

There will be a Special General Meeting of the members of the Wimbledon Football Club Supporters' Society Ltd to be held at The Cherry Red Records Stadium, Jack Goodchild Way, 422a Kingston Road, Kingston-upon-Thames, KT1 3PB on Tuesday 7 May 2013 at 7.30pm.

## **SPECIAL GENERAL MEETING AGENDA**

**1. Minutes of the AGM held 13 December 2012** **(Paper SGM0513-1)**

**2. DTB Resolutions: Constitutional Changes to enable Community Share Issue:**

**Resolution 1:** **(Paper SGM0513-2)**

**That Rule 6 (Application of Profits) of the Dons Trust Constitution be amended to include the following after items a and b:**

‘c. to pay interest on or to repay issued share capital in accordance with the provisions of these Rules.’

**Resolution 2:** **(Paper SGM0513-2)**

**That Rules 16 – 18 (Shares) of the Dons Trust Constitution be deleted and replaced with the following wording:**

‘16. The Society has ordinary shares and may have Community Shares in accordance with the provisions set out in Rule 18.

16.a The following provisions apply to shares in the Society:

- (i) shares shall be withdrawable only in accordance with the provisions of these Rules;
- (ii) shares shall not be transferable except on death or bankruptcy or with the consent of the Society Board;
- (iii) applications for shares shall be made to the Board of the Society who shall allot to members, upon their admission, the share or shares for which they have applied provided that the total number of shares allotted to any member shall not exceed the maximum shareholding permitted by these Rules or by law; and
- (iv) shares shall be paid for in full on allotment.

## **ORDINARY SHARE PROVISIONS**

17. The ordinary shares of the Society shall be of the nominal value of £1.00.

17a. If a member ceases to be a member, the ordinary share registered in the name of that member is to be cancelled and the amount subscribed for the share is to become the property of the Society.

17b. Ordinary shares shall not be withdrawable and do not carry any rights to interest, dividend or bonus.

## **COMMUNITY SHARE PROVISIONS**

18. In order to fund its business, the Society may issue Community Shares. Community Shares may be issued in such denomination and upon such terms as the Society Board shall decide, subject to the Rules, and in particular the following provisions:

18a. Community Shares shall not be withdrawable except with the consent of the Society Board;

18b. The Society Board may specify a date or dates on which Community Shares may be withdrawn and may make provision for the withdrawal of different issues of shares on different dates;

18c. The Society Board may pay interest to holders of Community Shares as compensation for the use of such funds, but the rate of interest shall be no higher than is considered necessary to attract the funding needed for the business of the Society. The rate for each issue will be agreed by the members at a general meeting.

18d. No withdrawal of Community Shares or payment of interest on them shall be made except from trading surpluses and any withdrawal or payment shall be at the discretion of the Society Board having regard to the long term interests of the Society, the need to maintain prudent reserves and the Society's primary commitment to community benefit;

18e. Community Shares may only be issued to members;

18f. On the solvent dissolution or winding up of the Society, holders of Community Shares shall have no financial entitlement beyond payment of outstanding interest and repayment of paid-up share capital.'

**3. Members Resolution: Volunteer Database proposed by Tudor Jennings**

**Resolution 3**

**(Paper SGM0513-3)**

**“We instruct the Dons Trust Board to have a working Volunteer Database in place by the start of the 2013-14 football season: i.e. a database and associated Working Group collecting and compiling a database of human resources which can be harnessed by both Dons Trust Board and Football Club.”**

**4. Report from the Football Club Board**

**Followed by Q&A**

**5. Report from the Dons Trust Board – including:**

**Fundraising / Financing Working Group  
New Stadium Structure Working Group  
People Working Group**

**(Paper SGM0513-4)**

**Followed by Q&A**

**6. Any other business**

David Hall  
Secretary, The Dons Trust