

Hendon Football Club Supporters Society Ltd

Hendon Football Club Supporters Trust

Registered Society Number 30062R



Minutes of the First Annual General Meeting

held in the

Banqueting Suite, Hendon Football Club, Claremont Road
London NW2 1AE

on Saturday 23rd September 2006 at 1.00 pm

Present: Simon Lawrence (Acting Chairman, HFCST Working Group)
Mike Harte (Acting Treasurer, HFCST Working Group)
Chris Rogers (Acting Secretary, HFCST Working Group)
Dave Garner (HFCST Working Group)
John Neville (HFCST Working Group)
John Rice (HFCST Working Group)
Bryan Roberts (HFCST Working Group)
John Rock (HFCST Working Group)
Other members of the Supporters Trust

Apologies: Robert Fraser (HFCST Working Group)
Phil Rogers (HFCST Working Group)
Steve Rogers (HFCST Working Group)
David Bedford
Paul Butler
Graham Etchell
Clive Gates
Mike Hogan
Lee Marriner
Tom Pevehouse
Mike Roberts
Graham Sadd

Agenda:

- 1) Introduction by Acting Chairman & Apologies
- 2) Acting Chairman's Report
- 3) Acting Treasurer's Report
- 4) Appointment of Auditors – Gerald Edelman & Co
- 5) Election of Board
- 6) Any Other Business

1. Introduction by Acting Chairman & Apologies

Simon welcomed everyone to the first AGM of HFC ST, which he chaired in his capacity as Acting Chairman of the HFC ST.

He ran through the agenda (see page 1), and said that he would be happy to take questions after the Acting Treasurer's Report and again at the end of the meeting.

He then introduced the members of the ST Working Group who were present, and named those unable to attend. In addition, apologies for absence had been received from 9 members of the Trust (see page 1).

2. Acting Chairman's Report - Simon

"The idea of a ST goes back to July of last year when Phil Rogers, Dave Garner and I were discussing the club's plight. Mike Harte came on board shortly after. Then, after some research and initial planning, Mike, Phil and I met with Kevin Rye of Supporters Direct to see whether they could help us to establish a properly constituted and structured Supporters Trust.

"The Working Group grew and further planning led to a Mission Statement, which is worth repeating here – "The Hendon Football Club Supporters Trust will do everything within its power to ensure the continuation of Hendon Football Club playing at the highest level of football consistent with its financial position".

"By the end of December, we were ready to go public and an Open Meeting was held on 7th January 2006 to which everyone was invited. Nearly 100 people attended and, after having received an assessment by David Bedford and myself of the current situation, it was unanimously agreed that the Working Group should be given a mandate to form a Supporters Trust.

"The Working Group then moved on to form the ST as an Industrial and Provident Society and the formal ST structure was registered by the Financial Services Authority on 17th March 2006. The Rules of the Supporters Trust can be found on the ST website at www.hfctrust.co.uk.

"Since then meetings of the Working Group have been held on a fortnightly basis. The meetings have focussed on such issues as:

- Hendon Football Club developments, including discussions with the Arbiter Group and possible groundshare partners
- Increasing membership of the ST, and
- fundraising

"As I reflect on the ensuing 6 months, we have a great deal to proud of:

- we have become part of the Supporters Direct family
- we continue to engage in constructive discussion with the Arbiter Group and we remain confident that we will be able to take ownership of the club in due course – I will say more about that shortly
- we have been able to reach an agreement in principle that once it is no longer possible for the club to play at Claremont Road, we will be able to enter into a groundshare agreement with Wembley Football Club. Some of you will have seen Vale Farm earlier this season when we

played in a pre-season friendly and will have noted that the facilities are every bit as good as – and in some respects much better than – Claremont Road

- we have a total of 267 members in the ST – that is more than our average home attendance. It’s made up of
 - 218 adult members
 - 4 former players
 - 39 child members
 - 6 Corporate Members
- 65 members are making monthly or annual donations, amounting to nearly £20,000 per year
- we have introduced a monthly lottery, with 85 numbers paid for in the September draw
- we have organised a Sponsored Walk, a Race Night and a Wrestling Night. We are in the process of organising a Casino Night (on 7th October), an Evening With Peter Taylor (16th November), a Fancy Dress Disco (2nd December) and a second Race Night (24th February). We had intended to organise a second Sponsored Walk (on 7th October) but we have decided to postpone it until later on in the season.

