

**PAPER 3 – MEMBERS’ RESOLUTION RE: COMMEMORATING OUR HISTORY
AT THE NEW STADIUM**

The following members’ resolution was submitted to the Trust Secretary in accordance with rule 23 of the Society’s rules. You can find the rules at <http://thedonstrust.org/constitution/>

Resolution submitted by Sean Fox:

"This meeting notes

- *The proposal for the new stadium to include a museum commemorating the history of football in Wimbledon*
- *The accord signed by WISA and MK supporters club facilitated by the Football Supporters Federation which saw the latter renounce its claims upon the history of Wimbledon FC*
- *The importance of having a record of why AFC Wimbledon was set up and the importance of fans ownership to our story.*
- *The decision of a group of supporters to set up "WISH" Wimbledon In sporting history" outside of the structure of the Dons Trust ("the Trust") or the AFC Wimbledon Foundation ("the Foundation") and an apparent offer of Founder membership at the cost of £250.00, a fee which would exclude many ordinary supporters*

This Meeting instructs the Dons Trust Board

- *To provide a full update to all members on negotiations with WISH and the measures it has set out in order to ensure the new body is subordinate to the democratic control of the Trust.*
- *To start from the presumption that the museum and associated activities should be under the direct control of either the Trust or Foundation (which would allow access to the benefits of charitable status)*
- *To ensure that any membership scheme or otherwise set up for the museum reflects the values and ethos of the Dons Trust specifically that any membership or "share" fee should be a flat amount which is deemed accessible to all members*
- *In the event that there is a proposal to deliver the project outside of bullet point two to provide members of the Dons Trust with an opportunity to vote on any proposals to outsource the museum or history and related activities to a third party.*
- *To ensure that any such organisation is democratic, inclusive and has a clear set of rules and procedures including written agreements where items are being loaned, whether by individuals or the Trust or the Club, to re-affirm the ownership of this*

- *To ensure that the Trust has the controlling interest in any 3rd party set up*
- *To collate a full inventory of any item loaned by the Club or Trust*
- *To ensure that any profits from the use of trade marks or historic items are the property of the Dons Trust or used only with their full consent to further the project.”*

This motion has also been supported by Dons Trust members Stephen Adams, Joe Blair, Peter Bowles, Lou Carton-Kelly and Hazel Potter.

Board’s position on the Resolution

The following explains the background to the Dons Trust board’s involvement in the issues raised in this resolution, the reasoning behind the board’s recommendation to oppose the resolution, and the steps that the board will take if the resolution is passed or not passed.

Background

Members of the Dons Trust and Football Club boards were approached some months ago by a group of volunteers intending to set up a new organisation known as Wimbledon in Sporting History (WISH). This group had a number of ideas, including bringing together under a new charitable organisation a memorabilia collection, part of which could feature in a dedicated area within the new stadium. WISH features some individuals who have been involved with the Club for many years, and who have a wealth of expertise in the history of the Club as well as access to a large amount of Wimbledon memorabilia.

The Dons Trust board therefore invited representatives of WISH to present to board members at the December 2018 board meeting. The redacted minutes of that section of the board meeting are annexed to this paper (Annexe A). (In fact, the redactions of this section were very minor, and relate only to some personal information about one of the members of WISH and to the purported monetary value of the memorabilia collection.) The board gave feedback and direction on a number of aspects of the proposals at that meeting, for example requesting that Junior Dons should retain exclusive free tours as part of their membership

The Dons Trust board agreed at the meeting that it was content for WISH to proceed and that, as WISH themselves were recommending, the Dons Trust Board should nominate someone to sit on WISH’s board of trustees. This nomination would be made in the new year, once the new board had decided its priorities and allocated responsibilities for 2019. It was concluded that WISH should make a further presentation to the board within a few months, having made progress in the meantime on various items such as cataloguing its collection.

In January 2019, the Dons Trust board held its first board meeting following the board elections, to discuss its priorities for the year. Given the weight of pressing issues faced by the Trust board at the present time, a museum was not identified as one of the board's key priorities for 2019 and it was not until late February that a board member was identified to liaise with WISH. WISH continued to keep the board apprised of its meetings, in the meantime, but the board was not able to give this its attention until this responsibility had been assigned.

