

Minutes of the 7th Annual General Meeting of the Portsmouth Supporters' Society Held at The Victory Suite, Fratton Park, at 19.00 on Thursday 22nd September 2016

Present: PST Elected and Co-opted Board Members – Ashley Brown (AB); Eric Coleborn (EC); Simon Colebrook (SC); John Kimbell (JK); Scott McLachlan (SMc); Mike Saunders (MS); Mark Trapani (MT); Pam Wilkins (PW).
PST Officers – Jo Collins (JC) Assistant Secretary and Legal Advisor;
Mark Farwell (MF) Secretary; Steve Hatton (SH) Membership Secretary.
There were 146 PST Members present.

Before introducing Portsmouth Football Club CEO Mark Catlin, Chairman AB reminded the meeting what the proposed English Football League Whole Game Solution is about. There would be five leagues of twenty teams. It is expected that the additional teams would probably come from The National League [Conference], Premier League 'B' Teams or The Scottish Football League. With possible regionalisation of the lower leagues. It is also suggested that the FA Cup games would be played mid-week with no replays. A winter break is proposed.

The reasons given for the changes by the EFL are fixture clashes with teams playing in Europe, improving the success of the English National Team and Club Teams playing in Europe, and retaining the status of the FA Cup.

AB reported that 1,300 had replied to an online survey conducted by PST and PCFC. The results showed that 86% were against changing to 5 smaller leagues; Most were against the regionalisation of the lower leagues; If there are 5 leagues the majority believed the extra teams should come from the National League, not PL 'B' teams or the Scottish League. Most were against a winter break and wanted to keep the FA Cup to a Saturday fixture and keep replays. AB pointed out that to lower league clubs an FA Cup third round replay could bring in a lot of money.

PFC CEO Mark Catlin (MC) gave an update on the English Football League meeting he had attended at Walsall today.

Whole Game Solution

Exeter and Notts County had also held polls and found that around 90% are against WGS.

MC had raised the point that if the EFL is giving clubs different options one of them should be "no change".

Sean Harvey had spoken well but has taken a lot of criticism over the WGS and Checktrade trophy.

The EFL will be setting up workshops to consult on the WGS with supporters.

We need to keep working at it and the EFL has confirmed it will definitely need 90% of clubs to vote in favour for the proposals to go through, so it only needs 7 clubs to vote against.

In October, November and December the FA will be meeting clubs in small groups.

Checktrade Trophy

Sean Harvey has admitted the EFL Checktrade Trophy has been a bit of a disaster. When PL clubs were first approached they were interested but after the vote to go ahead their appetite to take part changed, meaning U23 teams from Championship clubs had been included. The rules were changed regarding suspensions so the Checktrade games do not count towards a players suspended games. There will be a vote in March or April on whether to continue with the changes to the Trophy, or even continue with it.

It is hoped that the FA will back safe standing in the next few years.

AB thanked MC for coming to the meeting to report to members.

1. Ordinary Business

1.1 Apologies

Brad Saunders, Ian Saunders, Edna Cahill, Jill Bath, Lesley Carr, Philip Bishop, Dave Easley, Peter Barber, Robin Lumb, David Grover, Steve Higgins, Paul Beaumont, Frank Fowler, Barry Heath, Robin, Jeanette-Ann and Penny Lumb, Chris Millar, John O'Shea, Norman Pearce, Derrick Rattue, Phil Reed, Chris Shayler, Roger Soper, Maggie Thoyts, Keith Tomlins, Bert Uden, Clive Penney, David Grover, Michael Large.

1.2 Chairman's Report

PST Chairman AB gave the key points from the Chair's report, which is available in full on the PST website.

Extensive work had been carried out at Fratton Park on the toilets and on safety aspects. FP had been left to rot during previous ownerships and during the PL years very little was spent on safety. Money has been spent on the relaying the pitch, which is looking good.

Work has been carried out at the training ground and the facilities are very good. The coaching staff and players are very proud of it and the players like being there. It is a help when trying to sign new players as the facilities are better than most other League 1 & 2 clubs.

Mike Saunders stadium sub-groups have a number of PST members involved and they continue to feed information through MS and through the PST directors on the PCFC board to give the views of the fans.

