(Paper SGM0416-1)

Draft Minutes of the Annual General Meeting of the Wimbledon Football Club Supporters' Society (the Dons Trust) held at the Mansel Road Church on Thursday 17 December 2015 at 7.30pm.

Apologies

Dons Trust Chairman Matthew Breach (MB) opened the meeting with apologies for absence from Dons Trust Board members David Growns, Sean McLaughlin, Mark Davis and Colin Dipple. Apologies had also been received from the auditors BDO LLP and a number of DT members. The large number of absences was caused by the late change of date from 10 December to 17 December occasioned by the Merton Planning Committee meeting taking place on the earlier date.

1. **Approval of minutes of previous General Meetings**

The minutes of the AGM held on 10 December 2014, the SGM held on 22 October 2015, and the SGM held on 16 November 2015, were all approved unanimously.

2. Results of Election to the Society Board

The Secretary reported that David Growns, Jane Lonsdale, Mark Davis, Roger Evans, Tom Adam and Colin Dipple had been elected to the Board, in the case of Tom Adam for one year only as the successful candidate with fewest votes.

There were comments from members about the podcast. Several of the candidates' voices were similar, and the suggestion was made that they should announce their names before speaking. Also, there was some background noise. These comments should be taken into account for the future.

MB recorded thanks to outgoing board members Kris Stewart, Moorad Choudhry and Zoe Linkson for their contributions. He also thanked John Dolan, who unfortunately could not be present, due to a prior commitment and the change of date. Thanks were also registered to the rest of the Election Steering Group (ESG) in particular Neil Springate from the Fulham Supporters Trust for acting as independent assessor.

3. Dons Trust 2014/15 Annual Report and Accounts

Resolution 1: To approve the Society's Annual Report and Accounts for the year ended 30 June 2015.

The annual report and accounts were approved unanimously

Resolution 2: To reappoint BDO LLP as auditors of the Society for the year to 30 June 2016

The resolution was passed unanimously.

4. AFCW plc 2014/15 Annual Report and Accounts

Club Chief Executive Erik Samuelson said that these accounts are particularly important in that they will be used in connection with the application for bank lending. The profit of £232,222 is largely due to the TV revenues for the Liverpool FA Cup game. ES said that a total of £292,000 had to be written off in 2014 due to accounting rules, yet in 2015 the £147,000 spent did not need to be written off due to the positive progress surrounding the stadium and it could therefore be capitalised.

Resolution 3: 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 AFCW plc's accounts and the reports of the directors and auditors for the year ended 30 June 2015 (Resolution 2 on AFCW plc Agenda).

The Resolution was passed unanimously.

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 2016 (Resolution 5 on AFCW plc Agenda).

The resolution was passed unanimously.

Resolution 5: 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 the following special resolution for the 'Authority to allot A Ordinary shares' (Resolution 7 on AFCW plc Agenda) :

'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 amount of £12,400 to such persons as and at such times as they think proper providing that such authority share 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.'

The resolution was passed with one vote against (via a proxy vote).

Resolution 6: That, subject to Resolution 5 of the AFCW plc Agenda being passed, the Dons Trust Board be authorised to cast the Don's Trust vote in favour at this year's AGM for the following special resolution for the 'Disapplication of pre-emption rights in relation to ordinary shares' (Resolution 8 on AFCW plc Agenda):

'That, in accordance with section 570 of the Companies Act 2006, the directors be and are given the general power to allot Ordinary shares of £0.01p each for cash, pursuant to the authority conferred by Resolution 5 up to an aggregate nominal amount of £150,000 at any time for the prescribed period of 12 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.'

The resolution was passed with one vote against (via a proxy vote).

Resolution 7: That the Dons Trust Board should be authorised to cast the Don's Trust's vote at this year's AGM of AFCW plc in favour of the following special resolution for the 'Authority to borrow' (Resolution 10 on AFCW plc Agenda):

'In accordance with paragraph 98.2 of the company's articles, 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.'

The resolution was passed unanimously.

6. Report from the Dons Trust Board/General Q and A

A question was asked about community shares, and how much was likely to be raised by these. Mr Samuelson said that this matter is being actively investigated, but has not yet been finalised so that a considered view could not yet be given. He thought that the cost for individual shareholders was likely to be manageable.

