



Minutes of Dee4Life Annual General Meeting Held on Saturday 19th December 2020 at 11am (by Zoom)

Attendance – 17 members including six directors.

Preliminaries:

With the AGM going ahead on Zoom due to the now 9-month-old Covid-19 outbreak, Calum Findlay facilitated the internet-based event for which the 2019/20 accounts and minutes from Jan. 2020 AGM had been emailed to participants a few days earlier.

1. Welcome and Introduction

In the absence of an elected chairman, the board agreed that acting-secretary Norrie Price would chair the meeting. On confirmation that a quorum was present, proceedings began at 11.05am with those present thanked for their attendance.

2. Apologies:

The chair noted apologies from Grant Hill and Graeme Brymer for their absence.

3. Minutes of Previous Annual General Meeting:

The minutes of the meeting held on January 11th 2020 were reviewed.

4. Matters arising from the Minute/Approval:

There were no matters arising and the Minutes were proposed by Douglas Tott and seconded by SP.

5. Presentation of Report on the Society's Performance:

In his role as acting-secretary over the past three and a half months, the chair presented the following report to the meeting. Various events throughout the previous twelve months to the end of the Financial Year at May 31st 2020 were outlined:

- Agreed to provide £2k to the recently formed Dundee FC Historical Trust for legal fees & website costs following their endorsement by the football club.
- Agreed to cover the £888 shortfall incurred by Dundee FC in the Community (DFCCT) for their Cammy Kerr Soccer Centre (after-Primary School training). This was due to council ruling that sessions previously costing £2/3 per child should now be free.

Dundee FC Supporters' Society Limited

Moving Forward Together



- There was to be a joint Dee4Life/DFCCT fundraising dinner but this never transpired due to Covid-19.
- The DFC Sponsors' Dinner went ahead on 3rd November 2019 at the Invercarse Hotel with four of our members attending, following our two 2018/19 sponsorships.
- But the proposed Gordon Strachan Dinner at the Nine Maidens a month earlier was called off and ticket money refunded including to a table of eleven Dee4Life members.
- Dee4Life member David Morris & son attended hospitality at Dundee's game v Ayr United following our continued participation in Dee Promotions' Youth Shirt Sponsorship Raffle.
- A preliminary study aimed at a rebranding from DFCSS to Dee4Life was initiated.
- The grandson of the prolific, early 1920's Dundee and Sunderland striker David Halliday contacted Dee4Life for help in seeking his nomination for induction to the SFA's 2019 Scottish Hall of Fame. Unfortunately, this failed and although he was set to become a nominee for the DFC Hall of Fame, that event was mothballed due to Covid-19.

Turning to more recent events, the past few months were described as extremely fraught after the resignations of Bob Hynd, (end of June), then Ian Baird (early September). Both had been in place for several years and their departure came as a severe blow. On behalf of all members, the chair paid tribute to their efforts over the years. Bob had been Dee4Life's secondary rep on the DFC board and regularly hosted Dee4Life board meetings, while Ian had always been right at the heart of things and was a very good secretary indeed. They would be much missed as colleagues as well, he added.

Almost immediately, Carol and Calum Findlay had indicated that they too wished to resign but would remain until the AGM, while Douglas Tott who was familiar with the workings of the board through his previous voluntary work, was good enough to step up at an extremely difficult time. This maintained the required quorum of five with the Findlays later indicating they would not resign at today's AGM but would remain until replacement directors were added (ref agenda item 10, Elections). The Chair indicated his gratitude to all three for their assistance.

The chair then stated his belief that new blood, fresh ideas and a younger profile were a necessity for the board. The appeal for directors had brought a limited - though much appreciated - response though he added that later in the proceedings he would be able to confirm a very positive addition and hopefully more were to come. He also stated that the group had received very good advice from Alan Russell of Supporters Direct as well as from Stuart Galloway of the local Election Monitoring Group (EMG).

Turning to the membership, the chair commented that numbers had fallen from a recent peak of almost 200 to 184, which was not the direction we were looking to go. That, together with board disruption had effectively meant a root and branch review. This involved considering the origin and future role of Dee4Life, the group's image (PR), it's relationships and communications strategy. This evaluation was ongoing and a topic deserving of in-depth discussion which was best held over for the Q&A to follow.



