

## **Resolutions for the Dons Trust AGM:**

***The Dons Trust Board recommends that you vote in favour of all resolutions in this paper***

### **Voting rules for the resolutions put forward by the Dons Trust Board:**

The current Dons Trust constitution states in clause 96:

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 Unless these Rules say otherwise any Rule may be altered or rescinded, or any new Rule may be made, by resolution of at least two thirds of these members who vote in person or by proxy at a general meeting.

**The following Dons Trust resolutions therefore require two thirds of the members who vote in person or by proxy:**

Resolution 5  
Resolution 6  
Resolution 7  
Resolution 8  
Resolution 9  
Resolution 10  
Resolutions 11

**The following AFCW PLC resolutions require a simple majority of the members who vote in person or by proxy:**

Resolution 12  
Resolution 13  
Resolution 14  
Resolution 15  
Resolution 16

### **Dons Trust Board Resolutions**

#### **Resolution 5 - Dons Trust Board Member Term lengths**

***The Dons Trust Board recommends that members vote in favour of resolution 5***

The current Dons Trust constitution states in clause 56:

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.

**The Dons Trust Board recommends that elected members of the Society Board should normally serve for periods of 3 years, rather than 2 years and that clause 56 should be amended to replace '2 years' with '3 years'.**

The current Dons Trust constitution states in clause 61:

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.

**In addition, clause 61. shall be amended as follows:**

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 **three** years (or, as such shorter period for which they have been elected or, if Annual General Meetings are not held on the same date in each year, approximately **three** years) and have not stood for re-election during that period will be required to resign from the Society Board.

**Resolution 6 – Dons Trust Board Member Term limits**

***The Dons Trust Board recommends that members vote in favour of resolution 6***

**The Dons Trust Board recommends that clause 58. shall be amended to add g.**

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.
  - g. **for any member of the Society Board who has been in office continually for 9 years after December 2022 they shall be ineligible to stand for re-election for one year after reaching that 9 year point.**

**Resolution 7 – Constitution of Subsidiaries**

***The Dons Trust Board recommends that members vote in favour of resolution 7***

The current Dons Trust constitution states in clause 77:

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.

**The Dons Trust Board recommends that clause 77 be amended as follows:**

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 the Society Board's membership policy. *For any subsidiary board other than AFC Wimbledon Ladies FC limited, 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 – Block voting**

***The Dons Trust Board recommends that members vote in favour of resolution 8***

**The Dons Trust Board recommends that clause 77 also be amended to add:**

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 – Memorandum of Understanding**

***The Dons Trust Board recommends that members vote in favour of resolution 9***

**The Dons Trust Board recommends that a new clause 78 be inserted in the Constitution:**

78. As part of the Memorandum of Understanding between the Society Board and AFCW PLC Board, there are certain matters which require the prior written consent of the Society Board. The Club shall not take any action nor pass any resolution without the prior written consent of the Society Board in any matter that pertains or relates to those Restricted Actions set out in Schedule 1, clause 2. In addition, there are certain other matters which AFCW PLC Board can discuss but any decision then must be approved by the Society Board. These are listed below:

Action
Agreeing a ground share to leave the club not having less favourable terms in respect of length of tenure, rights or rents paid
Engaging in commercial activity with an organisation or industry that might directly hinder performance, image, brand, or reputation of the Club
Changing the Club charter
Annual budget for the Club
Significant investment decisions eg capital expenditure over 7.5% of the previous year's turnover in the AFCW plc accounts
One off revenue windfalls, eg player sales, cup prize money over 7.5% of the previous year's turnover in the AFCW plc accounts
General price rises of greater than inflation eg tickets, merchandise, food and beverage
Extension of the Club's activities into significant new business areas and any decision to cease to operate all or any significant part of the Club's business

## **Resolution 10 – Society's Address**

***The Dons Trust Board recommends that members vote in favour of resolution 10***

The current Dons Trust constitution states in clause 111:

111. The Society's registered office is at Kingsmeadow Stadium, Jack Goodchild Way, 422A Kingston Road, Kingston Upon Thames, Surrey, KT1 3PB.

**The Dons Trust Board recommends that clause 111 be amended as follows:**

The Society's registered office is at Plough Lane Stadium, Plough Lane, London SW17 0NR.

