

Draft Minutes of the AGM of the Wimbledon Football Club Supporters' Society (the Dons Trust) held on 21 December 2017 at the Cherry Red Records Stadium Kingsmeadow KT1 3PB

Board Members present:

Mark Davis (Vice-Chair) (MD)

Sean McLaughlin (Treasurer) (SM)

Charles Williams (CW)

Roger Evans (RE)

Tim Hillyer (TH)

Nigel Higgs (NH)

In attendance

Erik Samuelson, CEO, AFC Wimbledon (ES)

Philip Rudling, Director, AFC Wimbledon Foundation (PR)

Approximately 75-100 DT recorded and posted on Webjam and live posting

1. Apologies and Introduction

Vice-Chair Mark Davis opened the meeting noting that apologies had been received from Dons Trust Chair Matthew Breach and board members Colin Dipple and Jane Lonsdale.

2. Approval of minutes

Members voted in favour of approving the minutes from the SGM held on 31 August 2017.

3. Election Results

John Dolan, the Chair of the Election Steering Group, thanked Neil Springate, Tudor Jennings, Julian Edwards and Hannah Kitcher for their hard work on the election this year.

He noted that the election had been uncontested, and that all nominees were deemed eligible to stand. He duly declared that Jane Lonsdale, Cormac van der Hoeven, Roger Evans, Colin Dipple and Mark Davis were elected to the DTB. Each of the manifestos are to be published on the DT website shortly.

MD thanked retiring board member David Grows for his service to the trust and the club.

He then added that, in line with the constitution, co-opted board member Charles Williams was considered to have stood down from his position as a board member, and that the DTB would shortly revisit the topic of co-option following an assessment of potential skills gaps in the DTB.

4. Votes on Resolutions 1 - 5

MD read out the text of resolutions 1-5, explaining that the AFCW PLC accounts had not yet been finalised but that these would be provided as soon as practically possible.

Resolution 1: To approve the Society's annual report and accounts for the year ended 30 June 2017.

Resolution 2: To reappoint BDO LLP as auditors of the Society for the year to 30th June 2018.

Resolution 3: To authorise the Dons Trust Board to review the AFCW PLC accounts and, if appropriate in the light of that review, to cast the Trust's votes in favour of approving the PLC accounts at its Annual General Meeting.

Resolution 4: That the Dons Trust Board should be authorised to cast the Dons Trust's vote at this year's AGM of AFCW PLC in favour of approving the reappointment of BDO LLP as auditors of the PLC for the year to 30 June 2018.

Resolution 5: That the Dons Trust Board should be authorized to cast the Dons Trust's vote at this year's AGM of AFCW PLC in favour of the following special resolution for the 'Authority to allot A Ordinary shares':

'That, in accordance with section 551 of the Companies Act 2006, the directors be hereby generally and unconditionally authorised to allot further A Ordinary shares of £0.01 each up to an aggregate nominal amount of £9,366 to such persons as and at such times as they think proper providing that such authority shall expire (unless previously reviewed varied or revoked by the company in general meetings) after the prescribed period which shall be twelve months from the date of this resolution.'

Resolution 6: That, subject to Resolution 5 being passed, the Dons Trust Board be authorised to cast the Dons Trust's vote at this year's AGM of AFCW PLC in favour of the following special resolution for the 'Disapplication of pre-emption rights in relation to A Ordinary shares':

'That, in accordance with section 570 of the Companies Act 2006, the directors be and are given the general power to allot A Ordinary shares of £0.01p each for cash, pursuant to the authority conferred by resolution 7 up to an aggregate nominal amount of £9,366 at any time for the prescribed period of twelve months from the date of this resolution as if the statutory pre-emption rights in section 561(1) of the Companies Act 2006 did not apply to any such allotment.'

Resolution 7: To consider the following resolution as a special resolution:

In accordance with paragraph 104.1 of the company's Articles of Association, to authorise the Board to obtain borrowings of up to £7 million to assist in the acquisition and

construction of a new stadium and to grant a charge against that stadium as security for the borrowing, notwithstanding that when the borrowings are incurred the aggregate amount owing by the Group (being the Company and all its subsidiaries and subsidiary undertakings), in respect of moneys borrowed (exclusive of moneys borrowed by the Company or any of its subsidiaries and subsidiary undertakings from any other of such companies) may exceed a sum equal to two times Equity Shareholders' Funds as shown in the Company's audited annual accounts for the previous financial year.

