

**Register No: 29337R**

**RULES**

**of**

**WIMBLEDON FOOTBALL CLUB SUPPORTERS' SOCIETY LIMITED**

**Registered under the Industrial  
And Provident Societies Acts 1965 - 78**

# **RULES**

## **NAME AND DEFINITIONS**

1. The name of the Society is to be Wimbledon Football Club Supporters' Society Limited and it is called 'the Society' in the rest of these Rules. AFC Wimbledon is called 'the Club' and the London Borough of Merton and surrounding area is called 'the Area'.

## **OBJECTS**

2. The Society's objects are, either itself or through a subsidiary company or society trading for the benefit of the community and acting under its control:
  - i. to strengthen the bonds between the Club and the community which it serves and to represent the interests of the community in the running of the Club;
  - ii. to benefit present and future members of the community served by the Club by promoting encouraging and furthering the game of football as a recreational facility, sporting activity and focus for community involvement;
  - iii. to provide and maintain facilities for the enjoyment of professional football;
  - iv. to promote coaching schemes to develop the football skills of young people and to widen interest in football regardless of the sex, ethnic origin, or disability of those involved;
  - v. to further the development of the game of football nationally and internationally and the upholding of its rules.

## **POWERS**

3. The Society may achieve these objects in whole or in part through an interest or interests in companies or societies provided that the objects of the companies or societies are consistent with the Society's objects. In particular the Society may acquire an interest in the Club or any limited company owning or controlling the Club either itself or through a subsidiary.
- 3A. Should a controlling or significant interest in the legal ownership of Wimbledon Football Club Limited or its assets become available the Society Board will be empowered to investigate or negotiate any purchase or acquisition agreement. If practical and without adversely affecting any purchase agreement the Society Board will consult its members on any acquisition.
4. In order to achieve its objects the Society may either itself or through a subsidiary company or society acting under its control:
  - a. buy, sell and lease property;
  - b. borrow;
  - c. grant security over its property and assets;
  - d. establish, promote and maintain for the purposes of the Society any lawful fund raising scheme;
  - e. hold and exercise proxies for shares in any limited company owning or controlling the Club either itself or through a subsidiary;

f. award pensions, allowances, gratuities and bonuses to past and present employees (including their dependants and people connected with them) of:

- i. The Society;
- ii. any predecessor of the Society; and
- iii. any subsidiary company or society of the Society;

g. set up and maintain itself or with others trusts funds or schemes (whether contributory or non-contributory) intended to provide pension or other benefits for the people referred to in Rule 4 f);

h. so far as permitted by these Rules indemnify or take out and maintain insurance for the benefit of people who are or were:

- i members of the Society Board; or
- ii. officers; or
- iii. employees; or
- iv. trustees of a pension fund of the Society or any subsidiary company or society of the Society against any liability which they may have as a result of their involvement with the Society or its subsidiaries;

i. so far as permitted by these Rules take out and maintain insurance against any risks to which the Society may be exposed;

j. do anything else which is necessary or expedient to achieve its objects.

5. The business of the Society is to be conducted for the benefit of the community served by the Club and not for the profit of its members.

## **APPLICATION OF PROFITS**

6. The profits or surpluses of the Society will not be distributed either directly or indirectly in any way whatsoever among members of the Society but shall be applied:

a. to maintain prudent reserves;

b. on expenditure to achieve the Society's objects.

c. to pay interest on or to repay issued share capital in accordance with the provisions of these Rules.

## **MEMBERSHIP**

7. The members of the Society are the people whose names are entered in the register of members.

8. The first members are the people who sign these Rules in applying for registration.

9. Membership is open to any person firm or corporate body who or which:

a. is a supporter of the Club; or

b. has an interest in the game of football in the Area; and

c. agrees to be bound by these Rules and Rule 6 and 104 in particular.

The Society Board shall have power to refuse membership to any person who does not in the opinion of the Society Board meet these requirements.

10. Every member holds one ordinary share.
11. The Society Board will decide and issue a form of application for membership. Members are to pay an annual subscription of £25 or such other reasonable sum as the Society Board shall decide, the first payment to be made at the time of application for membership. The sum of £1 from the first payment shall be applied to purchase an ordinary share in the Society.
12. The Society Board will have power to offer associate or affiliate status with or without payment or subscription to corporate or unincorporated bodies which support the aims of the Society but no-one shall be entitled to vote at any general meeting of the Society who is not the registered holder of a fully paid up share in the Society.
13. A minor aged 16 or 17 may be admitted as a member or joint member of the Society but may not be an officer of the Society.
14. A corporate body or firm which is a member may by resolution of its governing body appoint any person it thinks fit to be its deputy and revoke such an appointment. A copy of any such resolution signed by two members of the governing body and in the case of a local authority by the authorised officer of the Council shall be sent to the Secretary of the Society. The deputy will be entitled to exercise all rights of membership on behalf of the corporate body including seeking election as an officer and speaking and voting at any general meeting. References in these Rules to a member being present in person include members which are corporate bodies being present through their deputy.
15. No member may hold more than one ordinary share in the Society either individually or jointly.

## **SHARES**

16. The Society has ordinary shares and may have Community Shares in accordance with the provisions set out in Rule 18.
- 16a 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.

## **REMOVAL OF MEMBERS**

- 19. A member shall cease to be a member if they:
  - a. fail after written demand to pay their annual subscription;
  - b. die (in the case of the individual);
  - c. cease to exist (in the case of a body corporate);
  - d. are the nominee of an unincorporated Society or firm which is wound up or dissolved;
  - e. are the nominee of an unincorporated organisation or firm which removes or replaces them as its nominee;
  - f. are not the holder of a fully paid up share;
  - g. are expelled under these Rules; or
  - h. withdraw from membership by giving at least one month's written notice to the Secretary.

