

Draft minutes of the Special General Meeting of the Wimbledon Football Club Supporters' Society (the Dons Trust) held at The Cherry Red Records Stadium on Tuesday 7 May 2013.

Apologies

Matthew Breach opened the meeting with apologies for absence from Dons Trust Board member Zoe Linkson, plus a number of other DT members who were unable to attend.

Minutes of the AGM held on 13 December 2012 (Agenda item 1)

Matthew Breach said that the draft minutes of the AGM had been distributed to members in the SGM pack, and no comments had been received. Members unanimously passed the minutes of the AGM.

DTB Resolutions: Constitutional Changes to enable Community Share Issue (Agenda item 2)

Matthew Breach introduced the resolutions proposed by the DTB, and explained why there needed to be two separate resolutions. Resolution 1 was a restricted action ie to implement it at least 25% of current DT members needed to vote, of whom at least three-quarters must do so in support of the amendment. Resolution 2, however, was not a restricted action and a simple majority was required to approve it.

Matthew Breach said that these amendments would enable the DT to issue a Community Share (CS) scheme by updating the current DT Constitution. He stressed that any subsequent proposal to launch a Community Share scheme would require membership approval at the due time.

Erik Samuelson said that a member consultation on a possible CS fundraising scheme was held in 2012. At the time, it looked like additional finance would be needed to rebuild the East Stand, as well as to plan for a new stadium in Merton. The DTB took a recommendation to the SGM on 20 September 2012 for a CS issue of up to £5m. He stressed these important points:

- that any CS issue would not change the 'one member one vote' principle
- that it was likely that taxpayers would be able to claim 30% tax relief on all CS investments
- that the DT would expect to pay investors a small amount of interest over a number of years
- there was a need first to amend the DT Constitution to be able to issue this kind of share, and also to pay investors interest.

Matthew Breach said that a future CS issue would help fund a new stadium in Wimbledon, underpinned by a robust business plan that would include community share repayment. That business plan would be taken by the DTB to the membership when the time was right.

A number of questions were raised by members, including:

Q: What was the difference between a CS and the shares issued for the purchase of Kingsmeadow?

A: Principally that shares in AFCW plc were voting shares (although the DT retained overall control of the plc) and the investment was not repayable.

Q: Could a CS investor influence Club policy?

A: No, as the one member one vote principle in the Trust would still apply.

Q: Could an unforeseen legal loophole potentially force the DT to repay any investments made?

A: Advice from Supporters Direct was that CS investors would not be able to force the DT to repay. It was also not possible to invest more than £20,000 in community shares.

Q: What are the 'Ordinary Shares' referred to in section 17 of Resolution 2?

A: An Ordinary Share is what is purchased annually for individual DT membership .

Q: What is the attraction of a CS issue to potential investors?

A: There is the intention of repayment (although no promise of repayment); an interest payment in addition to 30% tax rebate could be considered a good return eg over 10 years this would equate to a 3% return per annum in simple interest on top of the interest the DT was able to pay.

Q: Which other clubs had issued Community Shares?

A: Wrexham (for operating capital), FC United of Manchester (for a new stadium), Portsmouth (planned).

Q: How could the DT guarantee that the Club made money on non-playing days (avoiding the situation Coventry City are in)?

A: Coventry do not own their stadium so receive no commercial income. The DTB and Football Club Board would insist on retaining the income earned from a new stadium in Merton.

Q: How close to a new stadium were we?

A: Discussions have reached a sensitive stage, however a key decision point is nearing.

The following resolutions were then approved by members (see Appendix 1 for the breakdown of voting, including online and proxy votes):

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.'

DTB Resolutions: Resolution 3 regarding a Volunteer Database (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."

Tudor Jennings introduced the resolution, Matthew Breach adding that this action had been on the Board's 'to-do list' for some time, and its implementation overdue. In response to a member

question, Matthew Breach said that the introduction of a CRM (Customer Relationship Management) system was still being explored by the Club; it was hoped that the volunteer database could, in due course, be merged with the Club CRM.

A member suggested that 22-35 year old fans should be targeted as the average age of current volunteers seemed to be getting older.

Resolution 3 was duly approved by a significant majority of members (see Appendix 1 for the breakdown of voting). Matthew Breach expressed the Board's thanks for all those who had voted either online, by proxy, or by attending the meeting.

A presentation and vote of thanks then made to retiring **Bar Manager Paddy Sweeney**, followed by a short break.

After the break, members of the DT Board reported on the three **Working Groups** recently established - Fundraising/Finance, New Stadium Structure and People. A number of questions from members were raised, including:

Q: Were there plans to coordinate what appeared to be a fragmented approach to fund-raising?

