

RSCC Inc Constitution - 2025 (Proposed) comparison with 2011 Constitution

September 2025

The proposed new constitution for RSCC Inc is the output of a Governance Review conducted by a committee over the first half of 2025. The intent of the new constitution is to allow RSCC Inc. to re-register under the updated legislative framework while maintaining as closely as possible the intent and operation of the current RSCC Inc constitution (as amended in 2011, per the incorporated societies register website).

The constitution has had professional legal review by [Harkness Henry. whose report](#) concluded:

“I confirm that the new constitution complies with the requirements of the Incorporated Societies Act 2022. In particular, the constitution includes all of the information required by s26 of the Act.”

and

“In my view the new constitution maintains the intent and key provisions of the 2011 constitution.”

The following table presents a comparison of the clauses of the new constitution with the clauses of the old 2011 constitution as an aide to help members of RSCC Inc to understand the changes.

Clause	Title	Compares to 2011 constitution clause
1	Introductory rules	
1.1	Name	Same as clause 1.1
1.2	Charitable status	New, standalone clause stating that the Society is a registered charitable organisation.
1.3	Definitions	Very Consistent with clause 3.1 of the 2011 constitution with the exception of clause 3.2 (regarding the use of capital letters) and the inclusion of clause 1.3.2 which is found at the start of clause 3.1 (wording has been altered).
1.4	Purposes	Same as clause 2.0 - objects Note that clauses 2.1(f) to (x) are not replicated in the new constitution. These clauses do not set out objects of the society but powers available to the society in order to achieve the objects specified in clause 2.1(a) to (e). The legal advice concludes that these changes maintain the intent of the 2011 constitution.
1.5	Acts and regulation	New clause for compliance with updated Act.
1.6	Restrictions on society powers	Maintains the intent of clause 4.6 of the 2011 constitution.
1.7	Registered office	New clause for compliance with updated Act.
1.8	Contact person	New clause for compliance with updated Act.
2	Members	
2.1	Minimum number of members	New clause for compliance with updated Act.
2.2	Becoming a member: consent	New clause for compliance with updated Act.
2.3	Becoming a member: process	Consistent with clause 4.2 but the new constitution more specifically details that the Committee may require an applicant to supply information and attend an interview before the Committee makes its decision (cl 2.3.1).
2.4	Members rights and obligations	Consistent with clause 4.5.
2.5	Subscriptions and fees	Consistent with clause 4.3
2.6	Ceasing to be a member	Consistent with clause 4.4 Under the 2011 constitution, membership automatically ends if not reaffirmed within 6 months of the AGM (clause 4.4.1(c)).

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		The new constitution gives the Committee the discretion to request renewal at any time, and allows cancellation if there's no response within 4 weeks (clause 2.6.1(d)(ii)). This changes removal of membership from being automatic if not reaffirmed within 6 months of the AGM to only occurring if/when the member fails to respond within 4 weeks to a request from the Committee. This is a more practical approach that acknowledges the the previous automatic removal was not consistently being enforced and removes the risk of members unintentionally being removed simply because they overlooked the requirement to reaffirm their membership in favour of an explicit request/response process.
2.7	Becoming a member again	Consistent with clause 4.4.3 (expelled members becoming members again) but the new version includes those wanting to be members again either because they let their membership lapse OR they were expelled.
3	General meetings	
3.1	Procedures for all general meetings	Consistent with clause 5.1 (AGM) and clause 6 (voting). The new constitution simply requires the notice of AGMs to be provided to members at their contact address (which would include email addresses) (clause 3.1.2) whereas the 2011 constitution provides that AGM notices can be included in the society newsletter in the 2 weeks before the AGM and requires notice of the meeting to be published in a local newspaper (clauses 5.1.2 and 11.2).
3.2	Minutes	Clause 8.12(a) of the 2011 constitution is a broad requirement for the Board to keep minutes of its proceedings as opposed to clause 3.2 of the 2025 constitution that just has a requirement to keep minutes of each AGM.
3.3	Annual General Meetings: when they will be held	The new constitution requires the AGM to be within 6 months of the end of the financial year or within 15 months of the last AGM (whichever occurs first) (clause