20. A member may be expelled by a resolution carried by the votes of not less than two thirds of the members present in person or by proxy and voting on a poll at an annual or special general meeting of the Society of which notice has been duly given. The following procedure will be adopted:
- a. A written complaint must be made that the member has acted in a way detrimental to the interests of the Society.
  - b. Details of the complaint must be sent to the member in question not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.
  - c. At the meeting the members will consider evidence in support of the complaint and such evidence as the member may wish to place before them.
  - d. If the member fails to attend the meeting without due cause the meeting may proceed in their absence.
  - e. A person expelled from membership will cease to be a member immediately following the vote at which the resolution to expel them is carried.
  - f. No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the members present in person or by proxy and voting on a poll at any general meeting of which notice has been properly given.

## **ORGANISATION**

21. The powers of the Society are to be exercised by the members and the Society Board in the way set out in the Rules, which follow.

## **RIGHTS AND POWERS OF MEMBERS**

22. The members have the following rights and powers:
- a) the rights and powers available to them under the law relating to industrial and provident societies and are to decide in particular the issues specifically restricted to them by these rules.
  - b) to solely determine whether the society undertakes Restricted Actions defined in Schedule 1 of these rules, and only if they are approved under the provisions laid down in Schedule 1. In a matter defined as Restricted Actions, Rule 23b shall not apply.
  - c) Clause 22b and Schedule 1 may only be amended if the members approve such resolutions in accordance with the provisions laid down in Schedule 1.
23. The members may by a resolution carried by not less than two-thirds of the members voting at a general meeting but not otherwise give directions to the Society Board. A member wishing to propose a members' resolution for consideration at a general meeting shall give notice in writing to the Secretary of such wish, and of the justification for, form and content of the resolution, not later than noon 28 days before that meeting is to be held. Such notice shall not be effective unless signed by the proposer and 5 other Members. The Society Board shall ensure that such proposed resolutions are consistent with these rules and the laws governing the society's contractual, statutory and other legal obligations according to the Resolution Policy. The following provisions apply to any directions given:
- a. Any direction must:

- i. be consistent with these Rules and with the Society's contractual, statutory and other legal obligations; and
- ii. not affect the powers and responsibilities of the Society Board under Rules 25 and 26.

b. Any person who deals with the Society in good faith and is not aware that a direction has been given may deal with the Society on the basis that no direction has been given.

24. The functions of a general meeting (excluding any special general meeting unless specifically notified) shall include:

a. to consider any member's resolution, notice of which has been given to the Secretary in accordance with Rule 23;

b. to consider any resolution proposed by the Society Board; and

c. to consider any other business relating to the affairs of the Society which any member or the Society Board may wish to raise but no resolution may be put to the vote of the meeting under this item.

In addition, the functions of the Annual General Meeting shall include:

d. receiving:

- i. the revenue account and balance sheet for the previous financial year, and
- ii. a report on the Society's performance in the previous year;

e. appointing:

- i. financial auditors;
- ii. auditors of any other aspect of the performance of the Society;

f. electing officers of the Society.

## **DUTIES AND POWERS OF THE SOCIETY BOARD**

25. The Society Board is to ensure that the business of the Society is conducted in accordance with these Rules and with the interests of the community, and may appoint and supervise a Chief Executive and other executive officers. The Society Board:

a. may exercise all the Society's powers which are not required by these Rules or by statute to be exercised by the Society in general meeting;

b. may delegate any of its powers to committees consisting of such of its own number as it thinks fit who shall, in the function entrusted to them, conform in all respects to the instruction given to them by the Society Board. The following provisions apply to any such delegation:

- i. The Society Board may retain or give up the right to deal itself with issues delegated;
- ii. Any delegation may be revoked and its terms may be varied;
- iii. The proceedings of any sub-committee shall be governed by the rules regulating the proceedings of the Society Board so far as they are capable of applying.

- c. may call upon the Chief Executive and/or Secretary to report or procure a report in writing upon any aspect of the affairs of the Society;
- d. shall appoint and dismiss the Chief Executive and other executive officers and the Secretary and decide and fix the terms of their employment and have power to act in place of the Chief Executive or other executive officers where they cease to act or are unwilling or unable to act;
- e. shall approve the policies or strategies to be followed by the Chief Executive and other executive officers and all budgets and other financial plans;
- f. shall determine from time to time the categories of transaction which require the approval of the Society Board; and
- g. shall approve the use of the Society's seal.

## **DUTIES AND POWERS OF A CHIEF EXECUTIVE AND EXECUTIVE OFFICERS**

- 26. If a Chief Executive is appointed, he or she will, subject to the duties and powers of the Society Board as set out in these Rules, manage the Society's business in accordance with these Rules and will have power to act in the name of the Society.
- 27. If other executive officers are appointed they together with the Chief Executive will, subject to the duties and powers of the Society Board as set out in these Rules and to directions as to their responsibilities given by the Society Board, manage the Society's business in accordance with these Rules and will have power to act in the name of the Society.
- 28. Any person acting in good faith and without prior notice of any irregularity is not to be concerned to see or enquire whether the powers of the Chief Executive or other executive officers have been properly exercised.

## **SECRETARY/SECRETARIES**

- 29. The Society is to have a Secretary whose functions will include:
  - a. acting as Secretary to the Society Board;
  - ;
  - c. acting as Secretary of any subsidiary company or society of the Society;
  - d. summoning and attending all general meetings of the Society and keeping the minutes;
  - e. keeping the register of members and other registers required to be kept by these Rules;
  - f. having charge of the seal of the Society;
  - g. monitoring the conduct of the Society's affairs to ensure that it is conducted in accordance with these Rules; arranging for members of the Society Board to obtain independent legal, accounting tax or other professional advice if he or she considers it appropriate

- h. publishing to members in an appropriate form information which they should have about the affairs of the Society;
- i. preparing and sending all returns required to be made to the Registrar.

