

Dundee FC Supporters' Society Limited

Moving Forward Together

(Registered by the FSA under the Industrial and Provident Societies Act 1965 – Reg. 2639 RS)

DFCSS LTD. BOARD MEETING – MINUTES

Saturday 21st August 2010, 12.30pm, Dundee Social Club, Thistle Street, Dundee

Present: Dave Forbes, Mike Jeffries, Fraser MacDonald, Stuart Murphy, Graham Smith.

Apologies: Alex Kidd, Nicky Robb

1. Approval of Minutes of the last Board Meeting

The minutes of the board meeting held on 31st July 2010 were proposed by Mike Jeffries, seconded by Dave Forbes and unanimously approved.

Fraser apologised for the time taken to issue the minutes, which were delayed with the work on the formation of a single fans' group and Club Dundee, and acknowledged that action items should be circulated promptly as a backlog of these was now building up.

2. Matters Arising from Last Minutes

- Alex to send Fraser the consolidated balance sheet
- Stuart to chase Ailsa regarding statements and receipts.
- Fraser to update on stock and assets.
- Fraser to send auditors scans of minutes, letters and appointments / resignations from the board, as well as membership numbers, and update all housekeeping.
- Fraser and Alex are to meet to review the finances ahead of the audit.
- A budget for the forthcoming season should be set.
- DFC events potentially blocking other events, to be looked at with the other fans' groups.
- Stuart to look into Christmas parties with Harry, as well as the latest on the 100 Club.
- Any Open Day plans?
- Potential conflict of interest with Steve Taylor as auditor, advice is to be sought on how to proceed.
- A change of trading name is needed once all groups come together.
- Mike to follow up on production of goals DVD and cover with David Young and Kenny Saunders.
- New membership pack of a card (in stock), letter, badge (reorder via Grant McKeown) and the DVD is needed.
- Fraser to provide Mike with the jiffy bags already purchased.
- Dave to liaise with George Harris regarding renewal of sponsors & Penman Lounge use.
- Mike to find a sponsor for April 2011 POTM
- Fraser to follow up with Mike Barile regarding joint plans for youth football with ArabTrust
- Board membership policy to be drafted, and user-friendly training eg local provision of SD courses.
- Fraser to circulate a report on the SD conference in London.

OLDER

- Jim Thomson was to look at a temporary ramp for Penman Lounge - DF to check if this has been implemented.
- Club Dundee issues (laptop repair, additional internet sponsorship) outstanding.
- Asset register still to be completed.
- Saltire banner in place - FM to follow up re renewal/payment
- SM to raise issue of Tesco tickets with DFC.
- GA still to clear remaining merchandise stock, inc. old programmes.
- FM to issue outstanding membership cards (ongoing)

3. Match Day Activities and Merchandise

Dave has spoken to Andy Lynn regarding his ongoing involvement. Meanwhile Craig Feret is to arrange a 10-second challenge competition for schools, to begin once the holidays are over.

George Harris has a few sponsors using the lounge, and a list is required.

Merchandise will be on sale today, including DSA tops reduced to £5. Graeme Adam has taken an action to get a volunteer to man the main stand, enlarging the number of fans we can sell to.

4. Creation of Dundee Supporters' Away Sub-Committee

A motion was proposed by Dave Forbes and seconded by Graham Smith to create a "Dundee Supporters' Away Sub-Committee" whose remit shall be:

- to promote the support of Dundee Football Club amongst the member clubs and beyond;
- to provide a forum for the member clubs to raise and discuss issues concerning Dundee Football Club;

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- to provide a link between the member clubs and Dundee Football Club and to allow the individual member clubs to have a common voice in discussions with Dundee Football Club;
- to provide a social environment for the individual member supporters clubs to meet, socialise and discuss a common interest, including formal meetings of Club Members at least every two months (where voting is by simple majority, one vote per Club Member not per individual, with a casting vote if required by the Chair);
- to provide backing and support to Dundee Football Club through attendance at matches, sponsorship and other ancillary activities;
- to approve Club Membership applications, which shall be open to all genuine Dundee Football Club supporters clubs upon approval and payment of the appropriate membership fee;
- to abide by the Rules of the Society and any procedures put in place by the Board;
- to meet as often as is necessary to fulfil its remit, but at least every two months, where a quorum shall consist of at least four sub-committee members, and minutes shall be kept and made available immediately to the Secretary and the Society Board;
- to manage the finances and nominal account provided by the Society Board and to report on such at each Society Board Meeting, and to ensure that its operations result in no deficit in the nominal account at the end of each financial year, with any surplus being transferred to the main society account; and
- to hold an annual meeting to report on the business of the sub-committee and to determine the proposed membership of the sub-committee and the club membership fee (where voting is by simple majority, one vote per Club Member not per individual, with a casting vote if required by the Chair).

