

KNOX COLLEGE AND SALMOND COLLEGE INCORPORATED

CONSTITUTION

THE CONSTITUTION OF KNOX COLLEGE AND SALMOND COLLEGE INCORPORATED

1. DEFINITIONS

1.1 In this Constitution and in any Regulations made under this Constitution unless the contrary intention appears:

“**Act**” means Incorporated Societies Act 2022.

“**Board**” means the Board of the Society and the Colleges appointed under clause 4.1 of this Constitution.

“**Board Member**” means a member of the Board for the time being appointed under clause 4.1 (including the Chairperson unless the context otherwise requires).

“**Centre**” means the Knox Centre for Ministry and Leadership.

“**Chairperson**” means the person for the time being appointed to that office by the Council of Assembly under clause 4.1.1.

“**Church**” means the Presbyterian Church of Aotearoa New Zealand.

“**Colleges**” means Knox College and Salmond College.

“**Constitution**” means this constitution of the Society, as amended from time to time.

“**Council of Assembly**” means the Council of Assembly of the Church.

“**Deputy Chairperson**” means the person for the time being elected to that office under clause 4.3.

“**Fellows**” means the members of the Senior Common Room of either Knox College or Salmond College duly elected and admitted in accordance with the constitutions of such Senior Common Rooms.

“**General Assembly**” means the General Assembly of the Church.

“**Head**” means the person for the time being appointed by the Board as Head of Salmond College or Knox College.

“**Office Bearer**” means any person holding the office of Chairperson, Deputy Chairperson, Secretary or Head.

“**Officer**” includes a Board Member and an Office Bearer.

“**Regulations**” means regulations made by the Board pursuant to this Constitution.

“**Secretary**” means the person for the time being appointed by the Board to undertake the duties of Secretary of the Board.

“**Society**” means Knox College and Salmond College Incorporated.

“**Students**” means all those persons who are currently enrolled as students at either of the Colleges in accordance with the Regulations.

“**Synod**” means the Synod of Otago and Southland.

“**Trust Board**” means the Otago Foundation Trust Board established under the Otago Foundation Trust Board Act 1992.

“University” means the University of Otago.

“Year” means the period from 1 January to 31 December in each year.

- 1.2 Where a word or phrase is given a defined meaning, any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 1.3 Unless the context otherwise requires, a word which references:
 - 1.3.1 the singular refers to the plural and vice versa;
 - 1.3.2 a person includes any individual, body corporate, partnership, firm, unincorporated association or institution, government body or any other entity recognised by law; and
 - 1.3.3 a notice refers to any publication or other written communication.

2. AFFILIATION WITH THE UNIVERSITY AND ASSOCIATION WITH THE CENTRE

- 2.1 The Colleges were founded by the Church and are affiliated with and connected to the University under terms set out in the University’s Affiliated Colleges Statute 2022 and amendments to that Statute.
- 2.2 Knox College from its foundation was the location of the Theological Hall of the Church and is the location of the Centre.

3. OBJECTS OF THE COLLEGES

- 3.1 The Colleges are established as part of the mission of the Church to carry out the following spiritual, charitable or educational purposes:
 - 3.1.1 to provide a living and learning environment that develops students into leaders who make a positive difference to the community wherever they are in the world and across all sectors of endeavour, reflecting the ethos and values of the Church;
 - 3.1.2 to provide suitable accommodation and pastoral care for students to reside in conditions compatible with the faith and ethos of the Christian Church. Religious faith, race, gender identity, or sexual orientation shall not be barriers to accommodation;
 - 3.1.3 to provide an environment in which the students may optimise their academic and personal potential and develop leadership capacity and skills;
 - 3.1.4 to enhance student learning by ensuring that academic support and assistance is provided;
 - 3.1.5 to have due regard and care for accommodation of the Hewitson Library, the Centre, and the Archives of the Church, including as agreed from time to time the provision of appropriate services and support.
 - 3.1.6 to achieve public recognition of the Colleges’ distinctive quality and leadership as residential colleges;

- 3.1.7 to provide facilities, services, board and lodging for fellows, staff and other persons;
 - 3.1.8 to purchase or otherwise acquire or sell or otherwise alienate or lease any real or personal property, and to maintain, improve and otherwise manage property owned by the Colleges;
 - 3.1.9 to raise money by way of loan on the security of the Colleges' property or in such other manner as may be deemed expedient and for the purchase of any such loan the Colleges may seal and issue debentures secured on the property of the Colleges both present and future and may also seal and execute any deed of mortgage or other instrument for securing payment of money raised;
 - 3.1.10 to prosecute and defend legal or other proceedings relating to the Colleges or the property of the Colleges; and
 - 3.1.11 to do all such other acts and things as are incidental to or will further or conducive to the attainment of the forgoing objects or any of them PROVIDED THAT nothing hereinbefore contained shall authorise any objects that are not charitable in law.
- 3.2 Subject to this Constitution, the Society has full rights, powers, privileges and capacity to achieve the above objects under section 18 of the Act. Notwithstanding any other provision, the Society may not be carried on for the personal benefit or financial gain of any member of the Society or any unlawful purpose.

