

# CLUB MERGERS AND AMALGAMATIONS



## Disclaimer:

This checklist for clubs considering merging or amalgamating with another club is provided as general information only. This document is not legal advice and must not be treated as such. Football Victoria recommends seeking independent legal and/or financial advice that is particular to the needs of your club and takes your club's constitution, liabilities and obligations into account.

Football Victoria (FV) has developed the club mergers and amalgamations process so that there is a clear and consistent path for clubs to merge/amalgamate with other clubs. FV is involved in this process for a number of reasons, including but not limited to managing competition structures, ensuring there isn't a saturation of clubs servicing the same area, ensuring that clubs are competitive and strong, and ensuring appropriate opportunities are available to the community to participate in football.

Clubs who are considering a merger /amalgamation are required to undertake a series of steps before any such process can be endorsed by FV. Below are four distinct phases that need to be understood and followed.



A **merger** is where two clubs decide to become one club within the existing legal structure of one of the merging clubs. One of the existing clubs continues to exist while the other club is dissolved and its members, assets, liabilities and obligations are transferred to the remaining club.



An **amalgamation** is where two clubs decide to become one club by dissolving their existing clubs and creating a new legal entity. Both of the existing clubs are dissolved and a new club is formed.

It is important that any decisions made are based on clear criteria, and that all parties involved in the process are included as equal partners in the process and work together. The process relies on honesty between the parties and ensuring there are no hidden secrets. It is also critical communication between Clubs and to their own members is maintained throughout.

A number of the FV requirements in this document are guided by By-law 12 of FV's Constitution, which is the 'Club Compliance Policy'. Good governance within the football community is vital and providing a clear and fair process for amalgamations/mergers is one part of achieving this.

The FV process and requirements will assist clubs with ensuring that they have the correct documentation to submit their application to Consumer Affairs Victoria (CAV). There is a non-exhaustive list of CAV requirements at the end of this document. If you are unsure about any CAV requirements, you should seek independent legal advice.

NPL and NPLW Clubs at both Senior and Junior levels considering a merger or amalgamation with another club are advised that their NPL licence will terminate in effect upon merging or amalgamating (given the entity holding the license either ceases to exist or is subject to a change in control/ownership). NPL licences are issued to clubs through a rigorous and competitive process and are not transferable nor assignable, for the purposes of maintaining quality and integrity of competitions. If a club holds an NPL or NPLW licence at the time of merging or amalgamating with another club and intend to continue competing in an NPL competition following the merger or amalgamation, you must apply for a new NPL licence for the merged or amalgamated club. The subsequent application process will be an open and transparent process with the Victorian football community.

FV recognises this can be a complex process for clubs and endeavours to provide support and guidance throughout. Support is available through your [Club Ambassador](#). FV **strongly recommends each Club** considering a merger or amalgamation seek independent legal advice.

<b>Phase 1: Finding Common Ground</b>			
<b>Desired outcome:</b> Identification of whether both clubs are willing to proceed with an amalgamation/merger			
<b>1.1. Informal discussions:</b> commence informal discussions with the other club to establish whether there is common ground.			
<input type="checkbox"/>	<input type="checkbox"/>	<b>Identify “why?”:</b> through discussions with the other club, identify reasons or drivers for seeking the amalgamation/merger.	Discussions with the other club should explore subjects such as what each club stands to gain from the amalgamation/merger, what each club can offer, what are strengths and weaknesses of amalgamating/merging.
	<input type="checkbox"/>	<b>Is there interest?:</b> seek confirmation whether the other club is genuinely interested in further exploring the amalgamation/merger.	It is important to confirm that the other club is on the same page and will also progress the amalgamation/merger within their club. There is a lot of work involved in this process and you should be clear about your intentions from the outset.
<b>1.2. Bring the discussion to your club:</b> now that both clubs have indicated genuine interest in the amalgamation/merger, it is time to discuss the proposal further within your club.			
<input type="checkbox"/>	<input type="checkbox"/>	<b>Formal notification to your club members of amalgamation/merger discussions:</b> you must bring the discussions to the attention of all members of your club’s Committee or Board before proceeding further.	The Committee/Board represent the club as elected representatives of the members. It is important that they are aware of these discussions which would significantly affect your club. The process becomes more formal at this point.
	<input type="checkbox"/>	<b>Project team:</b> identify key personnel who will take the amalgamation/merger project forward on behalf of your club.	The club will need to nominate a person/people who will progress the amalgamation/merger for the club. The project team will track progress against these steps, manage the relationship with the other club and report back to the Committee/Board and other stakeholders as necessary.
	<input type="checkbox"/>	<b>Due diligence:</b> your club must undertake due diligence and an assessment of the readiness, willingness, capacity and capability of the other club.	It is important that you act in the interests of your members and ensure that the amalgamation/merger is an appropriate step for your club. This includes a robust consideration of whether joining with the other club is in the best interests of your club.
<b>1.3. Liaise with Football Victoria:</b> once the feasibility of the amalgamation/merger is determined, you should liaise with Football Victoria to advise that you are working toward an amalgamation/merger.			
<input type="checkbox"/>	<input type="checkbox"/>	<b>Liaise with FV:</b> contact your Club Ambassador to advise that your club is working toward an amalgamation/merger, and which club you are intending to amalgamate/merge with.	There is no set form for advising your Club Ambassador but it is requested that you put this in writing in an email. This puts FV on notice to expect further documentation from your club.

