



CHRIST'S COLLEGE
CANTERBURY

STATUTES AND BY-LAWS

As adopted by the Warden and Fellows on the 30th day of April 2026

Replacing all previous Statutes and By-Laws

PREAMBLE

Christ's College, Canterbury was established in 1850 and incorporated under an Ordinance of the Superintendent and Provincial Council of the Province of Canterbury entitled "Christ's College Ordinance Session IV No. 4" passed on the twenty-seventh day of June one thousand eight hundred and fifty-five (the "Christ's College Ordinance 1855").

The College was further constituted by the Deed of Foundation executed pursuant to the Christ's College Ordinance 1855 (the "Deed of Foundation").

The Christ's College Canterbury Act 1999 (the "1999 Act") made further provision for the governance and administration of the College, including the power of the Warden and Fellows to make, amend, and repeal Statutes and By-Laws for the better governance of the College.

Under the Christ's College Ordinance 1855 and the Deed of Foundation, the Warden and Fellows constitute the body politic of the College. These Statutes and By-Laws are made in exercise of the powers conferred by the 1999 Act, the Christ's College Ordinance 1855, and the Deed of Foundation, and replace all previous Statutes and By-Laws of the College.

PART 1

STATUTES

1. Definitions

- 1.1 In these Statutes and By-Laws, unless the context otherwise requires, the following terms have the meanings set out below.

“Amalgamated Fund” means the “Christ’s College Investments and Lands Amalgamated Account” as constituted under the Christ’s College (Canterbury) Amendment Act 1945.

“By-Laws” means the rules prescribed by the Warden and Fellows from time to time under these Statutes to determine the manner in which the Warden and Fellows shall conduct their affairs.

“CCOBA” means the Christ’s College Old Boys’ Association (Incorporated).

“Chair” means the Chair of the Warden and Fellows elected under these Statutes and By-Laws.

“Chaplain” means an ordained priest of the Church appointed as Chaplain by the Headmaster in accordance with Statute 11.

“Church” means The Anglican Church in Aotearoa, New Zealand and Polynesia.

“College” means Christ’s College, Canterbury, being the body politic incorporated under the Christ’s College Ordinance 1855.

“College Foundation” means the “Christ’s College Investments and Lands Amalgamated Account” as constituted under the Christ’s College (Canterbury) Amendment Act 1945.

“Deed of Foundation” means the Deed of Foundation executed pursuant to the Christ’s College Ordinance 1855.

“Deputy Chair” means the Deputy Chair of the Warden and Fellows elected under these Statutes and By-Laws.

“Fellow” means a person appointed to be a member of the Warden and Fellows in accordance with these Statutes.

“Governing Body” means has the same meaning as the Warden and Fellows, and references to the Governing Body in these Statutes and By-Laws or in any other document shall be construed accordingly.

“Headmaster” means the person duly appointed by the Warden and Fellows to serve as Headmaster of the College.

“Secretary” means the secretary to the Warden and Fellows appointed in accordance with these By-Laws.

“SIPO” means the Statement of Investment Principles and Objectives of the College Foundation as approved by the Warden and Fellows from time to time.

“Warden” means the Bishop of the Anglican Diocese of Christchurch, or the person exercising episcopal authority in the Anglican Diocese of Christchurch in accordance with the Canons of the Church.

“Warden and Fellows” means the governing body of the College, comprising the Warden and the Fellows appointed under these Statutes, being the body politic constituted by the Christ's College Ordinance 1855 and the Deed of Foundation.

“1999 Act” means the Christ's College Canterbury Act 1999.

2. Objects

2.1 The College exists for the worship of God and the education of boys to be young men of virtuous character, in particular through:

- (a) education and regular worship in the Anglican faith;
- (b) the provision of the highest standards of academic tuition;
- (c) the offering of sporting and cultural programmes;
- (d) the provision of boarding facilities that foster community, independence, and provide appropriate pastoral care; and
- (e) the provision of scholarships and financial assistance to boys.

3. Principles

3.1 The religious instruction of the College shall be in accordance with the principles and practices of the Church.

4. The Warden and Fellows

4.1 The government of the College is vested in the Warden and Fellows, who shall have all powers necessary for and conducive to the maintenance of the College as a place of education, learning, and religion (specifically the Anglican faith), and the advancement of the objects of the College.

