

**Draft minutes of the Annual General Meeting of the Wimbledon Football Club Supporters' Society (the Dons Trust) held at The Cherry Red Records Stadium on Wednesday 10 December 2014.**

**Apologies**

Dons Trust Chairman Matthew Breach opened the meeting with apologies for absence from a number of Dons Trust members, and from the Board: Zoe Linkson

**Minutes of the SGM held on 18 September 2014 (Agenda item 1)**

The minutes of the September SGM were agreed by those present.

**Results of Election to the Society Board ESG Oral Report (Agenda item 2)**

DT Secretary David Hall announced the results of the 2014 Dons Trust Board elections. Candidates elected to the Board were Nigel Higgs, Matthew Breach, Kris Stewart, and Sean McLaughlin. The turnout of 32% was considered disappointing, and DT Chairman Matthew Breach said that the Board would be taking a look at possible reasons for this, and how turnout could be improved for next year. It was also noted that Iain McNay had not stood for re-election to the DT Board after serving for eight successive years. Iain was thanked for his significant contribution over that time.

**Dons Trust 2013/14 Annual Report and Accounts (Paper AGM1214-2):**

**Resolution 1: To approve the Society's annual report and accounts for the year ended 30 June 2014.**

The annual report and accounts were approved unanimously.

**Resolution 2: To reappoint BDO LLP as auditors of the Society for the year to 30th June 2015.**

The resolution was passed with no votes against and one abstention.

**AFCW plc 2013/14 Annual Report and Accounts (Paper AGM1214-3)**

In response to a member's question, the DT Auditor from BDO said that he was satisfied that the Club was able to service its debt, and had no impact on its ability to function as a going concern.

**Resolutions to be taken by the Board for the AFCW PLC Meeting (Paper AGM1214-4):**

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 the Resolutions constitute a Restricted Action. All Resolutions will be subject to a simple majority.

**Resolution 3:** That the Dons Trust Board should be authorised to cast the Dons Trust's vote at this year's 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 2015.

**Resolution 4:** That the Dons Trust Board should be authorised to cast the Dons Trust's vote at this year's AGM of AFCW PLC in favour of approving the reappointment of BDO LLP as auditors of the PLC for the year to 30 June 2015.

**Resolution 5:** That the Dons Trust Board should be authorised to cast the Dons Trust's vote at this year's AGM of AFCW PLC for the following special resolution for the 'Authority to allot Ordinary shares' (Resolution 5 on AFCW PLC Agenda):

That, in accordance with section 551 of the Companies Act 2006, the directors be hereby generally and unconditionally authorised to allot further Ordinary shares of £0.01 each up to an aggregate nominal amount of £150,000, to such persons as and at such times as they think proper 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 Resolution 5 of the AFCW PLC Agenda being passed, the Dons Trust Board be authorised to cast the Dons Trust's vote in favour at this year's AGM of AFCW PLC for the following special resolution for the 'Disapplication of pre-emption rights in relation to Ordinary shares' (Resolution 6 on AFCW PLC Agenda):

That, in accordance with section 570 of the Companies Act 2006, the directors be and are given the general power to allot Ordinary shares of £0.01p each for cash, pursuant to the authority conferred by resolution 5 up to an aggregate nominal amount of £150,000 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(1) of the Companies Act 2006 did not apply to any such allotment.

**Resolution 7:** That the Dons Trust Board be authorised to cast the Dons Trust's vote in favour at this year's AGM of AFCW PLC for the following special resolution for the 'Authority to allot A Ordinary shares' (Resolution 7 on AFCW PLC Agenda):

That, in accordance with section 551 of the Companies Act 2006, the directors be hereby generally and unconditionally authorised to allot further A Ordinary shares of £0.01 each up to an aggregate nominal amount of £12,373 to such persons as and at such times as they think proper 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 8:** That, subject to Resolution 7 of the AFCW PLC Agenda being passed, the Dons Trust Board be authorised to cast the Dons Trust's vote in favour at this year's AGM of AFCW PLC for the following special resolution for the 'Disapplication of pre-emption rights in relation to A Ordinary shares' (Resolution 8 on AFCW PLC Agenda):

That, in accordance with section 570 of the Companies Act 2006, the directors be and are given the general power to allot A Ordinary shares of £0.01p each for cash, pursuant to the authority conferred by resolution 7 up to an aggregate nominal amount of £12,373 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(1) of the Companies Act 2006 did not apply to any such allotment.

- Resolutions 3 to 8 were passed unanimously, with the exception of:
- Resolution 2 was passed with 1 abstention
- Resolution 4 was passed with 2 abstentions

#### **Additional Resolution 9 (Paper AGM1214-5)**

To instruct the Dons Trust Secretariat to make available, within 30 days of this resolution being passed, all unpublished minutes of Dons Trust Board (DTB) meetings up to and including the November 2014 meeting. To instruct the Secretariat to put in place, by no later than 90 days of this resolution being passed, a process whereby minutes of each DTB meeting are published within 15–30 days of that meeting and, on any occasion when this target is not met, to make an announcement on the Dons Trust website to explain why.

This resolution was originally proposed by a DT member, but was brought to the meeting by the DTB. Several members expressed concern that there were often delays of months before Board minutes were posted online. Matthew Breach apologised on behalf of the Board, explaining that in the past year or so every meeting had discussed matters of great commercial sensitivity concerning the stadium. This had unfortunately created delays in getting draft minutes corrected and finally approved, further complicated by new volunteer minute takers, who inevitably had little prior knowledge of individuals involved, or the background to what were often complex discussions.

