



Dons Trust

14 November 2009

Dear Fellow Member

Dons Trust AGM – 7.30pm on Thursday 10 December 2009

I attach the Notice and Agenda for the Annual General Meeting to be held at Kingsmeadow on Thursday 10 December 2009. All members of the Trust are invited and the Board is keen to talk to and hear from as many people as possible.

With this letter you will find the following papers brought together in a single document:

- The AGM Notice and Agenda
- The draft minutes of the SGM held on 15 October 2009
- A paper describing the resolutions to be put to the meeting
- A proxy form for use by those who are unable to attend the meeting.

The accounts are presented as separate documents.

- Annual report and accounts for the Dons Trust for the year to 30 June 2009
- Annual report and accounts for AFCW PLC for the year to 30 June 2009.

You will note that there are 13 resolutions to be voted on at the meeting. The first six are standard formal AGM business and Resolution 7 is about implementing ground improvements. The Board recommends that members vote in favour of each of these. Resolutions eight to 13 are about changes to the Dons Trust constitution. The Board recommends that you vote in favour of Resolution 8.

Resolutions 9, 10 and 11 are about the relationship between the Board and the Club's executives and they ask members to make decisions on the issues discussed at the SGM in October. The Board does not make a formal recommendation on these Resolutions. Resolution 12 is about reducing the size of the Board; the Board recommends that you vote in favour of this if Resolution 9 is adopted but makes no recommendation if Resolution 9 is rejected. The background to these Resolutions and the Board's view of each of them is set out in detail on pages 2 to 5 of the explanatory notes.

Resolution 13 simply updates the wording of 2 Rules.

If you are unable to attend the meeting in person, you are encouraged to return the proxy form indicating how you wish to vote.

The Dons Trust AGM will be followed by the AFCW PLC AGM. This ordering of the meetings will allow Dons Trust members to instruct the Board how to cast the Dons Trust's votes at the AFCW PLC AGM.

Last year the constitution was changed to allow us to hold the AGM in January (previously it had to be no later than the end of December each year). We are nevertheless meeting again in December this time because some of the Resolutions could affect elections to the Trust Board. These have to take place at the beginning of next year and we need to know how you have voted on possible changes to the constitution before making the detailed election arrangements.

I look forward to seeing you at the meeting.

Best wishes

Kris Stewart
Chair of the Dons Trust Board

The Annual General Meeting of the members of the Wimbledon Football Club Supporters' Society Ltd will be held at The Cherry Red Records Fans' Stadium – Kingsmeadow, Jack Goodchild Way, 422a Kingston Road, Kingston-upon-Thames, KT1 3PB on Thursday 10 December 2009 at 7.30pm.

ANNUAL GENERAL MEETING AGENDA

1. Minutes of the SGM held 15 October 2009
2. Questions and Answers on the development of the Club and the Trust over the past year
3. Plans for elections to the Society Board (oral report)
4. Dons Trust 2009 Annual Report and Accounts
5. Resolutions proposed by the Board.

In issuing this notice and in accordance with paragraph 5a) of the Schedule to Rule 22 of the Constitution, the Secretary certifies that none of these Resolutions constitutes a Restricted Action. Accordingly, these Resolutions will be subject to a simple majority.

The AGM paper *Resolutions for 2009 Dons Trust AGM: Background and explanation* explains each Resolution.

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

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

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.*

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.*

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 551 amount which for the purposes of this resolution shall be an aggregate nominal amount of £21,919, providing 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."

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 561 of the Companies Act did not apply to any such allotment."

Resolution 7: *That the Dons Trust Board is hereby empowered to authorize AFC Wimbledon PLC to carry out, without further reference to members, improvements to the Cherry Red Records 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.*

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

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.*

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.*

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

Details of changes to specific Rules in the Constitution required to implement Resolutions eight to 13 are set out in the Schedules at the end of the explanatory paper.

6. Any other business

Julian Edwards
Secretary of the Trust

Wimbledon Football Club Supporters' Society Limited ("The Dons Trust")

PROXY FORM

NAME .

.....

ADDRESS

.....

I confirm that I am a member of the Dons' Trust [] Membership Number (if known)

I appoint

.....

OR the Chairman of the Meeting (see Note below) []

as proxy to vote for me on my behalf at the Annual General Meeting of the Society to be held on 10 December 2009 and at any adjournment thereof. I instruct my proxy to vote as follows:

Please PLACE AN X in one box ONLY for each of the 12 Resolutions. If you do not place an X in any box for a particular Resolution, this will be counted as an ABSTENTION.

