

Minutes of the AGM

Venue: The Phoenix Centre, Gandy Street, EXETER

Date: 11th October 2013

Start: 11:00am

Trustees Present:

Bernadette Coates (BC), Paul Farley (PF), Andy Bratt (AB), John Kanefsky (JK), Neil Le Milliere (NM), Peter Holding (PH), Elaine Davis (ED)

Officers Present:

Nick Hawker (NH), Alice Cooke

Trust Members:

74 members, including those listed above, attended the meeting.

Exeter City FC Representative:

Julian Tagg, Club Vice Chairman

Steve Williams, Director of Finance

Apologies:

Laurence Overend, Steve Bright (Auditor), Martin & Ann Weiler, Richard Clutterbuck, Peter Nickol, Tim Butters, Robert Doidge

1. Welcome

The acting Chair, retiring Trustee Andy Bratt (AB), welcomed members to the Exeter City Supporters Trust Annual General Meeting. He explained that Laurence Overend, the Trust Board elected Chairperson was recovering from an operation and was unable to attend.

AB stated that he hoped that there would be time, at the end of the meeting, to cover questions from the members on any other business. Further, he announced that the TB were unable to present audited accounts to the meeting and could not therefore re-appoint our current auditors. Because of this he proposed that the meeting be adjourned on these points and that the adjourned meeting would take place in Fountain Centre at St James Park on 22nd November 2014.

2. Apologies

Apologies were received as noted above.

3. Approval of Previous AGM Minutes

Proposed by: John Kanefsky

Seconded by: Terry Bound

Carried

4. Matters Arising

- a. Re-Appointment of Club Directors; and
- b. Publication of Club Finances

NH spoke of two resolutions, proposed last year by Martin Lawrence and Philip Burden, on the two issues noted above (4a & 4b). At the time these were withdrawn on the basis that the Trust Board were already discussing these matters with the Club and that indeed, during the meeting the Club would present more detail around the Club finances. Both Martin and Philip were invited to join in future discussions on the wording of these matters to gain full Club agreement.

In respect of **a.** NH reported that the Club had agreed directors due for re-appointment would present a written CV and summary of their achievements during their office, and attend a Trust Board meeting, where upon the Trust would make decisions on re-appointment, etc. NH confirmed that this had indeed occurred during the year and that it was expected that at the next Club Board meeting a list of directors due for re-appointment at the next Club AGM would be presented.

In response to a members questions NH confirmed that the Trust Board could reject the re-election of a Club director.

In respect of **b.** NH reported that this information had been published for (2013) and that Steve Williams was presenting during the meeting on 2014.

5. Club Chairman's Report

Exeter City FC Club Vice Chairman, Julian Tagg, reported on the Clubs performance during 2013/14 and turned to the current season, and the issues of ground redevelopment. Full details are available of his presentation are available from the Trust WEB site.

In addition, Steve Williams, Director of Finance, reported on the current finances and budgetary detail for the coming year. Again, full details are available from the Trust WEB site.

6. Trust Report

The Chair read from a report written by Trust Board Chairman Laurence Overend – the document was included in the meeting pack and is available on the Trust WEB site.

The Chair also welcomed new Trustees John Kanefsky and Peter Martin.

Special thanks was extended to retiring Trustees Andy Bratt and Bernadette Coates.

The Trust Chairman's statement can be read in full on the Trust WEB site.

In a reference to the proposed changes to the structure of the Club Board member Roger Monksummers stated that at one time the Trust had a majority on the Club Board but that now we were only equal partners.

Alistair Yates noted that the Club and Trust seemed to be focused on cost cutting rather than any commercial initiative. The focus should be on gaining increasing income. In response, AB explained that 'we're not there yet...' and that the previous year had been the smallest Trust Board ever.

Member Andy Parsons asked about other Club shareholders and what contributions they were making. AB responded that most other shareholders interests were of an emotional nature rather than financial or any interest for control, and that there were issues that might influence some of the larger shareholders' wish to invest..

7. Audited Accounts

PH read out a prepared statement explaining the circumstances of the failure to provide audited accounts – the statement is available from the Trust WEB site.

PH proposed that both items 7 & 8 were moved to an adjourned meeting on the 22nd November 2014, to be held at the Fountain Centre, St James Park.

Proposed by: Peter Holding

Seconded by: Andy Bratt

Carried.

8. Re-appointment of the Trust Auditors

This matter was adjourned.

9. Trustee Election Results

Mr John Street, returning officer for the Trust election for Trustees announced that the election this year had been uncontested and therefore proposed that the standing nominees were formally appointed to the Trust Board.

