

Wimbledon Football Club Supporters Society Limited**Minutes of the Special General Meeting held on 19th October, 2006 at 7.30pm**

The Fans' Stadium - Kingsmeadow, Jack Goodchild Way, Kingston Road, Kingston-upon-Thames, KT1 3PB

0. Introduction and Apologies for Absence

- 0.1 David Cox (DC) took the chair in the absence of Tom Adam, whose wife was unwell. Welcoming members, he passed on best wishes on behalf of those present for Margaret Adam. He then conveyed apologies on behalf of Board members Tom Adam and Sandy Lawrence and from members John Stewart and Kris Stewart. He thanked Aideen Rochford, John Stembridge and Martin Drake for signing in members at the meeting.
- 0.2 Before opening proceedings, DC noted that there had been a change to the agenda – as announced on the website there would be a discussion but, in the interest of avoiding schism among the membership, no vote, on Resolution 1 (partial amendment to the Society's rules).

1. SGM Minutes

- 1.1 Noting one matter arising from the minutes, DC asked Erik Samuelson (ES) to update the meeting on the status of the Barclays loan. ES reported that the money was now available from Barclays, with no further hurdles to be crossed, and that the last-minute legal issues had been resolved. Mr Khosla was on holiday and would be repaid upon his return and would release the mortgage over Kingsmeadow, which was required by Barclays. Dennis Lowndes asked whether any additional legal costs had been incurred as a result of the delays. ES replied that, the club having objected to additional legal fees, the incremental charges were modest. Ian Pollock asked whether Mr Khosla wished to be repaid. ES saw no reason why he would not wish this; he could be taken to court if he refused.
- 1.2 Paul Jeater noted that the Barclays loan was contingent upon bondholder consents and asked how this had gone and whether any new bonds had been subscribed for. ES noted that a bond subscription had been received that very day. Anna Slade was writing to bondholders as part of the audit process and was asking for written confirmation at the same time. So far, 83% by value of bondholders had provided such confirmation, which was enough for the Barclays loan to proceed.
- 1.3 John Owen noted that, on paragraph 4.5 of the minutes, Kris Stewart had also said at the previous SGM that there was a perceived lack of interest in receiving more detailed financial information and asked for the minutes to be amended accordingly.
- 1.4 DC asked whether there were any further comments on the minutes of the SGM; there were none and they were taken as accepted.

2. Quarterly Report

- 2.1 DC invited clarifications on the Quarterly Report. Sean Fox asked for an update on the situation of ES as acting CEO, given that ES had previously announced his intention to stand down from his responsibilities. ES replied that he had originally intended to take two steps back in order to take one step forward, i.e. to withdraw so as to then be able to step back into a role which was less demanding of his time. However, when Kris Stewart had stepped down, ES had been the only person who was immediately ready, willing and able to step into the breach. The permanent role would eventually go to competition. If he continued to enjoy the job, then ES would consider applying for the position.
- 2.2 Ian Pollock noted that matchday attendances were down and asked about the financial implications and measures that might be taken to reverse the situation. ES replied that:
 - The number of spectators who pay on the day is around 550 whereas around 1,000 had been budgeted for. This meant a shortfall of around £3K per home game, or £63K for the season. However, this did not take into account consequential reductions in bar takings and programme sales. The shortfall was therefore in the region of £70K for the season. The unbudgeted proceeds of the club's cup competitions needed to be deducted from this – for example the Evesham game had resulted in around £7-8K profit.
 - Efforts to address this situation included the Womble Walkabout and leafleting. A group had been charged with generating increased attendances. The real answer was to keep winning.
- 2.3 Ivor Heller (IH) described some of the measures the group referred to by ES were looking at. Further ideas would be gratefully received but the measures the group were looking at included:

- “Each One Reach One” on 2nd December. This would be a sponsored event, with a prize draw for new attendees who signed up for the club’s mailing list;
 - E-mail marketing via a weekly newsletter;
 - Leafleting was difficult to sustain unless there were more volunteers, but the youth teams would be handing out leaflets at the Winter Wonderland;
 - Using the old school network to reach people who had been at school in Merton.
- 2.4 Laurence Lowne noted that there had been 1,500 senior members the previous year and asked whether that figure had been sustained and what the plans were for recruiting members.
- 2.5 In the absence of Sandy Lawrence, Sean McLaughlin replied that 1,500 was the current figure but that membership was slightly down on last year. The Trust was looking to write to lapsed members and also to recruit members as they enter Kingsmeadow.
- 2.6 Graham Williams asked about the financial implications of five year season tickets (FYSTs). ES replied that these made no difference to the profit & loss account, as the proceeds were realised over the course of the five years. As far as cash flow was concerned, this was matched by proceeds specifically allocated from the Dons Draw. Graham then asked whether there might be too many FYSTs. ES replied that there was plenty of headroom within the amount allocated from the Dons Draw to sell more FYSTs.
- 2.7 Jackie Harvie asked about introducing benefits for DT members or reducing the membership fee. Points made in discussion were as follows:
- DC noted that the Trust was reviewing membership, including talking to other Trusts. Many people present at the SGM were matchday volunteers but there was nothing to stop DT members from taking responsibility for recruiting members;
 - ES noted that there were tax issues with giving membership benefits since the membership fee could then be viewed as being VAT-able. He added that Sandy Lawrence was looking at the membership fee but, in financial terms, a 25% increase in membership would be needed to offset the lost income from a 20% reduction in the price.
 - John Stembridge observed that membership was not only about generating membership fees. ES acknowledged this but said that the Trust needed to be aware of the financial consequences of such decisions.
 - John Owen suggested that people should be given membership forms when they arrived at the ground. Paul Jeater observed that face to face contact was the best way of recruiting members but that there was a shortage of volunteers for this.
 - Aideen Rochford suggested that membership forms should be included with season ticket applications. ES noted that there was no reason not to do so, except that marketing advice suggested limiting the number of appeals made in any single mailing.
 - Dennis Lowndes suggested chasing those season ticket holders who were not also DT members. ES noted that there were potential data protection issues to be considered with such an approach – hence the request in the most recent season ticket renewal form that people should tick a box consenting to data sharing. He added that the club would shortly be writing to lapsed season ticket holders to ask why they had not renewed their season tickets.
 - Roger Dennis suggested combining season ticket and Dons Trust membership on a single form. ES pointed out that this could potentially lead to a reduction in voluntary donations, which were still a significant source of funding. He said that there were also arguments about combining season ticket subscriptions with DT membership. Marc Jones pointed out that Sandy Lawrence was looking at the timing of DT membership renewals, which was a rolling twelve months from time of joining rather than a single renewal date for everyone. This made it difficult to combine DT membership with season ticket subscription.
- 2.8 Concluding the discussion on the Quarterly Report, DC expressed his appreciation for the hard work of Kris Stewart and Geraldine Messenbird, both of whom had resigned their positions since the previous SGM. There was a round of applause for each of them.

3. Discussion item: Structuring of the Dons Trust and AFCW Boards

- 3.1 Introducing this topic, DC said that the Dons Trust was a unique organisation with no direct comparators. It had enjoyed tremendous success, working in unity and inclusively and forging a path