No items of memorabilia have been donated to WISH by either the Club or the Trust, nor have any items been requested. There is no agreement in place stipulating that WISH will have the right to curate a museum in the new stadium. Furthermore, pending the finalisation of the new stadium's specification and consultation with supporters about the options available to us, there is no absolute guarantee that a museum will exist within the new stadium.

Since the December board meeting, WISH has made progress in a number of areas behind the scenes and, in March this year, went public via social media, including the offer of certain benefits as a 'founder member' of WISH in return for a payment of £250. Shortly after this happened, the members' resolution set out above was received.

The board has shared the members' resolution with WISH, who have replied with the commentary set out in Annexe B, which they have asked to be presented to members. Representatives of WISH are not available to speak at the SGM on 17 April and requested that this agenda item be postponed until a future SGM. The board does not consider itself constitutionally at liberty to agree that request.

Board's views on the proposed resolution

The board believes that the idea of having a museum at the stadium, and a charitable organisation to hold Club memorabilia, is desirable. The museum would need to keep its content fresh, in order to sustain interest, so needs to be actively curated in order to maintain its appeal. Aspects of the museum could be located around the stadium, presenting the club's history in all areas of the ground.

The board also recognises that democratic accountability and inclusivity are at the heart of the way the Dons Trust / AFC Wimbledon organisation works. We therefore understand why the members who have brought this resolution might prefer to see the activities proposed by WISH hosted within the Trust itself.

There are, however, a number of considerations that need to be borne in mind.

First, given the weight of activities and responsibilities currently resting on the Dons Trust board, we do not have the capacity to engage directly with establishing either a new charitable organisation or to oversee closely, let alone undertake directly, the activities proposed by WISH. If it were left to the Dons Trust board to take forward, we would likely postpone these activities altogether – probably until the new stadium has been built. The Club is similarly constrained.

Second, if we were to wait until the new stadium is built, there is a chance that the opportunities afforded by the involvement of the personnel in WISH might cease to be available during that wait. The board recognises that the individuals involved in WISH not only have access to an extensive body of Wimbledon memorabilia but also include individuals with a great deal of knowledge about this history of the Club.

Third, the board doesn't fully agree with the points about accountability. If the memorabilia are to be established within a charitable organisation, then that organisation cannot be directly accountable to the Dons Trust, as its trustees will need to ensure that the organisation acts independently, in accordance with its charitable aims. (The AFC Wimbledon Foundation is similarly established as an independent charity.) It should also be noted that WISH has offered the Dons Trust Board (and the Club) the ability to nominate a trustee, so as to ensure that the links are preserved.

Nonetheless, the board recognises that some of the proposals by WISH have caused concern with members – in particular the proposal to provide certain benefits in return for a payment of £250 – and acknowledges that the Trust board has not given sufficient attention to these proposals. The board also recognises that members may wish to discuss the issues of democratic accountability and inclusivity more broadly before significant further progress is made between the Trust, the Club and WISH.

Proposed actions, assuming that the resolution is not passed

The board welcomes the opportunity to hear the point of view of those members who have proposed this motion, to give members the opportunity to hear from representative of WISH what their proposals are (unfortunately, WISH are unable to attend the SGM itself) and to reflect on the proposals before making any recommendations.

The board thinks it would be unfortunate if the membership were to constrain the opportunities in advance of both sides of the argument being heard, which is why the board is recommending that members oppose the motion.

If the resolution is approved, the Dons Trust board will suspend cooperation with WISH and will instruct the Football Club board to do likewise. It will be up to the promoters of WISH as to whether they wish to continue to form the charity and to transfer memorabilia to it, but there will be no representation by the Trust or Club on the board of trustees, nor will there be any agreement about displaying the memorabilia in any museum at the new ground. The board may, at some stage in the future, take forward the actions proposed in the resolution, i.e. undertaking these activities within the Trust or Foundation, or seeking agreement to undertake them within a third-party organisation within which the Trust has a controlling interest. However, any such progress is unlikely for the foreseeable future.

If the resolution is rejected, the board will find an opportunity to continue the debate at a future date, perhaps at an open meeting, when members can hear

from WISH themselves, as well as from other members with an interest such as those who have proposed this motion. In the meantime:

- The board will discourage WISH from continuing to raise funding from Wimbledon fans in the form they are currently proposing;
- Neither the Trust nor Club will enter into any formal agreement with WISH entitling them to curate a possible museum at the new stadium or to borrow items of memorabilia from the Trust or Club;
- The Trust and Club will not nominate trustees onto the board of WISH.