## Phase 2: In-principle resolution

**Desired outcome:** Both clubs pass a resolution that provides in-principle support for a merger/amalgamation of the clubs.

**2.1. Club meeting:** Each Club Committee or Board must formally meet and pass a resolution that supports in-principle the proposed amalgamation/merger.

<input type="checkbox"/>	<input type="checkbox"/>	<b>Organise a meeting:</b> ensure that you provide appropriate notice to members of the details of the meeting and the agenda items to be discussed, including special resolutions that will be proposed at the meeting, in accordance with your club's constitution.	There are legal requirements that must be met depending on your club's legal structure (e.g. incorporated association). You must follow the procedures set out in your club's constitution for calling and conducting meetings, including notice period and resolution requirements.
	<input type="checkbox"/>	<b>Record attendance:</b> ensure that all members who attend the meeting sign in on an attendance sheet.	This is good practice which indicates that members had the opportunity to attend and have their say, and provides confirmation that the meeting occurred as notified.
	<input type="checkbox"/>	<b>Vote on the resolution:</b> record votes for and against the resolution in the meeting minutes.	This helps to create transparency and records the views of members, as well as confirming that the vote took place.
	<input type="checkbox"/>	<b>Club working party representatives:</b> identify which persons will represent your club in the next stages of discussions between the Clubs. Document these persons in the minutes.	The nominated representatives will form part of the amalgamation/merger working party. The working party's role will be working through the needs and wants of each club, as well as any requirements of key stakeholders (e.g. Football Victoria, Council, parent body, social club).
	<input type="checkbox"/>	<b>Meeting minutes:</b> the meeting must be documented in minutes which are endorsed by the office bearers.	The minutes should capture all items that were discussed at the meeting. There should be a standalone item for voting on any resolution that makes it clear what the outcome of the vote was.



**Important:** Review your club's constitution to ensure that you follow all of the requirements for meetings that are specific to your club. There may be requirements that go beyond the steps set out above.

**2.2. Formalise/document clubs' commitment to amalgamate/merge (optional):** an optional step to ensure that both clubs are committed to progressing the amalgamation/merger and to document expectations of one another

<input type="checkbox"/>	<input type="checkbox"/>	<b>Formalising the commitment to amalgamate/merge (optional):</b> develop documentation or an agreement, such as an MoU, to formalise the commitments of each club.	While it is not a requirement, formalising a commitment by each club to work productively towards the amalgamation/merger may assist the process. This might include setting clear expectations on responsibilities, communication and written confirmation of steps to be taken to achieve the desired outcomes. It is also an opportunity for each club to confirm that they have their members' support to proceed.
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**2.3. Advise FV and seek in-principal support:** FV must be advised that the Clubs intend to merge/amalgamate, and its support sought for the merger/amalgamation

<input type="checkbox"/>	<input type="checkbox"/>	<p><b>Advise FV:</b> before proceeding further with the amalgamation/merger, the clubs must contact their Club Ambassador to advise FV that they intend to proceed to amalgamate/merge. Clubs must not proceed with the amalgamation/merger until FV has granted its support.</p>	<p>FV will generally grant in-principal support provided the steps in this document are complied with. However FV may, in its absolute discretion, withhold support if it determines that supporting the amalgamation/merger would not be reasonable.</p>
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**Between phases 2 and 3:**

Club representatives should work together to progress the amalgamation/merger proposal. This may include working, consulting, seeking information on:

- documentation required by FV for Phase 3 (e.g. new club Constitution)
- uniform, logo and name of the new club
- proposed teams and offerings to be provided by the new club
- determining how office bearers of the new club will be nominated and elected (including whether an expression of interest will be issued)
- engaging with council(s) to secure training facilities
- documentation required by Consumer Affairs Victoria to dissolve the current clubs (as applicable) and to form a new entity
- legal, governance and financial obligations and liabilities of each club, including seeking independent advice
- the proposal for the amalgamation/merger that will be presented to the Board/Committee and the members

It will be important to communicate with members as much as possible throughout this process, and to provide genuine opportunities for feedback and input.

