

The Dons Trust
Minutes of Special General Meeting held at 7.30pm on
Wednesday 9 September 2019
The Cherry Red Records Stadium.

1. Introduction

Chair of the Trust, Mark Davis, opened the meeting and welcomed everyone. Apologies were received from DTB members Luke Mackenzie and Hannah Kitcher, Commercial Director Ivor Heller, and DT members John McCormick, Rudi Jansen, Robin Barty-King, Dennis Lowndes and John Woodruff. Mark thanked the volunteers who were supporting the evening's video, social media and secretariat duties, extended a warm welcome to a Japanese guest Nobuo Nishizaki who was an expert on English supporters' trusts, and said there were other DTB members that the meeting would hear from in the course of the evening.

2. Minutes of 17 April 2019 Special General Meeting (Paper 1)

There was one amendment to the minutes from John Lynch. John had written to inform the SGM that "Members of WiSH created the film on common ground in 2011..." and that it was "...nothing to do with WISA whatsoever". It was agreed that this change would be made, and the draft of the minutes of the 17 April 2019 SGM were accepted.

3. The AFC Wimbledon Foundation

Mark introduced two members of the AFC Wimbledon Foundation, Director Philip Rudling and Trustee Karen Peck, who would be giving a joint presentation, and also, in the audience, Erik Samuelson who remained the Foundation's Chair.

Karen introduced a five minute film of a project on Phipps Bridge Estate during four weeks of the summer holiday. The film highlighted the community advantages for a group of disadvantaged youngsters and their families, and described the support and involvement of local companies and organisations. It was clear that people from the estate were looking forward to the football club returning to their community.

Karen said that the project encapsulated some of the key parts of the Foundation's strategy, as the money raised at the Foundation Day to help with the project had been made to work at grassroots level. Karen also thanked the club's coaches and players for their involvement in making the project such a success. There was a group of sixty in the first two weeks and a group of fifty in the second week, aged between seven and twelve and from different neighbourhood schools.

Philip then explained the diverse range of activities of arts and crafts, multi sports - including football - and a theatre visit to Peter Pan at White City. As a

pilot, it had been very successful, and the aim was now to replicate this initiative in other key areas close to Plough Lane, such as the Hazelhurst Estate in the Summerstown area.

John Dolan said that not many people from Phipps Bridge seemed to venture into Morden Hall Park. Philip said there had been two games of rounders played in the park, an achievement of the project that Karen ranked as highly as the opening up of the Phipps Bridge Youth Club.

4. Stadium update

Mark was joined for this item by Joe Palmer (CEO) and Edward Leek (DTB Co-opted member dealing with financial matters). The Stadium Committee of Mark Davis, Joe Palmer, Edward Leek, Colin Dipple, Rob Crane, Mick Buckley, Tom Rawcliffe (Financial Controller), Roger Evans and the Project Manager, Joe Giordano meet every week to keep a close oversight on the project.

Recent Events

The design work was now complete. The only financially viable option for the north, east and south stands was the bowl arrangement, and therefore Mark apologised that there would not now be a consultation on the stand configuration. As far as was known, there had been no application for a judicial review regarding the stadium plans. There had been some minor alterations - the west stand has been moved some feet away from the National Grid site - and an application for a non-material amendment covering these aspects should be dealt with quite quickly by council officers.

Construction

Buckingham Construction, along with their design team KSS, had started construction work under letters of intent. The groundworks were complete, piling for the west stand was complete, steelwork had been ordered, and an attenuation tank below the pitch was now in place. The main contract would be signed imminently, and although the timing was tight, the target was to complete as close to the start of the new season as possible.

Finance

Mark thanked those who had already participated in the seedrs crowdfunding, and urged the donations to continue. The more **equity** that was raised by crowdfunding (currently about £2m of a potential £7m maximum), the less the debt would be to service, and the more money that would be available for the player budget.

There were a number of sources of **debt** that were currently being explored.

Questions

Colin Shergold asked the total that had to be raised, and Mark said £13m and with for example £3m from crowdfunding that would mean a £10m loan, which

would not be that comfortable to service, despite the new revenue streams from the new stadium.

Colin also asked if we could stay at Kingston for some of next season. Mark said there were options with other clubs, and Joe said we could look at playing some of the first games away, and then play in the partly completed stadium.

Ian Pollock asked if Chelsea had ruled us out of staying at the end of this season, and Joe said he had not had that conversation yet with Chelsea. It would be out of our hands if we sold 5,000 season tickets as we couldn't fit them all in.

