

## **Summary of the meeting of the Constitution Review Group (CRG) of Wimbledon Football Club Supporters Society Ltd held at The Fans Stadium Kingsmeadow on Tuesday 28th June 2005 at 7.30 pm**

Present:

David Cox (DC) (Chair)

Mark Davis (MD) (Secretary)

Roger Cassells (RC)

Apologies:

Dave Boyle

Ray Downham

Sean Fox

### Ground rules

The Constitution Review would not be a straightforward process and it was almost inevitable that there would be a range of views. It was therefore important to have some basic ground rules. Those identified at the meeting were as follows:

- Whilst DC and MD were involved in the review because of their position as Board member and Secretary, and would be chairing and providing secretarial services for CRG meetings, they would be full participants in the CRG. They would be at liberty to express their personal opinions until such time as the Board reached a position on issues (after which collective responsibility would apply to them);
- CRG participants should at all times be listened to courteously and their opinions respected;
- The CRG was a self-selecting group of people and could not be considered fully representative of the DT membership. Its function was advisory rather than decision-making. It was neither necessary that the CRG reach a unanimous position on all issues nor legitimate to decide issues on the basis of majority rule among the CRG. When there was a difference of views on issues of substance, then issues would be presented to the Board (and, as relevant, the membership) in a way which presented the pros and cons from a range of perspectives;
- It would be important for participants to consider issues from different angles, i.e. to provide challenge and not merely to present their own personal opinions;
- At times the Board may reveal information in confidence to the CRG. It was important that such confidentiality be respected;
- DT members should be involved in the process. This could be achieved in a number of ways – articles in the matchday programme, publication of CRG minutes, open meetings, etc;
- CRG meetings should finish by 10pm.

It may be necessary to agree additional ground rules as the process unfolds.

### Perspectives on the Constitution

Those present considered that the Constitution should be a relatively high-level document rather than a document which attempts to cater prescriptively for all situations. Other aspects of corporate governance would be addressed from time to time by the Board via policies which sit outside the Constitution. The purpose of the current exercise is to review the Constitution, and those aspects of corporate governance which should belong in the Constitution, not to review all aspects of corporate governance.

It was considered that one potentially useful exercise for the CRG would be to consider various theoretical threats either to the ethos of the DT, or its actual structure, which the DT may face in the future and evaluate how the present constitution would either assist in any defence or not as the case may be. In so doing we may be able to identify areas in which the constitution needed to be strengthened in order to safeguard the DT. For example, such threats could include:

- A major rival club instructing its supporters to join the DT so as to influence a key issue;
- Members with unrepresentative views exercising control over the DT in the face of a declining or complacent membership;
- Linked to the previous example the membership declining to a point when it became unrepresentative of the wider fan base
- A rich/potentially charismatic individual in the future offering to buy into the DT to assist its progress but wanting influence as a result.
- Creating such a burden on the Board that DT members with the required skills no longer put themselves forward for election to the Board.

CRG participants would be invited to briefly describe any key concerns they had about the Constitution at the next CRG meeting, and the above exercise might be a useful way of doing this.

### Process and timetable

The note of the 8th June meeting between DC and MD, outlining a proposed timetable, had been circulated and was not discussed in depth. The aim was to vote on a package of changes to the Constitution at the March 2006 SGM. However, in advance of that, it would be necessary to implement a partial amendment to the Constitution so as to address the anomaly in Rule 61 which implied that half of the Directors elected the previous year would need to stand again.

Also, whilst there were a number of points of principle that would need to be discussed widely over a relatively extended period, there would also be a number of relatively uncontentious and minor issues to be addressed in the Constitution, e.g. drafting and mechanical issues. It should be possible, by the December 2005 SGM, to present members with a revised draft Constitution which incorporated such technical revisions but with gaps showing where issues of principle were still being debated. Examples of such technical issues were:

- Members Resolutions – to allow resolutions not to be discussed if a proposer or seconder does not attend an SGM to speak in favour of it;
- Removal of provisions relating to the Chief Executive and Executive Board;
- Duties of Secretary not necessarily to include secretariat of subsidiaries;
- Rule 61 (see above);
- Mid-term resignations;
- Rules 54-64;
- Rules 72-73 (to reflect the DTB's conflict of interest policy);
- To permit unaudited quarterly accounts to be presented to members;
- Other clauses requiring a tidy-up: 9, 24, 34(c), 64, 67, 86 and 91(e).

In following this approach members would then have at least 3 months to review and query these proposed technical amendments before the full revised constitution would be voted on.

Issues not simply of a technical nature would need to be more fully debated, and handled as described in the 8th June meeting note. Such issues of principle were left for discussion at a future CRG meeting.