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Proposed Board Resolutions	In favour	Against	At my proxy's discretion
Resolution 1: To approve the Society's annual report and accounts for the year ended 30 June 2009.			
Resolution 2: To reappoint BDO LLP as auditors of the Society for the year to 30th June 2010.			
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 30th June 2009.			
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.			
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 hereby authorised to allot further A ordinary shares up to the section 551 amount which for the purposes of this resolution shall be an aggregate nominal amount of £21,919, providing 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."			

<p>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 561 of the Companies Act did not apply to any such allotment."</p>			
<p>Resolution 7: That the Dons Trust Board is hereby empowered to authorize AFC Wimbledon PLC to carry out, without further reference to members, improvements to the Cherry Red Records 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.</p>			
<p>Resolution 8: That all references to an Executive Board be deleted from the Constitution of the Club and replaced where appropriate by the words 'Chief Executive and other Executive Officers' .</p>			
<p>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.</p>			
<p>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.</p>			
<p>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.</p>			
<p>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.</p>			
<p>Resolution 13. <i>That the wording of Rules 54 and 58 be updated.</i></p>			

SIGNED

DATE

NOTE If you nominate the Chairman or a member of the Dons Trust Board to cast your vote and mark the boxes giving them discretion to vote as they see fit, they will follow the agreed recommendations of the DTB for the Resolutions where there is a Board recommendation - the explanatory notes tell you which these are.

Please return this form, to arrive no later than Tuesday 8 December 2009, to: The Secretary, The Dons Trust, The Cherry Red Records Fans' Stadium - Kingsmeadow, Jack Goodchild Way, 422a Kingston Road, Kingston-upon-Thames, KT1 3PB

Proxy forms may be left at the reception office but please use a sealed envelope either addressed as above or marked 'DT Secretary - AGM December 2009 Proxy'.

Wimbledon Football Club Supporters Society Limited

Draft Minutes of the Special General Meeting held on 15 October 2009 at
The Cherry Red Records Fans' Stadium - Kingsmeadow, Jack Goodchild Way,
422a Kingston Road, Kingston-upon-Thames, KT1 3PB

Introduction

At 19:30 the Chairman of the Trust Board, Kris Stewart (KS), declared the meeting open, announcing that there would be no formal votes.

Minutes of the previous meeting – Issues arising

M Jones asked if some of the material arising from the previous meeting could be circulated. KS agreed to see if more could be got out of the notes.

Update on Strategy Discussion

ES gave an update on the strategy discussions from the 23/4 and 28/5 meetings. Both Kingston and Merton have launched their long term strategy discussions. For **Merton**, the WISA campaign was mentioned. The club will be putting in its own 10 page response. For **Kingston**, the Hogsmill area has been identified for major development and the club will be preparing a response to that also. As part of increasing the level of consultation, Vikki McKeegan had been engaged to survey opinion. The project will initially involve mapping out a series of questions and identifying various stakeholder groups to survey. This would be taken forward at the next Board Meeting.

Questions from the floor:

- Who will be vetting the questionnaire content for bias? KS stated that anything that goes out will be vetted by the Board.
 - Will there be any element of stated preference? KS said that it was not known at the moment what the questions would be, but that they would be constructed to make you think in different ways. There would be both qualitative and quantitative exploration of the issues, some would be 'feel' and some statistical.
 - Will the responses to the councils be available on the website? ES replied that they would as they would be public documents, adding that until the survey of opinion is carried out, the Board had no right to rule out any option.
- .What about overlapping stakeholders? How will they be differentiated? KS said that this was a good question and the Board will ask Vikki how this could be done.
- .We are still outstanding the Stadium, Community and Governance strategy papers. KS replied that the Stadium paper needs more work, the Governance strategy will be resolved at this year's AGM and that the Community strategy is an ongoing process.
- Is there a possibility to appoint someone to work in the community? Has anything been done on working out what the role is? ES replied that an

agreement had been reached and a draft job spec was ready to go before the Board.

Governance – Managing your club

KS introduced the three possible scenarios regarding club executives being elected members of the Dons Trust Board:

- Option 1 – Positively preventing execs from being members of the board.
- Option 2 – No change from present arrangements
- Option 3 – No restrictions either way.