4.2 The Warden and Fellows shall comprise the Warden and not fewer than five and no more than seven Fellows.

5. Warden

- 5.1 The Warden is an ex officio member of the Warden and Fellows.

6. The Chair

- 6.1 The Warden and Fellows shall elect one Fellow to be Chair, who shall hold office and have the powers and duties set out in these Statutes and By-Laws.
- 6.2 The Chair shall attend to the good governance of the College and shall exercise a general superintendence over the affairs of the College on behalf of the Warden and Fellows. The Chair shall take care that all persons concerned in the governance and administration of the College conform to these Statutes and By-Laws and perform the duties assigned to them.
- 6.4 The Chair shall preside at all meetings of the Warden and Fellows and shall represent the College in its relations with external bodies and persons as occasion requires.
- 6.5 The Warden and Fellows shall elect one Fellow to be Deputy Chair, who shall hold office and act as Chair in the Chair's absence. Election to the position of Deputy Chair does not imply subsequent election to the role of Chair.

7. Fellows

- 7.1 The Fellows shall comprise the following:
- (a) two Fellows to be appointed by the Standing Committee of the Diocese of Christchurch in consultation with the Warden and Fellows and following the process set out in Schedule A;
 - (b) two Fellows to be appointed by the CCOBA in consultation with the Warden and Fellows and following the process set out in Schedule A; and
 - (c) such additional Fellows as the Warden and Fellows determine from time to time, subject to Statute 4.2.
- 7.2 The Warden and Fellows shall use their best endeavours to ensure that the Fellows collectively offer diversity of background, experience, and a relevant range of skills to enable the Warden and Fellows to fulfil their role effectively. The Warden and Fellows shall implement an appropriate recruitment process to identify potential Fellows.
- 7.3 Not fewer than two Fellows shall at all times be communicant members of the Church or of a church in full communion with the Church. In making or recommending appointments, the Warden and Fellows, the CCOBA, and the Diocese shall have regard to the desirability of maintaining the Anglican character of the College and shall give due weight to a candidate's understanding of and sympathy with the Christian faith and the ethos of the College.

8. Responsibilities of the Warden and Fellows

- 8.1 The primary responsibility of the Warden and Fellows is to develop, approve, and be accountable for the implementation of a strategic plan that fulfils the objects of the College and, in doing so, ensures a sustainable future for the College as a leading secondary school for boys in New Zealand and creates an environment that enables each boy to be given the best opportunity to succeed in their educational, pastoral, and sporting endeavours.
- 8.2 The Warden and Fellows, with the assistance of management, shall be responsible for developing, maintaining, and monitoring policies and procedures to ensure a culture of health, safety, and well-being for the benefit of all persons on the College campus and under the effective control of the College.
- 8.3 The Warden and Fellows shall fully and effectively discharge their obligations as trustee of the College Foundation in accordance with Statute 9.
- 8.4 The Warden and Fellows shall support the Headmaster in the context of the separation of governance and management, and shall hold the Headmaster to account for all aspects of the management of the College.
- 8.5 The Warden and Fellows shall have discretion to discharge their role in such manner as they think fit, having regard to the objects of the College and to best governance practice.

9. College Foundation

- 9.1 To assist the Warden and Fellows in discharging their obligations as trustee of the College Foundation, the Warden and Fellows shall appoint a Foundation Committee to be comprised of two independent members (one of whom shall be the chair of the Foundation Committee) and two Fellows.
- 9.2 The Foundation Committee shall consider, review, and advise the Warden and Fellows on matters including:
 - (a) the implementation of the long-term financial objectives of the Warden and Fellows for the College Foundation;
 - (b) the SIPO of the College Foundation;
 - (c) the setting of the annual budget for the College Foundation, including the setting of management fees paid to the College;
 - (d) the financial performance of the College Foundation as measured against the budget and the long-term financial objectives;
 - (e) the performance of the College Foundation's investment strategy and investment managers;

- (f) the accounting policies of the College Foundation and their effectiveness in ensuring expenditure is within approved budgets, managing risk, and detecting fraud and misappropriation; and
- (g) the annual financial statements of the College Foundation.