“Looking at individual members’ contributions towards fundraising, Phil Rogers has run the London Marathon, Tony Rice has run the British 10k and Dave Garner has jumped out of an aeroplane and survived - all to raise money for the ST and for the benefit of Hendon Football Club.

“In addition, we have created web-based fundraising opportunities – via Google Ads, buy at, Trade Doubler and Bet 365.

“Steve Rogers has worked tirelessly to keep the ST Ebay shop ticking over.

“We have even put on bucket collections after games

“Mike will talk later on about what we have achieved so far by way of raising finance and any expenditure that has been incurred but, for now, I would like you all to recognise just how much effort and energy has been expended by such a small band of supporters to help keep the club alive

“It has been a lot of hard work to get us to this stage and it’s clear to those of us in the Working Group that the really hard work is still to come. Our short-term objective is to take control of the club from the Arbiter Group and become a proper “fans’ club”. That will take a great deal of hard work and we will not be able to do everything that is needed ourselves.

“If you – as a supporter of Hendon Football Club and a member of the ST - really want to keep our club alive you’re going to need to step up to the plate and start to support – in the proper sense of the word – Hendon Football Club and the Hendon Football Club Supporters Trust. After all, as I said to you at the Open Meeting, it’s not my club or his club.....it’s our club. We share equal responsibility for keeping it alive.

“For now, I’m talking about financial support but we hope that before long we’ll be looking for people to help with the day to day running of **our** football club

“We have put together a document that we hope you’ll keep in a prominent place. It sets out the different ways in which you can help raise funds for the ST and, thus, for the club. It doesn’t necessarily mean that you have to contribute more yourself – that has to be your personal choice based on your

feelings for the club and your personal circumstances. It does mean, though, taking the time and effort to persuade other people – friends, relatives, schoolmates, workmates, team mates – to help support the club. It could be by getting them to join the ST, it could be by you joining or getting others to join the Snowball Lottery; it could be by attending the Casino Night or the Peter Taylor Night. Take a look at the document when you get it – we have printed up some laminated copies and will be distributing them when you leave the ground this evening – right next to the collection bucket. There's something there for everyone, which is just as well because we need everyone to help.

"Next, I'd like to give a brief update on developments at Hendon Football Club and Claremont Road. It's brief because there really is not a lot to say.

"The football club remains in the hands of the Arbiter Group which is continuing to meet the non-football expenses (such as rent and rates), the fixed football costs (such as League and Cup subs, referees fees, player registrations and medical expenses) and variable football expenses (primarily the playing budget)

"The ST has expressed a desire to take control of the club and the Arbiter Group appears willing to allow this to happen. There are still a few issues that need to be addressed but it is hoped that these outstanding issues are not insurmountable. Perhaps the biggest open issue is the ST's share of the proceeds of the sale of Claremont Road – we continue to work with the Arbiter Group to see if we can find a mutually acceptable way forward

"As far as we are aware, the last remaining obstacle for the sale of the lease back to Barnet Council (and the subsequent redevelopment of Claremont Road) is the covenant on the ground. We know that the decision on whether or not the covenant may be lifted is due in November and we know that this decision will be unopposed (i.e. all objections have been dismissed). There has to be a 99% chance that the covenant will be lifted and the sale will go through

"We hope and expect that it will be possible to achieve a seamless transition from Claremont Road to Vale Farm.

"Finally, for now and before handing over to Mike Harte, I'd like to thank you for your support to the Working Group and myself personally over the past 9 months or so in supporting the concept of a ST and in helping to make it happen. As I mentioned before, there's lots of hard work ahead and I'm hoping that more and more of you will provide active support in the months and years ahead."

