



NOTICE OF ANNUAL GENERAL MEETING 2017

Notice is hereby given that the Annual General Meeting of Supporters Direct will be held in the Ballroom at St George's Park on Sunday 2nd July 2017 at 10.30am for the following purposes:

- One** To confirm the Minutes of the Annual General Meeting dated 17th July 2016 (Resolution 1).
- Two** To receive and adopt the Annual Report & Financial Statements for the year ended 31 December 2016 together with the Auditors Report thereon (Resolution 2).
- Three** To adopt the following resolution 3, recommended by the Board:
- That Littlejohn LLP, be and is hereby appointed auditor of the Society to hold office from the conclusion of this meeting to the conclusion of the next general meeting at which the Financial Statements are laid before the Society and the remuneration to be fixed by the directors.*
- Four** To confirm the following results of the election of Directors to the Board of Supporters Direct (Resolution 4).
Tim Hartley
John Alexander
Tom Greatrex
John Boyle
Michael Green
Stuart Fuller
- Five** To note that no member Trusts were granted an exemption in relation to membership fees in the financial year ended 31st December 2016.
- Six** To consider and (if thought fit) pass the following resolution 5 recommended by the Board:
- To authorise the Board to nominate an SD representative to the FA Council as and when appropriate using a selection process determined by the Board.*
- Seven** To consider and (if thought fit) pass the following resolution 6 recommended by the Board:
- To note the amendments to the audit threshold criteria for Member Trusts as outlined in the explanatory note.*
- Eight** To consider and (if thought fit) pass the following resolution 7 recommended by the Board:
- The proposal to incorporate SD Scotland as a legal entity owned by the member supporter trusts in Scotland, is supported.*
- SD members hereby grant authority to the SD Board to do all things necessary to enable the formation of a locally incorporated Community Benefit Society under the name Supporters*

Direct Scotland Ltd and to assign all football activity currently delivered within Supporters Direct Scotland to this new organisation. The members further agree that the SD Board shall determine the arrangements under which Supporters Direct will be linked with this new organisation and, subject to the board being satisfied with the arrangements to maintain a structured relationship between the two organisations, this all to be concluded as and when both the SDS Council and the SD Board determine.

Nine

To discuss the changes, if any, that could be made to the way in which Supporters Direct relates to its members through its governance structure for members in England and Wales, including the potential for a merger with the Football Supporters Federation (FSF).

EXPLANATORY NOTES – ITEMS Five, Six, Seven, Eight & Nine

Item Five

At the AGM in 2012 members passed a resolution increasing the annual fee for membership of Supporters Direct. The resolution also gave the Board discretion to waive all or part of the fee for individual Trusts where the payment of the fee would cause financial hardship. It was agreed that the number of times the Board had exercised this power would be reported to members on an annual basis.

Item Six

As part of the recently approved reforms in FA governance the number of supporters' representatives on the FA Council is, from July 2017, increasing from one to two. SD now has the role of nominating one of the two supporters' representatives.

The FA have adopted the following wording regarding the appointment of the two positions:

“The Football Supporters' Federation and Supporters' Direct will each nominate a person (who shall be an individual member or employee of, or member of an organisation affiliated to, at least one of those organisations) to take up one of the two supporter representative seats on the FA Council and each commits to a close consultative approach between the two organisations on the identity of those nominees.”

Due to the time constraints of the FA nomination process in June 2017, the following selection process has been applied to appoint SD's first representative and the Board proposes to adopt this approach in future.

During a selection period applications will be invited from the wider SD network and reviewed by a panel appointed from representatives of both E&W Council and the SD board. The panel will select the FA Council representative for SD, and the SD Board will provide final approval. SD Board will review the appointment of the representative annually but not necessary go through a new selection process. SD will apply the standard FA Council rules:-

- New Members of Council to be no older than 65 when first appointed to Council
- If elected to the Council, a member will be able to complete 3 x 3 year terms on the Council (subject to normal re-election process and any age limit). If, on retirement from the Council, a member has completed the term limit on Council, that member cannot be re-appointed to Council.

SD has agreed to work collaboratively with the FSF to agree how the two supporter FA Council places are filled. Although each organisation has the power to appoint a representative it is hoped and expected that a common agreement will be found.

Item Seven

At the 2015 AGM the Board was given the authority to determine the threshold level of turnover above which a member was required to have a full audit.