Resolution 8: That the Dons Trust Board should be authorised to cast the Dons Trust's vote at this year's AGM of AFCW PLC in favour of approving re-electing Iain McNay and Nigel Higgs as directors. They are each retiring by rotation in accordance with the company's articles of association.

The results of the votes on each of these resolutions is noted in the table below:

Resolution 1	Passed unanimously
Resolution 2	Passed unanimously
Resolution 3	Passed unanimously, with the exception of one abstention
Resolution 4	Passed unanimously
Resolution 5	Passed unanimously, with the exception of one vote against
Resolution 6	Passed unanimously, with the exception of one vote against
Resolution 7	Passed unanimously, with the exception of one vote against
Resolution 8	Passed unanimously, with the exception of two votes against

5. AFC Wimbledon Foundation Presentation - Philip Rudling

Philip Rudling (PR) (Director - AFC Wimbledon Foundation) opened his presentation with an explanation of his background and motivations for joining the AFCW Foundation as director. Having grown up in Portsmouth and worked with Leyton Orient for 20 years he is a member of both the Portsmouth and Leyton Orient supporters trust, and is passionate about AFC Wimbledon's vision as a fan owned club.

Philip then detailed some of the good work which the foundation had been involved in. He noted that 'Primary Stars,' the scheme run in primary schools, had been an area of focus for the Foundation. The scheme is funded by the Premier League and uses sport as a vehicle to improve student's education across several subjects. The Foundation's work in this respect is largely based in deprived areas of Merton, Morden and Kingston.

Additionally walking football had been a real success, and the Foundation is currently trying to affiliate the team with the London FA.

The Foundation has also been involved with running an 'Upping Your Game' league on a Friday night, which has been delivered in conjunction with local house builders.

He then set out his vision for the future direction of the Foundation. He believed that the Foundation should aim to become the leading provider of school sport in its chosen boroughs, and that it should focus on a strong delivery of its core programme. Central to this will be leveraging the club's move home to Merton, and ensuring that the Foundation is working hard to build the Club's presence in the area.

He then concluded his presentation and opened the floor to questions from the members:

Q1 - 'The borough boundaries in South West London are fairly arbitrary, should we limit ourselves by these?'

A1 - PR replied that the Foundation is fairly flexible in the application of borough boundaries. Historically the various London clubs divided boroughs up between them; however, this system has somewhat broken down. The Foundation has good relationships with a number of local clubs however.

Q2 - 'Could you set out the various funding streams which the Foundation has access to?'

A2 - PR: 'The biggest individual funding stream comes from the Premier League. However, the Foundation also has significant funding from a number of grants, although these have to be applied for individually'

Q3 - 'How does the Foundation measure its success?'

A3 - PR: 'Each project will have its own targets, which are often set by the Foundation's partner in each case. Overall the Foundation needs to increase its income significantly'.

Q4 - 'Have we considered running breakfast clubs at all in half terms?'

A4 - PR: 'There's been some great schemes run in a number of places - we're currently looking at providing meals as part of some of our school schemes'.

MD noted his thanks to PR for his time this evening, and also to the staff and trustees of the Foundation for their hard work.

6. Stadium Update

Erik Samuelson (ES) explained that the stadium deal was signed the previous week, on 13 December, and the club was now in a six week Judicial Review period. This means that somebody could apply to have the decision overturned, which would mean a further delay. The Judicial Review period expires on 24 January. After that, Galliard are going to clear the site which is expected to take six to eight months. Their role is to clear it to a standard that it is suitable to build on, the standard being set by Merton. Once cleared to that standard, the freehold land will transfer to the club via Merton.

In the meantime, ES confirmed that three contractors have tendered for a two stage process. The two stages are:

- i. a quote for what the contractors thought the stadium would cost; and
- ii. a quote for the next stage, the detailed design stage.

ES confirmed that it will take a few months until there is a fixed price contract offer. After that, the stadium will be built. He explained that it is looking increasingly tight that the stadium will be open for 2019, and to do so would result in building costs increasing. Even if the stadium is not ready for football by 2019, the conferencing and banqueting facilities could open once they are completed. ES explained that the question would then be whether the stadium is

opened for football half way through the season. A sensible process would be required to decide this.