9.3 The Foundation Committee is delegated authority to:

- (a) set the annual distribution to the College, provided that any such distribution must be within the terms of the SIPO approved by the Warden and Fellows;
- (b) determine any allocation of assets, provided that any such allocation must be within the terms of the SIPO approved by the Warden and Fellows;
- (c) set any fee payable to the College by the College Foundation for the provision of services to the College Foundation; and
- (d) appoint investment managers of the College Foundation and regularly review their performance.

9.4 The Foundation Committee shall report to the Warden and Fellows on the performance of the College Foundation at each ordinary meeting and shall provide an annual report.

9.5 Once the annual distribution to the College from the College Foundation has been set, the distribution may only be altered for that year in accordance with the following process:

- (a) either the Chair or the chair of the Foundation Committee recommends to the Warden and Fellows an increase in the distribution; and
- (b) the Warden and Fellows consider and agree to that recommendation.

10. The Headmaster

10.1 The Headmaster shall be appointed by the Warden and Fellows.

10.2 The Warden and Fellows shall determine the appointment process for the Headmaster and the terms and conditions of the Headmaster's employment.

10.3 The Headmaster shall be charged with the general discipline of the College and shall superintend the instruction, welfare, and pastoral care of all pupils admitted to the College. The Headmaster shall, in these and all other respects, carry into execution Objects, the Statutes and By-Laws of the College and any resolutions or policies of the Warden and Fellows.

10.4 The Headmaster shall appoint all members of the teaching and support staff of the College and shall determine the organisation and conduct of the academic, co-curricular, and pastoral programmes of the College, provided that the number,

remuneration, and conditions of service of staff shall be subject to such policies and directions as the Warden and Fellows may from time to time determine.

- 10.5 The Headmaster shall be responsible for the day-to-day management and administration of the College, and shall have the power, in all matters of management not provided for by these Statutes and By-Laws or by any resolution of the Warden and Fellows, to act as the Headmaster thinks fit for the welfare of the College, and shall report any such action to the Chair.
- 10.6 The Headmaster shall report to the Warden and Fellows on the affairs and operations of the College at each ordinary meeting and at such other times as the Chair may require.

11. The Chaplain

- 11.1 The Chaplain shall be appointed by the Headmaster after the Warden has given written approval to the appointment.

12. Chapel

- 12.1 The Headmaster and the Chaplain are responsible, in consultation with the Warden, for the operation of the Chapel and the regular provision of worship in accordance with the liturgies of the Church.
- 12.2 The Chaplain is responsible for the ordering of services in the Chapel unless the Warden is in attendance, in which case the Warden is responsible for the ordering of services.
- 12.3 The number of regular services held in the Chapel shall not be reduced or materially altered without the prior written approval of the Warden.

13. Amendment of Statutes

- 13.1 These Statutes may be amended by resolution of the Warden and Fellows passed at any meeting.
- 13.2 A proposed amendment relating to the religious instruction at the College requires the prior written approval of the Warden.
- 13.3 Any Fellow intending to move a resolution to amend the Statutes shall provide written notice (including by e-mail) of the proposed amendment to the Secretary not fewer than one calendar month prior to the date of the meeting at which it is proposed to be considered, unless the Warden and Fellows determine otherwise. The text of the proposed amendment shall be included in the meeting papers.
- 13.4 A resolution to amend the Statutes requires the approval of not fewer than 75% of the Fellows.

- 13.5 A resolution to amend Statute 12.2 or Statute 12.3 requires the prior written approval of the Warden. The power to amend the Statutes may not be exercised to vary any right reserved to the Warden in these Statutes unless the Warden has provided prior written approval. This Statute 13.5 is an entrenched provision and may not be amended.

14. Validation of Irregularities and Interpretation

- 14.1 The Warden and Fellows may accept an irregularity in any procedural matter described in these Statutes and By-Laws, provided that there is no material detriment to the College.
- 14.2 Any question arising as to the interpretation of these Statutes and By-Laws shall be determined by the Warden and Fellows.

PART 2

BY-LAWS

1. Term of Office of the Chair and Deputy Chair

- 1.1 The initial term of office of the Chair and the Deputy Chair shall be four years.
- 1.2 At the expiry of their initial or any subsequent term, the Chair and the Deputy Chair are each eligible for re-election. The Warden and Fellows shall, at the time of each re-election, determine whether the further term shall be of two years or four years.