2016 AGM a motion was tabled by one of our members to raise the threshold for a full audit from a turnover of £500k to the statutory minimum of £5.6 million for Societies. This was defeated by a vote of members at the AGM. The Board has therefore exercised the authority granted to it at the 2015 AGM as follows:

The SD Board felt it important to set a more challenging bar for our members than the statutory minimum with the following wording agreed by the Board:

- *To link the audit threshold for SD membership to the charity audit threshold which is currently £1 million income (unless both gross assets exceed £3.26 million and gross income exceeds £250,000). Should this ever rise (or fall) we will automatically put this to the members at the next AGM.*
- *If a member has a subsidiary that has income in excess of £1 million for the member to have a full audit unless they gain approval for a group accounts exception from the appropriate regulator, in which case we would still expect the trading subsidiary to be fully audited.*

- *Organisations applying for membership of SD can seek special dispensation from the SD Board if their turnover is over £1 million and they have conducted an Independent Examination conducted by an **independent individual** (in line with guidance below).*

An **independent individual** must be a qualified accountant of any of the main accounting bodies and who holds professional indemnity insurance. This would include members of the Chartered Institute of Public Finance Accountants and the Chartered Institute of Management Accountants.

Item Eight

The understanding of the SD Board and SD Scottish Council following discussions with key stakeholders is that a Scottish organisation would be able to attract more local funding.

Albeit Scotland is presently funded we continue to find challenges getting any long term commitments of financial support. SD England & Wales is not in a position to financially underwrite Scotland due to constraints placed on it by its own key funders. The SD Board is strongly committed to the excellent work taking place in Scotland and is keen to find ways in which the work can both be extended and secured in the longer term.

SD Scotland will create a new entity with its own Board.

At an operational level it is not envisaged that there will be a huge amount of change from the current position and relationship between Supporters Direct and SD Scotland. Supporters Direct will continue to provide support via a services agreement but the SD Scotland staff will now report directly to the new SDS board. The SDS Council believe this will give them the ability to attract more funding locally and provide a more locally driven governance structure better reflecting the nature of the organisation's work in Scotland and the SD Board supports this view.

A strong bond will remain through each of the two organisations having representation on the other's board.

Item Nine

As a part of the SD governance Review undertaken by independent consultants in 2014/15 SD Members and stakeholders were asked they how viewed and valued SD, if SD should remain as an independent organisation and if SD should merge with the FSF,

The response was that:

- SD and its work was highly valued
- We could and should improve the way that SD interacted with its member trusts, including the operation of the Council structure for England & Wales, Scotland and Rugby League
- Despite it being raised by the Consultants, with one exception no one expressed the view that SD should merge with the FSF.

The board working group has subsequently consulted members to generate ideas on how members in England & Wales can be better engaged.

SD's primary funder for England & Wales is the Fans Fund, which distributes Premier League money and is administered by the Football Foundation.

The current three year grant award from August 2016 to July 2019 is at a lower level of funding than our previous grants and the annual amounts reduce significantly year on year.

This has caused SD to make long serving staff redundant.

During the last year we have managed to gain some additional funding from other sources but this is primarily focussed on additional project work and provides minimal contribution to our core funding. SD has found it difficult to find commercial sponsorship and although some discussions are ongoing in this area, the potential appears to be for new projects rather than core funding.

The Fans Fund has understandably been keen for SD to show that our funding does not support other sports or countries, something we are able to show clearly with the way in which we track our management accounts. As a condition of the 2016-2019 grant award, the Fans Fund asked us, alongside the FSF, Kick it Out and Level Playing Field to investigate the possibility of achieving efficiency savings through shared services with the other organisations. After a detailed study, a joint report was prepared which concluded that there was minimal if any opportunity for cost reduction.

The FSF Board tasked the FSF CEO to undertake a review of Shared Services and any benefits which could be delivered by merging these.

In April 2017 the Fans Fund wrote to both the FSF and SD to request us to look closely at the idea of a merger.

The SD Board is currently of the view that SD and its member trusts, as community benefit societies regulated by the Financial Conduct Authority, would be best served by SD remaining as an independent regulated organisation.

The SD board would like to make it clear that it is not driving this merger idea, and were it not being raised by our core funders it is unlikely this discussion would be taking place. Furthermore, SD is clear that the members must be the ultimate decision makers.