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		3.3.2). In contrast, clause 5.1.1 of the 2011 constitution requires the AGM to be held within 3 months of the end of the society's financial year.
3.4	Annual General Meetings: business	Consistent with clause 5.1.3
3.5	Special general meetings	Consistent with clause 5.2
4	Committee	
4.1	Committee composition	Consistent with clauses 8.2, 8.3, 8.7.
4.2	Functions of the committee	New clause for consistency with the updated Act.
4.3	Powers of the committee	Consistent with clause 12.
4.4	Sub-committees	Consistent with clause 8.13(c) but the 2025 version provides more detail on subcommittee membership and powers.
4.5	Deacons and leaders	Identical to clause 8.13(a)
5	Committee meetings	
5.1	Procedures	This clause provides more clarity than the 2011 version in terms of how meetings can be conducted (e.g. can meet online or in person). Other comparable clauses in the old constitution include 8.4, 8.9, 8.10, 8.11.
5.2	Frequency	Clause 5.2.1 is consistent with clause 8.15 but increases the requirement for the committee to meet quarterly under new constitution rather than twice a year or as the board resolves. Clause 5.2.2 is a new recommendation from the updated Act which was not included in the 2011 constitution.
6	Officers	
6.1	Qualification of officers	New clause for compliance with updated Act.
6.2	Officers' duties	New clause for compliance with updated Act.
6.3	Election or appointment of officers	Consistent with the intent of clause 8 of the 2011 constitution, but described in more specific detail in order to match the requirements and terminology for the updated Act.

Clause	Title	Compares to 2011 constitution clause
6.4	Term	New clause for compliance with updated Act which requires a society constitution to specify the “terms of office” for officers. The clause wording chosen introduces a requirement for officers to be appointed for 4 year terms with a maximum of 2 terms (clauses 6.4.1 and 6.4.2). These numbers were chosen to match the existing Eldership policy implemented by Cobus Killian in late 2024.
6.5	Removal of officers	The new constitution introduces a power recommended by the updated Act for the committee or the society to remove officers who bring the society into disrepute or in which they have no confidence (clause 6.5.1). This power would need to be exercised in accordance with the dispute resolution procedures (clause 9).
6.6	Ceasing to hold office	Consistent with clause 4.4.1.
6.7	Conflicts of interest	New clause for compliance with updated Act.
7	Records	
7.1	Register of members	Consistent with clause 8.18(c) (responsibility of secretary/treasurer) in the 2011 constitution, however the new version provides more comprehensive details on the register as required by the updated Act.
7.2	Interests register	New clause for compliance with updated Act.
7.3	Access to information for members	New clause for compliance with updated Act.
8	Finances	
8.1	Control and management	Consistent with section 7 of the 2011 version – control and investment of funds.
8.2	Balance date	Consistent with clause 7.8.
9	Dispute resolution	
9.1 - 9.8	All sections	New clause for compliance with updated Act which requires a dispute resolution procedure to be part of the society's constitution. This was not a requirement of the previous Incorporated Societies Act 1908.

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		A potential outcome of those dispute resolution procedures is that a member can have their membership terminated by the Committee which was also possible under the 2011 constitution (clause 4.4.2). However, the process for removing a member is now more detailed to meet the dispute resolution requirements of the Act.
10	Liquidation and removal from the register	
10.1	Resolving to put society into liquidation or to apply for removal from the register	Consistent with clause 14 – winding up but also includes liquidation.
10.2	Surplus assets	Consistent with clause 14.3 and 14.4.
11	Alterations to constitution	
11.1	Amending this constitution	Consistent with clause 10 (alterations of rules)
12	Other	
12.1	Common seal	Clause 12 is identical to clause 9 in the 2011 constitution.