Kevin Field asked what the specific capacities were for each part of the ground, and Mark said about 9,346 total, with about half west stand and about half in the continuous bowl of 11 rows.

John Dolan said that in Paper 2 for the meeting the money we received from Chelsea for Kingsmeadow was not specified. Mark said this figure was currently commercially confidential, but the pertinent amount of £13m left to be found was shown.

Peter Godfrey asked if the potential debt sources were approached directly or through a third party, and Mark said we had had a loan broker for some time, and there were other introductions and contacts that had been made.

Trevor Campbell Smith asked if season tickets as debenture seats had been considered, and Mark said this was not part of the base financial strategy.

Barrie Scott asked if there were penalties in the construction contract, and Mark said that there were.

Colin Shergold asked if the bowl could handle large enough numbers of away fans, and Joe said that the north stand would have three segregation points which should be ample to cater for Colin's example of Sunderland.

5. AFCW PLC borrowings (Paper 2)

Mark explained that approval for debt and equity borrowings of £13m from the Dons Trust through this meeting's **resolution** would then enable a separate approval process of the AFCW PLC Board. This was felt a prudent move, as the club continued to seek further equity to reduce the future loan. Mark again urged the meeting to continue with seedrs investments.

There were two possible parallel strategies - a development phase loan followed by a refinancing through long term debt whilst still seeking more equity, and a long term mortgage from the start.

Questions

Colin Shergold asked if it was *up to* £11m of borrowings that was being sought, and this was confirmed by Mark.

Geoff Seal asked if the more borrowed, the higher the interest rate, and Ed said yes, although it was not an exact relationship.

Geoff also asked if the club had considered Dons bonds and Ed said not currently, so as not to detract from the seedrs crowdfunding.

Peter Godfrey asked what the loan broker's 'pitch' was to prospects, and Mark said it was a real estate financing, secured against a stadium with planning permission, supported by the club's detailed financial model.

Ian asked what the interest rate would be on a £10m loan, and Mark said it would depend on which of the two possible parallel strategies was followed. On the development loan approach there was a higher rate at the start but refinancing with at probably a lower rate, as compared to the term loan which would be an all-in rate for the whole term.

Andy Ramsden asked which club bonds had been referred to earlier, and Mark said that around 2004, there were the loans that Dons Trust members made as bonds, and also the AFCW PLC share issue which was similar to the current seedrs offering.

The Resolution

'To authorise the Dons Trust Board to cast the Trust's votes in AFCW PLC in favour of a Special Resolution that may be sought by AFCW PLC to increase the amount of borrowings permitted for the new stadium to £11 million'.

Result

By a show of hands the resolution was carried unanimously, with no abstentions.

6. Discussion about DT member benefits

Hannah Kitcher introduced this item, which was to gauge DT members' appetite for a **card-based membership scheme** for non-season ticket holders, called a secondary ticketing programme. The club was currently looking into developing such a scheme as an essential way of **growing the fanbase** and **increasing attendances** at the new ground. It could potentially include membership of the Dons Trust.

Hannah described the current Dons Trust membership offer, referring to a PowerPoint presentation:

£25 per year for adults and **£10 a year for Concessions** (over 60, 16-21 year-olds, students and job seekers).

Benefits include:

Part-ownership of AFC Wimbledon, with the same stake in the club as all other Trust members.

Priority entitlement (behind season-ticket holders) to buy tickets for all-ticket matches

A democratic one-member, **one-vote role** in the Trust's decision-making, including voting in the annual DTB elections – and the right to stand for election yourself.

Access to **Webjam** (including updates from the DTB).

Knowing that your membership fee is being used to **help fund the Trust and the club** – over 90% of the Trust's annual income gets passed to the club.

A Dons Trust **pin badge and certificate**.

NB: Junior Dons (£10 to join and £5 per year thereafter) cannot vote but receive a joining gift and regular birthday and Christmas cards signed by the club's players.

Hannah asked the meeting to form into four groups led by DTB members Cormac van de Hoeven, Hannah Kitcher, Mark Davis and Rob Crane, and take about fifteen minutes to discuss the following questions:

- Would people be interested in a membership scheme similar to the old Crazy Gang membership?
- Should this be part of Trust membership or separate from it?
- If it's part of Trust membership, should there be other benefits, too?
- If it's part of Trust membership, should it be as a non-voting 'associate member' of the Trust, with a lower membership fee than "full" Trust membership?
- Would you pay more for Trust membership if this was attached and how much would you be prepared to pay?