The Society Board may delegate any of the above responsibilities to Associate Secretaries. The Society Board will define the responsibilities of all Associate Secretary positions. An Associate Secretary does not need to be a member of the Society Board.

- 30. The Secretary (or any Associate Secretary) shall not be a member of the Society Board, any board or committee of management of any subsidiary company or society of the Society.

## **GENERAL MEETINGS**

- 31. The Society is to hold three general meetings a year. One of these meetings (called the annual general meeting) is to be held within seven months of the end of each financial year.
- 32. All other general meetings are called special general meetings and are to be convened by the Secretary either:
  - a. by order of the Society Board; or
  - b. if a written requisition signed (except where these Rules say otherwise) by not less than 20 members or 10% of the membership, whichever is the higher, is delivered to the Society's registered office. The requisition must state the purpose for which the meeting is to be convened. If the Secretary is not within the United Kingdom or is unwilling to convene a general meeting any Society Board member may call a general meeting.
- 33. A special general meeting called in response to a members' requisition must be held within 28 days of the date on which the requisition is delivered to the registered office. The meeting is not to transact any business other than that set out in the requisition and the notice convening the meeting.
- 34. Notice of a general meeting is to be given either:
  - a. in writing; or
  - b. by notice in any newspaper circulating in the Area; or
  - c. where a member has agreed to receive notice in this way, by such electronic means as the Society Board shall decide, at least 14 clear days before the date of the meeting. The notice must:
    - i. be given to all members and to the members of the Society Board and to the auditors;
    - ii. state whether the meeting is an annual or special general meeting;
    - iii. give the time, date and place of the meeting; and
    - iv. indicate the business to be dealt with at the meeting.
- 35. Any notice to a member may be given either:
  - a. personally; or
  - b. by sending it by post in a prepaid envelope addressed to the member at their registered address; or

c. by leaving it at that address;

d. or (if a register of e-mail addresses is maintained by the Society and the member has notified the Society of an e-mail address) by e-mail to their registered e-mail address. Notices or communications sent by first class post to members at their registered address are deemed to have been duly served 48 hours (excluding Sundays) after being posted. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. The proceedings at a general meeting are not invalid if:

- i. there has been an accidental omission to send a notice to a member or members; or
- ii. the notice is not received by a member or members.

36. A member present either in person or by proxy at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
37. Before a general meeting can do business there must be a quorum present. Except where these Rules say otherwise a quorum is 20 members or 10% of the members entitled to vote at the meeting whichever is lower.
38. The Society Board may decide where a general meeting is to be held and may also in the interests of democracy:
- a. arrange for the annual general meeting to be held in a different part of the Area each year;
  - b. make provision for a general meeting to be held at different venues either simultaneously or at different times. In making such provision the Society Board shall also fix an appropriate quorum for each venue, provided that the aggregate of the quorum requirements shall not be less than the quorum set out in the previous Rule.
39. It is the responsibility of the Society Board, the Chair of the meeting and the Secretary to ensure that at any general meeting:
- a. the issues to be decided are clearly explained;
  - b. sufficient information is provided to members to enable rational discussion to take place;
  - c. where appropriate, the Chief Executive, other executive officers, experts in relevant fields or representatives of special interest groups are invited to address the meeting.
40. If the chair of a general meeting or the Secretary considers that steps should be taken to ensure:
- a. the safety of people attending a general meeting; or
  - b. the proper and orderly conduct of the meeting; they may take whatever steps are necessary to deal with the situation. They may in particular, if they think it necessary:
    - i. require people to prove their identity;
    - ii. arrange security searches;
    - iii. stop certain things being taken into the meeting;
    - iv. refuse to allow members into the meeting or have members removed from the meeting, where the behaviour of those members is or is likely to be violent or disruptive.

41. The Chair of the Society Board or in their absence some other Society Board member nominated by the members of the Society Board shall preside at all general meetings of the Society. If neither the Chair nor such other Society Board member is present and willing to act, the Society Board members present shall elect one of their number to be Chair and if there is only one Society Board member present and willing to act he or she shall be Chair. If no Society Board member is willing to act as Chair or if no Society Board member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chair.
42. If no quorum is present within half an hour of the time fixed for the start of the meeting:
  - a. if the meeting was convened on a requisition of the members, it is to be dissolved;
  - b. in any other case the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Society Board determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present during the meeting is to be a quorum.
43. Subject to these Rules and to any Act of Parliament, a resolution put to the vote at a general meeting shall, except where a poll is demanded or directed, be decided upon by a show of hands.
44. On a show of hands every member present in person, and on a poll every member present in person or by proxy is to have one vote. In the case of an equality of votes the Chair of the meeting is to have a second or casting vote.
45. Unless a poll is demanded, the result of any vote will be declared by the Chair and entered in the minute book. The minute book will be conclusive evidence of the result of the vote.
46. A poll may be directed by the Chair or demanded either before or immediately after a vote by show of hands by not less than one-tenth of the members present at the meeting (in person or by proxy).
47. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn by or on behalf of those who demanded it, the meeting shall continue as if the demand had not been made. The result of the poll will be treated as the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.
48. Unless these Rules or an Act of Parliament say otherwise, all resolutions are to be decided by a simple majority of the votes cast.
49. The Chair of any meeting may with the consent of a majority of the members present adjourn the meeting. The following are the arrangements for adjourned meetings:
  - a. No business is to be transacted at any adjourned meeting other than the business not reached or left unfinished.

b. An adjourned meeting is to be treated as a continuation of the original meeting but any resolution passed at an adjourned meeting is to be treated as having been passed on the date on which it is in fact passed.

c. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise no notice need be given of an adjournment or of the business to be transacted at an adjourned meeting.