Questions/Statements from the Floor

- What is the definition of an exec? KS stated that for the sake of clarity we are talking about Erik, Ivor and Nigel's positions as board members; a discussion is needed about general principles that can be taken away and made into constitutional proposals.
- Wouldn't Option 1 would remove skills and knowledge from the Board? KS drew members attention to the appendix which illustrated how the CEO is expected to attend each meeting with others attending on request. The appendix also illustrated how accountability would be preserved.
- Regarding Appendix para 6, what would be defined as a special circumstance? And how many times it had happened? KS defined a special circumstance as, for example, the Board taking a different view on ethics from the exec and said that it had happened twice in the past 7 years.
- A member commented that this was not about losing knowledge; it was about separating the overseers from the overseen. It was also stated that we may trust the incumbents but most trust clubs are no longer trust-owned because the control was not kept within the trust – for example, Brentford, Stockport.
- Have we looked at other trusts and how they operate? KS stated that he would be attending a Supporters Direct small conference the following day to discuss this very subject.

Ian McNay (IM) said that he was wary of Option 1 and strongly supportive of option 2 because of the experience that the execs bring to the board and that without them the best decisions would not be made.

Ivor Heller (IH) supported Option 1 because it's a question of taking a long term view. There will come a time when the current incumbents of the executive will no longer be in post. There is also provision in the proposal for an exec to come to the Board meeting to express an opinion.

Erik Samuelson said that he moved to supporting Option 1 a little while ago, through thinking what would happen when he ceased being the CEO and was uncomfortable with the idea of all that power being concentrated in one person. He stated that the Board needed to be stronger or else it would fail despite it's best intentions.

Nigel Higgs supported the point that this was about looking forward and should lead to more people getting involved, but it was possible that the directors might not be as quite as much 'in the loop' about what the Board was thinking.

Ethics

Terry Brown (TB) joined the meeting as IM introduced a paper on ethics, stating it was in two parts – on the pitch and off the pitch. He gave some examples of on-the-pitch ethical issues such as shirt-pulling, diving, and professional fouls on which to get fans feedback. The Bromley goal was mentioned as an example. Should we introduce rules about ethical behaviour?

TB opened by stating - as a positive - that this discussion would not happen at any other club. He spoke of how important it was that the management portray the history of the club to the players. He then said that the game had moved on – even Harry Bassett would do things differently today. The discipline on the pitch really helps us. Fouls get punished and concede goals. There is no such thing as a professional foul – it's an unprofessional foul. We shouldn't do it because it doesn't work. TB was proud of the fact that we were bringing players through knowing right from wrong. People outside the club always comment on how well-run the club is and how far it's come. He said we were doing lots of things right and cautioned against changing too much.

In response to a question from the floor that this was surely all down to the referee, ES replied that we had to draw the line somewhere, that we've all got personal ethics. You cannot let anyone at the club run their department the way they like – the tone has to be set from the top and leaving on-pitch ethics to the manager is an abrogation of responsibility. ES stated that he would question any future candidate for the manager's job about his ethics.

TB was asked what he expected from us as fans. TB re-iterated ES statement about the people at the top setting direction. Fans dictate the play – for example the team playing a certain way because it's what the fans expect. Last season was enjoyable because of the philosophy of picking young players and playing good football. The fans make a massive difference by allowing the team to play the way they do.

Nigel Higgs said that the youth teams have to sign a code of conduct. It was about creating an environment where respect was top of the agenda and he wouldn't expect standards or behavior to be any different if they entered the first team.

KS said that it was about setting a tone – the club had improved continuously and TB was a big part of that.

The debate then moved on to part 2 – Ethics off the pitch. IM introduced some issues here – should we pay our bills on time? should we use ethical suppliers? what about encouraging public transport? This should be about treating others the way we would want to be treated.

ES stated that whether or not we want to be ethical, the fact is we have to be - we have no choice (e.g. in relation to public transport). This was a trend and was being conditionally demanded by public bodies in our dealings with them. He went on to say that in other respects – such as being top of the fair play league – our reputation for the way we behave helps us, maybe even in being given the benefit of the doubt. Even if you don't believe a particular action is 'ethical', it's often better to behave that way if other people do.

Any other business

R Stevens asked about the reasons for the changed pick up point for away match coaches. He said that the Woodman landlord had not been informed about the switch and that he hadn't complained about the lack of business from the fans parking there. There was no consultation with the fans. Shouldn't a ballot have been carried out?

A protracted discussion then took place during which IH stated that the owner of The Woodman was not happy with our use of the pub as a collection point due to lack of benefit and some downside for his business. He stated that we will try somewhere else (The Grove) to see if fans were happy with it and that there was a shortage of similar venues.

KS then confirmed that David Cox had stood down as chairman of the Board and proposed a vote of thanks for his work.

KS then closed the meeting.

RESOLUTIONS for 2009 DONS TRUST AGM

Background and explanation

Routine business

Resolution 1 and Resolution 2

These have to do with the standard requirements for AGMs of registered companies and other organisations. The Dons Trust accounts are enclosed. BDO LLP were appointed auditors in 2008 after a selection process.