- that others could follow. The proposal to introduce the Strategic Review & Oversight Board (SROB) had been a pilot exercise. He was conscious that some detractors wished to find conspiracy. However, the role of the DT was sacrosanct and there was no intention to tamper with the ultimate status of that. There had been two developments during the course of the pilot: the approach by "Mr Smith" to purchase the club and the resignation of Kris Stewart. Recognising the importance of both of these, SROB had rightly referred them back to the DT Board.
- 3.2 Continuing, DC said that the DT Board was charged by the membership with making decisions. It was difficult to get 100% consensus and it was important to be mature enough to recognise that there would always be differences of views, on which consultation and discussion would be needed. It was inevitable that people would make mistakes from time to time. Governance needed to be looked at. The Trust had not been set up to run a football club. DC apologised for the late release of the discussion paper on this topic.
- 3.3 Before turning to the membership for discussion, DC asked that members focus on new issues rather than merely re-state what had been said at the previous SGM, which was already on record. Any decision on implementation of the SROB proposal would be a matter for the new Board following the DT elections. He also noted that discussion of the size of the DT Board was the subject of a separate agenda item.
- 3.4 Geoff Seel noted that the decision to proceed with the implementation of SROB would be a decision of the membership rather than of the Board. He then asked about the status of reviewing the aims and objectives as he wanted to know these before deciding on how the organisation should be structured. ES replied that the strategic review had been put on hold when he had taken over as CEO but that he was intending to resume it during the course of November.
- 3.5 Duncan Johnson asked which Board would be responsible for hiring the new CEO. DC replied that it would be the Dons Trust Board.
- 3.6 Ian Pollock asked why the terminology for the bodies was not simpler than "SROB" and "ManComm". Mark Davis (MD) noted that these were transitional names for purposes of a pilot only.
- 3.7 Duncan Johnson asked whether the Trust was redundant if it was not a charity. ES replied that the Trust was not a charity, that it had originally been thought of as a mutual but that, because of the clause in the Constitution regarding distribution of proceeds upon dissolution of the Society¹, it was not a mutual. However, in ES' view, that did not weigh in favour of deconstructing the Trust. An organisation should be designed with its objectives and principles in mind, and tax considerations then factored in afterwards, rather than the other way around.
- 3.8 Paul Jeater noted that SROB excluded certain of the DT Board members and wondered how inclusive this was. Rob Dale noted that he was one of the DTB members excluded and agreed that he did feel slightly excluded; however, he had agreed to this in the interest of seeing how the pilot worked. MD added his personal view that this sense of exclusion was a legitimate and interesting finding of the pilot. He had tried to make sure that DTB members received copies all of the SROB papers. Nonetheless some of the DTB members who were not on SROB had provided feedback that they felt somewhat left out. This was something that ought to be borne in mind when considering alternative ways of structuring the Boards. Dennis Lowndes added that this was a reason for having working parties of the Board so that all could feel involved without having to be involved in everything.
- 3.9 John Owen enquired whether the Board had considered using the Executive Committee provisions of the Constitution. MD replied that it had considered this and had not ruled it out but noted that there was some controversy in the history of these clauses. Sean Fox clarified that this was because an Executive Committee could be seen as a way of creating a trusted inner circle within the DT Board and excluding other DTB members.
- 3.10 In the context of reducing the size of the DT Board because of overload on those members who are on several Boards, John Owen asked whether it was necessary for all of the AFCW PLC Directors to be on the DT Board. DC replied that his personal view was that the SROB pilot had revealed that it is important to have the Executive Directors present to answer questions. It is possible to question the CEO but a number felt that it was better to be able to question Executive Directors direct.
- 3.11 Marc Jones said that SROB was just a pilot for a structure which, if implemented, would get rid of the distinction between SROB and the DT Board and the multiple meetings this entailed. Elected DTB

¹ Secretary's note: This is a reference to Clause 104 of the Constitution, which is designed to deter people from joining the Trust in order to realise financial advantage from the Trust being wound up.

members would get to hear directly how the club was run, without repetition. It would not be a second chamber – the people who were elected would get to oversee the Executive Directors directly.

- 3.12 Dennis Lowndes reminded those present of his earlier proposal to rule out sitting on multiple Boards. It would be possible to have the Executive Directors present at DTB meetings but without them having voting rights. DC replied that this was one of the possibilities to be considered as part of the Constitution Review. In his view there was not a problem to be fixed in this regard and an alternative structure would only be put forward if it was workable.
- 3.13 Duncan Johnson asked whether it was necessary to have so many Directors of different Boards. Stephen Butterick observed that he had been prepared to go along with the pilot as he had not felt, as a member of the DT Board, that the DTB was controlling the club. But, being on SROB, he now had a much better insight as to the workings of the club. It was, in his view, a more efficient way of doing business on behalf of the membership and he was positive about it – albeit that the pilot had been somewhat blown off course by “Mr Smith” and the resignation of Kris Stewart.
- 3.14 Ian Pollock asked whether the AFCW PLC Board needed to meet and conduct business at all and whether it could not be a more passive entity. MD replied that this was, in essence, what the proposed structure was about – albeit that the PLC Board did have various corporate formalities which it would need to observe. On occasion, during the pilot, it had been necessary to call Board meetings of the PLC during a DTB meeting, and this had worked reasonably smoothly.
- 3.15 Iain McNay said that the reason the SROB pilot had been initiated was that there was a sense that there were too many Boards and that the DT Board therefore felt disempowered. SROB had so far met five times and its progress had been interrupted by summer holidays and the “Mr Smith” episode. However, it had worked well and SROB should give itself credit for having accomplished a lot. SROB would not *per se* exist after December but the new Board could learn from the good parts.
- 3.16 John Owen asked whether there were tax implications of SROB and, in particular, of ManComm running fundraising. ES replied that this was possible and that he was aware of the issues and that they would need to be addressed. The answer he had given earlier [to Duncan Johnson] applied here – we should work out what we want to do first, and then address the tax implications.
- 3.17 Geoff Seel asked how quickly an incoming Board would be able to contribute to decisions about implementation and whether the information would be available. DC noted that information would be available via the minutes and that incoming Board members would be able to question outgoing Board members. MD added that, in his view, Geoff was raising a valid point – there was a risk that it would take the incoming Board members time to recognise that there was a problem to be addressed and, as per this year, there was a risk that it might be too late in the life cycle of the Board for them to be able to do anything about it once they did recognise this.

