

Minutes of the meeting of the Constitution Review Group (CRG) of Wimbledon Football Club Supporters Society Ltd at the Fans Stadium Kingsmeadow on Wednesday 20th July 2005.

Present:

Dave Boyle	DB
David Cox (Chair)	DC
Mark Davis	MD
Ray Downham	RD
Phil Hatcher (Secretary)	PH

Apologies: Roger Cassells
Sean Fox

Ground rules

Ground rules drawn up from the previous meeting were reviewed by the members and all were in agreement that these should be applied at all future CRG meetings.

DC confirmed that CRG Minutes would continue to appear on the AFC Wimbledon website.

It was agreed that the possibility of hosting a web forum for Trust members' discussion groups could be investigated as a means of facilitating wider membership involvement in decision-making.

DC to investigate web forum hosting.

It was also felt that hosting open meetings would be an integral part of the decision-making process.

Constitutional issues

Key issues of interest were discussed further to the previous meeting:

- 'Drafting issues' (e.g rule 61) and other 'Technical issues';
- More substantive issues of principle (e.g. Member's resolutions).

Those present considered the purpose of the Constitution, and outlined their expectation as to the role of CRG in providing a sound advisory influence. The preference was for a holistic approach (i.e. taking into account other aspects of corporate governance) and for enlisting the support of the Board in endorsing CRG recommendations.

It was agreed after discussion that, as much as possible, the Constitution should address the boundaries between areas of member involvement and areas delegated to the Board. It should utilise relevant best practice from other current Fan-based Trust models to enhance durability and flexibility. DB felt that the CRG could facilitate greater member involvement, and form the basis of a solid working relationship between the Trust and AFCW Ltd.

It was also largely agreed that the CRG could place the emphasis on recommendations which would be simple in principle, but which could be developed with a longer time-scale in mind, providing the club with a firm basis on which to grow, and taking into account inevitable changes in personnel.

Technical Issues

The group reflected on their issue criteria formulated at the previous meeting, and felt that 'Technical issues' identified within the Constitution reflected the need to clearly define areas of decision-making between the Board and the Members. This was seen to be the best way to ensure accountability and flexibility within the Constitution. It was acknowledged by DB that current legislation did not fully accommodate the obligation of the Board to defer certain voting rights to its members. Rules 23 and 24 (Member's resolutions) were discussed, and comparisons were made with the FCUM model.

Amendments to Members Resolutions were discussed, and the members concluded a proposal to formulate a Members' Resolutions policy which would be distinct from the Constitution document, and could also expand upon issues such as reformulating the resolution rights of members, voting rights and election procedures.

Item 3 under 'Process and Timetable' (see previous Minutes) was discussed by the group:

'Removal of Provisions relating to the Chief Executive and Executive Board'

The group discussed the potential implications of Executive functions, and did not see them as relevant to the Trust set-up. It was felt that recommendations for the removal of provisions could be made in order to avoid over-complication in the Trust's relationship with AFCW, as well as negating any perception or potential for conflict.

Decided to strike rules 26, 27, 28. These rules are considered anomalous but could be reintroduced at a later stage if relevant (e.g if employment of executive staff became necessary for purposes of securing funds for Community work), with the caveat that the Board may have to be consulted in order to re-insert clause for future direction.

It was also acknowledged that definitions of 'subsidiaries' within the Constitution determined whether governance of IPS law must relate to the subsidiaries. Given this ambiguity in respect of the relationship between DT and AFCW Ltd, it was felt to be a technical issue, that would require further reference to IPS and Company Law.

DB agreed that he would refer this matter to the group with further guidance at the next meeting.

Item 5: 'Rule 61' – Re-election of Board Members.

The group acknowledged that Rule 61 should be revised. It was felt that a system could be devised around a distinctive Board Election Policy whereby resigned positions are filled through by-elections set within clear policy guidelines.

DC confirmed that he had asked Roger Cassells to draft an amendment to rule 61 which could be put forward to vote before implementation. It was hoped that a variation of the current rule would sufficiently identify and address technical issues.

The group discussed the process of member removal by the Board within a legal framework, agreeing that defining rights as members' as opposed to workers' would have to be taken into account in the formulation of any policy documents.

The group decided that a 'Board Membership Policy' could be formulated in which the Board and its' members can be instructed on the procedure for voting in replacement members (e.g when a current member resigns), and for other areas relating to Membership between categories 54 – 64.

It was proposed that the following rules of the Constitution could be transferred into a separate Board membership policy document:

- 54 (Membership payment)
- 55 (Member's interests)
- 59 (Casual vacancies)
- 60 (removal of members)
- 61 (Replacement of members)

Consequently, rules 56, 57, 58, 62, 63 would remain as part of the final proposal. 62 (Meeting rules), and 63 (CE attends meetings) were felt to be constitutional and should remain.

DC concluded by asking members to develop technical feedback from the Constitution document, and to confirm that the technical areas identified so far should remain as such.

The Group agreed to reconvene in four weeks' time.