## **Resolution 11 – Minimum number of Society Board members**

***The Dons Trust Board recommends that members vote in favour of resolution 11***

The current Dons Trust constitution states in clause 54:

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;

**The Dons Trust Board recommends that clause 54 be amended as follows:**

54. The Society Board is to have not fewer than **eight** 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 **eight** members of the Society Board will be elected by the members in accordance with such arrangements as shall be determined by the Society Board;

**PLC Articles changes**

As part of the governance changes being proposed, the following resolutions numbered 12 to 16 are being proposed. The Dons Trust Board ask members to authorise the Dons Trust Board to cast the Trust's votes at AFCW PLC's Annual General Meeting in favour of approving these amendments to the AFCW PLC's Articles of Association:

**Resolution 12 - No of AFCW PLC directors**

***The Dons Trust Board recommends that members vote in favour of resolution 12***

The current AFCW PLC Articles of Association state in article 84.1:

84.1 Subject to the provisions of this article 84, unless and until otherwise determined by an ordinary resolution of the Company the number of Directors shall not be less than two and not more than ten.

**The Dons Trust Board recommends that article 84.1 be amended as follows:**

84.1 Subject to the provisions of this article 84, unless and until otherwise determined by an ordinary resolution of the Company the number of Directors shall not be less than **four (including two from the Society Board)** and not more than **twelve**.

**Resolution 13 – Number of Directors**

***The Dons Trust Board recommends that members vote in favour of resolution 13***

The current AFCW PLC Articles of Association state in article 84.3 Number of Directors:

84.3 For so long as the Company shall remain a subsidiary of Wimbledon Football Club Supporters' Society:

- a) the Directors shall be appointed on terms agreed and approved by the Society Board;
- b) the majority in number of the Directors appointed at any one time must also be Dons Trust Directors;
- c) in the event that the number of Dons Trust Directors on the Board shall fall below a majority in number of the Directors, for whatever reason, the provisions of Article 84.2 shall apply mutatis mutandis.

**The Dons Trust Board recommends that article 84.3 (b) be amended as follows to include a proposal for AFCW PLC to be a board of 9-12 members as noted in the amendment to clause 77 of the Dons Trust Constitution in resolution 7 above:**

84.3 For so long as the Company shall remain a subsidiary of Wimbledon Football Club Supporters' Society:

- a) the Directors shall be appointed on terms agreed and approved by the Society Board;
- b) **the Company 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. Any subsidiary of the Company shall also have the same Board structure, except that 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 14 – Rotation of Directors**

### ***The Dons Trust Board recommends that members vote in favour of resolution 14***

The current AFCW PLC Articles of Association state in article 108 Which Director to retire:

108 The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election and any Director who has been, or who by the time of the next annual general meeting will have been, in office for three or more years. In so far as the number of Directors retiring as calculated above is less than one-third of the Directors or if their number is not three or a multiple of three the number nearest to but not exceeding one-third the Directors who have been longest in office shall also retire. As between two or more Directors who have been in office an equal length of time, the Director to retire shall in default of agreement between them be determined by lot. The length of time a Director has been in office shall be computed from the date of his last election or appointment when he has previously vacated office. A retiring Director shall be eligible for re-election.

**The Dons Trust Board recommends that Directors of AFCW PLC Board should normally serve for periods of 3 years, with a maximum of nine years in office if re-elected after each three year term. If they then wish to stand for re-election they shall be ineligible to stand for one year after reaching that 9 year point. Article 108 should be amended as follows:**

108 The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election and any Director who has been, or who by the time of the next annual general meeting will have been, in office for three or more years. In so far as the number of Directors retiring as calculated above is less than one-third of the Directors or if their number is not three or a multiple of three the number nearest to but not exceeding one-third the Directors who have been longest in office shall also retire. As between two or more Directors who have been in office an equal length of time, the Director to retire shall in default of agreement between them be determined by lot. The length of time a Director has been in office shall be computed from the date of his last election or appointment when he has previously vacated office. A retiring Director shall be eligible for re-election **except that for any Director who has been in office continually for 9 years after December 2022 they shall be ineligible to stand for re-election for one year after reaching that 9 year point.**

## **Resolution 15 – Quorum for Board Meetings and Blocking Vote**

### ***The Dons Trust Board recommends that members vote in favour of resolution 15***

The current AFCW PLC Articles of Association state in article 117 Meetings of Directors:

117 The Directors may meet together (either in person or by telephone) for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall constitute a quorum. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. One Director may, and the Secretary shall at the request of a Director, at any time summon a meeting of the Directors.