4. Resolutions proposed by the Board

Partial amendment to the Society's Constitution

- 4.1 A member raised a point of order that this item should not be discussed since it had been withdrawn from the agenda. MD replied that it had been clear from the announcement that the item would be discussed even though there would be no vote on it. If need be, it could be taken as an AOB item. Ian Pollock said that he would like to discuss it now. MD noted that the point of general meetings was to allow people to discuss things they wanted to discuss and that stifling discussion was procedure for the sake of procedure and deterred members from attending. He invited a show of hands on whether people wished to discuss the agenda item. The overwhelming majority were in favour, with no one voting against. Laurence Lowne observed that, based on precedent, it would have been better to keep the item on the agenda but then to defer the vote.
- 4.2 At DC's invitation, MD introduced the topic of reducing the size of the DT Board. He noted that the main purposes of such a reduction were: to facilitate the conduct of meetings, which the Board felt were unwieldy with so many people present; to increase competition in elections – not just this year, when there might be more candidates, but every year; and to maintain a sustainable long-term pipeline of people willing to serve on the Board. Although these reasons were considered sufficient to justify a reduction in themselves, the Board also felt that a reduction would also help the transition to implementing SROB, if that was what the new Board felt it wanted to do. Otherwise, one of the first decisions incoming Board members would be faced with would be deciding who should step down when the changes were implemented. However, the reduction was considered worthwhile, whether or not the incoming Board decided to proceed with the restructuring of the Boards.