John Kimbell has put a lot of work into improving 'Nelson's Family Section', which has been completely re-branded. There are new healthy food initiatives giving out free fruit. Players not involved in the match go in and sign autographs. Alongside that, working with PiTC, the Junior Blues Club membership scheme has been relaunched. AB asked people to get any young supporters they know to sign up to Junior Blues. There are already 300+ members.

JK has also formed an ongoing partnership agreement between PST and EA Sports, with some giveaways and FIFA game consuls.

Mark Trapani has looked into ways of making the Academy more commercially viable. It is an important part of PCFC and every academy loses money. A way has to be found to give more support and give local youngsters a way to become part of their football team.

A Youth Section in the ground has been created for 16 – 23 year olds with reduced season ticket and match day prices to try and encourage more young people and students.

Eric Coleborn has been working on the Wall of Fame, which will go on the outside of the North Stand. There were problems with the guttering, the roof was leaking and the wall needed rendering. This is being done and the Wall should be up with a grand opening before the end of the year.

The PST finances are healthy and Treasurer Simon Colebrook has done a good job in putting together the accounts and putting budget controls in place.

Brad Saunders is running the Next Generations group and trying to get the younger generation more involved with PST and PCFC.

Scott McLachlan has set up PST merchandise with Brilens, the profits will go to the Academy. The range will be extended. Items are for sale on the website.

Clare Martin does a fantastic job running PiTC. CM and others are running in the Great South Run to raise funds for a new mini-bus, they need sponsorship. The work CM does helps bring PST and PiTC closer together.

PST has had its biggest membership increase this year, there has been more marketing with new flyers and an advertisement on Express FM. The aim is to continue to grow.

A partnership has been set up with the Presidents with EC co-opted onto the PST Board. It is very important that PST and the Presidents work closely together. We are all fans and want the best for PCFC.

The PST strategic plan has been refined with members input and will be presented later in the meeting for approval.

AB thanked the hard working PST officers, Steve Hatton, Mark Farwell and Jo Collins for their input.

1.3 Minutes of the 6th AGM of 7th October 2015

There being no corrections or questions

It was proposed by Clare Perry and Seconded by Steve Anders that the minutes of the 6th PST AGM held on 7th October 2015, should be accepted as a true record.

Carried nem con

Chair AB signed the minutes

1.4 Matters Arising from the 6th AGM

Secretary MF went through the motions from the 2015 AGM and the PST responses.

Motions [AGM 2015]

i. Special Business [Motion2.1]

ARTICLES OF ASSOCIATION [PCFC] AND THE SHAREHOLDERS AGREEMENT

[This] Society recognises that substantial investment will be required in order to restore Portsmouth Community Football Club to its rightful position in the football leagues, but is concerned at the possibility that such investment by other shareholders (the Presidents and Vice-Presidents) may eventually dilute the Society's shareholding to such an extent that it will be powerless to prevent undesirable developments that could lead to a recurrence of the financial and other problems that almost caused its demise.

The Society therefore instructs the Board to negotiate with the other shareholders in order to achieve;

- (a) improved safeguards in the Articles of Association and in the Shareholders' Agreement

And;

- (b) a Golden Share that would give the Society a veto over;

- .the sale of the entire Club to a single buyer;
- .the sale of Fratton Park;
- .the mortgaging of the Club's assets or future income. [146 words]

PST RESPONSE TO MOTION 2.1.

Improved safeguards in the Articles of Association and in the Shareholders' Agreement.

PST CONSULTATION EXERCISE

PST and the proposer of Motion 2.1 undertook a consultation exercise with a legal advisor (corporate lawyer) and were advised that the Articles of Association (AoA) and/or the Shareholders' Agreement (SA) could be amended to give additional protection against developments that are not in the best interest of the club - such as mortgaging Fratton Park. Also, there are no circumstances under which a shareholder can be forced

to sell their share-holding. Hence, in order to safeguard against the ownership of the Club passing in stages to a single wealthy owner (and existing shareholders being forced, under the Companies act, to sell their holdings against their wishes) the share of the equity that any one shareholder (apart from PST) may own could be limited to, say, 15%.