The Dons Trust Board **recommends that you vote IN FAVOUR** of these Resolutions.

Resolution 3 and Resolution 4

These Resolutions are to do with the structure of the Club, which makes you, the Dons Trust members, ultimately responsible for AFCW PLC. Since the Dons Trust Board (DTB) has a controlling vote in AFCW PLC, its report and accounts will necessarily be approved if the DTB exercises the Trust's votes in favour of approval at the AFCW AGM, which will take place immediately after the DT AGM. Given that AFCW PLC is the DTB's major subsidiary, and since the Trust does not publish consolidated accounts which include the financial position of AFCW PLC, the Board accepts that it is appropriate to give members a say in approving AFCW's report and accounts. As they were last year therefore, the AFCW PLC report and accounts are being put to the DT membership for approval.. The DTB is satisfied with the AFCW report and accounts and has resolved to exercise the Dons Trust's votes in favour of approving them at the AFCW PLC AGM.

The Dons Trust Board **recommends that you vote IN FAVOUR** of these Resolutions.

Resolution 5 and Resolution 6

These Resolutions continue a previous policy agreed by DT members. If the Club is approached by individuals or institutions who want to buy shares in AFCW PLC, the Club, having been authorized by the Resolutions (if passed) is able to sell them some shares, if it thinks this is appropriate. At the moment, there is no enquiry or offer on the table but offers have been made in the past and the DTB believes that it is sensible to allow AFCW PLC to be able to sell shares (which already exist) if appropriate without having first to contact every existing shareholder to see whether they want to maintain their shareholding at the same level and so buy more shares themselves. The Resolutions deliberately grant this authority to sell shares for one year only. Given that the DTB will always in any case own more than 75% of AFCW PLC, any sale of shares cannot affect the overall control of the Club.

The Dons Trust Board **recommends that you vote IN FAVOUR** of these Resolutions.

Resolution 7

Ground improvements are one of the most expensive items for the Club to manage. Members must decide on priorities for major works and where necessary how these will be financed (for example, approving proposals for borrowing).

However, once a framework has been agreed it should not be necessary for members to approve spending on individual improvements, even where these are substantial. This Resolution confirms that ground improvements which are necessary to meet Football Conference and, when appropriate, Football League ground standards can be carried out without seeking approval from members each time, provided that that the improvements do not require borrowing beyond any limits already agreed.

The Dons Trust Board **recommends that you vote IN FAVOUR** of this Resolution.

Changes to the constitution

Our Club is ultimately controlled by you, its members, through the DTB which you elect. However, day-to-day management of AFC Wimbledon (the football Club) is delegated by the DTB to the Chief Executive, other appointed executive officers (who may be referred to as directors or have other titles) and, working for them, other staff both paid and volunteer.

The constitution at present allows elected members of the DTB also to be executive officers of the Club and for executive officers to stand for election to the DTB (provided they are members of the Dons Trust). Some members of the current DTB believe that this is not in the long term interests of the Trust and that executive officers of the Club should implement the strategies of the DTB, work within the policies it determines and be responsible to the DTB for their performance, but not have a direct say in DTB decisions, since some of these decisions have a direct bearing on their own work as executives. The current DTB members who hold this view propose that the Chief Executive and other executive officers should not be allowed to be members of the DTB. The Chief Executive, and other executive officers as appropriate, would still attend DTB meetings and take part in discussions but would not be able to vote. This complete separation between a non-executive board and executive management is common in charities and not-for-profit organizations.

If this change is made, the people who would be affected immediately are: Erik Samuelson, Chief Executive; Nigel Higgs, Youth and Community Director; and Ivor Heller, Commercial Director. All three would retain their roles as executive officers of the Club but they would not be allowed to stand for the DTB while they remained as executive officers. Of course the purpose is to establish a principle which will apply to other people and other posts in the future, not to exclude specific individuals from the present DTB .

Not all members of the DTB do agree that this major change is needed. There is support for the view that the principle that all members of the Dons Trust should be able to stand for election is important, that the presence of executive officers on the DTB has worked well in practice so far (the three executives listed above are on the DTB), and that if Dons Trust members are concerned about the possible misuse by executives of their position on the DTB this will be reflected in the way they vote in elections.

Finally, some members of the DTB believe that it would be able to operate more effectively if it was smaller, especially if executive officers could not be members but would still attend DTB meetings.

These issues were discussed at the SGM in October this year. At this AGM you are asked to make a decision about whether a change should be made and, if so, what it should be.