Group Feedback

Some of the points raised in relation to the questions above:

Hannah: People who were season ticket holders as well as a DT member could be paying more without getting additional benefits; should a season ticket give automatic DT membership; ticketing 'touch points' should have DT signage; and more non-monetary value benefits.

Rob: Were in favour of such a membership scheme; should consider a Spurs-style exchange scheme and the club to tell fans how much had been made through ticket returns; DT memberships to include a draw for a row of seats at home games; preferential attendance at events such as a shirt launch; 16-24 discount; and standardizing the older person's concession age.

Mark: The two schemes were confusing if combined; have members been asked why they were a member; should the DT membership fee be raised; a lower subscription for new joiners; and free tickets for Merton schoolchildren when we go back to Plough Lane.

Cormac: DT members have different views as fans and as season ticket holders; more match day engagement to encourage season ticket holders to become DT members; and should there be an opt in or opt out in relation to the two schemes.

7. Update on Constitution Review

Rob Crane gave an update on the club's Constitution Review, referring to a PowerPoint presentation:

Why Update?

- Originally drafted when Trust first set up.
- Last updated 2013.
- New guidance on 'best practice'. Supporters Direct issued a new model constitution in 2016, which includes 'best practice' for fan-owned clubs.
- 'Creaks'. Rule 55 says 'There is no Rule 55'.
- Doesn't reflect current position. Restricted actions still refer to Kingsmeadow, not our new stadium.

Who's involved?

- Rob Crane from Dons Trust Board.
- Trust secretary David Grown.
- A team of volunteers: (Tim Hillyer, Sean Fox, Nic Webb, John Dolan, Mike Berry, James Mathie, Charles Wilmot-Smith, Rob Collins).

Advanced notice

- Trust members will be consulted on various options:
 - Term duration – how long should Board members serve?
 - Term limits – should there be a limit to how often a Board member can re-stand?
 - Trust Officers – should the Chair /Vice chair be elected directly by members?
- Final draft put to Trust members for adoption as a whole rule amendment.
- Restricted Actions not touched at this stage, but will need updating.
 - Restricted Actions = actions that need a higher threshold of votes to achieve, e.g. selling our home ground.
 - Give us extra protection.
 - Out of date – refer to Kingsmeadow – we now own the new stadium site in Wimbledon instead.
 - Updating them is itself a Restricted Action.

Current steps

- Comparing current constitution with Football Supporters' Association document.
- Where significant differences are found, group will liaise with FSA.
- Move administrative matters to supporting documents - modifications can be implemented in response to changing circumstances without the need for a change to the Constitution.

Rob said that any comments and suggestions could be sent to him at rob.crane@thedonstrust.org and he would feed them into the group.

8. Q&A

Alex Feheely asked if direct employees of the club were paid the London Living Wage. Following some discussion, it was agreed that the policy of two or three years ago would need to be reviewed.

Colin Shergold asked what the playing budget was for the current season, and Mark said that to assist our negotiating stance with player transfers, the club did not make public the playing budget. Joe added that the budget this year was the same as the year before last.

Peter Bowles raised a number of questions regarding mediation, and in answer Mark confirmed that the club was under a non-disclosure agreement in relation to this matter, but whatever emerged from the process would be put to the membership. In the meantime the DTB was best placed to monitor the situation on behalf of the membership.

In relation to the previous questioner, Tim Hillyer asked when the new scoreboard would be ready, and Joe said it was hoped by the next home game.

Colette Mulchrone asked how the DTB would instruct the club to vote at the EFL meeting regarding Bury's attempt to be reinstated into League 2, and Mark said this issue had not yet been discussed by the DTB but a stance would be agreed.

Charlotte also asked when a points deduction decision would be made on Bolton's two missed games, and Joe thought that at the EFL all team meeting on 26 September, opinions would be sought from the clubs.

On a question from Peter Bowles, Joe confirmed that both Wally and Glyn were on normal employment contracts.

Andy Ramsden asked what the DTB felt about the club being relegated, a likely scenario based on the season's start. Mark said as a fan he did not want to be relegated, and other Board members said they didn't want to get relegated either.

AOB

Jane Lonsdale reported that the Diversity and Action Group would be represented at the FSA awards and conference later in the month; it was working on a date for Wonderkid film, and was working on another Women at the Game day. The Junior Dons were working on a date for the Christmas Party, and there would be a Foodbank on the 21 September.

Signed on behalf of the DT Board.

.....

Mark Davis
Chair of the DTB