Recommendation

The Dons Trust Board recommends that members vote against this members' resolution.

Please note that, whilst this resolution is not a Restricted Action, rule 23 of the Society's rules stipulates that a members' resolution is only carried if it has the support of two-thirds of the members voting at a general meeting. This includes proxies as well as those attending on the day.

ANNEXE A

EXTRACT FROM REDACTED MINUTES OF DONS TRUST BOARD MEETING ON 10 DECEMBER 2019, ATTENDED BY JOHN LYNCH AND DAVID McKNIGHT OF WISH

Referring to the presentation that had been circulated in advance of the meeting, John Lynch recounted that there was a group of supporters – originally acting separately but now collaborating – who had spent time and money over the years assembling artefacts from the Club's history. This collection was large enough to fill several garages. John wanted to see this collection brought together under one roof. The holders of the memorabilia were prepared to contribute their collections, provided the safety of the artefacts could be assured.

John's proposal was therefore to establish a charitable foundation (which would take around six months) and to assist the Club in the new stadium by using this memorabilia collection to underpin stadium tours, history tours and indeed to link to the wider local history of the Wandle. There could be links with local schools, which would help capture a new generation of fans. These activities could drive some revenue streams and would therefore be self-funding.

John added that he was due to take up a role as ambassador for a charity for blind war veterans and that this connection could help open doors for the new charitable foundation. John also considered there were opportunities associated with seeking bequests to the charity.

David McKnight reported that the Wimbledon District League were willing to get involved with this initiative. One of the Club's former photographers, Paul Willatts, had donated photos and 50% of his copyright earnings from his Club photos. The Kemp Brothers were also willing to donate their collection of video footage of the Club. Links could also be established with the artefacts held by the London Borough of Merton, pursuant to the accord signed some years ago with Milton Keynes. Altogether, the memorabilia held by the collectors who would be contributing to the collection had a significant value. Space would be needed in the stadium to display history and memorabilia.

Jane asked about the current status of WOPA. David replied that it was live but had been inactive for some time.

Roger asked about the source of the memorabilia and whether it had been catalogued. The collectors had assembled their collections from a variety of sources, such as buying from other collectors. It had not yet been fully inventorised and this would be a significant undertaking.

Jane enquired whether there would be space at the new stadium for a museum of Club artefacts. Joe confirmed that, if so decided, there would be space for a museum / hall of fame of about the size of the current retail store at Kingsmeadow but it would need to be fitted out. Jane added that she had seen some suggestions of having the memorabilia positioned in various places around the new stadium so that it could be seen by a larger number of fans rather than having it all in one place.

Jane advised that the contents would need to be held securely and insured, so a full inventory was required. Until this list was completed it was difficult for the DTB to decide whether they could or could not take over all the memorabilia.

Cormac referred to the Wimbledon Foundation at the All England Club where the site is temporary. He suggested this could be the same at the new stadium, and the memorabilia could be stowed away during the week. Considering the current GDPR

legislation he also asked for clarification about the data that was held about previous players by WOPA. David clarified that the only data held was someone's name.

Roger asked whether there was place in the local museum. David advised that all the memorabilia returned by Wimbledon FC was now in the Civic Centre in Morden, which was open to the public.

John said that what they were looking for was a green light to proceed. He advised that they had approached an experienced archivist who was willing to collate all the information from the various individual members of WOPA. Then the list should be sent to Chris Williams of Sporting Gold who was recognised internationally and advised Real Madrid on buying collections. Chris would give a proper valuation from a sporting expert's point of view. He would also obtain advice from other charities about how they insure their artefacts and the restrictions placed around storage of this type of memorabilia. The major risk was damage as they are non-replaceable items. John clarified that they were not asking the Club to fund anything.

Tim advised that not a lot of the collection was on show in the library at the Civic Centre but was in the archive section on level 3 and some of it behind the counter. Tim had experience of insuring unique collections and advised that it was sometimes difficult to get underwriters to understand, so it would help to have an expert's valuation. He recognised the difficulty of listing accurately vast collections and it would be helpful to have an independent pair of eyes to view it as a complete collection to get a realistic insurance premium and cover.

Mark asked about the governance of the charity. David suggested that the charity would start with four trustees, i.e. two representatives from the Historian Society, one from the DTB and one from the FCB. Mark suggested that there should be a service level agreement between the charity and the Club.