RECOMMENDATIONS

In the short term it is recommended that the Shareholders' Agreement be amended by the addition of a Protocol to include:

(a) Protection of the Club's heritage -

- the short form of the name as it appears in fixture lists, league tables etc - i.e. "Portsmouth";
- the badge - the star and crescent;
- the colours of the main playing strip (royal blue shirts, white shorts and red socks).
- Fratton Park stadium to remain as the home of the club and not be mortgaged or sold unless and until an alternative stadium has been provided within or immediately adjacent to the City, and meeting certain minimum standards of capacity, facilities and tenure (all to be agreed).
-
- No single shareholder (apart from PST) to own more than 15% of the equity of the club.
-
- Before registration, any new shareholder to be required to provide satisfactory assurances as to his business plans, funding and financing commitments, business relationships and potential conflicts of interest.

(b) A Golden Share that would give the Society a veto over:

- i. the sale of the entire Club to a single buyer;
- ii. the sale of Fratton Park;
- iii. the mortgaging of the Club's assets or future income.

REPORT FROM THE PST STRATEGIC PLANNING COMMITTEE

The PST Strategic Planning Committee was asked to consider ways of safeguarding Pompey's future; and whether a Golden Share was the answer? The committee concluded that a Golden Share would be a method of enabling Pompey Supporters Trust (PST) to retain control in the long-term over key aspects of the management of Portsmouth Community Football Club (PCFC).

Further, a Golden Share would be a guarantee that the problems that almost led to the Club's demise would never be repeated.

Especially the problems derived from the reckless expenditure and borrowing by a succession of irresponsible owners with no long-term commitment to the Club. Also, there was a failure to undertake basic maintenance; poor commercial management; as well as the mortgaging of assets and future income of the Club.

Firstly, the Articles of Association and the Shareholders' Agreement provide certain safeguards ["reserved matters" require 75% or 90% majority vote by shareholders] against recurrence of such problems, but doubt remains as to whether these safeguards are sufficient. Hence, the PST Strategic Planning Committee suggested the conferment of a Golden Share on PST to guarantee the Club's future by preventing:

- i. reckless expenditure on players' and managers' contracts and salaries

not justified by any conceivable return on outlay;

4/

ii. conversely, failure to invest in the infrastructure of the club - resulting in repairs backlog and reduced income as stadium capacity was reduced;

iii. poor management of the commercial side of the Club;

iv. securing loans on the assets or future income of the Club with no foreseeable prospect of repaying the loans.

Hence, a Golden Share is a nominal share that empowers its owner to outvote all other shareholders in respect of specified 'reserved matters'. In effect, it is a veto and can be used, for example, to block changes in the AoA or to prevent another shareholder from taking shares above an agreed threshold. It should be noted that PST already effectively has a Golden Share on amendments to the Shareholders Agreement; and this will remain the case until PST equity in Portsmouth Community Football Club falls below 26%.

Proposer Robin Pace stated he had talked through the PST response with MT and AB and that he is satisfied with the PST response and had no further questions.

AB thanked Robin for his assistance in reading the documents and helping to prepare the PST response.

ii. Special Business [Motion 2.2]

COMMUNICATIONS, PST OFFICE AT FRATTON PARK AND MEMBERSHIP and

[This] Society recognises the hugely successful work already carried out which has saved the club and put PCFC on a sound financial footing. We must ensure that this work continues.

The Society therefore instructs the PST Board to;

a. investigate means of improving communications regarding all aspects of the club between shareholders and members and the Boards of PST and PCFC;

b. the PST Board and PCFC provides an office and reception space at Fratton Park that is readily accessible to shareholders, members and the supporters that could be encouraged to become future members;

^A
And;

c. the PST Committee set up to examine shareholding issues to continue to investigate means of expanding PST membership. [114 words]

PST RESPONSE TO MOTION 2.2.

a. Investigate means of improving communications regarding all aspects of the club between shareholders and members and the Boards of PST and PCFC.

JK responded for PST.

The PST Board has evolved its Marketing & Communications strategy over the last year. Our news is primarily shared via our website, email and social media channels. Our social media presence is now significant, with active accounts on Facebook, Twitter and Instagram. We believe these channels are the most cost effective and quickest ways for us to disseminate information to and engage with our members. We would ask all members to ensure they keep us updated with their latest email addresses to ensure they do not miss out on any key updates. Additional information has also been added to each 'board member profile' on our website to give members a better idea of what each board member works on. One significant improvement are the 'Meeting Summary' documents that are now supplied via our website as quickly as possible after each meeting - these are now fully up to date and available to all members.

