

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:

“Board” means the Board of the Colleges appointed pursuant to this Constitution

“Board Member” means a member of the Board for the time being.

“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.

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

“Constitution” means the Constitution of Knox College and Salmond College Incorporated 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 pursuant to 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 Head of Salmond College being the person for the time being appointed to that office by the Board.

“Master” means the Master of Knox College being the person for the time being appointed to that office by the Board.

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

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

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

“Society” means Knox College and Salmond College Incorporated.

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

“Synod” means the Synod of Otago and Southland.

“the Colleges” means Knox College and Salmond College.

“the 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 denotes:
 - 1.3.1 the singular denotes the plural and vice versa;
 - 1.3.2 any gender denotes the other gender;
 - 1.3.3 a person denotes an individual, a body corporate, a partnership, a firm, an unincorporated association or institution and a government body; and
 - 1.3.4 a notice denotes 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 and Halls Statute 2000 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 Knox College and Salmond College 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 under Christian influence and discipline. Neither religious faith nor race shall 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;
 - 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;
- 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.

4. MEMBERSHIP OF THE BOARD

- 4.1 The Board shall consist of:
 - 4.1.1 the Chairperson appointed by the Council of Assembly and who must be a member of the Church or one of the other four churches which participated in the Act of Commitment of 1967;
 - 4.1.2 six members appointed by the Council of Assembly following consultation with the Chairperson of the Board;
 - 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.
 - 4.1.5 one member appointed by the University if the University chooses to appoint such a member.
- 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.
 - 4.2.1 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 Board member or Chairperson or any combination of Board member and Chairperson totalling 6 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.
- 4.4 The office of a Board Member becomes vacant:
 - 4.4.1 if the Board Member dies or resigns that office by notice in writing to the Chairperson of the Board;
 - 4.4.2 if the Board Member's appointment is terminated by the Council of Assembly or in the case of the Board Member appointed by the University, that Board Member's appointment is terminated by the University.

- 4.5 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.
- 4.5.1 A person appointed to fill a casual vacancy holds office during the residue of the term of the Board Member whose place is to be filled.
- 4.6 Notwithstanding the provisions of clause 4 the Commission appointed by the Council of Assembly on 14 January 2012 continues to be the governing body of the Colleges until the date this Constitution comes into force under clause 16.

5. MEMBERSHIP OF KNOX COLLEGE AND SALMOND COLLEGE INCORPORATED

- 5.1 Knox College and Salmond College is an incorporated society under the Incorporated Societies Act 1908.
- 5.2 In addition to the members of the Board, the other members of the incorporated society are seven other persons nominated by the Board.
- 5.3 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 pursuant to clause 5.2 to be a member of the Society.

6. FUNCTIONS OF THE BOARD

- 6.1 The welfare, business affairs, concerns and property of the Colleges are the responsibility of the Board. 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.
- 6.2 The Board shall be a standing committee of the General Assembly and shall act as the governing body of the Colleges.
- 6.3 The Board shall have the power to conduct its business as it sees fit, to formulate procedural rules and appoint committees.
- 6.4 The Board shall have the power to delegate all or any of its powers and functions to individuals or committees.
- 6.5 The Board shall control, manage and invest the Colleges' funds.
- 6.6 The Board shall:
- 6.6.1 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
- 6.6.2 report regularly to the Council of Assembly and to each General Assembly of the Church and to each Annual General Meeting of the Synod.
- 6.7 Without limiting the generality of the provisions of clauses 6.1 and 6.5, the Board shall:

- 6.7.1 ensure the financial sustainability of the Colleges through raising funds and by seeking, encouraging and accepting gifts, grants, donations and endorsements;
- 6.7.2 obtain or procure by contract or otherwise, intellectual property rights, professional, administrative, technical or other services for the purposes of the Colleges;
- 6.7.3 fix the fees to be paid by students;
- 6.7.4 appoint the Master and the Head;
- 6.7.5 review, manage and evaluate the performance of the Master and the Head;
- 6.7.6 collaborate with the Advisory Boards of the Knox Centre and the Presbyterian Resource Centre with a view to mutual participation and enhancement of each other's activities;
- 6.7.7 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;
- 6.7.8 ensure that the Colleges meet the requirements of the University's Affiliated Colleges Statute 2000 and amendments, and also ensure that the Colleges maintain a close collaboration with the University;
- 6.7.9 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;
- 6.7.10 promote the Colleges so they receive public recognition of their distinctive character and leadership;
- 6.7.11 support effective engagement with key stakeholders including the Synod;
- 6.7.12 make and amend Regulations for any of the purposes of this Constitution;
- 6.7.13 admit Fellows in accordance with the Regulations.

7. REVIEW

- 7.1 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 2019.

8. PROCEEDINGS OF THE BOARD AND SOCIETY

- 8.1 The Board shall convene and hold an Annual General Meeting not later than the 30th day of June in each year.
- 8.2 All members of the Society shall be notified of the Annual General Meeting and of the business to be transacted at the Meeting not less than seven days before the Meeting.
- 8.3 The quorum for the Annual General Meeting or any meeting of the Board shall be 50% of Board Members who shall be personally present.

- 8.4 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.
- 8.5 All questions and matters brought before the Annual General Meeting or any meeting of the Board shall be decided by a majority of the votes of the Board Members present. Each member has one vote and the Chairperson also has a casting vote.
- 8.6 Aside from the special requirements set out in clauses 8.1 to 8.5 above, the Board shall have the full power to make rules regarding the mode of conducting its own proceedings.

9. THE MASTER AND THE HEAD

- 9.1 The Board shall appoint and employ the Master and Head on such terms, conditions and remuneration as the Board determines.
- 9.2 The Master and the Head have the obligation to further the objects of the Colleges as set out in clause 3 of this Constitution.
- 9.3 The Master and the Head are responsible for the welfare of the College communities and are the chief executive officers of their respective Colleges.
- 9.4 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 Master and the Head 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.
- 9.5 The Board may at any time or times, alter, revoke, withdraw or vary all of any of the powers delegated to the Master and the Head.
- 9.6 The Master and the Head are required to reside in the Colleges unless otherwise provided in his or her terms of appointment, or agreed by the Board.

10. ACTING MASTER OR ACTING HEAD

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

11. PROPERTY OF THE COLLEGES

- 11.1 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.
- 11.2 All other property of the Colleges shall be administered by the Colleges for the purposes of the Colleges in accordance with this Constitution.

12. ACCOUNTS AND AUDIT

- 12.1 The Board shall cause proper accounting and other records to be kept of the Colleges.
- 12.2 The Board shall cause to be prepared an annual set of accounts of the operations of the Colleges.
- 12.3 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.
- 12.4 The Board shall consider the audited annual set of accounts and if considered appropriate adopt them.

13. INDEMNITY FOR OFFICERS OF THE COLLEGES

- 13.1 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.
- 13.2 To the extent lawfully permitted the Colleges may indemnify a person who is or has been an Officer of the Colleges against liability to another person (other than the Colleges) incurred by such a person as an Officer unless the liability arises out of conduct involving a lack of good faith.
- 13.3 The Colleges may pay the premium for a contract insuring a person who is or has been an Officer against:
 - 13.3.1 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
 - 13.3.2 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.

14. COMMON SEAL

- 14.1 The Society shall have a Common Seal. It shall be used as directed by the Board. It shall be affixed to a document only in the presence of and accompanied by the signature of two members of the Board.

15. DISSOLUTION

- 15.1 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 as the General Assembly may decide after consultation with the Trust Board.

16. ALTERATION OF CONSTITUTION

16.1 This Constitution may be altered, added to, or rescinded only 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.

17. COMING INTO FORCE OF CONSTITUTION

17.1 This Constitution commences and comes into force on 1 April 2015.

17.2 The Constitution of the Council of Knox College and Salmond College Inc adopted by the 2008 General Assembly is repealed as from 1 April 2015.

Member of the Society and Chairperson of the Board

Member of the Society and the Board

Member of the Society and the Board