A: There are, although to date it had not been possible to recruit a Fund-raising Coordinator since Mark Davies' departure. Setting up the new charity had also proved very time-consuming.

Q: What was the latest financial position of the We Are Wimbledon Fund?

A: £43,000 of annualised funds had to date been raised which, added to one-off donations, had contributed £50,000 to the playing budget.

Q: When examining the many challenges associated with the new stadium, would the WG consider seeking the expertise needed from within the Wimbledon fan-base, rather than relying entirely on external resources?

A: The Board agreed that this made good sense.

Q: Will the DTB keep the membership as fully informed as possible on new stadium developments?

A: This important point was duly acknowledged by the Board.

Q&A, including those arising from the Football Club Board Report

Questions from members on other issues concerning the DT and the Club included:

Q: What would happen to Kingsmeadow once the Club moved back to Merton?

A: It was too early to say; there would be a number of possible options to consider once any stadium move has been agreed.

Q: What strategy was there to convert local people involved in Club 'community' activities to paying fans?

A: Strategies were in place to get young people and parents more closely involved in the Club; the planned CRM would be a significant help in this. It was acknowledged, however, that better data was needed in this area.

Q: What was the position with regards to the 2013/14 budget?

A: In broad terms the first team budget was increased from last year (to £1m) and the Academy budget had also risen.

Q: What lessons have been learnt from 2012/13 in terms of getting a better budget for next season?

A: The average League 2 playing budget last season was £1.32m, nearly 50% more than Wimbledon's. By and large a club's league position will reflect the size of its budget, and before taking into account the planned increase for next season the Club is likely to be around 22nd in the League 2 'budget table'. It is a real battle to compete, but we had a fine young manager, and we had learnt an important lesson from last year that getting summer player recruitment right was key.

Q: To what extent does the Club liaise with local schools?

A: The Club has an on-going relationship with around 10 to 12 Merton schools. For the last two seasons we have run the NPower 'Respect' campaign and 'What's Your Goal' Football League work experience programme for Primary and Year 10/11 respectively. We have also organised Girls and Kids Cups competitions for local schools. The preferred strategy for Community Football is to grow gradually to ensure that we have good coaches who are able to provide the right quality of service to schools unlike some other local providers.

Q: Are there any plans to improve the Cherry Red Records Stadium?

A: There was not a lot to do - the East Stand is now compliant, although some changes to fans segregation was planned to improve how we manage the 'sterile zones'. The East Stand wall not under cover also needs replacing, as did the electrical control boxes under the floodlights. There was also a need to invest in better facilities for the Youth Development Scheme and minor works on the overflow car park - around £60-80,000 in total.

Q: What are plans for the Youth Development Programme next year?

A: In order to meet EPPP (Elite Player Performance Plan) audit requirements, investment in improved facilities and qualified full-and part-time staff is required. Fulfilment of all the quality key performance indicators would enable the Club to receive £230,000 of Football League funding for youth development.

Q: Are there any plans to link Academy players with the 1st team?

A: This is a big gap for players to bridge from Academy football to the first team. EPPP requires Category 1 and 2 Academies to have U21 teams and while category 3 clubs such as ours do not run an under-21 league. We are working hard on plans to provide a solution to this challenge for next season and beyond and should be able to confirm very soon. (NB: U21 Development Squad with full-time coach now confirmed)

Q: Why has there been no consultation on ticket prices, as promised at the May 2012 SGM?

A: In the event the Board decided not to raise ticket prices for 2013/14 and did make some informal soundings with members; however this was a fair point. Although there are no plans to increase children's prices for 2014/15, a consultation process will be conducted before any future increases are introduced.

Q: Is there a social media policy in place for players?

A: Each pre-season there is a discussion with players about the Club code of conduct, including the

use of social media. It was acknowledged that the arrangements for players joining mid-season were less robust and needed improving.

Q: What plans are there to improve the quality of the Kingsmeadow pitch?

A: The Club had major problems with the pitch maintenance contractor last season, following the sudden death of the owner and the closure of the company. The bad winter had also been a major problem. However, the Club had purchased some of the company's equipment and now directly employed the ground maintenance man. Major renovation work was scheduled over the following few weeks.

Q: Will next season's season ticket books have perforations?

A: Yes. There was a mix-up over the order for last season's books, which has been resolved for 2013/14.

Matthew Breach thanked all those members present for attending, and closed the meeting at 9:45pm.

Appendix 1

Resolution	In favour	Against	Abstentions	Total Votes
1	675	5	7	687
2	674	7	6	687
3	672	4	11	687