

Minutes of the Annual General Meeting of the Exeter City AFC Supporters Society (The Trust) held at the Phoenix Centre, Bradninch Place, Exeter on Saturday 6th October, 2012, at 11.30 a.m.

Trustees Present: Laurence Overend (Chair for the meeting), Andy Bratt (Notes), Bernadette Coates, Adam Henley, Jay Milling, Roger Conway, Lewis Jones, Peter Holding, Martin Weiler, Adrian Shand. Paul Farley (from 12.30) **Officers present:** Nigel Banks (Treasurer), Martin Lawrence (Press Officer), Nick Hawker (Trust secretary), Frank Sealey (Membership secretary).

Trust members: 60 members, including those above, attended the meeting.

Apologies: 59 members had apologised but expressed their voting intentions by arranging a proxy vote. Another 2 members had sent apologies but not arranged a proxy vote.

AGM/12/01 Welcomes & Thanks Laurence Overend welcomed everyone to the meeting. He explained that Andy Cole (Trust Chair) would be retiring after this meeting. He had given his apologies for today as he was ill. He also welcomed Nick Hawker as the new trust Secretary who would be taking up his post directly after the AGM. Andy Bratt extended thanks to some members who had been of considerable help to their Trust in the lead up to the AGM: - John Street for acting as our Election Officer, Martin Ellicott for assisting with postage arrangements, and to members of East Devon Grecians for our big mail-out.

AGM/12/02 Minutes of 2011 AGM It was proposed by Jay Milling and seconded by Neil Le Milliere that these be accepted. Carried non-com, 3 abstentions.

AGM/12/03 Matters Arising A resolution requesting a new election process to include hustings and online debate had been passed at last year's meeting. Andy Cole had progressed this with input from Ian Bond. The new process was published by the Trust in February 2012, and arrangements had been made to follow it for this year's elections, although it had not then been necessary on this occasion. It remains in place for 2013 (see AGM/12/07)

AGM/12/04 Annual report from the Club Chairman, Ed Chorlton Laurence said no vote was necessary on this item and he didn't propose to read through the report as it has been online and there was so much business to get through. However he noted Mr Chorlton's apologies for today's meeting and thanked him for his report. A point of order was raised from the floor pointing out that under our current rules the Club Chair should attend our AGM and present his report in person. This was noted as correct, but it was observed that a match-day was a particularly busy day for him and that the Club Chair is not normally requested to attend (certainly not for the last 4 AGMs). Nevertheless this point of order would be borne in mind.

AGM/12/05 Annual Report of the Society. The Chair explained that this would not be read out at the meeting as it has been on our website and hard copies are available for those requesting them. The Chair drew attention to some significant achievements of the Society over the last year which were outlined in the report.

AGM/12/06 Audited Society Accounts for the period ending 31st May 2012. Nigel Banks talked the meeting through these. Some of the main points made were

- Membership fees and donations (the latter is the amount some members pay over the £2 min. monthly fee) had been up this year due to the c800 members who joined at the time of the Liverpool match. It is too early to say how many of these will renew, but realistically it will only be a proportion.
- Our expenses had increased this year and amounted to 10% of income. This had been due to paying our membership secretary more, in line with increases to the min. wage and the extra hours required to process the “Liverpool” bulge. A sum of £644 had also been spent on gaining professional advice to fight off HMRC’s claim to levy VAT on membership fees. This had proved a very good investment and had largely seen off a significant threat to our finances.
- Most of our income had been invested in ECFC, but as the report details we have also sponsored a number of other community ventures (ie women’s soccer team) and facilities such as many of the TVs in the St James Centre.
- Nigel informed members that the Trust’s financial affairs were in good order.

A number of questions were asked in relation to the Accounts which Nigel answered. These included, Q “Have we let our reserves fall too low?” A “They are still a little higher than the min. figure of £13K agreed some time ago. Nevertheless they are quite low at the minute and will be built up as the Club repays some of the sums last year that were specifically loans”; Q “Will the Club repay these?” A “Yes - they are already repaying the loan on the pitch drainage equipment on a monthly basis, and we have their assurance that the short term repayable loan of £30K will be returned by the end of the season”. A question on the loans to donation issue was referred to discussion on resolution 7 which specifically deals with this. However our auditor (who was present) was specifically asked if the Trust had notified him in the correct manner about this change to which his answer was “yes”.

