

Wimbledon Football Club Supporters Society Limited

Draft Minutes of the Annual General Meeting held on 22 January 2009¹ at
The Cherry Red Records Fans' Stadium - Kingsmeadow, Jack Goodchild Way, 422a Kingston
Road, Kingston-upon-Thames, KT1 3PB

**These minutes will be submitted for approval by the members at the next SGM now
scheduled for 23 April 2009**

0. Introduction and Apologies for Absence

- 0.1 At 19:35pm the Chairman of the Trust Board, David Cox (DC), declared the meeting open. The Secretary counted 73 members present. As well as the members who attended the meeting in person, 51 members had submitted proxy forms.² Welcoming members, DC conveyed apologies from Matthew Breach, Kevin Callow, Paul Jeater, Sean McLaughlin, Iain McNay and John Pottinger.
- 0.2 DC said he was delighted to welcome back Erik Samuelson (ES) after his illness, a sentiment warmly endorsed by the meeting.
- 0.3 DC welcomed to the meeting Ian Clayden a Director from our auditors BDO Stoy Hayward LLP.
- 0.4 DC also confirmed with those present that they were content with way in which the agenda had been ordered, with the formal resolutions to follow the general discussion items.

1. SGM Minutes

- 1.1 Turning to the draft minutes of the 16 October 2008 SGM, DC invited comments.
- 1.2 The Secretary noted that in a letter dated 14 January 2009, the Financial Services Authority had confirmed that it had registered the two rule changes that had been carried unanimously at this SGM (to Rule 22 concluding the Restricted Actions Schedule and to Rule 31 reducing the number of General Meetings from 4 to 3 each year).
- 1.3 There were no other comments and **the October 2008 SGM minutes were duly taken as accepted.**

2. The Strategy Review

- 2.1 ES reminded the meeting that this review had been going on "for ages" and it now seemed to have been stalled "for ages". He had produced for the DTB in mid November a paper that (i) summarised what members have already told us on the various discussion themes; (ii) explained how the Board had interpreted and developed members' thinking on those themes; and (iii) set out a set of options/approaches for discussion and consultation.
- 2.2 The paper had also proposed a timetable and method for taking that discussion and consultation forward; and suggested an end game that might be the submission of a

¹ Notwithstanding the date, this was the AGM for 2008. In accordance with Rule 31 (as amended by the resolution passed at the SGM on 16 October 2008) this was held within 7 months of the end of the financial year.

² All but one was in favour of all 7 resolutions. The remaining one was against Resolution 6 and in favour of all the other 6 resolutions. In terms of overall participation, this gives 73 + 51 = 124 or 10% of the overall senior membership of 1,238.

draft strategy for approval by the members at the spring SGM in the spring or early summer of 2009.

- 2.3 In the event the illness of a majority of Board members had led to the postponement of the planned 17 November meeting of the DTB. There had been substantive discussion at the 1 December meeting and ES had been planning to incorporate the various points made during that meeting in a revised paper when his illness had intervened.
- 2.4 He now planned to produce this revised paper in time for the first meeting of the DTB after the elections – scheduled for 26 February. Subject to discussion then, he hoped that the Board would endorse the paper that could then be issued for general comment prior to it being finalised and submitted to members for formal adoption perhaps at the SGM scheduled for 23 April 2009.
- 2.5 Asked for a reminder on what the review was all about in the first place, ES took members through the decision to hold a review (endorsed by DTB in February 2007), an open meeting to give members and fans an opportunity to voice their opinions on the future of the club (March 2007), the creation of the Strategy Review Steering Committee and the launch of Stratchat on the official web site, the identification of the eight key issues (repeated below from the web site), the two open meetings (September 2007) and various attempts in the course of 2008 to summarise and finalise the results of the process.
- how strongly we feel we need to pursue a return to Wimbledon
 - the development of Kingsmeadow
 - how committed we are to continuing to use volunteers
 - what we regard as our community
 - how we should be governed and by whom
 - the extent to which our business dealings should be affected by our core values
 - the extent (if any) to which we are willing to give up some control over the club in return for essential funding.
- 2.6 The **meeting noted this position report on the Strategy Review.**