The charity would also conduct stadium tours that would help cement the Club in the community. John suggested that they would see themselves as supplementary fund raisers for the Club.

Jane advised John and David, and reminded the DTB, that the Junior Dons get a stadium tour as part of their membership and she was keen to ensure this was protected for them and it should remain a benefit of their membership. These were carried out by JDs volunteers after a Saturday home game.

Mark pointed out that, as a charity, it could not be a funding conduit for the Club. John said that it could accept a bequest from someone for something specific. Roger was concerned about the establishment of restricted funds where the charity could be left with a lot of money that it could not use.

Erik advised that this had been tried before, with not a lot of success, but that did not mean we could not try again and that this was something that the Club should consult with the fans about. He also considered that a bequest in a will to the Club would probably not avoid inheritance tax but it might to a charity. He suggested that it was important to keep things on display regularly rotated and fresh; otherwise the interest would drain away.

Mark asked the DTB members if they were in agreement to proceed. Roger said he was in principle but some more work was required around the legal issues as it was important that it was done right. Sean, Cormac, Nigel were in agreement. Jane was in agreement in principle but some more work was needed on cataloguing the items so that the liability of insurance was known before a decision was made.

Concluding, Mark advised John and David that the DTB were comfortable with the suggestions made but that more work was needed compiling the catalogue of items and said it would be helpful if John and David could come back in a couple of months, to report where they had got to and what the required next steps were. In the New Year the DTB would consider who they should nominate to represent them in this project.

Action: DTB to select a nominee for the new charity.

Before departing, John reported that the collection included a foundation stone laid at Plough Lane by Mr Black and they would like this to be incorporated into the new stadium. Also, the Womble Till I Die gates could be bolted onto a wall and would provide a great photograph opportunity.

ANNEXE B

SUBMISSION BY WISH IN RESPONSE TO THE MEMBERS’ RESOLUTION

WISH has submitted the following to the Dons Trust Board in response to the members’ resolution.

	Point raised	Wish Response
1	Why was WiSH set up independent of the DTB / AFC Foundation	<p>The team involved in WiSH started a process 5 years ago which focused on:</p> <ol style="list-style-type: none"> 1. What practices have worked and not worked in creating a Museum in the football league. Engagements with 4 football clubs took place 2. 6 people personally own 95% of the WFC/AFCW memorabilia. What structure would they be comfortable with to enable them to provide their possessions in Trust for the good to the community. Moreover, copyrights are also owned by this key team for a number of areas. 3. What structure would work best for funding of a Museum and to enable free entry for educational establishments 4. What expertise, relevant experience (4 areas) and thousands of the “right” people hours needed in volunteering would be needed to achieve WiSH’s goals and scale 5. What would the DTB and FCB be comfortable with and what would the FC want in terms of revenue contribution 6. The museum will focus on Wimbledon sport and not just football <p>The conclusion was a separate entity would be needed which would achieve the creation of a Museum. As a result applications are underway to make WiSH a registered charity, a registered Museum and registered for Heritage Lottery funding.</p> <p>It should be noted that the people involved in WiSH have volunteered for decades, have spent considerable amount of their own money to support the club and are DT members whilst understanding the ethos and spirit of the DT and FC.</p>
2	Membership	<p>Membership is inclusive at £10 per adult and £5 per child. We believe this is accessible to all. For 5 years all monies spent have been borne by the core team. In 2019, major costs were being incurred so it was decided that Seed funding was needed to move the project forward. Many of the core team put £250 each as founding members and this was made available to others who wanted to be involved and have an opportunity to participate. This was a need to get to the next stage and similar to other schemes (i.e. Blue and Yellow club)</p>

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3	Working with FCB and DTB	It is clear WiSH need to work closely with all parties. DTB and FCB have been kept abreast of the strategy and invited to all meetings. SLAs will be executed with all parties. There will be agreement with all people who donate items and a full inventory list will be available. Likewise, there is a Constitution and protection against WiSH outsourcing anything to a third party
4	Controlling interest	WiSH has a formalised constitution, Trustees and a management team. There are legal requirements to follow. These parties have responsibilities and WiSH has their own governance framework. Saying that there will be a re-drafting to the Constitution to ensure we are aligned with the agreed needs of the DTB and FCB to safeguard, share and promote our history. The structure needs to be independent with defined objects to ensure it addresses the 6 factors mentioned in point 1 above.