There was considerable discussion about the need to get younger fans involved in the club and in the Dons Trust. Jane Lonsdale said that analysis shows a drop off of interest from those in the 20 to 40 age range. A number of issues were raised, including the development of contacts in local schools, the possibility of co-option to the DTB of someone with a specific mandate for this age group, the possibility of 'Meet the Players' occasions, the need to engage more with this age group via social media, and improvement of the club's Twitter feed. Mr Samuelson said that it was the intention to make improvements, but it was a question of limited resources. It was noted that the open training session at the beginning of the season had been initiated by Neal Ardley and had proved popular. MB mentioned that engagement with schools is currently done by the AFCW Foundation.

MB said that these issues have already been the subject of debate at Dons Trust Board meetings, and next year the new board intends to draw up a list of priorities which will identify the things the Dons Trust Board is able to do and those things it is not able to do.

7. Report from the Football Club Board.

New Stadium Update

There was a question about the role of the Mayor of London following the planning committee hearing on 10 December. Mr Samuelson said that the unanimous decision of the planning committee was at present only a recommendation, and we will not get a decision until the Mayor has approved and legal agreements with Merton have been signed. After the Mayor has approved, it will still be possible for objectors to apply to the court for judicial review, and this could cause a further delay of around 12 weeks, but such an application is unlikely to be granted unless the court found some fundamental flaw in the procedure, which would be unlikely given the level of consultation carried out and the care taken to meet all requirements of the planning process.

General Q and A

There was a question, followed by discussion, about the incident involving provocative tweets sent by a fan to a loan player, provoking a response, and whether action is to be taken against the fan, the player having returned to his club. Mr Samuelson said that the Football Club board has been talking about this, but there could be unforeseen consequences of taking heavy handed action. Mr Samuelson informed the meeting that all contracted players sign a code of conduct which restricts what they can do on social media. A similar approach may be introduced for loan players. All players have now been told to damp down on what they do on social media.

8. Any Other Business

There was a comment about the poor attendance at this AGM. While there is considerable room for improvement, it was suggested that the 'Back in Two Ticks' campaign with the special general meetings in September, October and November, would have had an effect.

The issue of 'Safe Standing' was raised, with a call for innovative suggestions as to how this might be achieved.

It was noted that Matchday Representation has still not yet been arranged. MB promised action on this before the next SGM.

There were questions about the structure of the Dons Trust Board, and calls for greater transparency. Points made by members included:

Should there be more members on the board?

Do members currently on the board and seeking re-election have an advantage in elections?

The importance of regular attendance and sanctions for non-attendance

MB said that these issues would all be considered going forward. He personally did not feel that increasing board numbers would help, but there are other ways of attracting and using talent. He cited the example of the lead taken by board member Mark Davis on the ‘Back in Two Ticks” campaign which involved using the skills of a number of DT Members for specific issues. JL reminded the meeting that individual Board Members are now expected to provide details of their activity outside of board meetings and these reports are published with the board minutes. Members were also reminded that incumbent candidates seeking re-election to the Board are required to give details of their attendance record. The comment was made by a past board member that busy people are not always able to achieve 100% attendance.

A question was asked about the AFCW Foundation. Where does this appear in the accounts? Mr Samuelson said that charity law requires that the Foundation must be separate and independent, and prepare separate accounts.

There was a question about agents’ fees. The questioner, having noted that £26,500 had been paid to agents, asked if the DTB has a policy on the matter. MB said that the DTB prefers that agents’ fees should not be paid, but sometimes it is reasonable and therefore the policy is that it allows the FCB to pay where this is essential. Mr Samuelson said that the manager is given an overall budget and has to work within it. Where a player wishes an agent to be paid, the club will seek to ensure that the fee comes out of the player’s wages, but sometimes it may be necessary for the club to pay – for example, we are unlikely to secure a player from a higher league without paying an agent’s fee.

A questioner asked why the AFCW plc accounts show quite high amounts owed for tax and social security. Mr Samuelson said that such liabilities are always settled on time, but the due dates for payment of tax, NICs and VAT are not the same as the date on which the balance sheet has to be drawn up.

MB proposed a vote of thanks to David Hall the outgoing Dons Trust Secretary for his hard work over the past three and a half years, which was unanimously agreed.

MB introduced Rob McGlinchey the new Dons Trust Secretary, who was welcomed.

The meeting terminated at 9.25 pm.