



The Annual General Meeting of the members of the Wimbledon Football Club Supporters' Society Limited (The Dons Trust) will be held on 19 December 2022 at **7.00pm**.

Please note earlier than usual start time

The meeting will take place at Plough Lane and online

AGENDA

1. Welcome and Introduction

Test - vote on a topical question so that members are familiar with Zoom voting.

2. Approval of SGM minutes

Resolution 1: To approve the minutes of the SGM on 25 May 2022. **(Paper 1)**

Resolution 2: To approve the minutes of the SGM on 13 October 2022. **(Paper 2)**

3. Outcome of 2022 Board Election ESG report and outcome.

4. Dons Trust 2021/22 Annual Report and Accounts

Resolution 3: To approve the Society's annual report and accounts for the year ended 30 June 2022. **(Paper 3)**

The Dons Trust Board recommends members vote in favour of resolution 3

Resolution 4: To reappoint BDO LLP as auditors of the Society for the year to 30 June 2023.

The Dons Trust Board recommends members vote in favour of resolution 4

5. Amendments to the Dons Trust Constitution

Background to the changes (Paper 4)

Detailed resolutions (Paper 5):

The Dons Trust Board recommends members vote in favour of resolutions 5-11

Resolution 5: To approve the amendments to clause 56 and clause 61 of the Dons Trust Constitution to change the length of the terms that elected members of the Society Board should normally serve to be for periods of 3 years, rather than 2 years.

Resolution 6: To approve the amendment to clause 58 of the Dons Trust Constitution. This will insert a limit such that an elected member of the Society Board who has been in office continually for 9 years after December 2022 shall be ineligible to stand for re-election for one year after reaching that 9 year point.

Resolution 7: To approve the amendments to clause 77 of the Dons Trust Constitution to change the composition of any subsidiary board other than AFC Wimbledon Ladies FC limited, such that the subsidiary Board will be made up as follows: an AFC Wimbledon Chair as appointed from time to time by the Society Board, 2 directors representing minority shareholders, 3 directors who are Society Board members and up to 6 non-executive directors appointed for specific knowledge and experience. For AFC Wimbledon Ladies FC Limited there must be one member of the Society Board and one member of the AFCW PLC Board represented on its Board.

Resolution 8: To further approve the amendment to clause 77 to provide for a block vote such that where all the Society Board members on the AFCW PLC Board, who are voting, vote against any PLC Board resolution, that resolution shall fail, irrespective of the number of votes in favour.

Resolution 9: To approve the insertion of a new clause 78 in the Dons Trust Constitution to set out the terms of a Memorandum of Association between the Society Board and the AFCW PLC Board.

Resolution 10: To approve the amendment to clause 111 of the Dons Trust Constitution to change the Society's address to Plough Lane.

Resolution 11: To approve the amendment to clause 54 of the Dons Trust Constitution to change the minimum number of Society Board members from nine to eight, bringing it in line with clause 64.

6. Dons Trust voting at AFCW PLC Annual General Meeting in respect of amendments to the AFCW PLC Articles of Association (Paper 5)

The Dons Trust Board recommends members vote in favour of resolutions 12-16

Resolution 12: To authorise the Dons Trust Board to cast the Trust's votes at AFCW PLC's Annual General Meeting in favour of amending article 84.1 to change the number of PLC Directors to be a minimum of four (including two from the Society Board) and a maximum of twelve.

Resolution 13: To authorise the Dons Trust Board to cast the Trust's votes at AFCW PLC's Annual General Meeting in favour of amending article 84.3 (b) to include wording such that AFCW PLC will be a board of 9-12 members as noted in the amendment to clause 77 of the Dons Trust Constitution in resolution 7.

Resolution 14: To authorise the Dons Trust Board to cast the Trust's votes at AFCW PLC's Annual General Meeting in favour of amending article 108 such that if Directors of AFCW PLC Board wish to stand for re-election after three terms of three years each, they shall be ineligible to stand for one year after reaching that 9 year point.

Resolution 15: To authorise the Dons Trust Board to cast the Trust's votes at AFCW PLC's Annual General Meeting in favour of amending article 117 to include a blocking vote for the Society Board members on the AFCW PLC Board, to remove the Chair having a casting vote and to increase the quorum required for PLC Board meetings.

Resolution 16: To authorise the Dons Trust Board to cast the Trust's votes at AFCW PLC's Annual General Meeting in favour of amending the Articles to include a new Schedule 1 as an addendum to those Articles which sets out the Memorandum of Understanding between the Society Board and AFCW PLC Board.

7. Other Dons Trust voting at AFCW PLC Annual General Meeting

The Dons Trust Board recommends members vote in favour of resolutions 17-21

Resolution 17: To authorise the Dons Trust Board to cast the Trust's votes at AFCW PLC's Annual General Meeting in favour of approving the AFCW PLC accounts for the year ended 30 June 2022. **(Paper 6)**

Resolution 18: To authorise the Dons Trust Board to cast the Trust's votes at AFCW PLC's Annual General Meeting in favour of approving the reappointment of BDO LLP as auditors of AFCW PLC for the year to 30 June 2023 and authorising the directors to agree the auditors' remuneration.

Resolution 19: To authorise the Dons Trust Board to cast the Trust's votes at AFCW PLC's Annual General Meeting in favour of approving the reappointment of Michael Andrew Buckley as director of the Company. **(Paper 7)**

Resolution 20: To authorise the Dons Trust Board to cast the Trust's votes at AFCW PLC's Annual General Meeting in favour of approving the appointment of Kris Stewart as director of the Company. **(Paper 7)**

Resolution 21: To authorise the Dons Trust Board to cast the Trust's votes at AFCW PLC's Annual General Meeting in favour of approving the appointment of Michele Marie Little as director of the Company. **(Paper 7)**

8. General Discussion with Members

9. Any Other Business

Please note that, for this meeting, the Chair intends to declare a poll in respect of each of the resolutions to be voted upon. Members will be invited to cast their votes online at the meeting, and these online votes will be added to the votes received beforehand via duly submitted proxy forms. **In order to ensure that there is no double-counting, the results of the votes will be confirmed and published after the meeting.**

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 listed above constitutes a Restricted Action. Resolutions 5 to 11 require two-thirds of those voting in person or by proxy to vote in favour. The rest of the Resolutions are subject to a simple majority vote.

By order of the Board

**Martin Newton,
Secretary, The Dons Trust**