We also launched our own 'You Tube' channel in the last year, in response to members wanting more insight into what happens 'behind the scenes' at the PST. Interviews with Ashley Brown, Pam Wilkins, Mark Trapani, Scott McLachlan, Eric Coleborn and others. Interesting pieces of content are available to view. We aim to update this monthly and are grateful to the club for helping us to record these interviews. We hope to be able to share a brand new PST video which is in the process of being filmed in conjunction with Millstream Productions currently which is aimed at improving the understanding of what the PST is, and the role it plays in the club. We hope this will help clarify to both existing and prospective members (as well as the wider football community) exactly what fan ownership means.

Members are able to contact board members directly via our website, or by emailing us at trustmatters@pompeytrust.com. The 3 PST board members who sit on the club board are easily accessible by email and also regularly attend fans meetings to meet fans face to face and appear as often as possible on local news channels to share PST news. Efforts have been made to increase response times to emails, with a 'chain of command' implemented to ensure that emails are acknowledged as quickly as possible before they are passed on to the most appropriate person who will in turn respond as quickly as possible. Our e-newsletter 'Trust Matters' continues to be well received. Every effort is made to include new and engaging news articles including an exclusive, probing interview with a key figure at the club. Our thanks go to PST member Kim Richardson who helps pull this together. We also have a blog which is updated regularly thanks to Johnny Moore.

We appreciate not all members are 'online' however and do endeavour to share key information through offline channels, including post, radio stories, newspaper articles and updates in the PFC match day programme in our 'Trust Matters' feature. There is a cost implication to sending out information by post.

Our most visible and physical presence at the club is at the 'Pompey Bus' which is manned every match day behind the Fratton End. Here members can ask questions about the PST, join the PST, renew memberships or just come a long for a chat with the PST representative(s) present. Face to face meetings are important and over the last year since the AGM we have held an Open Meeting, our annual Shareholders meeting and the Hustings event for the election. We recognise that 1 or 2 more informal update

meetings per year maybe beneficial as we look to improve engagement over the next 12 months.

6/

It is also worth noting that as a board our 'internal' communications are good with regular meetings, email exchanges, conference calls and a well-used private internet forum where we all share views around key topics. Regular dialogue is also in place between PST board members and key stakeholders at PFC (including Iain McInnes, Mark Catlin, Tony Brown, Colin Farmery, Anna Mitchell, Marie Stedman and Tom Jeffs). This ensures a greater association and understanding between the two organisations.

b. The PST Board and PCFC provides an office and reception space at Fratton Park that is readily accessible to shareholders, members and the supporters that could be encouraged to become future members.

MS responded for PST

The PST Board (Stadium & Infrastructure) reported last year that it did not have the personnel to run a day to day office and that there was no spare office space at Fratton Park, especially if it is only used on match days. Likewise there are not many areas around the ground where a permanent base could be located and certainly not as centrally located as the current arrangement with the Pompey Bus behind the Fratton End on match days. Even if there was space for a portacabin, the cost of purchasing it, transporting it, providing electricity etc would need serious thought to justify it for such limited use. One feasible idea is to push for a more permanent base at the Club if and when areas of the ground are redeveloped. It is the desire of the PST board to have the registered office address at Fratton Park, the postal address to remain at PITC, which strengthens the idea of us all working together under the Pompey banner. Given these constraints the PST board feels motion 2.2 (b) is currently unworkable. However, the registered address for PST was changed on the 31st March 2016 [registered with the FCA] to Fratton Park, Frogmore Road, Portsmouth, PO4 8RA. The PST the postal address remains the same: Pompey Supporters' Trust, Anson Road, Portsmouth, PO4 8TB.

c. The PST Committee set up to examine shareholding issues and to continue to investigate means of expanding PST membership.

The PST Strategic Planning Committee examined shareholding issues; and was asked in to consider ways of safeguarding Pompey's future; and whether a Golden Share was the answer? (see response to Motion 2.1).

In terms of expanding membership, PST set up a sub group, *Next Generations*, to come up with fresh, fun and exciting ideas to encourage and support the next generation of Pompey fans and PST members [particularly the under twenty-fives].

