**Minutes of the Special General Meeting of the Newport County AFC Supporters Society Limited**

**Thursday 25th April 2024 at 7.00 p.m. at Rodney Parade, Newport**

**Attendance**

Paul Marks (Chair), Mike Everett (Director), Bob Herrin (Director), Shaun Johnson (Director), Jayne Morris (Treasurer) and Colin Everett (Advisor), and 54 Trust members.

**Welcome and Introductions**

Paul Marks (Chair) welcomed everyone to the meeting and introduced the agenda and format for the meeting.

**Trust Update**

Paul Marks (Chair) gave a verbal update on Trust membership and finances for the period July 2023 – March 2024.

The update was received by the members and questions and points from the floor were taken and answered.

(The update is summarised in the presentation slides used at the meeting which will be uploaded to the Trust website).

**Trust Members’ Survey**

Colin Everett (Advisor) gave a verbal update on the results of the survey of members. The purpose of the survey was to canvass member opinion on a number of live topics to (1) help inform this meeting and (2) give the new Trust Board insight to plan their work in the early months following their election. There had been 213 responses to the survey.

The update was received by the members and questions and points from the floor were taken and answered.

(The update is summarised in the presentation slides used at the meeting which will be uploaded to the Trust website).

**Formal Resolutions**

The following three resolutions were put before the members present. The first of the three resolutions was an extraordinary resolution which required at least 75% of those present/voting by proxy to vote in favour. The second and third resolutions were ordinary resolutions which simply required a majority to vote in favour.

**Resolution 1: Model Rules for a Supporters Community Mutual**: that the current version of the Model Rules (2022) held and recommended by the Football Supporters Association (FSA) for a Supporters Community Mutual be adopted for the Society with the exception of Section 9 – Asset Lock – which should be deleted. Under paragraph 1 of the Model Rules the name of the Society is to be ‘Newport County AFC Supporters Society Limited’, the club is to be ‘Newport Association Football Club Limited.’ and the area is to be ‘the City of Newport’; under paragraph 57 the minimum number of directors (appointed via election or through appointment to a casual vacancy as per rule 64)  is to be six, and the maximum number to be twelve; under paragraph 65 the maximum number of additional/’external’ directors that can be co-opted is to be four.

***Footnote:*** *Section 9 – Following further consultation the FSA had advised the Trust Board that the proposed Asset Lock clause was not required in our case and should therefore be deleted. It was also noted that this clause has never previously been in our rules. The limitations on the disposal of assets by any Community Benefit Society, including ours, is set out in legislation. Therefore, a verbal amendment was made to the resolution, and explained to the members present, before the vote was taken.*

**Resolved:** that the resolution (as amended) be approved (Votes For – 58; Votes Against – 1; Abstentions – 1).

**Resolution 2 - Election of Directors of the Supporters Society**: that an election is held for up to eight directors of the Society. The election is to be held over such a time period that the newly elected directors can be in position by no later than 1st August 2024.

**Resolved:** that the resolution be approved (Votes For – 59, Votes Against – 0; Abstentions – 1).

**Resolution 3 - Supporters Society Policies:** that the Directors of the Society are charged with publishing, within three months of the said election being concluded, a comprehensive list of policies which it proposes to develop for consultation with and agreement by the membership. These policies will ensure that the Society is compliant with the provisions of its own Rules, will meet the expectations of the Football Supporters Association as our national advisory body, and will meet the expectations of the membership. The development of, and consultation with the membership on those policies, may be actioned in phases over a period of time. Policies for (1) financial contributions to be made to Newport Association Football Club Ltd and (2) transparency in the governance of the Society, should be included within the first phase of policies to be so developed.

**Resolved:** that the resolution be approved (Votes For – 59 Votes Against – 0; Abstentions – 1).

**Trust Elections**

To follow resolution 2, the elections process was summarised as follows: -

* Will be run as per the previous Trust elections
* There will be eight vacancies in this round
* Election timetable to be worked-up and published (election being planned for June)
* Only members (16+) who are members as of today’s date, and are continuously paid-up members from now and through the election period, can stand
* Candidates to have two proposers (who are also Trust members), complete nomination forms, and complete for publication a personal statement in support of their nomination

The update was received by the members and questions and points from the floor were taken and answered.

**Trust Policies**

To follow resolution 3, the list of proposed Trust policies (which was not exhaustive and could be added to) were set out as follows:-

* Transparency Policy
* Use of Finances Policy
* Board Membership and Conduct Policy (R)
* Elections Policy (R)
* Membership Policy
* Membership Benefits Policy
* Membership Consultation Policy
* Complaints Policy
* Safeguarding Policy

*R denotes that a policy is required under the Society Rules*

The update was received by the members and questions and points from the floor were taken and answered.

**Next Steps**

The next steps, to follow the meeting, were set out as:-

* To register the new model rules
* To develop role descriptions for Trust Directors (using FSA recommended models)
* To develop role descriptions for Football Club Trust Directors (using FSA recommended models and in consultation with Huw Jenkins)
* To plan and run the election process
* To continue to promote Trust membership
* To review the membership benefits for the 2024/25 season+

The update was received by the members and questions and points from the floor were taken and answered.

**Close and Thanks**

The meeting was closed with a vote of thanks to all those who had been part of its organisation, and to all those who had attended.