**Phase 3: Approval**

**Desired outcome:** Both Club Committees or Boards have met, passed a special resolution, and have provided the required information and confirmations that enable FV to provide its approval of the merger/amalgamation.

**3.1. Club meeting:** Each Club Committee or Board, and interested members, must formally meet and pass a special resolution endorsing the proposed terms of the amalgamation/merger.

<input type="checkbox"/>	<input type="checkbox"/>	<p><b>Organise a meeting:</b> ensure that you provide appropriate notice to members of the details of the meeting and the agenda items to be discussed, including special resolutions that will be proposed and voted on at the meeting, in accordance with your club's constitution.</p>	<p>There are legal requirements that must be met depending on your club's legal structure (e.g. incorporated association). You must follow the procedures set out in your club's constitution for calling and conducting meetings, including notice period and resolution requirements.</p>
	<input type="checkbox"/>	<p><b>Record attendance:</b> ensure that all members who attend the meeting sign in on an attendance sheet.</p>	<p>This attendance sheet will need to be provided to FV in phase 3.1.</p>
	<input type="checkbox"/>	<p><b>Vote on the resolution:</b> record votes for and against the resolution in the meeting minutes.</p>	<p>This helps to create transparency and records the views of members, as well as confirming that the vote took place.</p>

	<input type="checkbox"/>	<b>Club working party representatives:</b> identify which persons will represent your club in the next stages of discussions between the Clubs. Documents these persons in the minutes.	The nominated representatives will form part of the amalgamation/merger working party. The working party's role will be working through the needs and wants of each club, as well as any requirements of key stakeholders (e.g. Football Victoria, Council, parent body, social club).
	<input type="checkbox"/>	<b>Meeting minutes:</b> the meeting must be documented in minutes which are endorsed by the office bearers by signature.	The minutes should capture all items that were discussed at the meeting. There should be a standalone item for voting on the special resolution that makes it very clear what the outcome of the vote was.
 <b>Important:</b> Review your club's constitution to ensure that you follow all of the requirements for meetings that are specific to your club. There may be requirements that go beyond the steps set out above.			
<b>3.2. FV approval:</b> Once both clubs have passed the special resolution endorsing the amalgamation/merger, they must formally advise FV and request its approval.			
<b>Indicative timeframe:</b> documents must be provided by <b>30 November</b> for a merger to take effect for the following season.			
	<input type="checkbox"/>	<b>Letter to FV:</b> the clubs must advise FV in writing that both clubs have passed a special resolution endorsing the amalgamation/merger, and seek FV's approval for the amalgamation/merger to proceed. The letter must be signed for and on behalf of each club's Board/Committee.  Note: NPL and NPLW Clubs at both Senior and Junior levels considering a merger or amalgamation with another club are advised that their NPL licence will terminate in effect upon merging or amalgamating (given the entity holding the license either ceases to exist or is subject to a change in control/ownership).	The letter constitutes formal notice to FV of the amalgamation/merger and indicates support of each amalgamating/merging club, their committees and their members.
	The letter to FV <b>must</b> include or have attached the following:		
	<input type="checkbox"/>	<b>Name of the proposed new amalgamated/merged club</b>	This will need to be unique and comply with any FFA-issued naming conventions.
	<input type="checkbox"/>	<b>A copy of the notice of General Meeting of each club:</b> the notice issued to members in accordance with the club constitution notifying members of the date, time and location of the meeting as well as any special resolutions that will be voted on at that meeting.	This indicates that legal requirements have been complied with and, importantly, that all members have had the opportunity to have their say.
	<input type="checkbox"/>	<b>A copy of the signed record of attendance at the General Meeting of each club:</b> all attendees at the meeting are to sign in as a record of their attendance.	This indicates which members had their say, and provides confirmation that the meeting occurred as notified.
	<input type="checkbox"/>	<b>A copy of the minutes of the General Meeting of each club:</b> signed by the Office Bearers of the club which confirms approval by the Club members of the merger/amalgamation special resolution.	The minutes confirm that the amalgamation/merger was put to the meeting as a special resolution and that it was voted upon.
	<input type="checkbox"/>	<b>A copy of the proposed Constitution:</b> the constitution will form part of your registration documents to CAV. Your club may decide what the contents are. FV requires <a href="#">certain minimum clauses</a> to be included in club constitutions in order for clubs to be registered to compete in FV-administered competitions.	While clubs are independent and responsible for their own governance, viewing the proposed constitution allows FV to confirm that the clubs have considered good governance practices and have included the required FV/FFA clauses.