Next Generations aims to be a platform for young people to have their voice heard on the future of the club; and it mainly focuses on subjects such as youth ticket prices, university and student involvement, community involvement, match day experience and the growth of young Pompey supporters and PST members. The key strategic objective of *Next Generations* is to engage younger Pompey fans in supporting the PST and becoming adult members at 16 years. Membership to the PST for the under the 16's is free; and this is mainly because they do not have voting powers until the age of 16

years. Hence, when the PST was set up it was decided that fans would not be charged [membership] until they reached their 16th birthday.

7/

For supporters over the age of 16 years the group aims to inform members of the PST's aims and objectives and to encourage them to join up.

The group now works with Johnny Ertl on ideas about how to increase membership. Hence, Johnny Ertl has been heavily involved in developing measures to increase the membership [partnered with his role as PST Spokesman] through engagement. He and Steve Hatton have had meetings with the Pompey Ticket Office and arranged for membership information to be given out with each Match Ticket and Season Ticket sold. John Kimbell arranged a partnership with EA Sports; and along with the creation of the *Next Generations* [led by Bradley Saunders and overseen by Scott McLachlan] and the new Junior Blues Scheme, have engaged and signed up many new members under the age of 16 years. PST also signed up Paul Cook and he kindly voiced a radio advert which has been run on Express FM throughout 2016 to good effect.

iii. Special Business [Motion 2.3]

SPECIAL BUSINESS: MOTION 2.3

Motion 2.3: [PST Board Election to fill two Vacancies on the Board]

[That] this society is concerned that the recent elections to the Trust Board were for only four members although there remain two vacancies on the Board.

Whilst it is understood that the reason for this is to allow co-option of persons with specific skills this meeting feels that this is unnecessary as volunteers with specialist skills can be involved in specific tasks without co-option. It further believes that the election of two further board members to fill the vacant spaces would mean that the organisations aims could be more readily achieved by spreading the workload of the board.

This AGM therefore instructs the PST Board to make arrangements at the earliest opportunity, and in any case before the end of 2015, for an election to fill the two vacancies on the Board. [131 words]

As this motion had been rejected there were no matters arising.

1.5 PST Board Election Results 2016

Ashley Brown 269 votes – Elected

John Kimbell 217 votes – Elected

Phil Sandys 106 votes – Elected

David Maples 96 votes

Andrew Smith 81 votes

AB thanked those who voted for him, and the unsuccessful candidates David Maples and Andrew Smith for taking part. AB also thanked the Election Management Group - Independent Scrutineer Neil LeMilliere of Exeter Supporters' Trust, PST Secretary Mark Farwell and Membership Secretary Steve Hatton for their work in organising and running the election.

1.6 PST Audited Accounts 2015/16 and Treasurer's Report

The full version of the PST 2015/16 accounts is available online.

In summary Treasurer Simon Colebrook said that PST has had a stable year financially, as it adjusted to operating without sponsorship (Jobsite). Membership remained stable at a bit over £9k and the fundraising income was significantly up due to the success of the York2Pompey bike ride. However the loss of sponsorship had meant PST's donations were largely restricted to charities that formed part of the York2Pompey programme. Postage costs had been kept down, partly due to the support of Snows BMW in handling our election and official post. In addition we made greater use of email to communicate with members.

Some expenditure on marketing and advertising was incurred to advertise membership of the Trust, which was successful with over 300 new members from February onwards. Overall PST had made a surplus of £5,000. This is down from £143k in 2015, with the reduction being due to the amount used to buy shares in the Club. The PST shareholding in PCFC was increased by £94,000 to £2.75m, giving PST 48.5% of the total shares in the Club. That left, at the end of June, £53k cash in our bank accounts.

PST has been advised that PCFC is looking at doing another share issue and PST is looking at opening the community shares again. SC is in the process of putting together a plan on how it will be launched and run. SC is will also look at a scheme that would allow people to pay in instalments. Other planned fundraising activities are merchandising in conjunction with Brilens, the profits from which will go to the Academy and SMC is looking at other fundraising activities.

SC thanked auditors Taylor Cocks for once again providing PST with audit services free of charge and recommended their reappointment for 2017.