4. MEMBERSHIP OF THE BOARD

- 4.1 The Board shall consist of up to 10 Board Members, comprising:
- 4.1.1 the Chairperson appointed by the Council of Assembly, who must be a member of the Presbyterian Church;
 - 4.1.2 six members appointed by the Council of Assembly following consultation with the Chairperson;
 - 4.1.3 one member appointed by the Council of Assembly after that person has been nominated by the committee of the Church responsible for leadership and ministry training;
 - 4.1.4 one member appointed by the Council of Assembly after that person has been nominated by the Synod; and
 - 4.1.5 one member appointed by the University (if the University chooses to appoint such a member at its discretion).
- 4.2 All Board Members are appointed for a term of 3 years and are eligible for reappointment for one further term of 3 years. In certain circumstances identified by the Board and confirmed by the Council of Assembly, a Chairperson who has served 3 plus 3 years either as a Chairperson or other Board Member or any combination of Board Member and Chairperson totalling 6 consecutive years, may be reappointed for one further term of up to 3 years as Chairperson.

- 4.3 The Board shall elect a person to be the Deputy Chairperson and appoint a person to be the Secretary, who shall each have the role, function, and powers determined by the Board from time to time. To avoid doubt, a person may hold more than one office.
- 4.4 The office of a Board Member becomes vacant if:
- 4.4.1 the Board Member dies or resigns from that office by notice in writing to the Chairperson; or
- 4.4.2 the Board Member ceases to be a member of the Society; or
- 4.4.3 the Board Member's appointment is terminated by:
- (a) the person who appointed it (being the Council of Assembly or the University, as the case may be); or
- (b) the Board, under clause 4.5.
- 4.5 A Board Member's appointment may be terminated immediately by the appointing party or the Board should it be determined by them that the Board Member is no longer fit for office on the grounds of illness, criminal conviction, failure of integrity, bringing the Colleges into disrepute, or the Board Member otherwise being disqualified from being an officer under section 47(3) of the Act.
- 4.6 Any vacancy in the office of a Board Member shall be filled after consultation and discussion with the Chairperson by the Council of Assembly or the University of Otago according to which of those bodies was responsible for the appointment of the Board Member whose place is to be filled.
- 4.7. A person appointed to fill a casual vacancy will commence their three year term on their date of appointment on the same basis as any other current Board Member.
- 4.8 As a condition of their appointment, every Board Member must consent in writing to be a Board Member in accordance with the Act and certify that they are not disqualified from holding office as a Board Member under the Act.
- 4.9 Board Members shall be members of the Society and are deemed to consent to also be members of the Society by consenting to be a Board Member.

5. MEMBERSHIP OF KNOX COLLEGE AND SALMOND COLLEGE INCORPORATED

- 5.1 The Society is an incorporated society under the Act.
- 5.2 In addition to the Board Members, the other members of the incorporated society are the Heads and Deputy Heads of the Colleges and up to three other persons nominated by the Board.
- 5.3 No member of the Society shall be appointed without his or her written consent.
- 5.4 Any person ceases to be a member of the Society when he or she is no longer a member of the Board or no longer holds a current nomination from the Board under clause 5.2 to be a member of the Society.
- 5.5 A register of members of the Society shall be kept and maintained by the Secretary in accordance with section 79 of the Act. The register shall contain:

5.5.1 Name and last known contact details of each current member and the date that they became a member; and

5.5.2 Name of each person who has ceased to be a member of the society within the previous 7 years and the date they ceased to be a member.

5.6 A member of the Society shall promptly notify the Society of any changes to their details recorded on the register (including name and contact details), to ensure that the register remains up to date.

6. CONTACT PERSON

6.1 The Contact Person (as defined in the Act) for the Society shall be the Chairperson of the Board from time to time. The Board may at its discretion appoint up to two other Officers to be the Society's Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's contact details as required from time to time in accordance with the Act.

7. FUNCTIONS OF THE BOARD

7.1 The welfare, business affairs, concerns and property of the Colleges are the responsibility of the Board. The Board shall administer, manage, and control the Colleges and the Society, and their respective operation and affairs and has full rights and powers to do so. The Board may exercise all powers of the Colleges and on behalf of the Colleges do all such acts as may be exercised and done by the Colleges and as are provided for in this Constitution.

