

Draft minutes of the Annual General Meeting of the Wimbledon Football Club Supporters' Society - The Dons Trust - held at Kingsmeadow on 10 December 2009.

Kris Stewart opened the meeting at 19.34.

1. **The minutes of SGM** held on 10 September 2009 were endorsed unanimously subject to a minor editing correction.

2. **Question and Answer** on matter raised by members.

Stephen Adams asked about the progress of work on possible sites for **a new stadium**. Erik Samuelson said that he and Ivor Heller had been in contact with the main party leaders among Merton's local councillors, who each positively supported a cross-party approach. Together with Roger Hobkinson (from the Stadium Working Group) they had met a consultancy firm who had 'innovative' ideas for a particular site identified by the then Merton Director of Leisure and Regeneration and wanted a three-month exclusivity period to work up these ideas. This site was not considered viable for planning reasons, but another was identified. This also appeared initially unworkable, however Roger Hobkinson was now 'masterplanning' both sites to establish what else (eg housing and/or retail development) could also be put on a site to increase its value so that the stadium and site itself could be purchased out of the overall profit made. Once ideas were formulated, discussions would be held within 6-8 weeks with a view to approaching Merton Council planners and then – if approved – the landowners with proposals and, ultimately, to seek possible development partners. He concluded that interest was now more positive than for a long time and some excellent progress had been made; but the process would not be quick and there was a long way to go.

Marc Jones commended the progress made but noted the importance of effective communications with members and other stakeholders to minimise rumour and over-enthusiasm. Mark Davis asked what members could do to encourage local politicians. Ivor Heller referred to the value of the high profile of the Club in Merton and asked members to support it at public events such as Winter Wonderland and the Village Fair. Erik Samuelson advised against lobbying councillors about a particular site, such as the Stadium; the Council had no money and was looking for a catalyst who could help create a commercially viable development.

Jane Lonsdale asked whether the Board still planned a **questionnaire** in the light of the recent developments described. Kris Stewart said yes but that the Board saw a survey as part of progressing discussions on strategy more generally. In response to Stephen Buck, he said that those who would be involved were the range of groups which mattered to the Club - DT members, season ticket holders, other spectators, the local community and so on. Members took the final decisions but others are also important for the future of the Club. Laurence Lowne and Geoff Seel asked about timing. Kris Stewart reported that the Board had recently [7 December] discussed ideas for structuring some questions and these would form a brief for the specialist consultant who had offered to help with this work; the Board wanted to progress the project as quickly as possible.

Simon Bath asked about progress with **discussions on ethics**. Iain McNay said that these were ongoing.

Andy Nagel noted that members using the Tempest End were reluctant to invite friends to matches because no **tickets** were available there for most fixtures. Erik Samuelson confirmed that the Club could not normally sell tickets for the TE because it was fully occupied by season ticket holders. An assessment was being made of the prospects for improving the view from the John Smith stand but the situation for on-the-day tickets would be much easier once the new turnstiles were installed since the whole of the Kingston Road end would then be available to home supporters.

Graham Williams suggested that the annual **DT membership fee** might be increased to raise further money. Kris Stewart said that the £25 charge was at the high end when compared with other clubs and a reduction had been discussed from time to time.

John Stembridge asked why the Club did not have better **credit card facilities**. Erik Samuelson agreed that this remained a frustration; the Club had been accepted by World Pay, who provided an effective but 'clunky' arrangement, but three applications to other suppliers who could provide a 'cardholder present' service had been refused.

Martin Drake referred to a report that a surprise visit from the Fire Brigade had resulted in some **critical comments about safety management**. Erik Samuelson outlined the circumstances in which the Kingston Council safety consultant had recently been to the ground; he had identified some weaknesses in the matchday arrangements and these were being addressed.

Geoff Seel asked why Trust papers, such as recent Board minutes and the AGM papers were not being placed on the **Club website**. Kris Stewart apologised for the omissions, which were the result of changes in the secretariat arrangements since the middle of 2009, and said that prompt posting would be restored as soon as possible.