50. A proxy is to be appointed as follows:

a. in writing;

b. in any usual form or any other form which the Society Board may approve;

c. under the hand of the appointor or of their attorney duly authorised in writing; and

d. by depositing the appointment document at the registered office of the Society or at such other place within the United Kingdom as the Society shall specify not less than two clear days before the day fixed for the meeting at which the proxy is authorised to vote. Where the appointment document is exercised by an attorney on behalf of the appointor the authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Society Board is to be lodged with the appointment document.

If this procedure is not followed the appointment of the proxy will be invalid.

51. The following further rules apply to proxies:

a. no person other than the Chair of the meeting can act as proxy for more than 3 members;

b. any question as to the validity of a proxy is to be determined by the Chair of the meeting whose decision is to be final;

c. a proxy need not be a member of the Society.

52. A vote given or poll demanded by proxy or by the duly authorised deputy of a corporate body, shall be valid unless notice of termination of the authority is received by the Society at the registered office or at any other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.

53. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered. Any objection made in due time about any vote whether tendered personally or by proxy is to be determined by the Chair of the meeting, whose decision is to be final. Every vote not disallowed at the meeting will be valid.

## **CONSTITUTION OF THE SOCIETY BOARD**

54. The Society Board is to have not fewer than nine and not more than 12 members. A Society Board Membership Policy, that the Society Board will develop and adopt, shall be subject to the following:

a. Subject to the limits above the Society Board shall determine the total number of Society Board members as well as be the mix of elected and co-opted members.

b. A minimum of nine members of the Society Board will be elected by the members in accordance with such arrangements as shall be determined by the Society Board;

c. Up to three members may be co-opted by the Society Board.

d. The purpose of the Society Board Membership Policy will be to ensure that:

i. The Society Board has the skills and experience which it needs to operate effectively;

ii. The interests of the community served by the Society are adequately represented;

iii. The level of representation of different groups on the Society board strikes an appropriate balance having regard to their legitimate interest in the Society's affairs.

In particular, those who are representative of (or for) the following may be co-opted:

1. Councils or local authorities for the Area;

2. The young;

3. Disabled supporters;

4. Local business

5. Any supporters group or groups of the Club;

6. Employees of the Club;

7. Sport England or any community scheme run in association with the Club;

8. A representative of the players at the club, through a professional association or otherwise.

55. [There is no Rule 55.]

56. Elected members of the Society Board will normally serve for periods of 2 years in accordance with the Society Board Membership Policy. Co-opted Society Board Members will normally serve for a period determined by the elected Society Board members. All co-opted Society Board members will be required to resign on each occasion that elections for the Society Board are held, and may be re-appointed for a further period subject to these Rules.

57. Members of the Society Board will not receive any payment for serving on the Society Board other than:

a. the payment of expenses incurred in carrying out their duties; and

b. nominal Society Board Fees approved by the members in general meeting.

58. No person can be a member of the Society Board who:

a. is an undischarged bankrupt or has been compounded with their creditors;

b. is subject to a disqualification order made under the Company Directors Disqualification Act;

c. has been convicted of an indictable offence (other than a spent conviction as defined in the Rehabilitation of Offenders Act 1974);

d. is or may on the basis of medical evidence be incapable, whether mentally or physically, of managing their own affairs;

- e. fails to abide by any rules for the conduct of elections made by the Society Board.
- f. is an appointed executive officer of a subsidiary company of the Trust.

59. Any member of the Society Board who:

- a. ceases to comply with the criteria set out in these Rules; or
- b. ceases to be a member of the Society; or
- c. resigns; or
- d. is an appointed executive officer of a subsidiary company of the Trust.

is to vacate the office of Society Board member.

60. Any member of the Society Board who:

- a. fails without good cause to attend 3 consecutive Society Board meetings; or
- b. fails without good cause to participate in Board training is to vacate the office of Society Board member if required to do so by a majority of the other Society Board members.

61. At each Annual General Meeting, those Society Board members who:

- a. have been co-opted during the year to fill a vacancy arising in accordance with Rule 62 or
- b. have been a member of the Society Board for two years (or, if Annual General Meetings are not held on the same date in each year, approximately two years) and have not stood for re-election during that period

will be required to resign from the Society Board.

Prior to each Annual General Meeting, the Society Board will as necessary, convene elections to elect such number of Society Board members as is necessary to meet the requirements of Rule 54, taking into account such resignations.

Subject to Rule 58, Society Board members resigning in accordance with Rule 61 may stand for re-election to the Society Board.

For each election, the Society Board shall develop and adopt an election rules policy that shall determine the rules for the conduct of elections to the Society Board.

62. Casual vacancies arising amongst the members of the Society Board elected by the members will be dealt with as follows:

- a. If a vacancy caused by retirement or removal is not filled at the meeting at which they retire or are removed, the vacancy may be filled by the Society Board.
- b. A vacancy occurring by death or resignation may be filled by the Society Board.
- c. In each case the member appointed to fill the vacancy is to retire at the next annual general meeting and the Society Board will make provision for an election to be held. For

the avoidance of doubt the retiring member may stand for re-election at the meeting at which they retire.