6. Adoption of Report on the Society's Performance:

Following the Report the Chair invited questions. None were forthcoming and the Report was proposed for approval by Dave Forbes and seconded by Calum Findlay.

7. Presentation of Revenue Account & Balance Sheet for the Year Ended 31 May 2020:

Financial Director Carol Findlay presented the following report, the accounts having previously been circulated to participants:

Referring to the Revenue Account (p7), members were informed that Income for the year was down from last year at £4,540. The vast majority was via donations from members, with the remainder from membership fees and income from Easy Fundraising. Cost of Sales was higher at £2,587 and includes payment to the club of £1,967, a £600 donation to the Historical Trust* for legal fees & £20 for small society lottery annual fee. * further £1,400 for website costs paid over in Sept '20

Administration Expenses were lower at £1,224 with Finance Costs dropping to £163, all this resulting in an Operating Surplus of £566. The Balance Sheet (p8) shows Fixed Assets - our investment in Dundee FC - remaining at £1 (ref agenda point 9). Debtors figure amounted to £1,000 (note 6), with Cash at Bank and in hand of £40,772.

Creditor's figure of £1,900 includes £900 provision for the Independent Examination of the 2019/20 accounts plus £1,000 for balance due to Historical Trust (note 6). Total Assets less Liabilities for Year Ending,

31st May 2020 leaves a balance of £39,873. Concluding, Carol referred to the Income & Expenditure Account (p13), which provides a more detailed account of income/costs for the year.

8. Adoption of Accounts:

Following the Report, the chair invited questions. None were forthcoming and the Accounts were proposed for approval by John Knight before being seconded by Dave Forbes.

9. Appointment of Walker Dunnott & Co as Independent Examiner:

Carol Findlay confirmed that the Independent Examiner continued to provide good service. Norrie Price commented that W-D had provided a particularly useful bit of advice regarding the valuation of the group's shares in Dundee Football Club (ref A/C's note 5).

This valuation had earlier been comprehensively discussed with W-D. It was agreed these would remain at a £1 valuation since the alternative of having them valued at recent share price levels would have meant an accompanying Auditor's Qualification. On balance it was felt that the Auditor's note provided a good explanation and the status quo maintained. No questions were raised and the resolution was unanimously approved.



10. Election of Board Members:

It was explained that, having advertised six vacancies, only one nomination was received. This was from Gary Cocker who was automatically elected. In warmly welcoming Gary to the board, the chair revealed that it had been thought that he would be joined by Ross Day, but Ross had mistimed the nomination deadline. Additionally, Douglas Tott, rather than continuing as a co-opted director, ought to have been encouraged to seek nomination for election - the chair, in his role as acting-secretary, accepted responsibility for the latter failure.

Chair stated that the board now consisted of six directors - Norrie Price, Carol Findlay, Dave Forbes, Calum Findlay, Douglas Tott and Gary Cocker (five plus one co-opted) but with two wishing to depart and a minimum permitted board of five, a General Meeting and accompanying election would be necessary and is projected for the Spring. Unfortunately, the idea that a General Meeting might be avoided by co-opting another director fails since Rule 63 states that any member may be co-opted as a director "provided that at no time more than one-third of the Society board be co-opted". Thus, were we to co-opt a second person, immediately the two intending resignees departed, we would be left with three elected & two co-opted and in breach of the rules.

Looking forward, the election of Ross and Douglas less two at GM would leave five fully elected directors. But having recently experienced near meltdown, at least two or three more would be required to ensure flexibility. The chair concluded by saying: "No disrespect to us older guys but we've been looking for a better balance of youthful flair and drive which Gary and Ross can bring to the table and we will continue to do so. This time we will actively pursue prospective nominees."

11. AOB:

Before asking if there was any other business, chair reminded attendees that the Q&A was to follow. The board were keen to discuss topics such as i) Boardroom stability; ii) improving Dee4Life's PR & Communications; iii) Priorities such as Short & Long Term Objectives, iv) Considering Membership Fee levels & when and how they are paid.

At this point, SP asked whether there might be a background reason for the resignation of two and the intended resignation of another two directors allied to the seeming inability to supplement the board. Chair agreed this was a valid concern but that the topic might be better explored in the Q&A, and this was accepted.

12. Date of next AGM:

The chair confirmed that the next AGM would likely take place in November 2021.

Formal AGM ended at 11.46