The detailed changes to the wording of the constitution which the following Resolutions would require are listed in a set of Schedules at the end of this paper (pages 7 –14). Don't feel that you have to check these line by line - our legal advisers will help us make sure that we have got the details right.

The Executive Board

The constitution was written to allow the DTB itself to appoint what is called an Executive Board to operate within the Dons Trust. The idea was that the DTB would itself directly run the Club day-to-day. In fact the DTB does not run the Club day-to-day and has never created a formal Executive Board. The view of the current DTB is that it would not be appropriate to do so. As described above, the DTB appoints the Chief Executive and other executive officers of AFCW PLC, which does run day-to-day operations. They may form a management team (currently established as the 'mancomm' of AFCW PLC), but this is not an equivalent of an Executive Board of the DTB nor a sub-committee of the DTB.

Resolution 8 proposes that the option to set up a formal Executive Board be removed from the constitution. Unfortunately this requires a lot of (small) changes since the Executive Board is referred to in many of the Rules in the constitution. The actual amendments are set out in Schedule A below (pages 7 - 11).

The Dons Trust Board **recommends that you vote IN FAVOUR** of this Resolution.

Executives and membership of the Dons Trust Board

We then need you to decide whether it is appropriate for the Chief Executive and other executive officers of the Club to be members of DTB.

There are three possibilities. In each case described below the reasons given are the same as those presented to the SGM in October 2009.

POSSIBILITY A.

Resolution 9

This Resolution is to change the constitution to **prevent the Chief Executive and other Executive Officers from being members of the DTB**. The amendments which would need to be made to the constitution are set out in Schedule B at the end of this paper (page 11).

Reasons

- The biggest part of the role of the DTB is to manage the Chief Executive. The Chief Executive should not have a vote in such matters, and neither should any other executives, who report to the Chief Executive.
- The chief executive should be able to call on the support of the DT Board in dealing with any issues he may have with executives who report to him – and that is difficult if they are all on the Board.
- Other executives need to be able to do the same thing – to take any issue they may have with the Chief Executive to the DTB. Again, this is difficult if they are all members of the DTB.
- Executives might – and sometimes do – act in concert at a DTB meeting, having discussed and agreed a view among themselves in advance. If there is dissent among the executives, this will usually not be aired at the DTB level. Regardless of how ‘natural’ it may be for the executives to act in this fashion - it would after all indicate a loyal and good working relation between them - it is not appropriate for a small number of DTB members to behave in this way.
- Although the Chief Executive should attend almost every DTB meeting, and other executives should attend as needed, this imposes no requirement on any executive to be a DTB member.

The majority of current members of the DTB (Tom Adam, Ray Armfield, Matthew Breach, Ivor Hellor, Nigel Higgs, Aideen Rochford, Erik Samuelson and Kris Stewart) support this change but on the Resolution the **Dons Trust Board makes no formal recommendation to Members**. If you agree with Resolution 10 or Resolution 11 below you should vote against Resolution 9.

POSSIBILITY B.

Resolution 10

This Resolution is that the Chief Executive and other executive officers of AFC Wimbledon **must be members of the DTB**. The amendments which would need to be made to the constitution are set out in Schedule C at the end of this paper (page 12)

Reasons

- The present executives have a wealth of knowledge and experience, about business in general and the club in particular, and that should not be lost to the DTB. Without these executives an elected board is unlikely to have the range of skills and knowledge needed to do its job fully
- For the DTB to exercise control properly it needs a majority of the executives to be board members. Otherwise the risk of the executives entering into agreements without the knowledge or authority of the DTB is increased
- DT members will want to see candidates they elected actually managing the football club, not people who are ‘external’ and may not have the best interests of the club at heart
- The current approach works.

One current member of the DTB (Iain McNay) is in favour of maintaining this rule but on this Resolution **the Dons Trust Board makes no formal recommendation to Members**. If you voted for Resolution 9, you should vote against Resolution 10.

POSSIBILITY C.

Resolution 11

There should be **no restriction on and no requirement for the AFC Wimbledon Chief Executive or other executive officers to be on the Dons Trust Board**. The amendments which would need to be made to the constitution are set out in Schedule D at the end of this paper (page 12)

Reasons

- The Dons Trust is a democracy and any member should be eligible to stand for the DTB
- It is for members to decide when any particular advantages or disadvantages to AFC Wimbledon executives serving on the DTB might be relevant, and to elect or not elect people to the DT Board as they see fit in the light of such personal decisions without further restriction
- Specifically, members may feel that any one or more of the reasons outlined for both Possibilities 1 and 2 above are pertinent to their decision to vote for or not to vote for individual candidates standing in particular elections

Three members of the current DTB (David Cox, Sean McLaughlin and Dean Parsons) support this Resolution but **the Dons Trust Board makes no formal recommendation to Members**. If you voted for Resolution 9 you should vote against Resolution 11.

