questions.
There are lots of opportunities for the SDC to embrace the wider world, and to become closer to industry overseas. New opportunities are opening up in terms of the use of commercial dyes, for example, in tanning leather. There are opportunities in both the use of natural and synthetic dyes.
The energy security and energy applications for the future are very important to the colour industry.
CC added that he has been involved with SDC Enterprises over the year and thanked them for their ongoing success generating a significant income which benefits the SDC every year.
CC concluded that he is looking forward to passing the presidency to SKW.

Housekeeping matters were covered.
Quorum is 5% of the Society's Voting Membership, 23 Voting Members from a membership of 457 (at 23rd May 2024), who may be present in person or, electronically in real time. Proxy Votes cast do not form part of this Quorum.
The meeting was established as quorate with 23 voting members in the room, and 11 voting members online, giving a total of 34.
On notification of Registration for the AGM Voting Members had been asked if they would like a Proxy Vote. Sue Bolton and Peter Duffield each had one of the two Proxy Votes which had been submitted.

The SDC President asked Voting Members if they were willing to take the Notice of the Meeting as read. **Voting Members agreed.**

1. <u>NOTE THE MINUTES OF THE 2023 AGM</u>

Members were asked to note the Minutes had been accepted by the Society's Board. The Minutes had been available to members via the SDC website.

Vote to agree the Minutes of the 2023 AGM, was unanimous by the room and

online.
CC confirmed the last AGM Minutes were accepted.

2. TO RECEIVE THE ANNUAL REPORT OF THE SDC'S ACTIVITIES FOR 2023

Papers for this item: Annual Report Presentation Slides displayed at the AGM

The Chair invited the Honorary Secretary, Stuart Wilkinson, to provide an overview of the Society's proceedings in 2023.

The Honorary Secretary (SPW) reported that he is Chair of the Audit Committee which looks after the interest of the Members of the Society.
SPW reported that good governance is being observed.
SPW could also report that the Audit Committee can confirm the finances of the Society are being well controlled and managed in a sustainable manner.

SPW reported that the objectives of the SDC are reviewed annually.
Trustees and Honorary Officers complete governance training annually in agreement with the Royal Charter Objectives (provided on a slide for Members).
The Code of Conduct is in place (copy on a slide).
SPW explained The Morris Tordoff Bursary Fund to Members.

SPW confirmed that the Finance Committee, CEO and Auditors work together. Covid has had an impact. Actions have been taken to ensure a sustainable future.

SPW reported that the Finance Committee and Projects Evaluation Group, PEG, continued to oversee the allocation of funds in an appropriate manner.
Several projects are underway, for example:

- 2024 International Conference,
- UK Conference in autumn 2023,
- Cataloguing of the SDC Archive, including an items on loand to an exhibition at Harewood House, Leeds,
- Sponsorship of an exhibition, Dyes In History, taking place both at Leeds University.

SDC Enterprises, The Worshipful Company of Dyers, and the Cotton Industries War Memorial Trust were thanked for their contributions to fund projects.

SPW reported that the SDC is 140 years old this year.
The Future World Group continues its work.
The SDC is represented on a number of technical committees.
Webinars continue to be popular, with a global audience and quality speakers.

The Honorary Secretary concluded his report with thanks to the Society's staff under the guidance of Graham Clayton, Chief Executive, and the wonderful volunteers who work tirelessly on various Committees.
The Honorary Secretary thanked Gavin Thatcher for his work as Chair of the SDC Board; retiring from the Society's Board this year.
The Honorary Secretary thanked the Governance Task Group for the work undertaken on the Rules and Charter.
SPW explained this was his last AGM as he is stepping down as Honorary Secretary and wished his successor, Vien Cheung, success in the role.
Members were also thanked for their attendance at the AGM.

3. FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

Papers for this item: Accounts presentation slides displayed at the AGM

CC called upon the Honorary Treasurer, Michael Catterall (MC) to present the Consolidated Financial Statements for the SDC for 2023.

The Honorary Treasurer thanked the Members of the Finance Committee for their work and reported that accounts had been adopted by the SDC Board on 25 April 2024.
The auditors were Thomas Coombs.
The financial statements cover the period 01 January 2023 to 31 December 2023.

MC gave an overview of the accounts which are available in full in the Annual Report and Financial Statements.

MC reported that the license agreement with SDC Enterprises Group ended in 2023 and discussions are underway to re-evaluate and produce a new Agreement.

During the year Watson Buckle Auditors withdrew their services and Thomas Coombs Auditors were appointed.

