

**Minutes of the Annual General Meeting of the members of the Wimbledon Football Club Supporters' Society Limited (The Dons Trust) held at Plough Lane and online, Monday 19 December 2022 at 7.30pm**

**1. Welcome and introduction**

The Chair of the Dons Trust, Kris Stewart, opened proceedings and welcomed everyone present, in person and online.

Apologies had been received before the meeting from Ivor Heller, Kevin Rye, Graham Stacey and Freddy Flaxman who were unable to attend.

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

It was noted that none of the resolutions listed on the agenda constituted a Restricted Action. Resolutions 5 to 11 required two-thirds of those voting in person or by proxy to vote in favour. The rest of the Resolutions were subject to a simple majority vote.

**2. Approval of SGM Minutes**

**Resolution 1:** Approval of minutes of the SGM on 25 May 2022

	In Person	Online	Proxy	Total
For	17	40	67	124
Against	0	0	0	0
Abstain	0	7	0	7
%age of votes cast in favour				95%
%age of votes required to be passed	<input style="width: 100px; height: 20px;" type="text"/>			Simple majority
Outcome of resolution				Passed

**Resolution 2:** Approval of minutes of the SGM on 13 October 2022

	In Person	Online	Proxy	Total
For	23	37	68	128

Against	0	0	0	0
Abstain	0	10	0	10
%age of votes cast in favour				93%
%age of votes required to be passed	<input type="text"/> <input type="text"/>			Simple majority
Outcome of resolution				Passed

### 3. Outcome of 2022 Board Election

David Hall presented the Election Steering Group report on the outcome of the 2022 Board Election, confirming the following results of the Dons Trust Board elections 2022 which were counted on 4 December 2022 by the ESG in the presence of Neil Springate, the Independent Scrutineer:

There were 3,440 ballot papers issued and 1,218 votes cast – a turnout of 35.4%.

The number of votes cast for each candidate were as follows (candidates are in ballot paper order):

Matt Lowndes - 826

Graeme Price - 760

Kevin Rye - 686

Chris Philips - 641

Colin Shergold - 256

Mike Hastie - 348

Julian Ehrhardt - 374

Adam Procter - 430

Joshua Perrin - 296

Mark Lewis - 650

Richard Shepherd - 627

Daniel Allwright - 271

James Macdonald - 809

There were eleven spoilt ballots.

The AGM noted therefore that **Matt Lowndes, James Macdonald, Graeme Price, Kevin Rye** and **Mark Lewis** had been elected to serve two year terms

and **Chris Philips** and **Richard Shepherd** had been elected to serve one year terms as Dons Trust Board members.

David Hall thanked all the candidates and voters and also the members of the ESG, Julian Edwards, Matt Breach, George Jones and the independent scrutineer Neil Springate.

Kris Stewart then thanked and paid tribute to the hard work and contributions made by the outgoing Board members Luke MacKenzie, Hannah Kitcher, Charlie Talbot, Graham Stacey, Niall Couper and Anne-Marie Godfrey.

#### 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

	In Person	Online	Proxy	Total
For	31	46	68	145
Against	0	0	0	0
Abstain	0	6	0	6
%age of votes cast in favour				96%
%age of votes required to be passed	<input type="text"/>			Simple majority
Outcome of resolution				Passed

**Resolution 4:** Reappointment of BDO LLP as auditors of the Society for the year to 30 June 2023

	In Person	Online	Proxy	Total
For	33	47	66	146
Against	1	3	1	5
Abstain	0	2	0	2
%age of votes cast in favour				95%
%age of votes required to be passed	<input type="text"/>			Simple majority
Outcome of resolution				Passed

## 5. Amendments to the Dons Trust Constitution

**\*The AGM agreed to consider resolutions 8, 9 and 16 before resolution 7**

**Resolution 5:** To approve the amendments to clause 56 and clause 61 of the Dons Trust Constitution to change Board members' term lengths from 2 to 3 years.