2. Term of Office of Fellows

- 2.1 The term of office of each Fellow shall be four years from the date of appointment.
- 2.2 A retiring Fellow is eligible for re-appointment by the relevant appointing body (being the Warden and Fellows, the CCOBA, or the Diocese of Christchurch, as the case may be) in consultation with the Chair. It is expected that a Fellow will ordinarily serve no more than three consecutive terms, but the relevant appointing body may, in its discretion, re-appoint a Fellow for further terms where it considers it to be in the interests of the College to do so.

3. Vacancies

- 3.1 A casual vacancy arises if a Fellow is unable to continue in office for any reason, including by reason of death, resignation, removal, incapacity, or absence as provided in By-Law 11.
- 3.2 A replacement Fellow shall be appointed in the same manner as the Fellow being replaced (that is, by the Warden and Fellows, the Diocese, or the CCOBA, as the case may be) and shall commence a fresh term of four years from the date of appointment.

4. Admission of Fellows

- 4.1 Every person appointed to be a Fellow shall be formally admitted by the Warden or, in the absence of the Warden, by the Chair at that Fellow's first meeting.

5. Resignation

- 5.1 A Fellow may resign by tendering their resignation in writing (including by email) to the Chair, who shall notify the Warden and the other Fellows as soon as practicable.

- 5.2 The Chair may resign from the role of Chair (without resigning as a Fellow) by tendering their resignation in writing (including by email) to the Deputy Chair, who shall notify the Warden and the other Fellows as soon as practicable.
- 5.3 The Deputy Chair may resign from the role of Deputy Chair (without resigning as a Fellow) by tendering their resignation in writing (including by email) to the Chair, who shall notify the Warden and the other Fellows as soon as practicable.
- 5.4 A resignation takes effect from the date the written notice of resignation is received, unless a later date is specified in the notice.

6. Removal of Fellows

- 6.1 The Warden and Fellows have the power, by resolution approved by not fewer than 75% of the Fellows, to remove any Fellow whom they consider unfit to continue in that role.

7. Election of Chair and Deputy Chair

- 7.1 The Chair and Deputy Chair shall be elected by the Fellows in accordance with the following process:
- (a) The Secretary shall conduct each election.
 - (b) When an election is necessary, the Secretary shall give notice to the Fellows of the election and of the date for the receipt of nominations.
 - (c) Each nomination must be signed by two Fellows and consented to in writing by the Fellow being nominated.
 - (d) On the closing of nominations, the Secretary shall circulate to each Fellow a list of the nominations received.
 - (e) If only one candidate is nominated, the Chair, Deputy Chair, or a Fellow acting in that capacity shall, at the next meeting, declare the candidate elected. On election, the new Chair or Deputy Chair shall assume office at the end of that meeting or at such other date as the Warden and Fellows may determine.
 - (f) If two or more candidates are nominated for either role, the Secretary shall conduct a ballot of all Fellows (including those nominated). The Secretary shall determine the method of the ballot.
 - (g) The closing date for ballots shall be stipulated by the Secretary.

8. Meetings

- 8.1 Ordinary meetings of the Warden and Fellows shall be held at such times and at such frequency as the Warden and Fellows may determine from time to time and may take place in person or on-line.
- 8.2 Special meetings may be convened by the Warden, the Chair, or the Deputy Chair, or at the written request of not fewer than two Fellows. Reasonable notice of the purpose and time of a special meeting shall be given to all members of the Warden and Fellows.
- 8.3 Not fewer than five days' notice in writing of every ordinary meeting, specifying the business to be considered, shall be given to all members of the Warden and Fellows at their last known address or by email.
- 8.4 A Fellow may attend and participate in any meeting by means of audio, audio-visual, or other electronic communication by which all persons participating in the meeting are able to communicate with each other contemporaneously. A Fellow attending a meeting by such means shall be deemed to be present at the meeting for all purposes, including the determination of a quorum.

9. Chair of Meetings

- 9.1 The Chair shall preside at all meetings of the Warden and Fellows.
- 9.2 In the absence of the Chair, the Deputy Chair shall preside. In the absence of both the Chair and the Deputy Chair, the Fellows present may elect one of their number to preside at the meeting.
- 9.3 The person presiding at any meeting shall have both a deliberative vote and, in the event of an equality of votes, a casting vote.