MC presented the SDC Group income for 2023. Actual income received rom SDC Enterprises Ltd in 2023 increased by 10% on 2022.
The highest proportion of funds received came from SDC Enterprises Group as Gift Aid.
SDC International Ltd generated no income in 2023.
Of the income received, SDC Enterprises Group provided 69%; all other areas of income were in line with the previous year. Conference income increased through more activity.

The revaluation of Perkin House is undertaken annually and the revaluation in December 2023 by Walker Singleton is a market value of £1 million.

MC reported on expenditure, the highest cost being staff at 39%, with an average of 8 staff being employed over the year.
Cost of living increases continue to have an impact on expenditure.
SDC activity has increased post-pandemic with corresponding increased costs.
There is a small increase attributed to legal fees, and the replacement of new medals.

MC reported investments managed by Brewin Dolphin increased in value by 3.7% against the previous year.

The Honorary Treasurer concluded his report explaining the impact on the Balance Sheet.
The SDC has a number of initiatives underway expected to generate income.

The Honorary Treasurer thanked the Finance Committee for their work in 2023. MC thanked the CEO and the SDC Team for their management of the budget in 2023.

CC asked for questions from the floor. There were a number of questions raised:

Q. Sue Bolton (SB) thanked SPW and MC for their reports.
SB enquired on the SDC Code of Conduct with SPW, specifically that some roles have contradictory statements and consistency is required in the code.
SPW explained the code was taken word-for-word from another chartered society. He was not aware that the code contradicts the SDC Rules.
Action:
GC, and the SDC Board will review the Code of Practice.

Q. Sue Bolton raised the code being forced upon the Membership.
SPW explained that it was voted by the Society's Board and approved.

Q. Sue Bolton raised the statements on dress code in Section D.
Peter Duffield expressed issue with the wearing of shorts which is allowed in the workplace overseas. Also, two former SDC Presidents wore mini-skirts. Any future changes in fashion and style need to be accommodated.
A member in the room added that the amount of detail about clothing is perhaps not appropriate. For example, specific statements on mini-skirts and shorts could be seen as discriminatory.
Action:
GC, and the SDC Board will review the dress code section.

The Honorary Treasurer, Michael Catterall, formally moved the motion that the Annual Report and Financial Statements for 2023 as approved by the Society's Board be received.
Professor Vien Cheung, from the floor, seconded the motion.
In the room: unanimous in favour.
Online: unanimous in favour.
Carried unanimously.

4. ELECTION OF PRESIDENT

In accordance with by-law 32.1c
The President, Chris Carr, explained that his final duty as President is to introduce the election of his successor, Susan Kay-Williams, as President of the Society for 2024-2025.

Chris Carr read out the following paragraphs from the SDC Rules 88 and 79.
SDC Rule 88 states that "Nominations for President and President-Elect shall be made by the SDC Board and election shall be by Voting Members at the Annual General Meeting". SDC Rule 79 describes Voting Decisions in that "All resolutions at a General Meeting shall, unless otherwise prescribed by the Royal charter or By-Laws, be decided by a majority of those present in person or by proxy vote".

Eamon Furey, from the floor, proposed Susan Kay-Williams as the SDC President for 2024-2025.
Kate Wells, from the floor, seconded the motion.
In the room: unanimous in favour.
Online: unanimous in favour.
Carried unanimously.

Susan Kay-Williams (SKW) was invested with the badge of office immediately.
SKW was congratulated by all.
SKW thanked the membership for her nomination and vote into post.
Over the next year SKW hoped to be involved in a number of exciting actions to take the Society forward in terms of the role of colour in the world today. SKW will focus on the recruitment of more members from the wider world of colour and the encouragement of young people to be inspired by colour and careers in colour.
SKW explained the Royal College of Needlework for some years has provided a kit to schools, "stitch yourself a selfie". SKW would like the SDC to introduce a similar kit for schools on colour.
In order to achieve the President's objectives SKW requested interested parties come forward to make a team of Members.

SKW thanked the outgoing President for his work and presented the Past Presidents medal. CC was congratulated by all.

5. ELECTION OF PRESIDENT-ELECT

In accordance with by-law 32.1c

SKW, explained the election of the President-Elect for the year 2024-2025.
The Society's Board have agreed that Stuart Wilkinson (SPW) be asked to undertake the role of SDC President from the 2025 Annual General Meeting.
The post of President-Elect is to enable the incoming President to gain knowledge of the Society, however as retiring Honorary Secretary of 6 years SPW is already quite up to speed on SDC activity and governance.