Members approved the resolution by a large majority, with one against.

#### **Report from the Dons Trust Board**

This followed a break for the AFCW PLC AGM, and consisted of the following:

##### **Organisation (Paper AGM1214-6)**

Matthew Breach explained that these proposals were designed to improve the organisation of Board business and to bring greater clarity to the relationship between the DTB and the Football Club Board. The intention was to enable the DTB to focus more on strategic and wider campaigning matters, whilst maintaining its primary role of overseeing the FCB and holding it accountable for the running of the Club. Matthew said that the Board would table firm proposals at the next SGM.

##### **Associate Directors (Paper AGM1214-7)**

This item concerned a possible consultation on whether to introduce an Associate Director role to the Club and was introduced by Board member Moorad Choudhry. The proposal had been initially discussed at the Dons Trust Board, however the Board had been split on the benefits of this and had consequently decided to raise it as a discussion item at this meeting. The aim of the proposal was to increase the playing budget by allowing wealthy individuals to become Associate Directors, in return for a significant annual payment to the Club of (say) £50,000-£75,000. These individuals would be able to attend FCB meetings, as well as receiving certain other privileges, but would have no voting rights.

The overwhelming majority of those who spoke to this item were passionately opposed, on the basis that AFC Wimbledon was fundamentally a fans-owned club and that allowing ‘non-fans’ to buy influence was against the values of the Club or would be tantamount to ‘buying

influence'. However, a few members felt that it was an idea worth considering, with the benefits it would bring to the playing budget. There was also a view expressed that any such proposal should be the subject of consultation with all DT members.

A member asked if the Board had looked at other clubs' arrangements. Matthew Breach said that it was not easy to make direct comparisons but the Board would continue to look at what other clubs did, in particular trust-owned clubs. Another member said that, as an alternative, the We Are Wimbledon Fund should be further developed.

A number of Board members expressed their personal views - both in favour (Moorad Choudhry and Iain McNay) and in opposition (Jane Lonsdale and Kris Stewart). Matthew Breach said the Board would consider the views expressed by members in any further Board discussions. Matthew also confirmed that any Associate Director proposal would be the subject of a full consultation with all DT members.

### **Season Ticket Pricing Survey**

Board member Mark Davis introduced this item. Members were encouraged to complete the survey on the DT website, which would be open until the end of December. Several hundred responses had been received to date, and it was hoped that the final results would reflect as broad a representation of the fanbase as possible, including younger fans. The results would help the Board to consider proposals for future ticket pricing policy, which would be brought back to members in due course. A show of hands indicated that around two-thirds of the meeting were aware of the survey.

### **DT Membership Matchday Representation**

Kris Stewart said that there were no developments to report since the SGM in September, but further work would be undertaken in the New Year.

### **Report from the Football Club Board**

Matthew Breach said that, as part of the preparation for the Club's planned move back to Merton, the Trust would need to consider selling Kingsmeadow. In order to do so it would have to consult DT members as laid down by the Restricted Actions in the DT Constitution. The process for doing this was under consideration and further information on that would be provided in 2015.

Club Chief Executive Erik Samuelson then gave an update on progress towards the new stadium, in particular the next steps following the submission of the planning application to Merton Council. He encouraged all fans who were residents of Merton to write to Merton Council in support of the application. He also said that the outcomes of the recent Stadium Exhibition consultations would be published shortly. Erik said that it was still hoped that the Club could move into the new stadium for 2017/18 season, adding that there had also been recent conversations between the Club and Wandsworth Council about the potential impact of the 'child yield' (the increase in the number of children as a consequence of the Galliard housing development) and Transport for London issues.

In response to a question about the future of Kingsmeadow, Erik said that he was continuing to meet with the Kingstonian Chairman.

Erik also reported on the recent Football League debate and vote on the possible introduction of artificial pitches. The Club had voted against the proposal, as it would not be viable to consider such a pitch at Kingsmeadow whilst a move to a new stadium remained a possibility. He also said that it was unlikely that the new stadium would have an artificial pitch, at least in the first instance.

In response to a question as to whether the new stadium would include terracing, Erik said that was part of the current plan.

Finally Erik reported on arrangements for the FA Cup game against Liverpool and the potential financial implications should the match be televised. The Club were considering the feasibility of hiring additional temporary seating, but only if financially it at least broke even. He also explained the thinking behind not increasing ticket prices, and the player prize money bonus scheme that the Club had put in place this season. In response to a suggestion from a member, Erik agreed to consider including a reference in the Liverpool programme to the 'Justice for the 96' campaign.

### **Any other business**

#### **Government Working Group on football ownership**

Matthew Breach said that Board member Zoe Linkson had attended the first meeting on behalf of the Dons Trust.

#### **AFC Wimbledon Academy**

Nigel Higgs reported on recent Academy success, including the forthcoming FA Youth Cup game against Premier League Burnley.

#### **Silent Auction and Food Bank**

Jane Lonsdale reminded members of the Silent Auction to be held at the Mansfield game on 20 December, and also encouraged members to contribute to the Food Bank Appeal on the same day.

#### **Roy Law**

A member asked if the Club was planning to commemorate Roy Law. Erik confirmed that a suitable commemoration would be announced in due course.