Q: Why didn't PST get new sponsorship after Jobsite?

A: PST is not the most exiting organisation to sponsor. We lost Jobsite because the ownership of Jobsite changed. PST feels that the main area of sponsorship potential is with the partners of PCFC, so if the main PCFC sponsor should change we would have discussions with them. JK often talks to PCFC's sponsors to see if they would be interested.

Q: What has happened to Covers sponsorship?

A: Covers have never sponsored PST only PCFC.

Q: Is the PST Board comfortable with the accounts? A £5k surplus seems very low.

A: Yes, they are fine, PST's total income this year was £28k, so a surplus of £5k we feel comfortable with. PST's ongoing committed costs are very low, so to maintain that level of income is fine. However for investment into PCFC the funds need to be higher, which is why we are looking at the possibility of another Community share issue.

Q: Robin Pace asked if more could be said about the possible PCFC share issue as an increase might dilute the percentage of PST shares.

A: Nothing has been finalised or announced yet, but the PCFC board is discussing it.

Q: It is understood the Club needs a gate of 13,000 to break even, is this so?

A: As it stands the forecast does need around 13,000 to break even but PCFC runs multiple budgets. This year's budget was quite low and season ticket sales far exceeded expectations. The Club does not take supporters for granted and it is managed to be sustainable and to break even.

I was proposed by Graham Mitchell and seconded by Steve Cope that the PST's Audited Accounts for 2015/16 should be accepted.

Motion carried nem con

1.7 Appointment of Auditors

To appoint Taylor Cocks of 3 Acorn Business Centre, Northarbour Road, Cosham, Portsmouth, PO6 3TH as auditors for the ensuing year and authorise the Society Board to fix their remuneration.

Proposed by Simon Colebrook

Seconded by Pam Wilkins

Motion carried nem con

1.8 Membership Report

Membership Secretary, Steve Hatton, said that on 31st August 2016 there were 3819 full members plus 94 Junior members. 2426 are “primary” shareholders (this includes 12 deceased members) 1393 are paid up adult members.

Of the 94 junior members, 50 joined between 01/09/2015 – 31/08/2016

Of the 1393 adult members, 438 joined between 01/09/2015 – 31/08/2016

Wall of Fame

During March. all shareholders were contacted by email or by letter to confirm the wording they would like to appear on the Wall of Fame.

Over 1700 shareholders responded confirming their wording.

Database

During the year the Database used by PST to manage membership contact details and shareholder details was upgraded, which necessitated migrating all membership information to the new system.

Membership renewals

Reminders are not sent out to all members because in most cases renewals are done automatically by standing order or PayPal. For those not renewing automatically a reminder is sent out once a month with details of how to renew.

Communication with Members

PST’s prime method of communication with members is via the Trust’s website, Twitter, Facebook and email.

The vast majority of members have supplied an email address, however it is important to let PST know if you change your email address. The only letter sent by post to those without email is election material, with details of the date and nominations and then who is standing and how to vote. This currently applies to just under 200 members.

Invitations to meetings, including the AGM, are usually sent via the *EventBrite* system which enables members to order tickets on-line.

There are a number of issues with some internet providers, especially BT Internet and AOL, who are increasingly sever in their filtering of emails and blocking some emails at server level. If you are not receiving information from the Trust to the email address you have provided, and you have checked your spam/junk mail box, please let us know and we can investigate. Any queries about the information PST holds should be sent to: members@pompeytrust.com

2. Special Business

2.1 Strategic Plan 2016-2021 (Approval)

Full details of the Strategic Plan 2016-2021 can be found on the PST website under ‘About Us’ then ‘Important Documents’.

AB said that PST had produced a draft Strategic Plan earlier in the year and feedback from members had been used to write the final plan, which is put to the meeting today.