These were:

Laurence Overend

John Kanefsky

Peter Martin

Proposed by: John Street

Seconded by: Di Lee

Carried

Alistair Yates stated that he would have liked the election to have been better advertised.

10. Members Resolutions

Three resolutions were put to the members on behalf of the Trust Board, being:

Resolution 'a'

It is proposed to change rule 16 to make it clear how a member should submit a resolution for consideration at a general meeting by the addition of the sentence in bold at 16.

RIGHTS AND POWERS OF MEMBERS

16 The members may by a resolution carried by not less than two-thirds of the members voting at a general meeting but not otherwise give directions to the Society Board. **A member wishing to propose a members' resolution for consideration at a general meeting shall give notice in writing to the Secretary of such wish, and of the justification**

for, form and content of the resolution, not later than noon 28 days before that meeting is to be held.

- 16.1 The following provisions apply to any directions given which must:
 - 16.1.1 be consistent with these Rules and with the Society's contractual, statutory and other legal obligations; and
 - 16.1.2 not affect the powers and responsibilities of the Society Board under Rule 27.
 - 16.1.3 Any person who deals with the Society in good faith and is not aware that a direction has been given may deal with the Society on the basis that no direction has been given.

Roger Bibby requested that the rules pertaining to this be rechecked as he believed the change to be inappropriate. As a result it was determined that the resolution be brought to the adjourned meeting.

Resolution 'b'

- b) **ROTATIONAL POLICY FOR ELECTION OF TRUSTEES** (to avoid the situation where a majority or worse have to resign leaving the TB woefully short of experience or key members when they all have to retire at the same time)

We do not have a current rule on rotation of Trustees so it is proposed to insert the following rule from the Supporters Direct model rules.

Insert a new rule 51 - At the annual general meetings following the first annual general meeting of the Society one third of the members of the Society Board first elected by the members (to be chosen by lot) will resign from office. Thereafter one third of the members of the Society Board elected by the members who have served the longest at the date of the annual general meeting each year will resign. If at any time there is an uneven number of elected directors *or* the number of elected directors is not divisible by three, the Society Board shall decide the number of elected directors to resign in accordance with this Rule, which shall be approximately one third] of the total number.

Proposed by: Neil Le Milliere on behalf of the Trust Board

Seconded by: ?

Carried

Resolution 'c'

MINIMUM TRUSTEE AGE (to reflect a change in legislation)

The new SD model rules reflect a change in the legislation as follows.

The existing rule 48 reads

48 Only Members who are over 18 shall be eligible to be Trustees.

This should be replaced as follows:

48 Only Members of the Society who are aged 16 years or more may serve on the Board of Directors.

NB If subsequent rules to 50 are renumbered then the rules pertaining to other rule numbers will need to be altered to reflect the changes namely RULES 70 and, 110.

As with resolution 'a' there was much debate around this matter in particular whether anyone under the age of 18 could vote at an AGM. If this were the case it would create an odd situation whereby an individual could be elected to the Trust Board and vote, but not at an AGM. As such it was agreed that the matter be brought to the adjourned AGM.

A fourth resolution was brought to the meeting by Lez Miller being:

Resolution d

RESTRICTION ON CONTINUOUS TERM OF OFFICE (to reflect current thinking that six years is too short and/or not necessary with the natural turnover of Trustees and given the Club Board members have no such restriction although this may change)

CONSTITUTION OF THE TRUST BOARD

50 A retiring Trustee shall be eligible for re-election but shall not serve for more than six years or two terms whichever is the lesser period continuously. Thereafter, after a period of one year from the date of their retirement has elapsed they shall be eligible to stand for election again.

PROPOSAL

The new model rules for a Supporters Community Mutual does not restrict the maximum term of office for Trustees. We therefore need to decide whether we want to move to this position to unlimited or a half-way house of perhaps 12 years which previously was the alternative to six years.

Decision required on: If the former then we amend rule 50 to read "A retiring Trustee shall be eligible for re-election"; or for the latter we amend it to read "twelve" instead of "six".

A vote was taken on the basis that Trustees could stay in position for an unlimited period of time (if elected to do so by re-standing every three years).

Proposed by: Lez Miller
Seconded by: Neil Le Milliere

Resolution failed.

11. The Meeting Closed at 12:40.

Finally, Trustee Elaine Davis encouraged all members to use the WEB site EASYFUNDRAISING.org when doing any internet shopping. You can elect the beneficiary of the commission from this site to be Exeter City Supporters Trust.

Roger Monksummers mentioned the Utility Warehouse Discount Club, recommended by WHICH magazine, who likewise, would make payments to the Trust when folk chose to take energy from them.

The Chair, Andy Bratt, thanked all for attending and the Phoenix Centre for once again allowing the Trust to hold its AGM at the venue.