Gavin Thatcher, SDC Board Chair, proposed Stuart Wilkinson as the SDC President-Elect.
Eamon Fury, from the floor, seconded the motion.
In the room: unanimous in favour.
Online: unanimous in favour.
Carried unanimously.

6. HONORARY TREASURER POSITION AND HONORARY SECRETARY POSITION

In accordance with by-law 32.1d

SKW confirmed SDC Voting Members appointed Michael Catterall as SDC Honorary Treasurer up to the 2024 AGM.
Only one nomination was received for the post this year so no election was required.
SKW confirmed Michael Catterall is re-elected unopposed as SDC Honorary Treasurer up to the 2027 AGM.

CC confirmed SDC Voting Members appointed Stuart Wilkinson as SDC Honorary Secretary up to the 2024 AGM.
Only one nomination was received for the post this year so no election was required.
SKW confirmed Professor Vien Cheung is elected unopposed as SDC Honorary Secretary for a 3-year term of office to the 2027 AGM.

7. ANNOCCCEMENT OF ELECTION RESULTS AND DECLARATION OF THE TRUSTEES FOR THE SDC BOARD 2024-2025

In accordance with by-law 32.1d

The now immediate past Honorary Secretary, Stuart Wilkinson, announced the SDC Board had received one nomination from a Voting Member who was then elected unopposed as a SDC Trustee, subject to ratification at this AGM.
Ian Lewis was elected unanimously as a SDC Trustee.

SPW thanked Gavin Thatcher for his time and 6 years' service as a SDC Trustee.
SPW confirmed the nine Trustees on the SDC Board for 2024-2025:
Dr Ela Manoji Dedhia, Eamon Furey, Dr Siva Pariti, Paul Santohki, all retire by rotation AGM 2025
Professor Parik Goswami, Linda Hodgson, Adam Pursell, Dr Kate Wells, all retire by rotation AGM 2026
Ian Lewis retires by rotation AGM 2027.

8. CO-OPTED SDC BOARD 2024-2025

In accordance with by-law 32.1d

The SDC President, Susan Kay-Williams, confirmed that in the year 2023-2024 the Society's Board had no co-opted members within its number.

9. VICE-PRESIDENT (PROJECTS)

In accordance with rule 94 and rule 94b
[Paul Hamilton had sent his apologies to the meeting]
The SDC President, Susan Kay-Williams, announced that Paul Hamilton has been invited by the Society's Board to be Vice-President (Projects) for 2024-2025 and has accepted the invitation.

10. MEMBERS OF THE AUDIT AND NOMINATIONS COMMITTEE 2023-2024

The Immediate Past Honorary Secretary, Stuart Wilkinson, explained that both the Audit and Nominations Committee comprised of Honorary Officers plus four members.

The Immediate Past Honorary Secretary, Stuart Wilkinson (SPW), announced the Audit Committee Members had 4 vacancies which have been filled unopposed by Fakhrul Islam, Professor Roger Wardman, Sean McCaffrey and Geoff Rudkin, who will all retire by rotation at the AGM 2027.
SPW thanked Vijay Sane and Professor Vien Cheung whose terms of office ended AGM 2024.

The Immediate Past Honorary Secretary, Stuart Wilkinson, announced the Nominations Committee Members are as follows:
Franky Mak
Dr Chi-Wai Kan
Spike Ngai
who retire by rotation at the AGM 2025.

11. MEMBERS OF THE FINANCE COMMITTEE 2024-2025

The SDC President, Susan Kay-Williams, confirmed that the Finance Committee is chaired by the Honorary Treasurer and the committee is appointed by the Society's Board at their first full meeting post AGM. *Finance Committee members for the previous year were displayed on a slide.*

12. APPOINTMENT OF THE SOCIETY'S AUDITORS FOR 2024-2025.

Christopher Darwin (CD), Thomas Coombs, was invited to speak to members.
CD spoke about the firm's charity experience. The firm was established as chartered accountants, based in Leeds in 1878 and remains independent. The firm looks after small

and medium sized firms.
CD is director of the specialist charity department overseeing work with 60 charities and not for profit organisations.
The firm also has a commercial operation.
There were no questions to CD.

The SDC President, Susan Kay-Williams, moved that Thomas Coombs be appointed as the SDC Auditors.

Michael Catterall, Honorary Treasurer, from the floor, proposed the appointment of Thomas Commbs as Auditors, the vote being unanimous from the floor and online. Carried unanimously.