Reducing the size of the Dons Trust Board

Resolution 12

The Resolution is to **reduce the size of the Dons Trust Board 12 to nine elected members** while retaining the option of co-opting up to three additional members. The actual amendments are set out in Schedule E (pages 12 - 13).

Reason

The DTB believes that if the Chief Executive and any other appointed executive officers are not members of the DTB (Resolution 9) it would be able to carry out its duties as a non-executive body more effectively and efficiently if it was smaller. Currently three members of the DTB are also executives. They would normally continue to attend DTB meetings to report to the Board and to take part in discussions but they would not be able to vote. This would take the number normally present at DTB meetings to 12. If the size of the DTB were not reduced, the number normally present at DTB meetings would rise to 15, which the present DTB believes is too many.

The Dons Trust Board recommends that **if Resolution 9 is adopted you should vote IN FAVOUR** of Resolution 12.

Some DTB members believe that, if Resolution 9 is not adopted, there is still a case for reducing the size of the DTB, but the DTB is aware that DT members may be concerned that a smaller DTB could be dominated by the Chief Executive and other executive officers, who would have kept their places on the DTB. So **if Resolution 9 is not adopted, the Dons Trust Board makes no recommendation** about how you should vote on Resolution 10.

Updated wording

Resolution 13

The Resolution changes a reference to the Sports Council (Rule 54) and wording about mental health (Rule 58), bringing these up to date. The actual amendments are set out in Schedule F (page 13).

Schedules

Notes

1. The specific wording that would change following the adoption of the respective Resolutions is highlighted in each case
2. For the sake of brevity, only those (sub)sections of Rules that would be affected by these changes are included

SCHEDULE A (Resolution 8)

Rule 21

Current wording

The powers of the Society are to be exercised by the members, **the Society Board and the Executive Board** of the Society in the way set out in the Rules, which follow.

New wording

The powers of the Society are to be exercised by the members **and the Society Board** in the way set out in the Rules, which follow.

Rule 23 (a)

Current wording

- a. Any direction must:
 - ii. not affect the powers and responsibilities of **the Society Board and the Executive Board** under Rules 25 and 26.

New wording

- a. Any direction must:
 - ii. not affect the powers and responsibilities of **the Society Board** under Rules 25 and 26.

Rule 24

Current wording

The functions of a general meetings (excluding any special general meeting unless specifically notified) shall include:

- b. to consider any resolution proposed by **the Board**; and
- c. to consider any other business relating to the affairs of the Society which any member or **the Board** may wish to raise but no resolution may **to** put to the vote of the meeting under this item.

New wording

The functions of a general meeting (excluding any special general meeting unless specifically notified) shall include:

- b. to consider any resolution proposed by **the Society Board**; and
- c. to consider any other business relating to the affairs of the Society which any member or **the Society Board** may wish to raise but no resolution may **be** put to the vote of the meeting under this item.

Rule 25

Current wording

The Society Board is to ensure that the business of the Society is conducted in accordance with these Rules and with the interests of the community, and may appoint and supervise a Chief Executive **and the Executive Board**. The Society Board:

- d. shall appoint and dismiss the Chief Executive **and other members of the Executive Board** and the Secretary and decide and fix the terms of their employment and have power to act in place of the Chief Executive **or the Executive Board** where they cease to act or are unwilling or unable to act;
- e. shall approve the policies or strategies to be followed by **the Executive Board** and all budgets and other financial plans;

New wording

The Society Board is to ensure that the business of the Society is conducted in accordance with these Rules and with the interests of the community, and may appoint and supervise a Chief Executive **and other executive officers**. The Society Board:

- d. shall appoint and dismiss the Chief Executive **and other executive officers** and the Secretary and decide and fix the terms of their employment and have power to act in place of the Chief Executive **or other executive officers** where they cease to act or are unwilling or unable to act;
- e. shall approve the policies or strategies to be followed by **the Chief Executive and other executive officers** and all budgets and other financial plans;

Heading above Rule 26

Current wording

Duties and powers of a Chief Executive **and Executive Board**

New wording

Duties and powers of a Chief Executive **and executive officers**

Rule 27

Current wording

If **other members of an Executive Board** are appointed they together with the Chief Executive will, subject to the duties and powers of the Society Board as set out in these Rules and to directions as to their responsibilities given by the Society Board, manage the Society's business in accordance with these Rules and will have power to act in the name of the Society.