10. Quorum

- 10.1 The quorum for any meeting of the Warden and Fellows shall be 50% of the Fellows for the time being (rounded up to the nearest whole number where the number of Fellows is uneven), provided that in no event shall the quorum be fewer than three Fellows.

11. Absence of Fellows

- 11.1 If any Fellow is absent without the leave of the Chair from three consecutive meetings of the Warden and Fellows, a casual vacancy may be declared.

12. Resolutions in Writing

- 12.1 A resolution in writing signed or assented to (including by email) by not fewer than 75% of the Fellows for the time being shall be as valid and effective as if it had been passed at a meeting of the Warden and Fellows duly convened and held.

- 12.2 Such a resolution may consist of several documents in similar form, each signed or assented to by one or more Fellows.
- 12.3 A copy of every resolution passed in accordance with this By-Law shall be entered in the minute book.

13. Minutes

- 13.1 Minutes of the proceedings of all meetings of the Warden and Fellows shall be prepared and, if confirmed at a subsequent meeting and signed by the person who presided at the meeting at which they are confirmed, shall be the formal record of the matters discussed.

14. Committees and Delegation of Authority

- 14.1 The Warden and Fellows may appoint committees to assist in the discharge of their duties and responsibilities.
- 14.2 The Warden and Fellows shall determine the function, terms of reference, composition, and delegated authorities (if any) of each committee and shall appoint the chair of each committee.
- 14.3 A committee may, with the prior approval of the Warden and Fellows, appoint sub-committees on such terms as the relevant committee recommends and the Warden and Fellows approve. Sub-committees shall report to the Warden and Fellows through the committee that appointed them.
- 14.4 The Warden and Fellows may delegate to any committee, to the Chair, to the Headmaster, or to any other officer of the College such of their powers and functions as they consider appropriate. Any such delegation:
- (a) shall be in writing and may be subject to such conditions as the Warden and Fellows think fit;
 - (b) shall be revocable at will;
 - (c) shall not prevent the Warden and Fellows from exercising the delegated power or function themselves; and
 - (d) shall not relieve the Warden and Fellows of responsibility for the exercise of the delegated power or function.
- 14.5 Minutes of the proceedings of committee and sub-committee meetings shall be prepared and, if confirmed at a subsequent meeting and signed by the chair of the relevant committee, shall constitute a record of the matters discussed. Such minutes shall be made available to the Warden and Fellows.

15. Annual Reports and Financial Statements

- 15.1 The Warden and Fellows shall be responsible for adopting annual audited financial statements of the operations of the College and for appointing the auditor.

16. Secretary

- 16.1 The Headmaster, in consultation with the Chair, shall appoint a Secretary to the Warden and Fellows.
- 16.2 The Secretary shall be responsible for maintaining the records of the Warden and Fellows, including minutes, resolutions, and correspondence.

17. The Seal

- 17.1 The Warden and Fellows shall maintain a common seal which shall be held securely and used only with their authority.
- 17.2 The affixing of the seal shall be witnessed by the Chair (or Deputy Chair) and one other Fellow or the Secretary.

18. Indemnity and Insurance

- 18.1 To the fullest extent permitted by law, the College shall indemnify each Fellow and each former Fellow against any liability or costs incurred by that person in their capacity as a Fellow, other than liability arising from conduct involving bad faith, wilful misconduct, or a knowing breach of duty.
- 18.2 The Warden and Fellows may arrange and maintain insurance for the benefit of Fellows and officers of the College in respect of any act or omission in their capacity as such.

19. Alteration of By-Laws

- 19.1 The Warden and Fellows may amend or replace these By-Laws by resolution passed at any meeting.

20. Transitional Provisions

- 20.1 These Statutes and By-Laws replace all previous Statutes and By-Laws of the College from the date of their adoption by the Warden and Fellows.
- 20.2 All appointments, delegations, resolutions, acts, and proceedings made, given, or taken under any previous Statutes or By-Laws of the College that were in effect immediately before the adoption of these Statutes and By-Laws shall continue in force and have effect as if made, given, or taken under these Statutes and By-Laws, to the extent that they are consistent with these Statutes and By-Laws.
- 20.3 Each Fellow holding office immediately before the adoption of these Statutes and By-Laws shall continue in office as if appointed under these Statutes and By-Laws. For the

avoidance of doubt, the term of office of each such Fellow shall be four years calculated from the date of that Fellow's most recent appointment (whether an initial appointment or a re-appointment), regardless of any different calculation or practice that may have been applied under any previous Statutes or By-Laws. Any such term shall count as a term for the purposes of By-Law 2.