3. Q & As on the development of the club and trust over the past year

- 3.1 Introducing this item, ES said that the year had been marked by two key events –our promotion into Blue Square South and the extension of the Paul Strank Stand.
- 3.2 Q: Could we extend the Paul Strank Stand the other way too in the direction of the Tempest End? The prime reason we had extended in the direction of the Kingston Road end was to secure the planning permissions that we had inherited. It had the two additional advantages of generating a larger number of additional covered seats and causing less disruption to our catering and kitchen facilities.
- 3.3 Q: how well were we doing in terms of meeting the ground requirements for promotion? The next stadium improvement would be to meet a Conference South requirement namely the addition of a medical room (where we were on track for the 31 March 2009 deadline). We would then need to add two turnstiles (a National Conference requirement) and to do this we needed to finalise the agreement on the Perimeter Lease. Then, when we returned to the Football League, we would have 3 seasons before we must meet the seating requirement of 2,000 seats under cover (we now have 1,277).
- 3.4 Q: What were we doing with the money from the run in the FA Cup? We were some £140k better off on budget as a result of our splendid run, made up of £75k TV money for

- the Wycombe game and £65k in additional income generated. The DTB had held a first discussion at its meeting on 1 December and had effectively been looking at a shopping list with three big general items: repayment of debt; other capital work and meeting the playing wage bill. The Board agreed that a significant sum should be set aside for the third purpose but asked to see more detailed figures on possible capital projects before making its final decision. This is still pending and will now fall to the DTB at its next meeting on 26 February.
- 3.5 Q: has a transfer fee been agreed for Robin Shroot? There is no agreement yet. If no agreement can be reached the procedure is that the matter should go to a tribunal.
- 3.6 Q: when will the work on the toilets on the main bar be completed and would it not have been wiser to have done this out of season? The work should be finished on 6 February. The bookings that had already taken for functions meant that it had not been possible to do this work at the same time as the other work involved in the Paul Strank extension. However, the attractiveness of the functions rooms would be greatly enhanced by improved toilet facilities so we had taken the earliest opportunity to press on with the work even though the timing was not ideal in terms of matches.
- 3.7 Q: Were we benefiting from the cut in interest rates? Yes we were now paying 4% instead of the 7.5% that we had been paying last year on the £287k³ that we owe to Barclays. We were also benefiting from the cut in VAT from 17.5% to 15%.
- 3.8 Q: Where were we on the perimeter lease? On 24 October 2008 AFC Wimbledon and Kingstonian FC announced that they had reached agreement on a proposal for the transfer of the additional land surrounding Kingsmeadow stadium to AFC Wimbledon. The deal is designed to enable AFC Wimbledon to operate the stadium more safely and effectively while helping to safeguard Kingstonian FC's future in the borough. The transfer of the land, which will be in the form of a lease, will need to be approved by The Royal Borough of Kingston. The key terms of the proposed deal are that AFC Wimbledon will be given a new lease on the land, co-terminous with the lease on the main site; and Kingstonian will receive a new 25-year licence to play at Kingsmeadow. The agreement contains safeguards for both clubs should the other decide to move. This arrangement took nearly two years to get to this virtually finalised state and ES would be meeting representatives of Kingstonians shortly to settle the details of this in principle deal.
- 3.9 Q: How much money do we owe? As the football club was a business there are the usual short term debtors but the question was assumed to refer to long term debts. We have a facility with Barclays Bank to borrow up to £850k. We have actually borrowed £410k of this to be repaid in 15 years. We are already paying interest and principal and as a result the sum outstanding is now about £372k. In addition we owe £310k to the holders of DT Bonds that fall due at different dates over the coming years. So in total, the overall long term debt stands at about £680k.
- 3.10 Q: Was there a risk of Barclays calling in the loan? Nothing in this world was ever absolutely risk-free but in the scheme of things this was not a real risk. We had a 15 year repayment term and our relationship was good and strong and the unused facility (£440k of the £850k total) should remain available. The maximum term that banks were willing to roll forward loan facilities in these times was 6 months and so there would be a major decision to be taken in June. These were matters that ES kept under careful review and he made regular reports to the DT Board on them.
- 3.11 Q: Could we expect an evening with Terry at the Club? Yes but there was no date just yet.