At this stage the SD Board is not putting forward any proposals, but is keen to generate open discussion and hear views that can assist the SD Board in formulating its policy on this issue.

STANDING ORDERS FOR GENERAL MEETINGS

These Standing Orders supplement the provisions in the Supporters Direct Rule Book relating to General Meetings. In the case of any inconsistency between the Rules and these Standing Orders then the terms of the Rules shall prevail.

1. Order of Business

The order of business at every ordinary or special meeting of the Society shall be in accordance with the printed agenda of business issued with the notice of the meeting.

2. Speaking

- a) The mover of a motion or amendment shall be allowed 5 minutes in which to state the case. The mover of the motion shall also have the right to reply at the end of the discussion, and in replying shall be confined to answering previous speakers and shall not be permitted to introduce new matters into the debate. 5 minutes shall be allowed for this right of reply after which the motion shall be put to the vote.
- b) In regard to any motion or amendment no other speaker shall be allowed more than 5 minutes.
- c) Every member who wishes to speak shall address the Chair and confine their speech to the subject under discussion.
- d) Whenever the Chair rises during a debate any member then speaking or attempting to speak must resume their seat.
- e) No member shall address the meeting more than once on the same subject except as provided in 2(a).
- f) The Chair may invite an officer or professional advisor of the Society present at the meeting to give a report and/or to respond to any comments or questions raised by a member.
- g) In response to any questions or comments raised by a member, the Chair reserves the right to arrange for a written response to be forwarded to the member in due course.

3. Closure of Debate

- a) "That the question be now put" may be moved on any motion or amendment before the meeting and if seconded, shall at once be put to the vote without discussion. If this is carried, the question before the meeting shall then be put to the vote and decided upon without further delay.
- b) All meetings shall terminate not later than two-and-a-half hours after the commencement time specified in the notice of the meeting.

4. Chair of Meetings

- a) The Chair may call attention to continued irrelevance, repetition, unbecoming language or any breach of order on the part of a member and may direct such member to discontinue their speech.
- b) If the Chair considers that a motion or amendment has been discussed sufficiently, he/she may move that the question be now put, and the motion or amendment shall at once be put to the vote without further discussion.
- c) The decision of the Chair on any point shall be final.

FORM OF PROXY

Any member trust wishing to proxy their vote can either:

- Nominate the Chair of the meeting as their proxy and instruct them how to vote by completing the voting paper below
- Nominate the Chair of the meeting as their proxy
- Nominate someone else to act as their proxy at the meeting

TRUST NAME:

YOUR NAME:

YOUR POSITION:

SIGNATURE:

DATE :

Please complete only ONE section of the form – forms with more than one of the following three sections filled in will be ruled invalid

SECTION ONE

We hereby appoint the Chair to act as our proxy at the Annual General Meeting held on 2nd July 2017 or at any adjournment thereof and instruct him/her to cast our trust's vote on the resolutions as follows

		APPROVE	REJECT
RESOLUTION 1	Confirmation of Minutes		
RESOLUTION 2	Receive & adopt Annual Report & Financial Statements		
RESOLUTION 3	Appointment of Auditors		
RESOLUTION 4	Confirmation of Directors		
RESOLUTION 5	FA Council representative selection proposal		
RESOLUTION 6	The note to amend the audit threshold criteria for Member Trusts		
RESOLUTION 7	The proposal to incorporate SD Scotland as a legal entity		

SECTION TWO

We hereby appoint the Chair to act as our proxy at the Annual General Meeting held on 2nd July 2017 or at any adjournment thereof. (please tick)

SECTION THREE

We hereby appoint the following named person to act as our proxy at the Annual General Meeting held on 2nd July 2017 or at any adjournment thereof. (please tick)

Please note that no-one (other than the Chair) may act as proxy for more than 3 members. If you nominate a proxy who has already been nominated as proxy by three other members, then the proxy will be given to the Chairman.

PROXY NAME:

PROXY ADDRESS:

Completed proxies should be sent to The Secretary, Supporters Direct, 1st Floor, CAN Mezzanine, 49-51 East Road, London N1 6AH or scanned and emailed to secretary@supporters-direct.org

Closing date for receipt of proxy appointments is 5pm on Thursday 29th June 2017