

Club Constitution Amendments

Practical Guide for LSV Affiliated Clubs

(general information only)

1. Overview

Each of Life Saving Victoria's (LSV) 57 affiliated life saving clubs is registered as an incorporated association under the *Associations Incorporations Reform Act 2012 (Vic)* (the **AIRA**). The AIRA requires all incorporated associations to have a constitution, sometimes referred to as the association's 'rules of incorporation' or 'articles of association'.

A club's constitution must conform to the AIRA and LSV's requirements.

Once a club's updated constitution is approved by its members, and depending on how your Club is set up, the revised Constitution must be lodged with Consumer Affairs Victoria (**CAV**) and/or the Australian Charities and Not-For-Profit Commission (**ACNC**).

2. Purpose

This Practical Guide outlines the key steps a Club should undertake when reviewing and updating its constitution.

3. Practical guidance

When updating a club's constitution, it is suggested that a club follow the following key steps:

- 1) The club's board¹ resolves to review and update the Constitution.
- 2) The club's board may establish a sub-committee to review and prepare any necessary revisions to the constitution.
- 3) The club and/or sub-committee should:

- a. use LSV's constitution template as a starting point.

Click here to access the constitution template: <https://lsv.com.au/clubs-members/support/club-administration/> [Refer to the Club Development tab and then the heading Club Constitution].

Note: As an LSV affiliated club, and as a condition of a club's annual affiliation with LSV, LSV requires specific provisions to be contained within each club's constitution. In addition, the AIRA requires all constitutions to comply with the Act. The LSV constitution template includes these requirements and should be used as a starting point.

- b. following receipt of any applicable feedback, update the constitution as required.

This can be done by 'marking up' the existing Constitution with the proposed changes or adopting an entirely 'new' constitution as per the constitution template. Depending on the extent of the updates, clubs may wish to engage a lawyer to assist with drafting.

- c. create an 'explanatory memo' on key proposed changes and the reason for those changes.

This is to assist the Board and, ultimately, the club's members in understanding the proposed changes and the reason for those changes.

- d. submit a draft version of the updated constitution and explanatory memorandum to LSV for comment and feedback. This should be done in Word and can be submitted via your Club's Volunteer Support Officer (**VSO**).
- e. recommend the updated constitution and explanatory memorandum to the club's board for board endorsement.

¹ In this document, the term "Board" is used interchangeable with "Management Committee" or "Committee of Management". It refers to the peak governing body of the club.



- 4) Once endorsed by the Board, the Board may wish to socialise the draft document with the club's membership and seek feedback on the proposed amendments. After this, the Board should call a general meeting to approve the updated constitution.

The usual general meeting requirements as per the 'existing' constitution should be provided to members. This includes providing the relevant notice and supporting documents (e.g., a notice of meeting, a copy of the proposed updated constitution, the explanatory memorandum, and the proposed resolution to adopt the revised constitution.)

The updated constitution may be approved at the club's annual general meeting, or a separate 'special' or 'extraordinary' general meeting may be called.

- 5) Members should vote to approve the Constitution at the general meeting. The voting threshold should be in accordance with the requirements in the 'existing' constitution. Under the AIRA, a special resolution is required. See http://classic.austlii.edu.au/au/legis/vic/consol_act/aira2012376/s64.html The resolution as passed should be formally minuted.
- 6) A copy of the final updated constitution should be emailed to LSV, and a copy of the resolution approving the revised constitution. This can be done via your Club's Volunteer Support Officer (**VSO**).
- 7) Within 28 days of being approved by members, and depending on how your club is set up (e.g. whether it is purely an incorporated association or whether it is also a registered charity), the club must notify and submit a copy of the updated constitution to CAV and ACNC. Fees may be applicable.

Refer to the CAV and ACNC website links below for notification details.

- 8) The club should also make the final updated constitution available to its members, including on its website.

4. Further Information

For further information, please refer to:

- **Justice Connect: Not-For-Profit Law:** Rules or constitution
<https://www.nfplaw.org.au/constitution>
- **Consumer Affairs Victoria:** Incorporated associations rules
<https://www.consumer.vic.gov.au/clubs-and-fundraising/incorporated-associations/running-an-incorporated-association/rules#:~:text=To%20change%20its%20rules%2C%20your.and%20we%20approve%20the%20request.>
- **Australian Charities and Not-for-profit Commission:** Changing your governing rules – incorporated charities
<https://www.acnc.gov.au/tools/factsheets/changing-your-governing-rules-incorporated-charities>

Should LSV affiliated Clubs require further information, please contact your VSO, who can connect you with LSV's Governance Specialist.

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