**The Dons Trust Board recommends that article 117 be amended as follows to include a blocking vote for the Society Board members on the AFCW PLC Board and to remove the Chair having a casting vote:**

117 The Directors may meet together (either in person or by telephone) for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined **four Directors (including one from the Society Board)** shall constitute a quorum. Questions arising at any meeting shall be determined by a majority of votes, **save that where all Society Board directors vote against any proposal, that proposal will fail irrespective of the votes in favour.** One Director may, and the Secretary shall at the request of a Director, at any time summon a meeting of the Directors.

**Resolution 16 – Memorandum of Understanding between AFCW PLC Board and the Society Board**

***The Dons Trust Board recommends that you members in favour of resolution 16***

**In order to reflect the changes to the Restricted and non-Restricted Actions set out in Schedule 1 of the Dons Trust Constitution, the Dons Trust Board recommend that the AFCW PLC Articles of Association are amended to include a new Schedule 1 as an addendum to those Articles:**

Schedule 1

Memorandum of Understanding between the Society Board and AFCW PLC Board.

Directors' general authority

- 1) Subject to the articles, the directors are responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club
- 2) Without Prejudice to the above, and without limitation any of the matters reserved to the Board as annexed hereto at Schedule 1 may be approved by the Board subject to additional shareholder approval as required by this Schedule.
- 3) The Board's authority is limited to the degree as set out below.
- 4) AFCW PLC Board shall not take any action nor pass any resolution without the prior written consent of the Society Board in any matter that pertains or relates to:
- 5) Restricted Actions

Action
Any action that results in the Society's voting capacity in AFCW plc falling below 75% +1 share
Sale of any freehold interest in Plough Lane
Any ground relocation from Plough Lane
Creation of any new leasehold interest in Plough Lane
Any issue of new shares in AFCW plc, or transfer of existing Society shares in AFCW plc, to 3rd parties
Any alteration in the ownership or corporate status of any subsidiary company that increases the influence of 3rd parties over any of those companies vis-à-vis the Society
Setting up any new subsidiary company that is not 100% owned by AFCW plc.
Creating any agreement in respect of Plough Lane to leave the club having less favourable terms in respect of length of tenure, rights or rents paid
Name of the Club including nickname, or its status with the FA
The primary colours of the Club (yellow and blue)
The Club and associated subsidiary badges and crests
Borrowing against the security of the freehold at Plough Lane

6) Non-Restricted actions

- a. Investigating opportunities to undertake Restricted Actions are not Restricted Actions in themselves provided that:
  - i. such investigations do not commit the Company or its subsidiaries to undertake Restricted Actions
  - ii. the Board takes reasonable steps to ensure that relevant 3rd parties are aware of the requirement for Society Board approval of Restricted Actions and the Society Board are made aware of the investigations before the next Board meeting;

- b. In accordance with this Schedule the following matters can be discussed by AFCW PLC Board but any decision must then be approved by the Society Board.

Action
Agreeing a ground share to leave the club not having less favourable terms in respect of length of tenure, rights or rents paid
Engaging in commercial activity with an organisation or industry that might directly hinder performance, image, brand, or reputation of the Club
Changing the Club charter
Annual budget for the Club
Significant investment decisions eg capital expenditure over 7.5% of the previous year's turnover in the AFCW plc accounts
One off revenue windfalls, eg player sales, cup prize money over 7.5% of the previous year's turnover in the AFCW plc accounts
General price rises of greater than inflation eg tickets, merchandise, food and beverage
Extension of the Club's activities into significant new business areas and any decision to cease to operate all or any significant part of the Club's business

- 7) Any other matter not listed in clause 5 or 6 above, may be discussed and appropriate actions taken by the AFCW PLC Board without the consent of the Society Board.