63. A Society Board member may be removed from office by a resolution carried by the votes of not less than two-thirds of the members present in person or by proxy and voting on a poll at an annual or special general meeting of the Society of which notice has been duly given. A Society Board member may be suspended from office by a resolution of the other members of the Society Board on the grounds of conduct detrimental to the interests of the Society subject to such Society Board member having been provided with a fair opportunity to be heard. Such suspension shall be for a period not exceeding 4 months.
64. If at any time and for any reason the number of members of the Society Board shall drop below 8 elected members the remaining Society Board Members may act but only for the purposes of filling vacancies or calling a general meeting;

## **SOCIETY BOARD MEETINGS**

65. The Society Board will elect a Chair from amongst its elected members and will meet at least 4 times in every calendar year at such times and places as they think fit. Seven clear days notice of the date and place of each meeting is to be given in writing by the Secretary to all members of the Society Board and to all other persons that the Society Board desire to attend the meeting. 50% of Society Board members including at least four members of the Society Board elected by the members or such higher number as the Society Board may determine will form a quorum. A Society Board meeting may be called by shorter notice if it is so agreed by all the Society Board members entitled to attend and vote at the meeting.
66. Unless the Society Board decides otherwise, the Chief Executive (if appointed) is to be invited attend each meeting of the Society Board. Other executive officers are to attend meetings of the Society Board when requested to do so.
67. Meetings of the Society Board may be called either by the Secretary, or by a notice in writing given to the Secretary by the Chair of the Society Board, by agreement of Society Board members, or by two Society Board members who are not both elected by the members of the Society or both co-opted Society Board members, specifying the business to be discussed. The Secretary is to communicate every such notice to all Society Board members as soon as possible and the meeting is to be held at a venue decided by the Secretary not earlier than seven days and not later than fourteen days after the receipt by the Secretary of the notice. Should the Secretary fail to convene the meeting, the Chair or the two Society Board members who have given the notice in writing may call the meeting. No business is to be done at the meeting other than the business specified in the notice.
68. The Society Board may agree that its members can participate in its meetings by telephone video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
69. The Society Board may appoint specialist advisors to advise on any issue and may invite them to attend and speak (but not vote) at meetings of the Society Board.
70. Subject to the following provisions of this Rule, questions arising at a Society Board meeting shall be decided by a majority of votes. In case of an equality of votes at a Society Board meeting the Chair of the meeting shall have a casting vote. No resolution may be passed if it does not have the support of one or more members of the Society Board elected by the members.

71. A resolution in writing signed by all members of the Society Board will have the same effect as a resolution passed at a meeting of the Society Board and may consist of several identical copies of a document each signed by one or more Society Board members.
72. Save for the exceptions referred to below, no Society Board member is to have any material financial interest personally or as a member of a firm or company or as a director or other officer of a business trading for profit or in any other way whatsoever in any contract or other transaction with the Society. For the purposes of this rule, an interest of a person who is connected with a Society Board member shall be treated as an interest of the Society Board member. The exceptions are that Society Board members may:
- a. buy tickets or season tickets for football matches and use the facilities of any football club in which the Society is interested;
  - b. be paid expenses including travelling expenses;
  - c. receive Society Board fees;
  - d. if they are co-opted members of the Society Board be employees of the Club;
  - e. declare an interest in a particular contract or issue and:
    - i. not be present except with the permission of the Society Board in any discussion of the contract or issue;
    - ii. not vote on the contract or issue (and if by inadvertence they do remain and vote, their vote is not be counted).
  - f. acquire Community Shares in accordance with Rule 18.
73. Any member of the Society Board who discloses a financial interest as described in the preceding Rule must vacate their office either for a period or permanently if requested so to do by a majority of the remaining members of the Society Board. Any member of the Society Board who fails to disclose any interest required to be disclosed under the preceding Rule must permanently vacate their office if required to do so by a majority of the remaining Society Board members.

## **WORKING GROUPS**

74. The Society Board may establish working groups from among the Society's membership, if considered appropriate, to assist it in carrying out its business. Working groups may make recommendations to the Society Board, provide the Society Board with information, and carry out such operations as are delegated to them on behalf of the Society Board.
75. a. The Society Board will approve the Chair of each working group, normally a member of the Society Board. Where there is no member of the Society Board able to act as Chair the Chair may be any member of the Society who is deemed capable by the Society Board of acting as Chair under their supervision. The Society Board shall decide and approve and produce a public, written record of the scope of each working group. The Society Board shall delegate to the Chair appropriate budgets for each working group where deemed necessary.
- b. Working groups may hold such meetings as they consider are necessary to carry out their business. The Chair of each working group shall be responsible for ensuring that minutes are taken at each meeting and will submit these to the Society Board. If the Chair of a working group is not present at a meeting the group will elect another member to chair that meeting, and must record this in the minutes. If available, the Chair of the meeting should be elected from amongst any Society Board members present at that meeting.

## CONSTITUTION OF SUBSIDIARIES

77. If the Society carries out any part of its business through a trading subsidiary company or society trading for the benefit of the community, then the directors or board of management of the subsidiary shall be appointed on terms agreed and approved by the Society Board, subject to members of the Society Board being in a majority among the directors or board of management of the subsidiary.
- 78, [There is no Rule 78.]
- 79, [There is no Rule 79.]
- 80, [There is no Rule 80.]
- 81, [There is no Rule 81.]
- 82, [There is no Rule 82.]
- 83, [There is no Rule 83.]