³ That was the balance at the date of the accounts, but at the time of the AGM it was £372k.

3.12 Q: What should one do if one wanted to purchase more shares in AFCW PLC? In the first instance, you should talk to ES.

3.13 Q: Were our players' salaries variable? Yes we took care to make sure we did not enter into long-term commitments. Were we to gain promotion to the National Conference (and we were planning 2 budgets one based on promotion and one based on staying in the Blue Square South), it did not necessarily follow that we would move immediately to a full-time basis with the need to pay 52 weeks rather than 39 weeks (a 33% increase in the wage bill). TB basing himself on experience at Aldershot saw real advantages in staying part-time while we take stock.

3.14 Q: was there any chance of the Club taking over the vacant premises of the bookmakers on the corner of the Jack Goodchild Way? We were aware of the price of the premises and it did not constitute a sensible or affordable investment for us.

4 Dons Trust Board Elections

4.1 Tim Hillyer the Chair of the Election Steering Group (ESG) reported that at the close of nominations there were 10 candidates for the seven vacancies on the Board. All the required information and declarations had been submitted. The hustings would be at the Braintree game on 24 January and the responses to the WISA questionnaire would be published shortly. He urged everyone to vote in good time for the 14 February closing date.

4.2 There was a **vote of thanks** to Tim and the other members of the ESG for all their work and Tim in his turn thanked Bert Dale for all his help in getting material up on the official site.

5 Annual Report and Accounts Resolutions proposed by the Board

5.1 In the absence of the Treasurer, Sean McLaughlin, the Chairman introduced the accounts and invited questions. There were none.

6 Resolutions proposed by the Society Board

6.1 The board had proposed seven resolutions and in the papers for the meeting had made clear that its recommendation to members was that they should vote in favour of all six.

6.2 The summary outcome of this item is that the **meeting voted unanimously in favour of all seven resolutions**. The detail on each resolution is set out in the following six paragraphs.

6.3 **Resolution 1** – the matter having been dealt with substantively under item 5 above, **the meeting resolved unanimously** "to approve the Society's annual report and accounts for the year ended 30 June 2008".

6.4 **Resolution 2** – ES explained the competitive tendering process that had been followed following the resignation as auditor of Peter Proto. This had resulted in the appointment of BDO Stoy Hayward LLP for an annual fee of £7,500 that covered the PLC, its subsidiaries and the Trust. Ivor Heller asked whether the firm might sponsor a game and Ian Clayden promised to take this proposition back to HQ and report back to us. In the light of all this, **the meeting resolved unanimously** "To reappoint BDO Stoy Hayward LLP as auditors of the Society for the year to 30th June 2009."