7.2 The Board shall be a standing committee of the General Assembly and shall act as the governing body of the Colleges.

7.3 The Board shall have the power to conduct its business as it sees fit, to formulate procedural rules and appoint committees.

7.4 The Board shall have the power to delegate all or any of its powers and functions to individuals or committees.

7.5 The Board shall control, manage and invest the Colleges' funds.

7.6 The Board shall:

7.6.1 take the steps necessary or appropriate to achieve the objects of the Colleges as set out in clause 3 and for the welfare and good government of the Colleges; and

7.6.2 report regularly to the Council of Assembly and to each General Assembly of the Church and to each Annual General Meeting of the Synod.

7.7 Without limiting the generality of the provisions of clauses 7.1 and 7.5, the Board shall:

7.7.1 control and manage the finances of the Society and ensure the financial sustainability of the Colleges through raising funds and by seeking, encouraging and accepting gifts, grants, donations and endorsements;

- 7.7.2 obtain or procure by contract or otherwise, intellectual property rights, professional, administrative, technical or other services for the purposes of the Colleges;
- 7.7.3 fix the fees to be paid by students;
- 7.7.4 appoint the Heads of the Colleges;
- 7.7.5 review, manage and evaluate the performance of the Heads;
- 7.7.6 collaborate with the Knox Centre and the Presbyterian Resource Centre with a view to mutual participation and enhancement of each other's activities;
- 7.7.7 oversee financial and human resource management, compliance and risk, including by adopting an annual budget, business plan and pastoral care plan, and receiving and reviewing an annual audit and management report, ensuring they are carried out to standards which reflect best practice;
- 7.7.8 ensure that the Colleges meet the requirements of the University's Affiliated Colleges Statute 2022 and amendments, and also ensure that the Colleges maintain a close collaboration with the University;
- 7.7.9 take any other action to satisfy itself that the Colleges are being properly managed in a manner which reflects best practice in similar traditions and their special character;
- 7.7.10 promote the Colleges so they receive public recognition of their distinctive character and leadership;
- 7.7.11 support effective engagement with key stakeholders including the Synod;
- 7.7.12 make and amend Regulations for any of the purposes of this Constitution; and
- 7.7.13 admit Fellows in accordance with the Regulations.

8. REVIEW

- 8.1 The Council of Assembly shall review the performance of the Board in terms of its efficacy and achievement of the objects of the Colleges set out in clause 3 including objectives directly related to the ownership of the Colleges by the Church, every four years commencing on 1 April 2027.

9. PROCEEDINGS OF THE BOARD AND SOCIETY

- 9.1 The Board shall convene and hold:
- 9.1.1 an Annual General Meeting not later than the 30th day of June in each year (being within 6 months after the end of each financial year of the Society) and no later than 15 months after the date of the previous Annual General Meeting.
 - 9.1.2 a Special General Meeting if requested to do so at any time by at least 50% of Board Members or the Board otherwise determines it appropriate to hold a Special General Meeting.
- 9.2 All members of the Society shall be notified in writing of the Annual General Meeting or Special General Meeting, including the date, time and location of the meeting, and of the business to be transacted at the meeting not less than seven days before the date of the meeting.
- 9.3 The quorum for the Annual General Meeting, Special General Meeting or any meeting of the Board shall be 50% of Board Members who shall be personally present.
- 9.4 At every Annual General Meeting the Statement of Financial Performance and the Statement of Financial Position for the last financial year shall be submitted and considered for adoption.
- 9.5 All questions and matters brought before the Annual General Meeting, Special General Meeting or any meeting of the Board shall be decided by a majority of the votes of the Board Members present. Postal, electronic or proxy votes are not permitted. Each Board Member has one vote and the Chairperson also has a casting vote.
- 9.6 Aside from the special requirements set out in clauses 9.1 to 9.5 above, the Board shall have the full power to make rules regarding the mode of conducting its own proceedings.
- 9.7 The Annual General Meeting and any Special General Meeting shall normally take place in person, but where exceptional circumstances preclude the meeting taking place in person, an online meeting may be held. At an online meeting, a quorum includes any member participating in the meeting by electronic means in the manner permitted by the Board.
- 9.8 Written resolutions in lieu of an Annual General Meeting shall not be permitted.
- 9.9 The Board shall determine when minutes are required to be kept and ensure that minutes are kept as the Board determines appropriate.
- 9.10 The Board will comply with the requirements set out in the Act in relation to conflicts of interests and disclosures of interests by Board Members. However, to the extent permitted under section 67 of the Act, no Special General Meeting is required under section 64(3) of the Act (in the event that 50% or more of the Board members are prevented from voting on any matter due to them being interested in the matter).