## FINANCIAL AUDIT

84. The Society Board will in respect of each year of account:
- a. cause to be prepared a revenue account or revenue accounts which:
    - i. singly or together deal with the affairs of the Society and any subsidiary company or society as a whole for that year; and
    - ii. give a true and fair view of the income and expenditure of the Society and any subsidiary company or society for that year;
  - b. cause to be prepared a balance sheet giving at that date a true and fair view of the state of the affairs of the Society and any subsidiary company or society.
85. The Society Board is to lay a revenue account and balance sheet duly audited and signed by the auditor and incorporating the report of the auditor thereon before each annual general meeting, accompanied by a report by the Society Board on the position of the affairs of the Society and any subsidiary or holding company or society signed by the chair of the Society Board meeting at which the report is adopted.
86. The Society Board is not to cause to be published any balance sheet unless it has previously been audited by the auditor and it incorporates a report by the auditor that it gives a true and fair view of the income and expenditure, or the state of the affairs of the Society, as the case may be. Every revenue account and balance sheet published is to be signed by the Secretary and by two Society Board members acting on behalf of the Society Board.
87. A qualified auditor must be appointed to audit the Society's accounts and a balance sheet for each financial year. In this Rule 'qualified auditor' means a person who is a qualified auditor under Section 7 of the Friendly and Industrial and Provident Societies Act 1968 and Section 25 of the Companies Act 1989.
88. The auditor shall, in accordance with Section 9 of the Friendly and Industrial and Provident Societies Act 1968, make a report to the Society on the accounts examined by them and on the revenue account or accounts and the balance sheet of the Society for the year in question.

89. None of the following persons is to be appointed as auditor of the Society:
- a. an officer or servant of the Society; or
  - b. a person who is a partner or close relative of or in the employment of or who employs an officer or servant of the Society.
90. Save as provided in this Rule every appointment of an auditor is to be made by resolution of a general meeting of the Society with the exception that the Society Board may appoint an auditor to fill any casual vacancy occurring between general meetings of the society.
91. An auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by a general meeting or by the Society Board) is to be re-appointed as auditor of the Society for the current year of account (whether or not any resolution expressly re-appointing them has been passed) unless:
- a. a resolution has been passed at a general meeting of the Society appointing somebody instead of them or providing expressly that they are not be reappointed; or
  - b. they have given to the Society notice in writing of their unwillingness to be reappointed; or
  - c. they are not permitted by these Rules to be the auditor; or
  - d. they have ceased to act as auditor of the Society by reason of incapacity;
  - e. proper notice of an intended resolution to appoint another person in their place has been given but the resolution cannot be proceeded with because of the death or incapacity of that other person.
92. A resolution at a general meeting of the Society:
- a. appointing another person as auditor in place of a retiring auditor; or
  - b. providing expressly that a retiring auditor is to not be re-appointed

will not be effective unless notice of the intention to move it has been given to the Society not less than twenty-eight days before the meeting at which it is to be moved. If such a notice is given the following procedure will be adopted. The Society will send a copy of the notice to the retiring auditor. If it is practicable to do so the Society will give notice of the intended resolution to its members with the notice of the meeting. If that is not practicable, the Society will publish details of the notice by advertisement not less than seven days before the meeting in a newspaper circulating in the area in which the Society conducts its business. If the retiring auditor makes any representations in writing to the Society in response to the notice or notifies the Society that they intend to make such representations, the Society will notify the members as required by Section 6 of the Friendly and Industrial and Provident Societies Act 1968.

## **PERFORMANCE AUDIT**

93. A general meeting of the Society may require the Society Board to appoint appropriate people to act as auditors of the achievement by the Society of its objects or any aspect of the Society's performance of its obligations under these Rules.

## **ANNUAL RETURNS**

94. The Society will make an annual return to the Registrar as required by the Act.

95. The Society will supply a copy of the last annual return with all supporting documents to any member on request and without charge.

## **AMENDMENT TO RULES**

96. Unless these Rules say otherwise any Rule may be altered or rescinded, or any new Rule may be made, by resolution of at least two thirds of these members who vote in person or by proxy at a general meeting. No change to these Rules shall be valid until registered.
97. The following Rules may only be changed by a majority of at least three-quarters of the members who vote in person or by proxy at a general meeting, or three-quarters of the members who vote in a postal vote:
- a. Rules 1 - 6 inclusive
  - b. This Rule
  - c. Rule 98
  - d. Rule 99
  - e. Rule 104
98. In the case of this Rule, Rule 6 and Rule 104 the quorum at any general meeting called to consider a resolution to amend shall be not less than one half of the members entitled to vote at the meeting if the Society has up to 200 members when the meeting is called; not less than one third of the members entitled to vote at the meeting if the Society has more than 200 but less than 1000 members when the meeting is called; and not less than one quarter of the members entitled to vote at the meeting if the Society has more than 1000 members when the meeting is called.

## **CHANGES TO THE CONSTITUTION**

99. The Act provides that the Society may by special resolution:
- a. amalgamate with another Society or a company registered under the Companies Acts;
  - b. transfer its engagements to another society or a company registered under the Companies Acts;
  - c. convert itself into a company registered under the Companies Acts.

The quorum at any general meeting called to consider such a resolution shall be 50% of the members entitled to attend and vote at the meeting unless the resolution proposes an amalgamation with or transfer of engagements to another industrial and provident society trading for the benefit of the community and having provisions in its rules substantially identical to Rule 6, Rule 104 and this Rule.

## **INVESTMENT AND BORROWING**

100. The funds of the Society may, to the extent permitted by the law for the time being in force and with the authority of the Society Board, be invested:
- a. in the shares of any company or society;

b. in any manner expressly authorised by the Act,

but are not to be invested otherwise.

101. The Society may borrow money on such terms as the Society Board shall authorise.
102. A duly appointed receiver or manager of the whole or part of the Society's property may assume such powers of the Society Board as he or she considers necessary to carry out his or her duties under the instrument of appointment.

## **DISSOLUTION**

103. The Society may be dissolved by the consent of three-quarters of the members who sign an instrument of dissolution in the form provided by Treasury Regulations or by winding-up in the manner provided by the Act.
104. If on the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities any property whatsoever the same is to be transferred to:
  - a. a sporting charity or sporting charities operating in the Area; and/or
  - b. one or more societies established for the benefit of the community operating in the Area; and/or
  - c. one or more societies established for the benefit of the community

in each case as determined by the members at a meeting called to decide the issue.