ES briefly took members through the stadium design and confirmed that the stadium would initially have capacity of 9 - 10,000 with the capability of expansion. He then opened to the floor for questions from members:

Q1 - 'In the Section 106 agreement there's two financial figures mentioned. Stadium costs was £21 million and football club contribution was £7 million. Could you clarify that?'

A1 - ES: '£21 million is for building the stadium but not fitting it out, it's the shadow of the stadium with no grass, no seats, all that sort of stuff. The difference is that Galliard are putting in £14 million. £21 million less £14 million is £7 million. So, of that £21 million, we're making a contribution of £7 million but it's more than that as we're fitting it out as well.'

Q2 - 'In terms of design and number of seats, that's purely down to designers? What kind of input are we putting into the design?'

A2 - ES: 'It's our design... what decides the number of seats is really what we can afford, it's as simple as that'

Q3 - On the question of safe standing, it's been said a number of times if we're to do that we'd lose our £1 million grant from the football foundation. Is that still a live topic of conversation?'

A3 - ES: 'Talking to Football Stadium Improvement Fund only this week to see where we are with that. In principle we can transfer the £750,000 grant on our current stadium to the new stadium so long as the new stadium is all seater. Safe standing does not comprise all seater for the purposes of the Football Stadium Improvement Fund. What we are doing is leaving the decision until as late as possible. We can make that decision late in the day, in the hope that the rule will change.'

Q4 - 'Any suggestion you would have community shares from the fans to help pay for the stadium?'

A4 - 'Was an idea we ran with for quite a while until the government changed the rules. The attraction about them was that you could get tax relief if you invest in them but the government changed the rules and we're no longer eligible for that. There are other ways of raising money'

Q5 - With the funding - looking for £7 million - when is it possible to start applying for a grant? Is it when the Section 106 commences or is it when we sign the lease?'

A5 - ES: 'First of all the further £201k that we're yet to claim from the Football Stadium Improvement Fund and the message from them is that we should make a joint application to transfer the existing grant and the new one at the same time by the deadline which has been set by them for the end of January. We're looking at what other sorts of grants you might get'

Q6 - My understanding of Judicial Review is that regardless of how easy it is to start one it would have to be pretty solid in its case in order to commence - be brought forward for proper Judicial Review. Have I got that right and do you feel that anybody has a chance of pulling it off?'

A6 - ES: There are two reasons why Judicial Review could overturn a decision. Firstly on the basis that nobody in their right mind would have made this decision, which I don't think we'll have, and secondly that the procedure that the council went through was flawed in some way. When you think we've had two public consultations, one of them extended over the Christmas period, we had it called in by the Mayor and an attempt to have it called in by the Secretary of State, who declined. We also faced an attempt to get the site listed by Historic England. Merton have been supportive but fastidious in the way they've gone about this process. I can't imagine how this could possibly fail in a procedural way'.

Q7 - 'The money from Chelsea, how does that help us?'

A7 - ES: 'The Chelsea money is a significant chunk of the cost of the stadium'

Q8 - Where are we commercially in terms of sponsorship of the stadium, sponsorship of the stands, how's that looking?'

A8 - ES: We have an agency, Sports Collective. Basically the message is when looking for naming rights the question asked is always where are you with planning? If the answer is we haven't got it yet then forget it. So, intention now having got that is that you don't launch that kind of a campaign over Christmas so you launch it in the New Year... The intention is to launch it out there.

Q9 - 'Going back to Chelsea and Kingsmeadow and assuming that we'll run over to the 2019-20 season, is there an agreement in principle to staying on here and will we be paying them?'

A9 - ES: 'Yes and no. The deal we've got is that they're playing here under a licence and it will flip at the point that the stadium becomes theirs, when we get given the land on Plough Lane. Because things have been delayed we've agreed with them orally that we'll extend that period a year further in case we need it.'

Q10 - 'Have you decided who's going to carry out negotiations of stadium naming rights, stand naming rights, shirt sponsorship and all that sort of stuff?'

A10 - ES: 'Initial approach by Sports Collective and who meets them from the club will depend on what sort of organisation they are'

Meeting adjourned for 10 minutes

7. Breakout Groups

MD explained that the DTB wished to give members more of an opportunity to have their say at general meetings, and that the second half of the meeting would test out a new format where the meeting split into three groups to discuss various topics around the Club and Trust. He explained that the three topics to be discussed this evening were:

1. How are you feeling about the Club and Dons Trust in general?
2. What would improve the match day experience?
3. What works well/less well in your interaction with the DT / DT Board?