	In Person	Online	Proxy	Total
For	36	41	62	139
Against	0	12	6	18
Abstain	2	2	0	4
%age of votes cast in favour				86%
%age of votes required to be passed	<input type="text"/>			2/3 of those voting
Outcome of resolution				Passed

**Resolution 6:** To approve the amendment to clause 58 of the Dons Trust Constitution to 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.

	In Person	Online	Proxy	Total
For	32	42	63	137
Against	0	12	5	17
Abstain	2	4	0	6
%age of votes cast in favour				86%
%age of votes required to be passed	<input type="text"/>			2/3 of those voting
Outcome of resolution				Passed

**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.

	In Person	Online	Proxy	Total
For	35	28	63	126
Against	1	19	5	25
Abstain	0	6	0	6
%age of votes cast in favour				80%
%age of votes required to be passed	<input type="text"/>			2/3 of those voting
Outcome of resolution				Passed

**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.

	In Person	Online	Proxy	Total
For	33	37	61	131
Against	0	7	7	14
Abstain	0	3	0	3
%age of votes cast in favour				89%
%age of votes required to be passed	<input type="text"/>			2/3 of those voting
Outcome of resolution				Passed

**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.

	In Person	Online	Proxy	Total
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For	35	51	62	148
Against	0	2	6	8
Abstain	0	1	0	1
%age of votes cast in favour				94%
%age of votes required to be passed	<input type="text"/>			2/3 of those voting
Outcome of resolution				Passed

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

	In Person	Online	Proxy	Total
For	36	54	67	157
Against	0	1	1	2
Abstain	0	0	0	0
%age of votes cast in favour				99%
%age of votes required to be passed	<input type="text"/>			2/3 of those voting
Outcome of resolution				Passed

**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.

	In Person	Online	Proxy	Total
For	34	50	64	148
Against	0	3	4	7
Abstain	0	0	0	0
%age of votes cast in favour				95%
%age of votes required to be passed	<input type="text"/>			2/3 of those voting
Outcome of resolution				Passed

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

**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.

	In Person	Online	Proxy	Total
For	34	51	63	148
Against	1	3	5	9
Abstain	0	0	0	0
%age of votes cast in favour				94%
%age of votes required to be passed				Simple majority
Outcome of resolution				Passed

**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.

	In Person	Online	Proxy	Total
For	33	49	63	145
Against	1	5	4	10
Abstain	0	3	0	3
%age of votes cast in favour				92%
%age of votes required to be passed				Simple majority
Outcome of resolution				Passed

**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.

	In Person	Online	Proxy	Total
For	32	49	61	142
Against	0	6	6	12
Abstain	0	2	0	2
%age of votes cast in favour				91%
%age of votes required to be passed				Simple majority
Outcome of resolution				Passed

**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.

	In Person	Online	Proxy	Total
For	32	52	60	144
Against	0	3	7	10
Abstain	1	4	0	5
%age of votes cast in favour				91%
%age of votes required to be passed				Simple majority
Outcome of resolution				Passed

**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.



	In Person	Online	Proxy	Total
For	33	45	61	139
Against	0	3	5	8
Abstain	0	0	0	0
%age of votes cast in favour				95%
%age of votes required to be passed				Simple majority
Outcome of resolution				Passed

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

**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.

	In Person	Online	Proxy	Total
For	33	54	68	155
Against	0	0	0	0
Abstain	0	2	0	2
%age of votes cast in favour				99%
%age of votes required to be passed				Simple majority
Outcome of resolution				Passed

**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.

	In Person	Online	Proxy	Total
For	32	52	66	150

Against	1	2	2	5
Abstain	0	2	0	2
%age of votes cast in favour				96%
%age of votes required to be passed	<input type="text"/>			Simple majority
Outcome of resolution				Passed