13. TO SET MEMBERSHIP SUBSCRIPTION RATES

The SDC President, Susan Kay-Williams, informed the meeting of the proposed Membership Subscription rate changes.
SKW explained the changes shown on the slides.
Members have the option to pay in monthly instalments, annually or choose a 3-year deal, and group membership subscriptions are all available.

Membership Category	Price
Voting Membership	Up to £65 (curr £63pa)
Chartered Colourist Membership	Up to £120 (curr £115 pa)
Non-Voting Membership	Up to £65 (curr £63 pa)
Student Membership	Up to £22 (curr £20 pa)

society of dyers and colourists

Monthly Payments

- **CCols** currently £10.00 pm rising to **£10.50 pm** (equiv £126 pa)
- **Voting Members** currently £5.60 pm rising to **£6.00 pm** (equiv £72.00 pa)
- **Non-Voting Members** currently £5.60 pm rising to **£6.00 pm** (equiv £72.00 pa)
- **Student Members** currently £2.10 pm rising to **£2.50 pm** (equiv £30.00 pa)

3 yearly payments

- **CCols** currently £312 every 3 yrs rising to **£340** (equiv £113.33 pa)
- **Voting Members** currently £170 every 3 yrs rising to **£175** (equiv £58.33 pa)
- **Non-Voting Members** currently £170 every 3 yrs rising to **£175** (equiv £58.33 pa)
- **Student Members** currently £51 every 3 yrs rising to **£57** (equiv £19.00 pa)

A Chartered Society since 1963

Group Membership Subscriptions

Company members currently £496.00 + VAT pa
Educational Provider Members currently £420.00 pa + VAT

Move to:
- Company Members £500.00 + VAT
- Educational Provider Members £440.00 + VAT

NB Company & Educational Members are not Voting Members or Chartered Colourists. In order to access those membership rights a member needs to join as an Individual Member.

SKW invited questions.

Q. SB questioned the individual membership fee of £65 against the group membership only requiring 8 employees which then becomes better value. The SDC is asking itself why it is losing members; could this be one reason? SB requested the SDC Board investigate.
Action:
SKW agreed to take the questions raised forward to seek a balance in fees between individual and group membership.

Susan Kay-Williams, SDC President asked for a vote to accept the new Membership Subscription rates, subject to the review agreed in the action above.
In the room: unanimous in favour.
Online: unanimous in favour.
Carried unanimously.

14. VOTE OF THANKS

SDC President Susan K Williams asked the now Immediate Past-President Chris Carr if he wished to say anything at the close of the meeting.
Chris Carr thanked SDC Enterprises for their excellent work.
Chris Carr proposed a vote of thanks for the AGM. He also thanked the retiring Trustee and Chair of the Society's Board Gavin Thatcher for his 6 years of service.
Chris Carr reminded members that they have heard of the activity and governance that has occurred over the past year and he would like to extend thanks to the SDC Board, all the SDC Committees, and SDC staff for their sterling inputs to ensuring the Society not only continues but has a sustainable future.

Chris Carr proposed that the AGM wished all well for their future and their future governance of the SDC.

All Members of the Society were thanked for their participation and support.

SKW formally closed the meeting at 12:00pm.

Annex 1:

Those present at the SDC 2024 AGM in person

1. Adam Pursell
2. Brett Gray
3. Chris Carr
4. Debbie Bamford
5. Eamon Furey
6. Gavin Thatcher
7. Ian Lewis
8. John Wyles
9. Karen Skorski
10. Kate wells
11. Linda Hodgson
12. Malcolm Campbell
13. Mark Yare
14. Michael Percy
15. Peter Duffield
16. Stuart Wilkinson
17. Sue Hulbert
18. Susan Kay-Williams
19. Vien Cheung
20. Mick Catterall
21. Andrew Filaroski
22. Antony Morton
23. Christine Holdstock

Those present at the SDC 2024 AGM online (NB some online attendees joined the meeting late and/or lost connection at times. However the quorum of 23 was maintained throughout the meeting]

1. Colin Senior
2. Ela Dedhia
3. Liz Straughan
4. John Hansford
5. Roger Wardman
6. Ron Fagan
7. Susan Bolton
8. Ullhas Nimkar
9. William Laidlaw
10. Sean McCaffrey
11. Trevor Larkins

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Annex 2: Apologoes for Absence received

- Peter Diggle
- Diana Wyman
- John Elliott
- Paul Santohki
- Susan Williams
- Parik Goswami
- Jane Deane
- Geoff Rudkin
- Mudkund Gharge
- Paul Hamilton
- Bernard Moore
- Pamela Morris
- John Morris
- Georgina Boulter

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