The motion was passed unanimously.

As required by Rule 26 of the Society, the sub-committee must have a majority of members who are Society Board Members, therefore the Society Board shall co-opt to the Board and / or appoint to the sub-committee such numbers as are required to maintain this status. This is included solely to keep within the rules of the Society until such time as the rules can be amended, which would of course require an EGM. Fraser is to verify with Cobbett's solicitors and Supporters Direct if Rule 26 can be changed, since within any company it is impractical for all sub-committees or departments to be staffed in the majority by directors.

Similarly, Rule 77 requires that the Society Board shall determine the membership and appoint the Chair of all sub-committees, which makes sense from a corporate perspective, but it is intended that the Board will simply appoint those determined by the Club members. Therefore, the board agreed to appoint to the Dundee Supporters Away sub-committee George Harris as sub-committee chair, alongside John Keith (sub-committee secretary), Bill Brewster (sub-committee treasurer), Steve de Gernier, Grant McEwan, Rab Gilchrist, Raymond Gloag and Ron Hill, plus Fraser MacDonald, Graham Smith and Dave Forbes to ensure compliance with Rule 26.

5. Creation of Business & Development Sub-Committee

Although the Development Club has not yet voted, Dave and Stuart report that it is anticipated that they will vote in favour of joining a single fans' group this week. Maurice has asked for advice from Fraser to ensure this complies with their constitution. A motion was therefore proposed by Stuart Murphy and seconded by Graham Smith to create a "Business & Development Sub-Committee" whose remit shall be

- to promote the support of Dundee Football Club amongst businesses and individuals from the business community;
- to provide a forum for Individual and Corporate members to raise and discuss issues concerning Dundee Football Club;
- to provide backing and support to Dundee Football Club with a particular emphasis on youth development through sponsorship and other ancillary activities;
- to promote Corporate membership and to provide such benefits are seen as necessary to generate a sustainable income stream from the business community;
- to abide by the Rules of the Society and any procedures put in place by the Board;
- to meet as often as is necessary to fulfil its remit, but at least every two months, where a quorum shall consist of at least four sub-committee members, and minutes shall be kept and made available immediately to the Secretary and the Society Board;

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- to manage the finances and nominal account provided by the Society Board and to report on such at each Society Board Meeting, and to ensure that its operations result in no deficit in the nominal account at the end of each financial year, with any surplus being transferred to the main society account; and
- to hold an annual meeting to report on the business of the sub-committee and to determine the proposed membership of the sub-committee and the Corporate membership fee (where voting is by simple majority, one vote per Corporate Member not per individual, with a casting vote if required by the Chair).

The motion was passed unanimously.

6. Creation of classes of membership

A motion was proposed by Stuart Murphy and seconded by Graham Smith to create a “Club” category of membership, with an annual membership fee of £30 (the first £1 of which in the first year of membership will go towards the purchase of 1 share in the Society). The motion was passed unanimously.

A motion was proposed by Fraser MacDonald and seconded by Dave Forbes to revise the “Corporate” category of membership, with a membership fee of £250 now becoming payable annually (the first £1 of which in the first year of membership will go towards the purchase of 1 share in the Society). The motion was passed unanimously. Existing Corporate members will be invited to renew or to take out Club membership, eg in the case of the Billy Steel Dark Blues.

7. Club Dundee

Fraser provided a brief overview of the status following Monday’s meeting with Mike, Graham and Alex. There is certainly a great deal of potential to grow Club Dundee membership given the areas for improvement which have been identified.

Mike detailed the costs of the Club Dundee mailing: approx £825 for 300 members (envelope costs were incurred last year). Fraser proposed this expenditure, Stuart seconded and it was unanimously agreed. Fraser is to send Mike the revised Club Dundee letter.

8. Budget

This agenda item was postponed due to time pressures and consolidation with other fans’ groups.

9. Co-option of directors

Fraser MacDonald proposed that George Harris, John Keith and Bill Brewster be co-opted as directors, Stuart Murphy seconded the motion and it was unanimously carried.

This brings the current board up to 9 of which 5 are elected. The three new co-optees will represent the new Dundee Supporters’ Away sub-committee until the AGM (Stuart currently represents the Development Club), at which time the 2 co-opted positions required by the rules, one each representing these two sub-committees, will be reviewed, and the interim directors will be able to stand for re-election in their own right, along with the two longest-serving of the five elected directors.

In other words, at the AGM there will be three remaining elected directors and two co-optees, and six positions available for election. As always, the office bearers on the board will then be elected by the board at the first board meeting following the AGM. Roles and responsibilities and a board membership policy must be adopted in advance of this.

Fraser is to communicate the election timetable to all.

10. AOCB

There has been no progress on the request for a Q&A.

The meeting closed at 2.10pm.

Date of Next Meeting: 8pm, 30th August 2010, by conference call