3. Acting Treasurer's Report - Mike

"The first thing I have to say is that I don't have any accounts for you to inspect today, and there are two reasons for this. Firstly, we haven't yet formally appointed auditors to prepare our accounts and this is something I'm going to ask you to vote on a bit later, the appointment of Gerald Edelman & Co as auditors to the Trust. Secondly, we only opened our bank account in February, so at this point we've only been trading for 7 months. Our year-end will be 31st January 2007, and full audited accounts will be available at next year's AGM.

"As Simon has already mentioned, we started working towards setting up our Trust in summer 2005, and we have had several discussions with Supporters Direct, a national organisation who offer practical help and advice to groups of supporters who want a bigger say in the way their clubs are run, or even to take over a club, like ourselves. They have provided us with lots of useful information, which has got us to where we are today.

"We have also received help from Enfield Town FC who have already been down this road, and we thank them for their help.

"Now let's talk some facts and figures at this point.

“As Simon said earlier, we have 261 members, mostly paying £10 annual membership, plus 6 corporate members who pay £25. I really think that it’s a fantastic achievement to have signed up so many members given that our average gate is around 200.

“Many members are supporting the Trust with monthly standing order payments bringing in around £1600 per month. Others have made annual donations.

“I hope that you also know about our Snowball lottery; we are approaching 100 members and this makes the Trust a profit of nearly £200 per month. In case you don’t know, we pay out 2 prizes per month – in August these amounted to £124 and £62. There will also be a Christmas Draw. We want more people to join so that we can grow our income and make bigger prize money available.

“These two sources of income will provide just enough to cover the current playing budget when we take over, but this is nowhere near enough to cover all the other expenses associated with running a club at this level.

“We will need another £25k-£30k a year to cover costs such as league and cup entry fees, players’ registration, insurances, medical and football equipment, coach hire to away games, and paying match officials, to name but a few. In addition, at some point we will also need to cover any ground sharing and associated costs, so in total we are going to need around £100k a year to run the club, and this doesn’t allow for any increase in costs.

“You can see from what I’ve said that most of the costs are fixed and unavoidable, and they are only likely to increase over time. If we don’t get sufficient income coming in, the only area in which we can really drive down costs to balance the books will be in the playing budget.

“Obviously gate receipts, bar profits, programme sales, and sponsorship of one sort or another will cover part of the shortfall – revenue that currently goes to the Arbiter Group, but that revenue is likely to fall substantially at some point when we don’t play AFC Wimbledon in the league.

“To help bridge this gap you will have seen and hopefully been to some of the events we have organised since March. These are proving to be a vital source of extra income for us, and while I thank you for your support, I won’t apologise for asking you to keep supporting these events.

“I know how hard it is to keep going back to the same small band of supporters and asking you to keep coming to our events, but why not bring your friends along. Who knows, they might enjoy themselves, spend some money, and even come back again. It expands the circle of people, and, most importantly for the Trust, it brings in some new cash.

“I’ll give you some examples of what we’ve done so far.

“We walked to Harrow Borough in March and made £1260 profit for the Trust thanks to your generosity and support. A similar sum was given to St Luke’s Hospice in Kenton.

“On 8th April we held a wrestling night next door. I didn’t know quite what to expect, but it turned out to be a brilliant night attended by nearly 200 people, and was superbly organised and compèred by Steve Lytton. This event raised almost £1850 profit.

“A bucket collection at the AFC Wimbledon game on 22nd April, billed as our last home game at Claremont Road, raised £440. That’s why we’ve decided to keep it going this season, and after every home game you’ll see one of us standing by the exit with a bucket (another reason for only opening one exit). Please let us have any spare change you can – we estimate that we can raise £1000 this season.

“The race night on 27th May, devised and organised by the daredevil birdman Dave Garner, raised £1400, including an auction bid of £200 for a signed Arsenal photo. Considering this took place a month after the end of the season, we did remarkably well to raise this amount, and much credit for this must go to Dave. Who else would jump out of an aeroplane this week strapped to another man to raise more money for the Trust.

“If you sponsored Dave for his jump, please let him have your cash. If you didn’t, he’ll let you see the photos for a fee. They’re certainly worth a look just to see the expression on the face of his jumping companion.