The members split into groups and rotated between topics, before re-congregating. MD and other discussion group facilitators summarised the discussions which had taken place:

- Members felt that information should be pushed towards them more often rather than being left on the website / Webjam for them to find;
- Toilets and stewarding were noted as an issue for the match day experience;
- Members were concerned about the potential impact on the atmosphere at the new ground, particularly in light of the Man of the Match presentation and player access.

8. General Q&A

Q1 - 'When will the Spurs tickets be delivered?'

A1 ES: 'There's been a huge effort to send out these tickets. The first batch went out yesterday and the rest ought to be out tomorrow, although with the Christmas post it's not worth worrying if they don't arrive for a few days'.

Q2 - 'When will we find out where we sit in the budget league for this season?'

A2 - ES: 'Believe we are 21st, although the bottom eight are relatively similar. Our budget is probably around £100k less than 18th place'

Q3 - 'Is there anything to add following the Club's statement on the Milton Keynes charge?'

A3 - ES: 'Only that we received notice two weeks ago and that a response was sent yesterday afternoon saying that we contest the charges'

Q4 - 'For David Gowns - What do you think the club could look like in 5/10/20 years?'

A4 - DG 'Hopefully many more people coming to Plough Lane'

Q5 - 'Performances recently haven't been good enough - how desperate are we to remain in League One?'

A5 - ES: 'Confident we will stay in League One. It's very important; however, desperate is a strong word. We have contingencies in place which we've always had that if we get relegated then there's clauses in the players' contracts that reduces costs. I believe Neal Ardley will keep us in the league, I think he's the right person to keep us in the league and to walk us out onto Plough Lane'

Q6 - 'When the Tottenham Hotspur game was drawn out several people assumed that ticket prices would be X and it would end up as a bit of a cash cow resulting in the budget for the elusive target man being rather higher in January. Then the prices came out, at that level. Are we therefore not going to be quite as financially well off as we hoped we would be and did we suggest the price to Spurs, did they suggest to us or what was the discussion regarding prices?'

A6 - ES: 'The process in any cup game is that the home team speaks or writes to you setting out their proposal for the game. In this case there was a brief conversation between Spurs and David Charles, Club Secretary, and then they sent their proposal which is the tickets that we've got and they weren't willing, or able, to expand that, and the prices they set. In terms of

the money we make from it, there's 30,000 tickets at £10 per head, 10,000 tickets at £5 per head. That's £250,000. Take off VAT then you're down below £200,000, take off the cost of opening Wembley then if we make £50,000 we'll be lucky'

Q7 - 'How is the academy review going (the academy audit)?'

A7 - ES: 'We've had the audit and felt that it went really well, we won't get the results until May'

Q8 - 'Did you say that the cost of Tottenham hiring Wembley comes out of our share of the gate receipts?'

A8 - ES: 'No, the cost of running a game at Wembley, the cost of security, safety, the police and all that sort of stuff is very expensive'

Q9 - 'How much do we get (from the FA Cup game v Tottenham Hotspur)?'

A9 - ES: '10% goes to The FA, 90% is split equally. So we get 45%'

Q10 – DT Secretary Tom Brown reading emails: 'CRM [customer database] - quite a number of people having trouble logging in, linking accounts, questions on what the Club's doing to rectify the issues. Also on a communications side quite a few people highlighted that they didn't feel like the Club had put out statements to identify that they were aware that people having issues at the time they were coming in'

A10 - ES: 'There have been problems for a significant number of people. We had a session four to six weeks ago where we ran through the whole process of buying a ticket on screen and came up with 25 improvements, of which about 15 are easy to do and will be done by mid-January. Some other things are, as always when talking about IT systems, harder to do. We have put out two videos on how to register on the system and several notes. If you're still not happy, send me an email and we'll work out what the problem is and we'll help you, or ring the Club'

Q11 - 'Regarding distribution of tickets for the Spurs game, the postage alone would have been quite expensive. Did we ever consider fans coming to the stadium to buy the tickets?'

A12 - ES: 'Postage is a bit expensive but that's one of the reasons why, when you buy online, we charge £1.50 per transaction – which, by and large, we just about break even from of the course of a season'

The meeting closed.