AB outlined the key points: The Club to play at the highest level possible; The Club to represent the City and the community with pride; Supporters to feel valued; Club to operate openly and

transparently and to operate on sound financial principles; PST to be an active member of the community; PST to believe in fair play on the pitch;

10/

PST would like to put safeguards in place to protect the Club's heritage; PST intends to relaunch the community share scheme; PST wishes to continue the strong relationship with the Presidents and the Club; PST wishes the Club to vet any potential new future investors and to listen to members views on the stadium. PST will support the Safe Standing campaign, both generically and hopefully at Fratton Park; PST will implement the recommendations of the audit group many of which have already been done, with thanks to the Audit Group for their work on the recommendations; Youth development and supporter engagement; PST wants to retain the co-option of a younger board member and encourage younger members to join PST and to attend matches and support their club. PST would like to help the Club develop a relationship with the University and to maintain a dialogue with the Club on ticket prices for younger members. PST will support the Community work and Junior Blues; Continue to raise awareness of PST and encourage new members; PST wants to safeguard the heritage and future of the Club in the long term and investigate how we can make sure our Club remains in the hands of people who care for it. This is the PST mission although we can't guarantee to do all of it.

This AGM hereby accepts the 2016-2021 Strategic Plan for Portsmouth Supporters' Society Limited as presented by the PST Board and amended by the membership; and commends all those persons who participated in the development of the Strategic Plan for their dedication and commitment to the future of the Trust.

Motion proposed by Greg Brown and seconded by Dave Bowers

Motion carried nem con

2.2 PST Voting Policy on Relevant or Sale Decision (Resolution and Rule Amendments).

SC introduced motion 2.2. Some decisions are too important for the PST Board to decide and will need to be discussed with members for approval. These would include the relocation or rebuilding of Fratton Park; Mortgaging Fratton Park; Changes to the Club name, colours or crest; Changes to the shareholder agreement, which protects all shareholders, including PST, from one shareholder acting badly.

The outright sale of Portsmouth Community Football Club would also need to be discussed with members.

We need to get the policy in place now, because there may not be time for discussion if a decision is required.

The PST Board believes that for a decision on the Club name, stadium, or mortgage of Fratton Park, all members should vote. However for an outright sale of the shares in PCFC it is fair that only the shareholders should make the decision, they are the people who paid for them. The other reason is that in the run up to the vote it would be easy for people to join the Trust just to influence the decision. To change the rules to allow for a vote on the sale of shares to be shareholders only will require a vote of 75% in favour to carry.

Q: Would the sale of the shares be one vote per shareholder or by the number of shares?

A: One vote per shareholder, regardless of the number of shares held.

Q: Would it be a majority vote wins?

A: Yes.

Q: Is that the full list or are there other issues that may come up for consultation with shareholders?

A: The full list is: A vote of the PCFC shareholders to sell Fratton Park; A vote of the PCFC shareholders to place a mortgage on Fratton Park; A vote of the PCFC shareholders to purchase or begin construction of a new ground; A vote of PCFC shareholders to make a significant change to the Club's playing colours or crest; Any other vote of the PCFC shareholders in relation to a list of

reserved matters in the shareholders agreement, which is things like other shareholders selling their shares; A vote of the shareholders to amend or remove the shareholders agreement. These are the things PST would consult on. 11/

Q: If the vote goes through will the PST directors on the Club board be legally obliged to vote in accordance with the decision of the Trust membership?

A: Yes. The PCFC directors do not have the power to make the decision on their own, they have to ask the Club shareholders.

Q: Should there be a simple majority on the votes, or should there be a different threshold?

A: If we are asking members a simple question it will be a simple majority. If it is selling the shares do we want to make it hard for shareholders to decide? Today it requires a 75% to change the rules, for most decisions it is a simple majority.

Q: is it possible to explain in simple terms what will happen if the PST sells its shares in PCFC?

A: PST would receive the original investment back which would be refunded to the community shareholders. Any profit made would be for PST to decide what to do with. This would be a very important point if the shares are being sold but all that is needed today is members permission to change the rules.

Q: I feel this is an important point. We get the £1000 back but not any profit?

A: AB agreed this is a very important point but this motion is trying to empower shareholders other than the Trust board, to make the decision. Under the IPS rules PST cannot distribute the profit. The shares were bought to see the football club flourish, not to sell the shares to someone else to take over.

Q: So even if it was a majority of 50+1 the shares would still be sold?

A: Yes, whatever the vote decides all the PST shares would go in that direction.

SC asked if all present understood that for Motion 2.2 to be carried there must be a majority of 75%.

Proposal to Make Amendments to the Society Rules

This Society approves the following changes to the Society Rules;

Insert rule 25a;

The members shall each have one vote in any resolution at a general meeting or written resolution, with the exception of any resolution relating to the sale or disposal of the shares held by the Society in Portsmouth Community Football Club Ltd (or its successors).