AGM/12/06 Appointment of the Auditor. Mr Stephen Bright had informed us that, under the requirements of his professional body, he had to notify us that as he has been preparing our accounts for 10 years now, it was his duty to inform the Society of that fact as that they may feel his impartiality should be reviewed after this period of time. Nigel said he wished to recommend his re-appointment on the grounds that he is not involved with football or the Trust in any other way and he felt he makes an excellent auditor. Roger Bibby seconded this proposal and observed that he felt Mr. Bright charged a very reasonable fee. Carried non-com.

AGM/12/07 Ratification of 3 trustees Laurence explained that only 3 of the 6 applications this year had been allowed by our Election Officer, John Street. He proposed that the meeting ratified the appointments of Peter Holding, Lewis Jones, and Steven Chudley unless there was any objection to any candidate on the grounds of their eligibility according to our rules. Before doing this a number of clarifications were sought from the floor; Q “Why had 3 nominations not been accepted?” John Street answered “One was received late, one the candidate was not a member at the time, one the candidates proposer was not a member.” Andy Bratt observed that in each case the circumstances were somewhat unfortunate and the Trust had been in contact with all 3 to see how they might like to get involved this year. One of these candidates was present at the meeting and observed that while he was very disappointed, he could not fault the Election Officer’s interpretation of the rules and the way he had dealt with him. Q “is the Trust confident that it has an accurate up to date register of members?” A “Yes”.

After this discussion the meeting ratified the appointment of the new trustees named above.

AGM/12/08 Resolution 1 That the Draft Rules are adopted save for the proposed amendments to Rules 6, 100, and 106 (as a different quorum is required for these rules) Bernadette Coates, speaking on behalf of the Trust Board outlined the process that the revision process had taken. She acknowledged that the timetable involved had put members, who wished to make comments, under some pressure but thanked those members who had submitted feedback. John Kanefsky, speaking from the floor, said some of his concerns had been resolved but he still had three that were outstanding (relating to the members' disciplinary policy; the definition of what matters were of "material significance" to members; and some weak drafting in his opinion around the register of members). Peter Holding (Trustee) argued that the new rules made it easier for members to call a special general meeting if they were concerned about how the new rules were being applied because email could be used to provide documentation for an SGM. Martin Weiler (trustee) observed that a healthy organisation should always be actively reviewing its rules and that, if passed today, there is no reason why further refinements couldn't be laid before a future AGM. Neil Le Milliere felt that there were some changes he very much supported but there were some he felt he couldn't.

The Chair moved to a vote which was carried, as it was supported by 76.3% of those voting, including proxies. A 75% majority had been required for this item. Neil Le Milliere suggested that as the vote had been so close perhaps we should refer the matter to a postal vote of all members. The Chair ruled that the requirements were clear and that as a proper vote had taken place at this meeting, it should stand.

AGM/12/09 Resolution 2 That the proposed amendments to Rules 6, 100 and 106 are adopted. Under our rules one quarter of all Trust members were required for us to be quorate for this item today. However the Rules dictate we adjourn this meeting to a future date. On that date however many members are present after half an hour, may determine this issue. The Chair announced that he would therefore adjourn this part of the meeting to Saturday 20th October in the Centre Spot at 11 a.m.

AGM/12/09 Resolution 3. This meeting calls upon the BOS to implement Rule 95 of the current constitution, namely; "A general meeting of the Society may require the Society Board to appoint appropriate people or businesses to act as auditors of the achievement by the Society of its objects or any aspect of the Society's performance of its obligations under these Rules. Such a requirement may be enacted upon the approval of a simple majority of those present or voting by proxy." Such a motion to initiate, establish and enable an impartial overview of the achievements of the Board of Society, judged against the objectives set out in the Trust strategic plan. The review to be enacted within four calendar months of its approval. Proposer: David Treharne (Trust Priority No. 1103) Seconded: Gary Edward Nelson (Trust Priority No. 01969)

Dave Treharne and Gary Nelson spoke in support of their resolution. Laurence Overend explained that the Trust Board had no objection to this proposal which was then carried by a show of hands in the room.