Nothing belonging to the Society shall be transferred to any other society unless that society has in its rules a rule substantially in the terms of this Rule.

## **INDEMNITY**

105. Officers will be indemnified by the Society against all costs, losses and expenses which they may reasonably incur in discharge of their duties, including travelling expenses, and the amount for which such indemnity is provided will immediately attach as a charge on the property of the Society.
106. No officer is to be liable for any loss happening to the Society through the execution of the duties of their office, unless the loss be the consequence of their own dishonesty or gross negligence. Subject to the provisions of the Act every officer is to be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of Society in relation to the affairs of the Society.

## **MISCELLANEOUS ADMINISTRATIVE PROVISIONS**

107. Anything done in good faith by any meeting of the Society Board shall be valid, notwithstanding that it is afterwards discovered that there was any defect in the appointment of any Society Board member or Society Board members or that any one or more of them were disqualified and shall be as valid as if every Society Board member had been duly appointed and was duly qualified to serve.

108. The Society will not be entitled to rely against other persons on any alteration in its Rules if the alteration had not been registered at the material time and is not shown by the Society to have been known at that time to the person concerned.
109. Minutes of every general meeting, of every meeting of the Society Board and of every meeting of a committee or working group appointed by the Society Board are to be kept. Minutes of meetings will be read at the next meeting and signed by the Chair of that meeting. The signed minutes will be conclusive evidence of the events of the meeting.
110. The Society is to have a seal that is to be kept in the custody of the Secretary. The seal is not to be affixed to any instrument except by authority of the Society Board or a sealing committee appointed by the Society Board. The affixing of the seal is to be attested by the signature of one member of the Society Board and the Secretary.
111. The Society's registered office is at Plough Lane Stadium, Plough Lane, LONDON, SW17 0NR. The Society is to keep at its registered office:
- a. a register in which the Secretary is to enter the following particulars:
    - i. the names and addresses of the members;
    - ii. details of the ordinary share held by each member and of the amount paid or agreed to be considered as paid for that ordinary share;
    - iii. a statement of other property in the Society whether in loans or loan stock held by each member;
    - iv. the date at which each person was entered in the register as a member and the date at which any person ceased to be a member;
    - v. details of any deputy appointed by any corporate member;
    - vi. the names and addresses of the members of the Society Board with the offices held by them and the dates on which they assumed office.
  - b. a duplicate register in which the Secretary is to enter all the particulars in the original register of members other than those referred to in a) ii) and iii) above;
  - c. a register of the holders of loan stock in which the Secretary is to enter such particulars as the Society Board direct and register all transfers of loan stock;
  - d. a register in which the Secretary is to enter such particulars of all mortgages and charges on land of the Society as the Society Board directs.
112. Subject to the provisions of the Data Protection Act the registers to be maintained by the Society may be kept in electronic form.
113. The inclusion or omission of the name of any person from the original register of members shall, in the absence of evidence to the contrary, be conclusive evidence that such person is or is not a member of the Society.
114. The Society is to keep proper books of account with respect to its transactions and to its assets and liabilities in accordance with Sections 1 and 2 of the Friendly and Industrial and Provident Societies Act 1968.
115. Members are entitled to inspect: a) their own account; b) the duplicate register at the registered office at any reasonable time.
116. The Secretary is to deliver a copy of these Rules to every person on demand on payment of an amount fixed by the Society Board subject to the statutory maximum.

117. Notice of any change in the address of the registered office is to be sent by the Secretary to the Registrar of Friendly Societies in the form prescribed by Treasury Regulations within fourteen days of the change.
118. The registered name of the Society is to be engraved in legible characters on its seal.
119. The registered name of the Society is to be displayed on the outside of the registered office and every other office or place in which the business of the Society is carried on. The registered name of the Society is also to be mentioned in legible characters in all:
  - a. business letters, notices, advertisements and other official publications;
  - b. bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society;
  - c. bills, invoices, receipts and letters of credit of the Society.
120. The Society is registered under the Industrial and Provident Societies Acts 1965-78 (referred to as 'the Act' in these Rules). Any references to the Act include reference to any statutory re-enactment and/or modification. Any reference to the Chief Registrar, Registrar, Central Office, Assistant Registrar or the Registry of Friendly Societies includes reference to the statutory successor carrying on the relevant function of any of them.

## **DISPUTES**

121. Every unresolved dispute which arises out of these Rules between the Society and:
  - a. a member; or
  - b. any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or
  - c. any person claiming through such member or person aggrieved; or
  - d. any person bringing a claim under the rules of the Society; or
  - e. an officer of the Society

is to be submitted to an arbitrator agreed by the parties or nominated by the Chief Executive of the Co-operative Union. The arbitrator's decision will be binding and conclusive on all parties. Any person bringing a complaint must deposit with the Society the sum of £500 or such other reasonable sum as the Society Board shall decide. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

## Schedule 1 – Restricted Actions

### 1 Preamble

a) The Society<sup>1</sup> was created by Wimbledon fans as a means of exercising as much control and ownership of their football club as possible, which is now expressed through ownership of AFC Wimbledon. Actions that threaten that status of ownership and similar major decisions are classified as Restricted under Rule 22b and listed in section 2 of this Schedule.

b) They can only be approved by the members of the Society, and can only be undertaken if they are approved subject to the provisions laid down below.

c) Actions have been graded according to the thresholds required to approve them. They indicate both the outcomes of actions in addition to specific actions that could be taken. A restricted action is not just a rigidly defined act, but one which results in a certain outcome occurring. These apply to actions of the Society, but as the Society Board is the controlling interest of the club and its subsidiaries, they also apply to all actions by the Society or its subsidiaries which result in the same outcomes or which have the same effect, and the Society Board is responsible for ensuring that proper scrutiny is applied to its subsidiaries to fulfil this requirement.