- 6.5 **Resolution 3** – ES reminded the meeting just how strong was the Trust’s controlling interest in AFCW PLC. The Trust holds all 5m 1p Ordinary shares and 826,150 1p A Ordinary shares in the PLC, representing in total 73.26% of the issued share capital of the company. As each Ordinary Share has 3 votes per share and each A Ordinary Share just 1 vote per share, the Trust holds 88.88% of the voting rights of AFCW PLC. This meant that whatever the Trust decided would always determine the outcome of votes at the AGM of the PLC. The Board thought it right therefore that the members of the Trust should be given their say and the opportunity to vote on how the Chairman of the DT Board should cast the 88.88% of the vote in the PLC AGM as his single raised hand would in fact determine the outcome, whatever the votes cast from the floor. The **meeting then resolved unanimously** “that the DTB should be authorised to cast the DT’s vote at the fifth AGM of AFCW PLC in favour of approving AFCW PLC’s accounts and the reports of the directors and auditors for the year ended 30 June 2008”.
- 6.6 **Resolution 4** – The meeting then moved immediately to **resolve unanimously** “that the Dons Trust Board should be authorised to cast the Dons Trust’s vote at the fifth AGM of AFCW PLC in favour of approving the reappointment of BDO Stoy Hayward LLP as auditors of the PLC for the year to 30th June 2009”.
- 6.7 **Resolution 5** – ES explained that when AFCW PLC was created, 5 million 1p Ordinary A shares (the ones with one vote) had been created. Not all had been sold – there were still 2,193,400 available as of 30 June 2008. The main purchaser was the Dons Trust that had bought 400,000 shares for the sum of £240k on 30 June 2008. ES then explained that the money raised in this way is used by the PLC to pay for things such as, in the past, the Khosla debt, and, more recently, the Barclays loan repayments. If the PLC is approached by individuals wanting to buy these shares, it knows it can sell them without in any way compromising the overall control exercised by the Trust and therefore there is no risk and nothing but financial gain from selling. Therefore in 2005 a DT AGM had adopted a policy that the PLC should be given authority, for one year at a time, renewable annually at succeeding AGMs, to sell up to a specified limit a number of Ordinary A shares. So the resolution was to extend for another year an existing DT policy. The **meeting then with one abstention resolved** “that the DTB should be authorised to cast the DT’s vote at the fifth AGM of AFCW PLC in favour of the special resolution” giving the Directors of the PLC authority to allot A Ordinary Shares up to the aggregate nominal amount of £21,934, the authority expiring on 26 January 2010.⁴
- 6.8 **Resolution 6** – ES explained that the purpose of this resolution was to enable the PLC to sell shares in accordance with the previous resolution without having first to contact every existing Ordinary A shareholder to see whether they wanted to maintain their shareholding at the same proportionate level by being given the opportunity to buy more shares. Again, the resolution was to extend for one more year an existing DT policy. The **meeting then resolved unanimously** “that the DTB should be authorised to cast the DT’s vote at the fifth AGM of AFCW PLC in favour of the special resolution” empowering the Directors to allot further A Ordinary Shares up to an aggregate nominal amount of £3,500 disregarding the statutory pre-emption rights that normally apply.
- 6.9 **Resolution 7** – the meeting then immediately **resolved unanimously** “that the Dons Trust Board should be authorised to cast the Dons Trust’s vote at the AGM of AFCW PLC in favour of a special resolution retrospectively authorising the directors for the allotment that they made to the Dons Trust in the financial year 2007-08 of £500 A ordinary shares in excess of the £3,500 limit that was approved at the previous (4th) AGM of the PLC.

7 Any other business and next meetings

⁴ The full formal resolution is given in the papers for the AGM and is not repeated in full here.

- 7.1 It was pointed out that way in which the Trust dealt with votes cast by proxy was strange. Those casting proxy votes were likely to believe that their votes were actually counted in the votes held at the AGM. In point of fact (and in accordance with the Constitution the reasoning of whose provisions could not be explained by any one present) only if a poll were called would the proxy votes actually counted. It was agreed that the secretary should look into this and report back. At a minimum, papers for future general meetings should make clear what actually happened to proxy votes.
- 7.2 Concluding the meeting, DC thanked members for their attendance. He led the meeting in a **vote of thanks** to Paul Jeater who was standing down from the Board after his two-year tour of duty. There were also **votes of thanks** to Dean Parsons and Mark Davies for their work in raising funds.
- 7.3 The next SGMs would be at 7:30pm on Thursday 23 April [and not 30 April as earlier announced] and Thursday 24 September. The date of the 2009 AGM will be announced as soon as possible.

David Cox
Chairman of the Board

David Wilkinson
Secretary of the Trust