



Explanatory Statement – Proposed merger between Subiaco (National Premier Leagues) FC Inc and Subiaco City Junior Soccer Club Inc (both already known as ‘Subiaco AFC’.

In 2012, Subiaco soccer club embarked upon an ambitious project, to field a team in the newly developed National Premier Leagues (“NPL”). In order to comply with all relevant NPL requirements to enable the club to be granted an inaugural licence, a new association was created - Subiaco (National Premier Leagues) FC Inc ABN 73 624 822 467 (“**Subiaco NPL**”). The now defunct Subiaco United Soccer Club (“**Senior Club**”) and the Subiaco City Junior Soccer Club Inc ABN 77 323 483 844 (“**Junior Club**”) were major partners in making this vision a reality.

As far as Football West is concerned, Subiaco NPL, the Senior Club and the Junior Club are all (collectively) considered to be Subiaco AFC.

While having three entities was initially viable (although less than ideal), it is clear that having separate entities is no longer a viable operational or financial option.

The first step in streamlining Subiaco AFC, was a merger between Subiaco NPL and the Senior Club, which occurred in 2017.

The next and final step in the process is a merger between Subiaco NPL and the Junior Club.

It is therefore proposed that Subiaco NPL join with the Junior Club.

There are a number of advantages to this:

- Having separate entities causes a significant drain on the volunteer pool, doubling up on work. A merging of the two entities would free up a huge amount of volunteer time, that can be directed to improvements throughout the club.
- The increased membership numbers of a combined entity (a total member pool of in excess of 1,000 players), will allow us to exploit additional opportunities, from improved sponsorship, negotiation power and increased cost efficiencies (e.g. bulk equipment purchasing, grounds fees etc – economies of scale).
- Improved administration efficiency (and efficiency generally), with one committee to deal with all club administration.

What changes will occur?

- **NO** material changes will occur to current football operations- **ALL** teams will be fielded as planned, and all commitments to 2020 officials/players will be honoured;
- **ALL** teams will receive allocation of training areas and playing pitches as in previous years;
- All players become Members of the Junior (new Subiaco AFC) Club;
- All Life Members of Subiaco NPL, will be members of the continuing Subiaco NPL club;
- Access to merchandise through online resources.

In essence, you will see little to no change “on the field”. The changes will occur “off the field”,



providing a better, more streamlined administration. This should then translate to “on the field” change, through increased funding, coaching and player levels.

While a ‘merger’ is being proposed, due to technical legal issues, it is not possible. Instead, it is proposed that Subiaco NPL is voluntarily wound up, all members of Subiaco NPL become members of the Junior Club with immediate effect and all assets of Subiaco NPL are transferred to the Junior Club as soon as permitted by law. In essence, all members continue to be part of Subiaco AFC.

In order for the process to go through, a number of steps need to be taken. Your committee has already examined the affairs of the club and are satisfied that there are no debts and have drafted a plan for the distribution of assets, which provides for all assets to be distributed to the Junior Club.

The next step is for members to vote on the Special Resolutions which appears below. It is important that you attend on that date to vote on the Special Resolution.

If the Special Resolutions are passed, then the Seniors Club will advise the relevant Government body and once they have approved it, the distribution of assets will occur. Upon approval of the Special Resolutions, operations of the Senior Club will become the responsibility of the Junior Club immediately. From the outsider’s observations, nothing will change, and we will continue to be Subiaco AFC, with more that a thousand players, representation in the Junior and Women’s NPL and State League 1.

The Special Resolutions are as follows:

- *Subiaco (National Premier Leagues) FC Inc. shall apply for a voluntarily cancellation of the associated incorporation; and*
- *all surplus assets, property and funds of Subiaco (National Premier Leagues) FC Inc, including membership to the Rosalie Sporting Association, to be distributed and/or transferred to Subiaco City Junior Soccer Club Inc.*

Should you have any questions, please contact one of your committee members. You can speak to them personally or they can be available to come down and speak to your player group.

Your committee members are:

- Mark Cheveralls
- Rob Clements
- Brad Forbes
- Jennifer Walsh
- Neil Henshaw
- Alex Keelan
- Andrea Ahearn
- Ian Pham
- Paul Rycroft

Thank you,

Alexander Keelan

Secretary,
Subiaco (National Premier Leagues) FC Inc. (Subiaco AFC)



SUBIACO (NATIONAL PREMIER LEAGUES) FC INC NOTICE OF SPECIAL GENERAL MEETING

A special general meeting of the Subiaco (National Premier Leagues) FC Inc. will be held:

Date: Thursday 12 March 2020

Time: 8.15pm AWST

Place: Rosalie Park

BUSINESS

SPECIAL RESOLUTION 1 —:

To consider and if thought fit, to pass the following resolution as a special resolution:

Subiaco (National Premier Leagues) FC Inc. shall apply for a voluntarily cancellation of the associated incorporation.

SPECIAL RESOLUTION 2 —:

To consider and if thought fit, to pass the following resolution as a special resolution

all surplus assets, property and funds of Subiaco (National Premier Leagues) FC Inc, including membership to the Rosalie Sporting Association, to be distributed and/or transferred to Subiaco City Junior Soccer Club Inc (ABN 77 323 483 844).

For further information, please refer to the explanatory statement which is included with, and forms part of, this notice of general meeting.

Alexander Keelan
Secretary

Notes:

1 Proxy appointment

- (a) Each member entitled to vote at the meeting may appoint a person as their proxy to attend and vote on their behalf.
- (b) An instrument appointing a proxy shall be in writing under the hand of the appointer.
- (c) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- (d) An instrument appointing a proxy shall be treated as not valid unless the instrument, and the power of attorney or other authority under which the instrument is signed is deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.



- (e) An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

*I, [Member's Name], of [Member's Address], being a member of Subiaco (National Premier Leagues) FC Inc ("**Subiaco NPL**") , hereby appoint [Proxy Name] of [Proxy Address] as my proxy to vote for me on my behalf at the special general meeting of Subiaco NPL to be held on the [date] and at any adjournment of that meeting.*

#This form is to be used in favour of / against the resolutions as follows: #

Special Resolution 1 – Favour / Against

Signed this day 2020

(# indicates that the statement is optional)