- 20.4 No act or proceeding of the Warden and Fellows or of any Fellow, committee, or officer of the College shall be invalidated or called into question by reason only of any irregularity or non-compliance with any previous Statutes or By-Laws of the College. Any such irregularity or non-compliance is hereby validated and confirmed.

SCHEDULE A

APPOINTMENT OF FELLOWS

Principles, Responsibilities, and Process

Founded in 1850 as an Anglican school for boys, Christ's College has, since its inception, been committed to the formation of young men of virtuous character. Guided by its motto, Bene Tradita Bene Servanda — good traditions well maintained — the governance of the College is entrusted to those willing to serve as careful stewards of its ethos, traditions, and future.

1. Purpose

This Schedule records the approach taken to the appointment of Fellows of Christ's College. The aim of the appointment process is to ensure that the Warden and Fellows are composed of individuals who, collectively, will serve the long-term interests of the College and are committed to its flourishing.

2. The Nature of Board Appointment

Appointment as a Fellow of Christ's College is a call to service rather than a representative or advocacy role. Fellows are appointed to exercise wise judgement for the good of the College as a whole, having regard to its Anglican foundation, its distinctive ethos and traditions, and its future as a leading boys' school.

3. Appointing Bodies

In accordance with these Statutes and By-Laws, the CCOBA appoints two Fellows, the Anglican Diocese of Christchurch appoints two Fellows, and other Fellows are appointed by the Warden and Fellows.

4. Principles Guiding Appointment

Appointments are guided by the following principles:

- (a) **Commitment to boys' education** — a genuine interest in, and understanding of, the education and formation of boys and young men.
- (b) **Alignment with the College's ethos and values** — respect for the Anglican character, traditions, and culture of Christ's College.
- (c) **Quality of judgement and character** — integrity, discretion, sound judgement, and the capacity to engage constructively with others.

- (d) **Connection and standing** — the ability, through standing and relationships, to support the College's reputation and advancement, including philanthropic and fundraising efforts.
- (e) **Collective strength** — appointments made with a view to maintaining a balanced and effective body of Warden and Fellows as a whole.

5. Appointment Process

5.1 Appointments by the CCOBA and the Anglican Diocese of Christchurch

For appointments made by the CCOBA and the Anglican Diocese of Christchurch, the following process applies:

- (a) The position is advertised, inviting expressions of interest from suitably qualified candidates.
- (b) A short-listing sub-committee is convened, comprising the President of the CCOBA or the Bishop (as applicable), the Chair, and one additional Fellow.
- (c) Short-listed candidates are interviewed, with discussion focusing on the candidate's understanding of the College and its ethos, their faith background and commitment to the College's Anglican nature, their interest in boys' education, their capacity to contribute at board level, their ability to form effective relationships, and their willingness to serve the College in a governance and ambassadorial capacity.
- (d) Appropriate reference checks are undertaken prior to any appointment being confirmed.
- (e) Following the interview process, the sub-committee will, after consultation with and agreement from the Warden and Fellows, recommend a preferred candidate for appointment to the relevant appointing body, which will then confirm the appointment in accordance with its own processes.

5.2 Appointments made by the Warden and Fellows

For appointments made directly by the Warden and Fellows, a similar process applies, with the short-listing and interview sub-committee comprising the Chair, the Deputy Chair, and one additional Fellow. Appropriate reference checks shall be undertaken prior to appointment.

6. Induction and Development

New Fellows are provided with a structured induction, including governance and constitutional materials, meetings with the Chair and the Headmaster, and opportunities to deepen their understanding of the life, culture, and community of the College.

In addition, new Fellows are expected to undertake short courses or equivalent learning opportunities to provide background and context in educational governance and best practice. The requirement for professional development is ongoing, with an expectation that Fellows undertake a minimum of two hours of professional development a year.