3. Board elections

Julian Edwards confirmed that the elections had been delayed this year because the Resolutions being considered by the AGM would determine how many vacancies there would be. The election process would start at the end of the year with an announcement to all members and an invitation for nominations. Voting would be complete by mid February. Arrangements would be made for members to quiz candidates on line and also face to face around home matches.

4. Dons Trust Annual Report and Accounts

Sean McLauchlin said that the Accounts which had been distributed were not quite the final version and drew members' attention to two minor errors in the papers they had received.

5. Resolutions

Members were referred to the explanatory notes which had been circulated in the AGM papers and invited to discuss each Resolution before it was put to a vote. Julian Edwards reported that 47 proxy forms had been returned but reminded members that proxy votes would not be taken into account unless a ballot was called on a Resolution. Julian Edwards and Kris Stewart confirmed that Resolutions 1 to 7 required a simple majority for adoption but Resolutions 8 to 13 (which would amend the constitution) required a two thirds majority.

Resolution 1: *To approve the Society's annual report and accounts for the year ended 30 June 2009.*

The Resolution was adopted unanimously on a show of hands

Resolution 2: *To reappoint BDO LLP as auditors of the Society for the year to 30 June 2010.*

The Resolution was adopted unanimously on a show of hands.

Resolution 3. *That the Dons Trust Board should be authorised to cast the Dons Trust's vote at the sixth 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 2009.*

Ian Pollock asked why there had been a substantial increase in creditors and debtors in the PLC accounts compared with the previous year. Erik Samuelson outlined the principal components of the figures and confirmed that the changes largely resulted from developments in the business - for example, the increase in season ticket sales which generated income in advance of the matches against which it was charged to the profit and loss account.

The Resolution was adopted unanimously on a show of hands.

Resolution 4. *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 LLP as auditors of the PLC for the year to 30 June 2010.*

The Resolution was adopted unanimously on a show of hands.

Resolution 5. *That the Dons Trust Board should be authorised to cast the Dons Trust's vote at the AGM of AFCW PLC in favour of the following special resolution:*

"That, pursuant to the company's articles of association, the directors be hereby authorised to allot further 'A' ordinary shares up to the section 80 amount which for the purposes of this resolution shall be an aggregate nominal amount of £21,919, provided that such authority shall expire (unless previously reviewed varied or revoked by the company in general meetings) after the prescribed period which shall be twelve months from the date of this resolution."

In response to Martin Drake, Erik Samuelson described the circumstances in which the authority provided by the Resolution might be used, said that there were currently no enquiries about buying shares and confirmed that any sale could not undermine that dominant shareholding held by the Dons Trust in the PLC.

The Resolution was adopted unanimously on a show of hands.

Resolution 6. *That, subject to the passing of Resolution 5, the Dons Trust Board should be authorised to cast the Dons Trust's vote at the AGM of AFCW PLC in favour of the following special resolution:*

"That, pursuant to the company's articles of association, the directors be empowered to allot further 'A' ordinary shares up to an aggregate nominal amount of £3,500 at any time for the prescribed period of twelve months from the date of this resolution as if the statutory pre-emption rights in section 89(1) of the Companies Act did not apply to any such allotment."

The Resolution was adopted unanimously on a show of hands.

Resolution 7: *That the Dons Trust Board is hereby empowered to authorize AFCW PLC to carry out, without further reference to members, improvements to the Cherry Red Records Fans' Stadium – Kingsmeadow, which are necessary to meet immediate and reasonably foreseeable football ground requirements imposed by relevant football leagues, provided that these can be paid for within planned income and expenditure budgets and/or within agreed borrowing limits.*

Kris Stewart advised members that the circulated papers had incorrectly referred to AFC Wimbledon PLC instead of AFCW PLC.

Ian Pollock questioned whether the Resolution gave too open an authority to develop the ground. Erik Samuelson and Kris Stewart said that the purpose was to remove any doubt about the circumstances in which a referral back to members might be needed in order to avoid unnecessary work and possible delay. The resolution specifically limited the authority to developments for which finance was already available (agreed as required by members) and also required by relevant leagues.

The Resolution was adopted, on a show of hands, by 65 votes to 2, with one abstention.