**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.

	In Person	Online	Proxy	Total
For	32	54	66	152
Against	0	2	1	3
Abstain	1	1	0	2
%age of votes cast in favour				97%
%age of votes required to be passed	<input type="text"/>			Simple majority
Outcome of resolution				Passed

**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.

	In Person	Online	Proxy	Total
For	32	42	58	132
Against	0	13	9	22
Abstain	1	1	0	2
%age of votes cast in favour				85%
%age of votes required to be passed	<input type="text"/>			Simple majority
Outcome of resolution				Passed

**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.

	In Person	Online	Proxy	Total
For	35	51	64	150
Against	0	4	2	6
Abstain	0	2	0	2
%age of votes cast in favour				95%
%age of votes required to be passed				Simple majority
Outcome of resolution				Passed

## 8. General Discussion with Members

### ***Q. Has there been a decision on timescale for renewal of kits?***

Danny Macklin: This is currently a complex issue, the Hummel distributors have gone into administration and almost certainly new kit manufacturer will be producing the kit next season. We will communicate more information as soon as we can.

### ***Q. What is the current position on the memorial garden?***

DM: Talks are taking place on the best solutions for the medium and longer term – discussions continue with John Lynch and WiSH.

### ***Q. How has Danny found the club since he has been here?***

DM: Nothing that is currently broken is unable to be fixed. The on-pitch performances have been good since early November, with credit due to the management team. We can and will improve the revenue ‘drivers’, commercial, hospitality, ticketing, etc – there are some easy wins, while some improvements may be longer term, plans are in place to address identified issues.

### ***Q (Online): How happy are we with the London Broncos groundshare?***

DM: We have a positive working relationship with them and want to help them provide a valuable venue, drive attendances up, etc and develop a mutually beneficial partnership that helps both clubs flourish

***Q (O): When will there be a review of the effectiveness of the new structures?***

KS: A plan is being formulated for annually appraisals of individual board members. A plan for formal review of the effectiveness of structures themselves will be set by the new Board.

***Q (O): Should we be offering an incentive for returning matchday tickets that will not be used?***

DM: We want to incentivise return tickets, but need to be mindful that part rebates will cost money, a review of this area will look to set a system that benefits both club and ST holder.

***Q (O): Are turnstile problems now sorted and will turnstiles be fully staffed?***

DM: I'm confident turnstile and staffing problems that existed have been resolved. There will always be some people that expect to be able to arrive at 2.55 for a game, get a lemonade and a hot dog and be in their seat by 3.00pm. No stadium can ever provide for that so we want to encourage people to arrive early before a game whenever possible and enjoy the unique atmosphere in the fans zone.

***Q (O): Will there be a review of ticket prices – they appear expensive?***

DM: Benchmarking of ticket prices against other similar clubs is taking place, the aim is to balance affordability with the needs of the club, ensuring prime value. We want to appeal to all age groups and are particularly looking at 16yr olds as they cannot always afford adult prices.

***Q(O): What is the latest on the 'man of the match' after games?***

DM: Discussions are taking place on the best way forward for this and the plans will be communicated to all

***Q(O): Has the pitch thawed?***

DM: Yes, at 3pm today when rain came down – thanks to all that tried their very best to get the Stevenage game on.

***Q(O): What is the financial exposure on Hummel's problems?***

DM: There are commercial sensitivities on this, we reduced our risk in that area, and are now moving forward to make sure next season's kit is sorted out. We will have a great range of products for next season.

***Q (O): Is there a good budget for January window and can fans help in any way?***

Mick Buckley: For the January window, we would like to deliver the budget we set ourselves at beginning of the season, with a goal to break even and not

increase debts. A number of budget areas are going well, some not so well, but we think we can hit the budget, break even and spend some money in January. The Manager has an idea of a couple of areas where he would like to add depth and has been told by the PLCB to indicate what else in an ideal world he would like, without making any promises. Fans can always help but have already stepped up financially a number of times. The WAWF have been in contact to ask what they could do and we will be in contact with them.