New wording

If **other executive officers** are appointed they together with the Chief Executive will, subject to the duties and powers of the Society Board as set out in these Rules and to directions as to their responsibilities given by the Society Board, manage the Society's business in accordance with these Rules and will have power to act in the name of the Society.

Rule 28

Current wording

Any person acting in good faith and without prior notice of any irregularity is not to be concerned to see or enquire whether the powers of the Chief Executive **or the Executive Board** have been properly exercised

New wording

Any person acting in good faith and without prior notice of any irregularity is not to be concerned to see or enquire whether the powers of the Chief Executive **or other executive officers** have been properly exercised.

Rule 29

Current wording

The Society is to have a Secretary whose functions will include:

- a. acting as Secretary to the Society Board;
- b. attending all meetings of the Executive Board;**

New wording

Section b. is deleted.

Rule 30

Current wording

The Secretary (or any Associate Secretary) shall not be **a member of:**

- a. the Executive Board;**
- b. any board** or committee of management of any subsidiary company or society of the Society.

New wording

The Secretary (or any Associate Secretary) shall not be **a member of the Society Board, or of any board,** or committee of management of any subsidiary company or society of the Society.

Rule 39

Current wording

It is the responsibility of the Society Board, the Chair of the meeting and the Secretary to ensure that at any general meeting:

- c. where appropriate, **the Executive Board,** experts in relevant fields or representatives of special interest groups are invited to address the meeting.

New wording

It is the responsibility of the Society Board, the Chair of the meeting and the Secretary to ensure that at any general meeting:

- c. where appropriate, **the Chief Executive, other executive officers,** experts in relevant fields or representatives of special interest groups are invited to address the meeting.

Rule 56

Current wording

Elected members of the Society Board will normally serve for periods of 2 years in accordance with **the Board** Membership Policy. Co-opted Society Board Members will normally serve for a period determined by **the elected board members. All co-opted board members** will be required to resign on each occasion that elections for the Society Board are held, and may be re-appointed for a further period subject to these Rules.

New wording

Elected members of the Society Board will normally serve for periods of 2 years in accordance with **the Society Board** Membership Policy. Co-opted Society Board Members will normally serve for a period determined by **the elected Society Board members**. All co-opted Society Board members will be required to resign on each occasion that elections for the Society Board are held, and may be re-appointed for a further period subject to these Rules.

Rule 66

Current wording

Unless the Society Board decides otherwise, the Chief Executive (if appointed) is to be invited attend each meeting of the Society Board. **Other members of the Executive Board** are to attend meetings of the Society Board when requested to do so.

New wording

Unless the Society Board decides otherwise, the Chief Executive (if appointed) is to be invited attend each meeting of the Society Board. **Other executive officers** are to attend meetings of the Society Board when requested to do so.

Heading following Rule 75

Current wording

CONSTITUTION OF THE EXECUTIVE BOARD

New wording

CONSTITUTION OF SUBSIDIARIES

Rules 76, 78, 79, 80, 81, 82, 83 in the current constitution are deleted. These Rules are about the operation of an Executive Board. Rule 77 remains under the new heading above but will be amended if Resolution 11 is adopted.

Rule 107

Current wording

Anything done in good faith by any meeting of the Society Board shall be valid, notwithstanding that it is afterwards discovered that there was any defect in the appointment of **any board member or board members** or that any one or more of them were disqualified and shall be as valid as if **every board member** had been duly appointed and was duly qualified to serve.

New wording

Anything done in good faith by any meeting of the Society Board shall be valid, notwithstanding that it is afterwards discovered that there was any defect in the appointment of **any Society Board member or Society Board members** or that any one or more of them were disqualified and shall be as valid as if **every Society Board member** had been duly appointed and was duly qualified to serve.

Rule 109

Current wording

Minutes of every general meeting, of every meeting of **the Society and Executive Boards** and of every meeting of a committee or working group appointed by the Society Board are to be kept. Minutes of meetings will be read at the next meeting and signed by the Chair of that meeting. The signed minutes will be conclusive evidence of the events of the meeting.

New wording

Minutes of every general meeting, of every meeting of **the Society Board** and of every meeting of a committee or working group appointed by the Society Board are to be kept. Minutes of meetings will be read at the next meeting and signed by the Chair of that meeting. The signed minutes will be conclusive evidence of the events of the meeting.

SCHEDULE B (Resolution 9)**Rule 58****Current wording**

58. No person can be a member of the Society Board who:

- a. is an undischarged bankrupt or has been compounded with their creditors;
- b. is subject to a disqualification order made under the Company Directors Disqualification Act;
- c. has been convicted of an indictable offence (other than a spent conviction as defined in the Rehabilitation of Offenders Act 1974);
- d. is or may on the basis of medical evidence be suffering from mental disorder
- e. fails to abide by any rules for the conduct of elections made by the Society Board.