### 2 Restricted Actions

| Action  | Status Designation                        |
|---|---|
| Any action that results in the Society's voting capacity in AFCW plc falling below 75% +1 share   | A   |
| Sale or reassignment of any of the leases at Kingsmeadow in favour of outside parties   | A   |
| Any issue of new shares in AFCW plc, or transfer of existing Society shares in AFCW plc, to 3rd parties   | B   |
| Any alteration in the ownership or corporate status of AFCW Ltd or AFCW Stadium Ltd that increases the influence of 3rd parties over either of those two companies vis-à-vis the Society                  | A   |
| Altering the terms of the lease to play at Kingsmeadow to leave the club having less favourable terms in respect of length of tenure, rights or rents paid  | B   |
| Name of the Club, or its status with the FA   | A   |
| Amending Rule 22 of the Society's Rules   | A   |
| Reclassification of a the status designation of a Restricted Action   | As per the existing status of that Action |
| Addition of items to the list of Restricted Actions at or after the 2008 Annual General Meeting or after the meeting referred to in clause 6a, whichever is the sooner.                                   | B   |
| Addition of items to the list of Restricted Actions as proposed by the Board at an SGM the Board call and hold before 2008 Annual General Meeting   | D   |
| Borrowing against the security of the leases at Kingsmeadow   | D   |
| Revoking this Schedule  | A   |
| Amending this schedule, other than as outlined in sections 6-8  | B   |
| Amending this schedule, other than as outlined in sections 6-8, in which the Society Board believe is likely to have the effect of making it easier to achieve an action currently listed in this section | A   |

**3 Non-Restricted actions**

a) For the purposes of this Schedule, investigating opportunities to undertake Restricted Actions are not Restricted Actions in themselves provided that:

- i) such investigations do not commit the Society or its subsidiaries to undertake Restricted Actions
- ii) the Society Board takes reasonable steps to ensure that relevant 3rd parties are aware of the requirement for member approval of Restricted Actions and members are made aware of the investigations as soon as practicable;

**4 Status designation majorities and thresholds:**

a) For each class of restricted action, the following procedures and majorities must be achieved:

|   |  |
|---|--|
| A | First meeting as Category B, followed by a confirmatory meeting within one month to confirm the identical proposal. At the second meeting, the proposal must be approved by two-thirds of those present in person or by proxy at the meeting, and the meeting being attended in person or by proxy by at least 50% of members eligible to vote |
| B | i) at least 50% of total eligible membership cast a vote on the resolution;<br>ii) at least 75% of the votes so cast are cast in favour of the resolution;<br>iii) the number of votes so cast in favour of the resolution represent at least 40% of the total eligible membership.  |
| C | A vote by at least 75% of members present in person or by proxy at a general meeting on a resolution, which must also specify the risks of such a resolution resulting in Restricted Actions becoming more likely as a result of the action being approved   |
| D | A vote by two-thirds of the members present in person or by proxy at a general meeting on a resolution   |
| E | A vote by the Society Board which at their discretion may be referred to the membership  |

b) All references to meeting in this section shall include the use of postal votes to determine outcomes, save that any such vote must be preceded by a properly convened meeting to provide members with the opportunity to discuss the matter.

**5 Certification of Restricted Actions**

a) Each resolution to be placed before the members should be certified by the Secretary that it is a Restricted Action or not, and if it is, which status category it falls into and so what majority is required to approve it. The Secretary shall take the necessary advice in order to form this judgement.

b) If a member feels that the classification of an issue is incorrect, they shall write to the Secretary within 5 days of the agenda being circulated stating why they believe it is an incorrect assessment. The Secretary shall ask for a definitive ruling from the Chief Executive of Supporters Direct whose decision shall be final within the terms of these rules.

**6 Additions to Restricted Actions**

a) At an SGM called by the Society Board and held before the 2008 Annual General Meeting, the Society Board will bring forward a second set of actions to be added by members, which may be added to Section 2 of this schedule by a simple majority of members voting in person or by proxy at that meeting.

b) Thereafter that decision has been taken, an action shall be added to Section 2 of this Schedule by a vote of members classified as a Restricted Action under Category B status.

## **7 Reclassification of Status**

a) Reclassification of status means either changing the status designation of an item in Section 4 from one category to a different category, or removal from the list of Restricted Actions in Section 4.

b) An item's status can only be reclassified after a vote equivalent to approving a resolution authorising that Action. A proposal to reclassify an 'A' status item as 'B' status requires a vote equivalent to an A status item. A proposal to change a 'B' Status item to an 'A' Status item requires a vote equivalent to a B status item, and so on.

## **8 Rescinding this Schedule**

a) This Schedule once approved can only be removed by a vote classified as an A status restricted Action.

Amending this Schedule

a) All amendments (other than reclassification of the status designation of an Action, or adding an Action, which are detailed above) shall be considered 'B' status items.

b) The exception shall be that if the Society Board or the Secretary believe that a change is being proposed that in effect will make a current Restricted Action easier to achieve, they may classify it as an 'A' Status item.

c) No amendment shall become effective until registered with the FSA.

It is possible for section 2 of Schedule 1 to be added to by members at the next SGM of the Society by a majority of members voting by person and by proxy at that meeting. Thereafter, any amendment to Schedule 1 shall be in accordance with the provisions laid down within it.

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<sup>i</sup> References to 'the Society' and its Board refer to the Wimbledon Football Club Supporters Society Limited (29337 R), trading as The Dons Trust