- 4.3 MD continued that the section of the Constitution to which changes had been proposed had caused confusion in the past and needed to be rewritten properly as part of the Constitution Review. The approach taken on this occasion was to make the minimum possible changes, pending the full rewrite. The proposal was to reduce the minimum Board size by two and, similarly, to reduce the minimum number of elected DTB members at which an election was triggered by two. A leaflet had been distributed at games suggesting that the proposal contained many errors. This was not true, although perhaps the proposal could have been explained better. It was true, however, that there was a theoretical risk that, in an extreme scenario – i.e. maximum Board size and maximum number of resignations among the elected DTB members – that the relative numbers of elected members to unelected could be eight versus seven. This had been presented to show that, in the most extreme case, elected members would still be in the majority but it was not a likely scenario – particularly once the Board size had been determined for the year.
- 4.4 Sean Fox thanked the Board for exercising common sense in withdrawing the vote. He noted that he had not been at the June SGM but the minutes indicated that there had been a clear view from the membership that elected members should be in the majority over unelected. He had been one of the ones calling for the vote to be deferred. In coming up with new rules, there would be other possibilities to think about – e.g. not replacing Board members who resign via casual vacancy provisions and/or requiring elected members to be in the majority when voting on a resolution at a Board meeting.
- 4.5 Paul Jeater noted the comment that had been minuted at the Board meeting at which “Mr Smith” had been discussed that the discussion had not been unwieldy even though there was a large number around the table. It was perhaps the case that other meetings had been unwieldy due to the way in which they had been chaired and because of the way the standard agenda was structured. MD replied that the meeting Paul was referring to was not typical, in that there was only one agenda item for discussion.
- 4.6 Dennis Lowndes noted that he was one of the people who had vociferously resisted the proposal. As the proposal was structured, the situation could arise in the future that unelected Board members outvoted elected Board members. There were ways of, in effect, forcing people to resign from the Board. MD noted that it was possible for the membership to remove Board members. Dennis countered that if such a members’ resolution was presented, the Board would likely recommend that members vote against it, and the natural inclination of members, e.g. proxy voters, would be to go with the Board’s advice. A member observed that, whilst it was true that the membership was currently relatively happy to follow the Board’s recommendations, if there were a major controversy, then members would likely turn up at SGMs and express their views.
- 4.7 Geoff Seel repeated his earlier observation that discussing the structure of the Board before discussing the aims and objectives was doing things the wrong way round. He felt that the resolution had been badly drafted and could have been passed if, say, the number of unelected Board members was limited to five.
- 4.8 Iain McNay was interested to hear whether, apart from relative numbers of elected and unelected Board members, members objected to the reduction in the number of elected members *per se*. The key issue for him was whether the Board was functioning properly. Ian Pollock answered that he did not object to a reduction in the size of the Board to, say, between nine and twelve. What concerned him was the ratio of elected to unelected: a ratio of two to one felt about right to him.
- 4.9 John Owen noted that not all Board members necessarily turn up to Board meetings. There could be a situation in which only seven unelected members and no elected members turned up to a Board meeting and would be quorate in their own right. MD said he did not think this was right and, upon checking the Constitution, reported that a quorum was “50% of Society Board members including at least four members of the Society Board elected by the members or such higher number as the Society Board may determine”.
- 4.10 Martin Drake felt that it was important to keep things in perspective. The points being raised were valid; however, there were bigger issues facing the Trust such as falling attendances and sagging interest in the Trust.
- 4.11 John Stembidge echoed a comment made earlier by Sean Fox – if the rules specifically ruled out the possibility of unelected members outvoting elected members, then much of the discussion could be avoided.
- 4.12 A member noted that the Dons Trust had been bogged down with Constitutional issues since its formation. The review of the Constitution had been going on for some time without concluding. If it were finished, then it would be possible to get on to bigger issues. IH reiterated the point that the

Constitution had not been written for the purpose of running a football club. He added that if people cared passionately about the Constitutional issues, then they should attend CRG meetings and the review would then be completed.

- 4.13 Nigel Higgs noted the sense from the meeting that further protection was needed for the sake of democracy. He also noted that it was a pity that more attention had not been paid to the detail.

Election rules

- 4.14 Introducing this topic, MD said that the Constitution called for the Board to set the election rules, which was what had happened last year. However, a member had suggested that it was not appropriate for the Board to set the rules on how it was elected and so these were being put to a vote of the membership this year. This was happening relatively late in the year and there was not scope to revise the rules in the light of comments at this stage. However, comments made would serve as useful early consultation on the election rules for 2007. The rules for this year were based closely on the previous year's rules but were less restrictive in some areas. Also, following the Supporters Direct model, the rules provided for an independent Chair of the Election Steering Group. A first-past-the-post voting system was once again proposed.
- 4.15 John Owen asked the Board to make a note that, when the nomination period opened, no one outside the Election Steering Group should know who had put their name forward until the nomination period closed, so as to avoid a situation in which the Board encouraged allies to put themselves forward in the knowledge that, if few candidates had come forward, they would be automatically elected. ES suggested the opposite approach of everyone knowing exactly how many candidates had come forward at any point in time, so that anyone could then decide to put themselves forward with the benefit of such knowledge. MD noted that these were interesting suggestions which needed to be thought through, and he did not wish to pronounce on them off-the-cuff. However, if the resolution was passed, then any such suggestions would need to be made to work within the rules as presented.
- 4.16 Martin Drake suggested a periodic update during the nomination period, e.g. on the website, announcing how many candidates had already come forward. MD said that he was hopeful of being able to announce the name of a very well qualified Chair of the Election Steering Group who should be able to assess the merits of such suggestions.
- 4.17 Ian Pollock wished to discuss Rule 11 which gave the Board discretion what to do if not enough candidates came forward. MD replied that there were risks in nailing down exactly what would happen in all circumstances unless all possibilities were properly thought through. He noted, for example, that automatic election of all candidates who put themselves forward could theoretically result in people associated with the franchising of football being appointed to the Board.
- 4.18 Geoff Seel asked about Rule 18 which placed limitations on volunteers and was in any case unenforceable. MD replied that this was not intended to rule out such activities in a private capacity and that, even if the rule was unenforceable, it may have some moral sway.
- 4.19 Bringing the discussion to a close, DC asked for a show of hands on the resolution. The large majority voted in favour. None voted against but there were three abstentions. The resolution was duly passed. Upon a request from the floor, MD read out the results of the proxies. 160 proxies had been returned, of which 146 were valid. Of these, 111 had voted for the resolution, 8 had voted against, 23 had left the matter to the discretion of the Chair and 4 had abstained.