10. THE HEADS

- 10.1 The Board shall appoint and employ the Heads on such terms, conditions and remuneration as the Board determines. The Heads will have the rights, powers and obligations set out in this Constitution and as otherwise determined by the Board.
- 10.2 The Heads have the obligation to further the objects of the Colleges as set out in clause 3 of this Constitution.
- 10.3 The Heads are responsible for the welfare of the communities of the Colleges and are the chief executive officers of their respective Colleges.
- 10.4 The Board may from time to time and upon such terms and conditions and with such restrictions as it deems fit, for the operational function of the Colleges, confer upon the Heads all or any of the powers, authorities, delegations and discretions vested in the Board generally. Any powers, authorities, delegations and discretions so conferred may be concurrent with, or be to the exclusion of, the powers of the Board.
- 10.5 The Board may at any time or times, alter, revoke, withdraw or vary all or any of the powers delegated to the Heads. If the Board reasonably considers a Head is not adequately performing their duties, the Board may remove the Head from office by giving written notice of termination to the Head in accordance with their terms of appointment.
- 10.6 The Heads are required to reside in the Colleges unless otherwise provided in his or her terms of appointment, or agreed by the Board.

11. ACTING HEAD

- 11.1 The Board may appoint a person as Acting Head during the absence or following the death, retirement or personal disability of a Head. The person so appointed has, during the period of that appointment, all the powers and duties of such Head.

12. PROPERTY OF THE COLLEGES

- 12.1 The property of the Colleges which is vested in the Trust Board pursuant to the Otago Foundation Trust Board Act 1992 shall be administered by the Colleges for the purposes of the Colleges in accordance with this Constitution.
- 12.2 All other property of the Colleges shall be administered by the Colleges for the Objects of the Colleges in accordance with this Constitution.

13. ACCOUNTS AND AUDIT

- 13.1 The Board shall cause proper accounting and other records to be kept of the Colleges.
- 13.2 The Board shall cause to be prepared an annual set of accounts of the operations of the Colleges.
- 13.3 The Board shall appoint and maintain the services of an auditor to audit the accounts of the Colleges. The auditor may only be removed by the Board.

- 13.4 The Board shall consider the audited annual set of accounts and if considered appropriate adopt them.

14. INDEMNITY FOR OFFICERS OF THE COLLEGES

- 14.1 To the extent lawfully permitted, every person who is or has been an Officer of the Colleges is indemnified out of the assets of the Colleges against any liability arising out of the execution of the duties of their office which is incurred by them in defending any civil proceedings, in which judgment is given in their favour or in connection with any application in which relief is granted to them by a court in respect of any negligence, default, breach of duty or breach of trust.
- 14.2 To the extent lawfully permitted the Society and/or the Colleges may indemnify and/or effect insurance for any person who is or has been an Officer or employee of the Colleges or the Society against liability to another person (other than the Colleges) incurred by such a person as an Officer or employee (as the case may be), as permitted by sections 94 to 98 of the Act, unless the liability arises out of conduct involving a lack of good faith.
- 14.3 The Colleges may pay the premium for a contract insuring a person who is or has been an Officer or employee against:
- 14.3.1 any liability incurred by that person as an Officer which does not arise out of conduct involving a wilful breach of duty in relation to the Colleges; and
 - 14.3.2 any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Colleges, whether civil or criminal, and whatever their outcome.

15. DISPUTE RESOLUTION

- 15.1 The Society adopts the dispute resolution process set out in Schedule 2 of the Act for resolving disputes, including how a complaint may be made. Such procedures shall be deemed to be set out in this Constitution.

16. DISSOLUTION

- 16.1 If any property remains after the winding up or dissolution of the Society and the settlement of all of the Society's debts and liabilities that property shall be disposed of for charitable purposes to another not-for-profit entity or entities as the General Assembly may decide after consultation with the Trust Board.

17. ALTERATION OF CONSTITUTION

- 17.1 This Constitution may be altered, added to, or rescinded only if the changes are in writing and have first been approved at a general meeting of the Society and at a meeting of the Council of Assembly and with the subsequent approval of the General Assembly and, where necessary, the Registrar of Incorporated Societies in accordance with section 30 of the Act.

17.2 The Board shall ensure that any approved change to the Constitution is promptly filed with the Registrar of Incorporated Societies in accordance with the Act. No change to the Constitution shall take effect until this has been done.

18. COMING INTO FORCE OF CONSTITUTION

18.1 This Constitution commences and comes into force on the date that the Society becomes re-registered under the Act.

18.2 This Constitution repeals and replaces the previous constitution of the Society from that date.

Member of the Society and Chairperson of the Board

Member of the Society and the Board

Member of the Society and the Board