“I also have to mention Steve Rogers who has been running the Ebay shop so well. He has recently topped £1000 profit from the sales. Please visit the shop which is accessible from the club website, and if you have any old programmes, CDs, DVDs, or just about anything else, don’t check them away, give them to us and we’ll sell them. All profits go to the Trust.

“That covers the income. On the expenses side we’ve had very little so far. Our biggest expense has been the solicitor’s fees of approx £600 to set up and register the Trust. We’ve also purchased food and drink for our events, costs that we’ve managed to turn into profit, and also some printing costs for the wrestling night.

“I said earlier that I wouldn’t apologise for asking you to support the events we’re putting on, and we’ll be handing out flyers after the game today.

“I’d like to draw your attention to two forthcoming events.

“On 7th October we are holding a Casino Night. Tickets are strictly limited to 75 places, and are priced at £10 adult and £5 for under-16s. This event will also feature an auction of various items such as a Manchester United shirt signed by Rio Ferdinand. If you would like to make a bid today, please see Dave after the meeting.

“On Thursday 16th November Peter Taylor, the current Crystal Palace manager, will be here at 8pm. As I’m sure many of you know, Peter was our manager here for a short while 13 years ago. He’s agreed to come and talk to us about his career, which also took in a very successful spell with England under-21s, and to take questions. We’re very fortunate that he’s agreed to come to help to support the Trust, and we hope that as many of you as possible will come for what promises to be a fascinating evening. Tickets are on sale now at £15.

“Tickets for both events can be obtained from Dave Garner after the meeting, during the game today, and at the next few games until they’re gone – so don’t delay.

“All these events are great fund raisers for the Trust, and remember that it’s not as simple as just covering the playing budget, every extra £1 helps.

“The working group are all volunteers, and every penny raised will be used for the benefit of the club. We don’t have a large backer or sponsor, so we are going to be strictly limited in what we can achieve and at what level we can afford to play. This is going to depend on the amount we raise through you good people and your friends, and by how well our fund raising events are attended.

“You may also want to consider increasing your standing order donations to the Trust. Even £1 or £2 will make a difference if enough people do it. If you haven’t set up a standing order already, please do so; we have the forms. Everything helps.

“Don’t forget that we need about £100k per year to play at this level, but be assured as Trust members that we will do all we can to keep Hendon Football Club playing at the highest level possible consistent with its financial position.”

Questions.

At this point Mike handed over to Simon, who answered a number of questions.

Why can't we play professional clubs pre-season?

At present the Arbiter Group own the club, so the Trust has no say in our pre-season matches. We have also found in recent years that potential fees to professional clubs may be expected, and also that professional clubs are not happy with our facilities.

Have we agreed a percentage of the lease sale price with the Arbiter Group?

No. Historically Ivor wanted to save the club. There was a verbal agreement that if the sale of Claremont Road raised enough for them, the Arbiter Group would hand over £300k-£500k to the club. As a verbal agreement, this is not binding. Simon and Mike have held meetings with the Arbiter Group, with the background support of David Bedford. The Arbiter Group has already indicated that it is prepared to stand behind the same commitment as they made to Ivor 3-4 years ago. This, however, gives no **guarantee** that any money will be forthcoming. The discussions have been amicable thus far. Simon and Mike are waiting to hear from the Arbiter Group about the latter's recent discussions with Barnet Council.

Do we have a groundshare agreement in place?

Initially we spoke to Wingate & Finchley whose verbal offer was for an annual rent that was out of line with other groundshare agreements in place and this went no further. We then spoke with Kingsbury, who pulled out shortly before our Special General Meeting in March. Since then Kingsbury have merged with London Tigers and are now playing as Kingsbury London Tigers.

We then spoke to both Harrow Borough and Wembley. Harrow offered us a standard groundshare, whereas Wembley offered us greater potential for developing additional revenues above and beyond the gate and programme. We were very close to signing an agreement with Wembley in mid-May. Wembley, David Bedford, the Trust, and the Arbiter Group were all in agreement. The Arbiter Group's tax advisors then advised them that tax on the sale of the ground would be much higher if the footballing operations were not a going concern as at the sale date. The Arbiter Group was therefore not prepared to sign the agreement.