***Q (O): Are there plans to extend other stands any time soon, I would like to see the club fulfil their potential, or will PLBs hold us back?***

KS: No current plan or date to extend at present

MB: No, but ultimately there is a dream and vision and I'm sure the ground will be extended in future, resulting from a combination of demand for more space and identifying a plan to get a return on investment. Roger's team have been actively looking at the stadium footprint and have exciting things for what could be done in the future with the right partnerships. We do have the debt, but have valuable land so look at increasing the demand from fans to attend matches and the right model to extend when we can.

***Q (O): What is the latest on the lifts?***

DM: Doing all we can – one is currently working so that is a 50% improvement, but the situation is not good enough and will be resolved. Unfortunately, this will not be done before Christmas.

***Q (O): What is the latest on improving non-matchday revenue, event hire and the Education Hub?***

DM: We are exploring viable 3<sup>rd</sup> floor options, this may be education led, but space may also be essential for matchday options. Some enhancements to make the best use of the 2<sup>nd</sup> floor can be done quite cheaply, others are not so cheap. The plan is for a full launch when enhancements are in place and to make the facilities 365 days a year business, rather than the 50-60 days a year at present.

***Q (O): Will there be a family fun day next year?***

MB: yes, we will have a family fun day concept in 2023.

***Q (O): With public transport strikes have the club thought of shuttle services to the ground from local areas?***

DM: Good suggestion, but I'm not sure how financially viable it might be. We'll review what's going on in next few weeks with strikes and look at options for doing it if it is required.

***Q (O): What partnerships are we looking toward and with what companies?***

DM: Any companies. There are a lot of small businesses in our area but no big businesses. We have to look further afield for that and tailor packages to both

big and small to be relevant and capitalise on those organisations that share our co-operative vision, and relate to our journey and ethos. We want to be able to raise revenues to compete with League 1 clubs and we have a road map to get there.

***Q (O): Is there an international DT members list?***

Charlie Talbot: The DTB did start a process of trying to better engage people abroad, but lacked the bandwidth to properly do it, better online content key is a key driver to this.

MB: This kind of ties in with the last question on what kind of companies do you want partnerships with. We have not so far really packaged our unique story properly to companies, fans and fans overseas.

DM: The fan base we have needs to be better identified, things like international days, encouraging fans to come over for it. I think it is a question of watch this space, we need the streaming product to improve and it will and that will help.

***Q (O): I'm a fan in the US, how can I become involved more?***

Niall Couper: The DTB are divided into theme groups, the community theme group will look at that dimension, and overseas fans could become involved in that way keen to help the growth internationally.

***Q: Stewarding – there seem to be a large number of stewards, do we need so many – also can we have Balti pies back?***

DM: We have exactly the number of stewards we need, including a surplus to call on, to ensure there would be no restrictions on crowd numbers allowed. In the new year, the idea is to recruit more directly paid rather than agency stewards to ensure continuity. We'll make sure Balti pies are available – everyone should try one.

***Q: Where are we in the 'budget league'?***

MB: in terms of what clubs said before the season started we are 15<sup>th</sup>, we see what the real figures shortly.

***Q: The DT members on the PLCB can vote en-block against a motion to ensure it doesn't pass. Can the DT members also vote in this way to force through a proposal?***

KS: No, the en-block voting rules can't make something happen, it can just stop something bad happening. It should also be remembered that with the DT 75% shareholding, the DT can appoint or not appoint directors to the PLCB and also call an extraordinary meeting if that was deemed to be required.

**9. Any Other Business**

On behalf of the Dons Trust, Kris Stewart paid tribute to Iain McNay chair of the PLC since its formation in 2003, who would be standing down from this role after the PLC AGM that followed the DT AGM.

Kris Stewart then closed the meeting at 8.32pm.

Signed on behalf of the DT Board

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Chair of the DTB