A vote relating to the sale or disposal of the shares held by the Society in Portsmouth Community Football Club Ltd (or its successors) shall be restricted to members who are the registered holders of one or more Community Shares.

Insert rule 50.1;

Only registered holders of one or more Community Shares may vote on a resolution relating to the sale or disposal of the shares held by the Society in Portsmouth Community Football Club Ltd (or its successors).

Insert rule 57.3;

Only registered holders of one or more Community Shares may vote in a postal ballot relating to the sale or disposal of the shares held by the Society in Portsmouth Community Football Club Ltd (or its successors).

Insert rule 101.1;

Only registered holders of one or more Community Shares may vote to approve any borrowing that would use the shares held by the Society in Portsmouth Community Football Club Ltd (or its successors) as security for such borrowing.

Proposed by: Simon Colebrook

Seconded by: Alan Stillwell

Motion carried nem con

Item 2.3 on the agenda – Hillsborough 96 - no motion was received from the proposer.

3. Any other business

Q: Does the Pompey lottery money still go to the Academy?

A: I believe so.

Q: The Milton End is used for away fans so only a small section can be used for Pompey fans. If there are only a few away fans could they go under the South East corner of the South Stand so the whole Milton End could be filled with Pompey fans?

A: This is frustrating for the PCFC board and Marie Stedman [stadium manager] has been asked if this would be possible. But it is more complicated than it looks due to segregation and the need for separate facilities. If the away team brings more than a certain number then the facilities cannot be segregated to allow more home fans in the Milton End. If the away fans were moved to under the South Stand then considerable money would need to be spent to change the entrances and facilities in accordance with the Green Guide and Safety Advisory Group. At the moment the Club has decided it isn't possible but will continue to monitor the situation.

Q: Does there need to be a criteria for any future investment? If the money were used for players wages the Club could be on a slippery slope.

A: From a PST perspective we feel any investment should go on infrastructure. PST is not saying it should never go on transfers or wages, however the money would have to cover the extent of the that players contract and not run out half way through.

Q: Could the number of away fans be limited to make room for more home fans in the Milton End, unless they were bringing a large number.?

A: We could, apart from a Cup Competition and there are times when such a decision is made if it is felt that more tickets could be sold to home fans than away fans.

Q: Is the EFL Checktrade Trophy likely to 'die a death' and has PCFC been fined?

A: PCFC will be fined for fielding an understrength team at Yeovil, although the fine hasn't been received yet. The Club hasn't been told they won't be fined, but there are a number of clubs contesting the fines.

Q: As regards the fine, is there a time limit after which it cannot be imposed?

A: We are not sure, but don't think so.

Q: What is happening about the Sellers ransom strip fences? It is an accident waiting to happen when people leave after a match

A: We are not sure why they are hanging on to that piece of land. The Club has tried without success to get them to open the gates after matches and raised it with the Council. AB suggested if people want to raise concerns they should write to Sellers.

Q: Do the police have the power to get the gates open on match days?

A: PST Legal adviser Jo Collins said it isn't a police matter unless there were an accident.

AB suggested that Sellers should be reminded it could be a safety issue for which they could be liable if there is an accident.

Q: How far on is the decision whether to stay at Fratton Park and how it is developed or move to a new ground?

A: There will be a final report before the end of the year looking at the architectural and financial implications which will be looked at. It is a slow process and a big decision and PCFC doesn't want to rush a decision or promise things that don't happen.

Q: How much is of the Tesco money is still left in the account?

A: Some has been spent but there is plenty left.

Q: There should have been a motion about Hillsborough on the agenda why was it not presented?

A: It was not properly presented and was not proposed or seconded and the person who put the suggestion forward is not here. It was a suggestion that PST should pay respect to the 96 in the 96th minute of a match.

Q: I am Gary Topliss [NB original proposal was from David Topliss] who suggested the proposal, I removed it from the agenda due to problems getting it on the agenda and feedback from the PST Board.

A: AB explained that a proposal needed to be put forward with a proposer and seconder.

There being no further questions AB thanked everyone for attending and closed the meeting at 20.25.

Signed.....

Date.....