Resolution 8: *That all references to an Executive Board be deleted from the Constitution of the Dons Trust and replaced where appropriate by the words 'Chief Executive and other executive officers'.*

Julian Edwards advised members that the circulated papers had incorrectly referred to the 'Club' instead of the Dons Trust but that the explanatory notes, the detailed wording changes to clauses in the Dons Trust constitution provided with the notes, and the fact that there is no 'Club' constitution made misunderstanding very unlikely. After a brief discussion the meeting proceeded with the amended wording.

The Resolution was adopted on a show of hands unanimously except for two abstentions.

Resolution 9: *That the Constitution of the Club be amended to disqualify the Chief Executive and other executive officers from membership of the Dons Trust Board.*

Resolution 10. *That the Chief Executive and any other executive officers appointed by the Dons Trust Board must be members of the Dons Trust Board.*

Resolution 11. *That there should be no requirement for the Chief Executive and any other executive officers to be members of the Dons Trust Board, nor any requirement that they should not be.*

Kris Stewart invited discussion of the three resolutions together since they proposed alternative frameworks for the future operation of the Dons Trust and the Club's executive officers. He reminded members that the options had been discussed at the SGM in September 2009; it was now time to decide on the best way forward. Current Board members took different views so that there was no formal recommendation.

Seventeen members commented on the principles underlying the Resolutions and variously asked for clarification of their consequences for the future practical management of the Club. Particular concerns were expressed about: the possible loss of expertise to the Board if executives were not part of it; how the Club would operate if it became necessary to dismiss executives; how the relationship between the Board and non-Board executives would work if they were separated; whether in the future executives might not be members of the Dons Trust and thus be less committed to the democratic structure.

Kris Stewart said that executives would still be expected to attend Board meetings even if they were no longer voting Board members and that a procedural agreement about the respective roles and responsibilities of the Board and executives had been drafted. He and other Board members confirmed that Board members would still be able to take direct management roles on temporary basis if one or more executive positions became vacant.

Current Board members expressed their support for each of the three Resolutions. Ivor Heller said he favoured Resolution 9 because it established clearly that the Trust Board were the 'bosses' of the executives who should therefore not be members of the Board. Ian McNay said that his business experience led him to favour Resolution 10 which would continue to ensure that the Board had both executive and non-executive members; he expressed concern that, taking into account the number of Board members about to end their terms of office, if the current executives also left the board only 4 or 5 of the current Board would remain. Sean McLauchlin spoke in support of Resolution 11, endorsing the principle of having executives on the Board and noting that there would continue to be a clear majority of non-executive Board members who would be able to prevent undue influence from the executives.

Resolution 9 was then put to the meeting. On a show of hands, 44 members present voted in favour, 18 against, and 4 abstained, achieving exactly the necessary two thirds majority for adoption.

Sean McLauchlin asked for a ballot, supported by others, in order to test this result further, bearing in mind the importance of the issue and the very close vote by those at the meeting. After a further count at the meeting and taking into account the proxy votes cast, the result was 65 in favour, 32 against or abstained.

Resolution 9 was therefore adopted.

The meeting voted by show of hands on Resolutions 10 and 11 but support for both was small and formal counts were not taken since the meeting was satisfied that neither could possibly achieve the two thirds majority required for adoption.

Resolution 12. *That the size of the Dons Trust Board be reduced from 12 to nine elected members while retaining the possibility of co-opting up to three additional members.*

Marc Jones spoke in favour of reducing the size of the Board and referred to volunteer fatigue as a significant factor. Laurence Lowne said that every effort was needed to get younger people involved on the Board. Ivor Heller and Erik Samuelson expressed strong support for the change in the interests of improving the effectiveness of Board discussion and decision taking.

The Resolution was adopted unanimously on a show of hands.

Resolution 13. That the wording of Rules 54 and 58 be updated.

The Resolution was adopted on a show of hands unanimously except for one abstention.

[With the agreement of those present, Kris Stewart here adjourned the meeting while the AGM of AWCW PLC took place]

6. Any other business

No matters were raised and the meeting closed at 22.34.