5. Questions and Answers

- 5.1 Don Fitzgerald said that he did not like hearing that the Dons Draw had already taken place without any mention of there being an independent witness. Laurence Lowne confirmed that there is an independent witness and that this information could be read out in the future. Dennis Lowndes asked why the draw did not take place on the pitch. ES replied that the approach used was to draw ping pong balls. As there was a large number of unassigned numbers, the process was too time-consuming for this to happen.
- 5.2 John Owen understood that Xavier Wiggins might be applying as a candidate in the elections and asked whether there was time to change the Constitution at the AGM to remove the possibility of the Board selling the football club without the consent of members. DC asked Sean Fox, as a member of the Constitution Review Group, to follow up this point.
- 5.3 Dennis Lowndes noted that he had heard that the youth teams were paying £60 towards the senior men's team's budget. Nigel Higgs said that this was not true but that the youth sections were being

asked to pay subscriptions this year - £50 for mini-soccer and £75 for the U15s. This still meant that there was a net contribution from the club to the youth sections.

- 5.4 Referring to the "Mr Smith" episode, Ian Pollock observed that the Board had dealt with this diligently and properly. However, in future, he felt that the Board should short-circuit the process and just say no. MD noted that he had received just two e-mails from members about this issue. One had criticised the Board for even contemplating the proposal. The other had criticised the Board for not bringing it to members. This was an instance where the Board would face criticism from different quarters for any course of action that it chose to take.
- 5.5 Dennis Lowndes referred to the relationship with Wimbledon Bookmakers and asked whether the Board had given its agreement to this and whether it had been put out to tender. IH said that the club had been unsuccessfully trying to attract a bookmaker for a long time. There was a bookmaker very close to the club which profited from the club's business without putting anything back. The Wimbledon Bookmakers venture was a way of offering a service to supporters. The Football Association was happy with the arrangement. ES acknowledged that the issue had not been handled as well as might have been expected. However, it could not have been put out to tender as there was no interest. Some of the observations that had been made on the guestbook were disgraceful and tantamount to libel. Volunteers should not have to face such comments. This comment was met with applause.
- 5.6 Laurence Lowne noted the clause in the Constitution providing for representation on the Board by groups such as the young and disabled and asked what was being done for the benefit of disabled supporters. ES replied that practical things were being done such as covered seating. However, it was not obvious to him why there should be specific representation on the Board of such groups. Ian Cooke noted that his own presence on the AFCW Board meant that older supporters were represented.
- 5.7 Kevin Watson asked about the perimeter lease and why we did not obtain the lease and let RB Kingston sort out the money afterwards. ES replied that the liquidator of the old Kingstonian company needed to sign a certificate acknowledging title. The council was trying to be helpful and to find a way of honouring the commitment that the proceeds should be used for the benefit of Kingstonian. ES was maintaining regular contact with RB Kingston about this.

6. Any Other Business

- 6.1 MD reported that the elections would be launched imminently and that the AGM date had provisionally been set for 11th December².
- 6.2 MD reported that he had received an e-mail from the Secretary of Exeter City Trust asking for names of Dons Trust members so that the Exeter City Trust could pick a name randomly from a hat and offer two free tickets to the Director's Box, including hospitality. In case of data protection issues MD had not complied with this request. However, a way of solving this, and rewarding DT members for attending the SGM, was for those present to come forward and to give their names and contact details so that the winner could be picked by Exeter City Trust from someone present at the SGM. Those present were therefore invited to come forward at the end of the meeting³.
- 6.3 Concluding the meeting, DC thanked members for their attendance. The meeting closed at 10.30 pm.

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Tom Adam, Chairman

² Secretary's note: this has subsequently been changed to 18th December.

³ Secretary's note: DT member Anna Slade's name was pulled from the hat by ECT and she attended with her husband Doug Slade.