AGM/12/10 Resolution 4 This meeting calls upon the Trust Board of Society to publish, no later than 6 December 2012, a firm programme of fund raising initiatives designed to raise significant funds, including potential and viable business enterprises. Proposer: Peter Martin (Trust Priority No. 0263) Second: Mark Westcott (Trust Priority No. 2911)

Pete Martin spoke on behalf of the resolution. The Chair explained that the Trust Board did not support this resolution as worded. A comment from the floor felt that the timescale proposed was unrealistic. Another comment was that the members' Survey had dealt with this topic and it would be better to look at what had come out of this first. Another comment was that this issue would be examined anyway by the audit that would now take place (see above).

The Chair moved to a vote and the resolution was lost.

AGM/12/11 Resolution 5. This meeting calls upon the Trust Board of Society, on behalf of the Trust membership, to establish and publish by the end of February 2013 a strategy to increase the Trust stakeholding in the Club both through share acquisition and/or the implementation of a new share issue. Proposer: Dr. John Kanefsky (Trust Priority No 6056). Second: Peter Martin (Trust Priority No. 0263). Proposer and second spoke to their motion. The Chair said the Trust Board did not support this motion. A question from the floor enquired about the current position re share ownership. Essentially the Trust own just over 53% of the shares. With the 12.9% whose owners cannot be traced (and who obviously never turn up to vote) this means that the Trust already commands about 63% of the vote at any Club General Meeting. Members were referred to the detailed paper on this subject prepared by Nigel Banks for our last fans' forum which can be obtained on request. Another Q was "What is the advantage of increasing our stakeholding?" A (from the floor) "If we got to 75% we could pass any resolution without reference to other shareholders (subsequent note - This isn't totally accurate as, under the Companies Act 2006, there are provisions to protect minority shareholders in these circumstances). An observation was made that we can carry any motion anyway with the size of our current shareholding.

The Chair moved to a vote and the resolution was lost.

AGM/12/13 Resolution 6. This meeting calls on the BOS to determine a mechanism for the Trust, as controlling shareholder, to exercise proper and effective control of the club. Furthermore, this meeting calls on the BOS to put this into affect by December 6, 2012, and to report back to the membership on its efficacy before January 31, 2013. Proposer: Jonathan Leach (Trust Priority No. 437) Second: Peter Slater (Trust Priority No. 397) Neither proposer nor second was present to speak in support. The Chair explained again that the Trust Board did not support this motion. There were no comments from the floor.

The Chair moved to the vote and the motion was lost.

AGM/12/14 Resolution 7. "This Meeting calls on the Trust Board of Society to discontinue making donations to the Club and to return to the practice of issuing interest free loans, but only where these are necessary and reasonably required." Proposer: Roger L C Bibby. (Trust Priority No. 4688) Second: Clive Pulman. (Trust Priority No. 01188) Roger Bibby spoke to the motion. The Chair explained that the Trust Board formally opposed this motion and he invited Adam Henley (Trustee) to outline the Board's objections. Adam made the point that the Board accepted that they had made

a significant error in the way that there had been a delay in announcing our decision on this matter but, in view of the Football League's Fair Play rules, said that the decision had been the correct one. He quoted from a communication from Paul Tisdale thanking Trust members for their support and explaining how vital it was in his opinion that our contributions remain as a donation as a loan would limit spending on the football budget. A question from the floor established that the fair Play rules had been voluntary in 2011/12 but were mandatory this season. From the floor Steve Williams (Club Finance Director) urged members to think carefully how they voted. In his opinion the way this vote went could easily have a significance to which league we would be playing in the future. Other speakers from the floor referred to their wish that the Club raise as much money as they can via their commercial activity. However others underlined their wish to see us support the Club financially as far as we are able because of the very uneven playing field we find ourselves on, whereby most other clubs have "sugar daddies" pumping extra revenue in.

The Chair moved to a vote and the resolution was lost.

Finally The Chair thanked everyone for their contribution, and then invited Roger Conway to say a few words about Andy Cole. Roger reminded everyone of Andy's ill health which had prevented him being present today. He said the Trust owed Andy an enormous debt of gratitude for the huge volume of work he had put in over so many years. In particular he had overseen the adoption of the Trust's current strategic plan and the division of its labour into the 3 working groups. He said how much we would miss his wisdom and experience, and this was followed by a round of applause for Andy Cole, our retiring Chairman. **The meeting closed at 1.05 p.m.**