	<input type="checkbox"/>	<p><b>The names of the proposed office bearers:</b> provide the names of each of the President, Vice President, Treasurer and Secretary. These office bearers (or the process to elect these roles) should have been agreed to as part of the resolution.</p>	<p>It is important that both clubs are adequately represented or are given the opportunity to be represented in the new club. The proposed office bearers provide some indication of this.</p>
	<input type="checkbox"/>	<p><b>A statutory declaration made by an office bearer of each club that confirms the following:</b></p> <p>(a) All outstanding financial obligations and playing commitments to FV have been fulfilled by their club;</p> <p>(b) All outstanding financial obligations to all other suppliers have been fulfilled by their club <b>OR</b> both clubs are completely aware of and agree to bear any outstanding financial obligations to all other suppliers (this must be reflected in both statutory declarations); and</p> <p>(c) The clubs will form one incorporated entity and the previous entity/entities have been or will be deregistered.</p>	<p>The statutory declaration confirms that the clubs have fulfilled or intend to fulfil financial obligations. Club amalgamations/mergers are not an excuse for failing to meet or avoiding financial obligations.</p> <p>Both clubs must provide a statutory declaration to confirm their current circumstances, and also because any additional financial burden being taken on must be accepted with full knowledge and understanding.</p>

<b>Phase 4: Integration</b>			
<b>Desired outcome:</b> Finalise the amalgamation/merger and register the new club to participate in FV competitions.			
<b>4.1. Incorporation:</b> register to Consumer Affairs Victoria to incorporate the new club.			
	<input type="checkbox"/>	<p><b>Seek independent advice regarding the governance structure of your club and register with Consumer Affairs Victoria:</b> the new club will replace the amalgamating/merging clubs.</p>	<p>General information is available on the <a href="#">CAV website</a>.</p>
	<input type="checkbox"/>	<p><b>Approval of registration:</b> once the registration is finalised, all players of the amalgamating/merging clubs will be players of the new club. The new club will take responsibility for terms and conditions of player agreements at the time of the merger/amalgamation.</p>	<p>Consider whether independent advice is necessary to manage the amalgamating/merging clubs' contractual obligations.</p>
<b>4.2. Registering the new club with FV to participate in competitions:</b> now that the new club exists, and the amalgamating/merging clubs have ceased to exist, the new club will need to register to participate in competitions.			
	<input type="checkbox"/>	<p><b>Notify FV that the new club has been formed:</b> upon incorporation of the new entity to run the club, provide a copy of the Certificate of Incorporation to FV along with any other documentation that FV may request.</p>	<p>This will commence the process of registering the new club to participate in FV competitions.</p>
	<input type="checkbox"/>	<p><b>FV notifies club of the completion of the process:</b> after approval of the amalgamation/merger, FV will issue a formal communication to the newly formed Club confirming the completion of the amalgamation/merger process.</p>	<p>This step confirms to the club that the process is complete for the purposes of FV.</p>
	<input type="checkbox"/>	<p><b>New club selects League or Division to participate in:</b> the amalgamating clubs may choose which League or Division they participate in, provided it is a League or Division in which one of the amalgamating clubs would be eligible to participate in, in the season following.</p>	<p>FV shall declare a vacancy or vacancies in the appropriate League or Division that either (or both) amalgamating club has left, and this vacancy or vacancies will be filled or left vacant at the discretion of FV.</p>
	<input type="checkbox"/>	<p><b>Register with FFA:</b> the new club must complete formal registration with FFA by submitting an NR002 Form for new clubs.</p>	<p>FV will assist the club with this process.</p>

### Independent advice and Consumer Affairs Victoria

Clubs should be mindful throughout this process of any requirements that CAV imposes upon incorporated associations who are merging or amalgamating. These requirements are typically a demonstration that the clubs have been compliant with CAV requirements prior to amalgamating/merging and have acted consistently with their constitution throughout the process.

If clubs are in doubt or have any queries about these specific conditions, they should contact Consumer Affairs Victoria.

The requirements include:

1. Each club must be up to date with their annual statements. An amalgamation cannot be processed if there are any outstanding annual statements.
2. Each club must pass a special resolution, and approve the:
  - A. terms of the amalgamation/merger (including the name of the new association and the persons who are to be members of the first committee); and
  - B. rules and statement of purposes of the proposed amalgamation.
3. The nominated Secretary of the new association must lodge an application to Consumer Affairs Victoria, using [this document](#). The application must be accompanied by a 'Notice of Special Resolution approving amalgamation of incorporated association' (template provided at the end of the linked document), completed by the Secretary of **each** amalgamating association.
4. All documents must be lodged in one element with the relevant fee.
5. After accepting an application for amalgamation, CAV will issue a certificate of incorporation for the amalgamated association and cancel the incorporation of the individual associations.
6. Upon amalgamation, any property belonging to the individual associations becomes the property of the amalgamated association; and any debts or liabilities of the individual associations become the debts and liabilities of the amalgamated association.