The following is added

f. is an appointed executive officer of a subsidiary company of the Trust

Rule 59**Current wording**

59. Any member of the Society Board who:

- a. ceases to comply with the criteria set out in these Rules; or
- b. ceases to be a member of the Society; or
- c. resigns

is to vacate the office of Society Board member.

The following is added

d. is appointed an executive officer of a subsidiary company of the Trust.

Rule 72**Current wording**

72. Save for the exceptions referred to below, no Society Board member is to have any material financial interest personally or as a member of a firm or company or as a director or other officer of a business trading for profit or in any other way whatsoever in any contract or other transaction with the Society. For the purposes of this rule, an interest of a person who is connected with a Society Board member shall be treated as an interest of the Society Board member. The exceptions are that Society Board members may:

f. be appointed as a director or member of any board of management or management committee of any subsidiary company.

New wording

Section f. is deleted

SCHEDULE C (Resolution 10)

Rule 25.d

Current wording

(The Society Board:)

d. shall appoint and dismiss the Chief Executive and other members of the Executive Board and the Secretary and decide and fix the terms of their employment and have power to act in place of the Chief Executive or the Executive Board where they cease to act or are unwilling or unable to act;

New wording

(The Society Board:)

d. shall appoint and dismiss the Chief Executive and other executive officers, who must be members of the Society Board, and the Secretary and decide and fix the terms of their employment and have power to act in place of the Chief Executive or the executive officers where they cease to act or are unwilling or unable to act;

SCHEDULE D (Resolution 11)

Rule 77

Current wording

77. If the Society carries out any part of its business through a trading subsidiary company or society trading for the benefit of the community, then the directors or board of management of the subsidiary shall be appointed on terms agreed and approved by the Society Board, subject to members of the Society Board being in a majority among the directors or board of management of the subsidiary.

New wording

77. If the Society carries out any part of its business through a trading subsidiary company or society trading for the benefit of the community, then the directors or board of management of the subsidiary shall be appointed on terms agreed and approved by the Society Board.

SCHEDULE E (Resolution 12)

Rule 54

Current wording

54. The Society Board is to have not less than 12 and not more than 15 members. A Board Membership Policy, that the Board will develop and adopt, shall be subject to the following:

- a. Subject to the limits above the Board shall determine the total number (12-15) of Board members as well as be the mix of elected and co-opted members.
- b. Elected members of the Board are in a majority over co-opted members
- c. There will be a minimum of 12 members of the Society Board
- d. A minimum of 12 members of the Society Board will be elected by the members in accordance with such arrangements as shall be determined by the Society Board;
- e. up to three members may be co-opted by the Society Board.

New wording

54. The Society Board is to have not fewer than nine and not more than 12 members (including co-optees). A Society Board Membership Policy, that the Society Board will develop and adopt, shall be subject to the following:

a. Subject to the limits above, the Society Board shall determine the total number of Society Board members as well as be the mix of elected and co-opted members.

Sections b and c are deleted. Sections d. and e. become sections b. and c. as follows, with the changes indicated.

b. A minimum of nine members of the Society Board will be elected by the members in accordance with such arrangements as shall be determined by the Society Board;

c. up to three members of the Society Board may be co-opted by the Society Board.

Rule 64

Current wording

64. If at any time and for any reason after:

a. the second annual general meeting the number of members of the Society Board shall drop below 8 elected members, the remaining Society Board members may act but only for the purpose of filling vacancies or calling a general meeting

b. the third annual general meeting the number of members of the Society board shall drop below 10 elected members the remaining society Board members may act but only for the purpose of filling vacancies or calling a general meeting.

New wording

64. If at any time and for any reason the number of members of the Society Board shall drop below 8 elected members, the remaining Society Board members may act but only for the purpose of filling vacancies or calling a general meeting.

SCHEDULE F (Resolution 13)

Rule 54

Current wording

54.e.iii. In particular, those who are representative of (or for) the following may be co-opted: [to the DTB]

7. The Sports Council or any community scheme run in association with the Club

New wording

54.e.iii. In particular, those who are representative of (or for) the following may be co-opted:

7. Sport England or any community scheme run in association with the Club

Rule 58

Current wording

58. No person can be a member of the Society Board who:

d. is or may on the basis of medical evidence be suffering from mental disorder

New wording

d. is or may on the basis of evidence be incapable, whether mentally or physically, of managing their own affairs