Will we seek sponsorship when we move?

Our intention is to maximise income once we own the club. At present any sponsorship money would go to the Arbiter Group as club owners. A shirt sponsor had been lined up, and another potential sponsor had offered to sponsor the training kit for a year or two. We may be able to get player sponsorship from our Corporate Members as well as individuals; we, as members, should support and use our Corporate Members whenever possible. Dave Garner is one Corporate Member, and the other 5 are contacts of Simon. Details of all Corporate Members can be found on the Supporters Trust website.

What is the process after Claremont Road is sold?

At present, we don't know. Barnet Council, like most other councils, seem to work differently to most corporate bodies. Barnet do not appear to have a plan in place for the day after the Land Tribunal meeting. In any event, it may be the case that there might be further appeals after the Land Tribunal has met.

Will the Ryman League accept us at Wembley?

As far as we are aware, yes, though there is work to be done at Wembley if we are to compete at the current level (Step 3). Simon had met with the League Secretary, Nick Robinson some time ago, when he had been told that the League would "move heaven and earth to keep Hendon in the Ryman League".

Will there be an amalgamation between Hendon and Wembley?

It is possible, but this is one topic that would clearly polarise support. Some members would be in favour of a merger, of whom some may accept Hendon & Wembley but not Wembley & Hendon. Other members would wish to maintain Hendon Football Club as a separate entity. Brian Gumm, Wembley's chairman, has made it clear that his aim is to keep clubs alive, and therefore he wants to keep each club's identity separate for several years. If the Society Board felt that an amalgamation was worth pursuing, it would not go ahead without putting the matter to the vote of all eligible Trust members.

4. Appointment of Auditors – Gerald Edelman & Co

The ST had asked Gerald Edelman & Co, of Whetstone and the West End, if they would be prepared to act as Honorary Auditor to the ST for the year ending 31st January 2007. Gerald Edelman had indicated their willingness to act in that capacity. As Honorary Auditors, they would not charge the ST for any work carried out on their behalf.

The ST therefore brought the name of Gerald Edelman & Co to the meeting to be appointed as Honorary Auditors for the year ending 31st January 2007.

Proposer: Steve Lytton
Seconder: David Ballheimer

The motion was carried unanimously.

5. Election of Board

"The ST's Rules provide that:

- the Society Board should have not less than 8 and not more than 20 members, and
- a majority of members should be elected (as opposed to co-opted)

"We have chosen to interpret this Rule as meaning that there is a maximum of 14 elected positions to the Society Board.

"The Working Group has acted as the de facto Society Board until now so we need to use this AGM to elect formally ST members of the Society Board.

"When Chris Rogers sent out the notice for this meeting, he invited all members to nominate themselves to be elected to the Society Board.

“I am very disappointed to tell you that no nominations were received. All members of the Working Group nominated themselves for election and, thus, all members of the Working Group are elected to the Society Board.

“This goes back to my point earlier about the need for greater involvement by all members. It’s not just money – it’s being involved in the future of our great football club. You cannot just leave it down to the usual suspects.

“With there being 10 members of the Society Board (Chris Rogers, as Secretary, is not a member of the Society Board), that leaves 4 vacancies. If, after reflection, you would like to be considered for one of those vacancies please let me know. While vacancies remain, we will continue to remind members of the vacancies from time to time.

“At the Society Board’s next meeting, the Society Board will elect a Chairman and a Treasurer.”

6. Any Other Business

Chris Rogers informed the meeting that Steve Rogers had put together a document detailing matchday tasks which we will have to undertake once we move to Wembley. Steve had also put together a list of non-matchday tasks which we will have to undertake once the Trust takes over control of the club.

Tim O’Connor queried why the Society Board elects the officers of the club and not the members at the AGM. Chris replied that this was specified in the rules of the Trust. Mike Cox, a company secretary, supported Chris on this view, and said that each organisation has its own rules, and that elections to the board follow them. Simon pointed out that the Trust rules are designed to ensure democracy within the Trust, and to enable members to have the facility to stamp on any poor governance.

There being no further questions or comments, the meeting closed at 2.23 pm.