



Constitution of Tampere University Foundation sr

1 § Name and domicile of the Foundation

The Foundation shall be called Tampereen korkeakoulusäätiö sr (Swedish: Tammerfors högskolestiftelse sr; English: Tampere University Foundation sr) and its domicile shall be the City of Tampere, Finland.

2 § Purpose of the Foundation

The purpose of the Foundation shall be, as specified in Finnish legislation concerning universities, to promote free research and academic and artistic erudition, provide higher education based on research, and educate students to serve their country and humanity. The Foundation shall be an autonomous, multidisciplinary scientific and artistic community whose activities are based on the research and teaching of the University of Tampere and Tampere University of Technology, including, among other things, high-quality research and teaching in the fields of medicine, economics, technology and social sciences as well as new combinations of research and teaching arising from these fields.

The Foundation shall interact with industry and business, the wider society and the international scientific and artistic communities, enhance the societal impact of education, research and artistic activities, promote applied research, and advance development activities that serve industry and business. The Foundation shall have a mission to persistently enhance the well-being and competitiveness of Finnish society and to benefit humanity and the environment through high-quality, international research and teaching.

The Foundation shall respect the freedom of science, the arts and teaching.

In addition, the Foundation shall operate as a university of applied sciences as set out in applicable legislation.

3 § Fulfilling the purpose of the Foundation

The Foundation shall have the right to provide educational and research services and to undertake other activities permitted under the laws governing universities and universities of applied sciences that directly promote the fulfilment of the Foundation's purpose.

In all its activities, the Foundation shall adhere to the ethical principles of world-class university operations and the principles of good governance and, in its internal administration, safeguard the academic freedom of teaching, research and the arts as well as the independence of professors as an intrinsic element of academic autonomy.

Together, the Foundation and the University of Applied Sciences constitute a university community that bring together the highest level of academic and professional higher education and scientific research as well as applied research, development and innovation activities.

The Foundation may award scholarships and grants to support activities aligned with its purpose.

The Foundation may operate and own property both in Finland and abroad.

4 § Assets of the Foundation

The basic capital of the Foundation shall remain intact.

The Foundation shall have the right to accept bequests and other donations and to accrue assets in other ways permitted by the Finnish Foundations Act. Bequeathed and donated funds shall be managed and used in accordance with the donors' instructions. In the absence of explicit provisions, the Board of the Foundation shall decide on the use of assets.

The Foundation may establish field-specific funds, the use of which shall be governed by stipulations issued by the Board of the Foundation within the provisions of this Constitution.

The Foundation's assets shall be managed systematically. Asset management shall include the administration of assets used to support the Foundation's activities as well as the Foundation's investment and business operations.

The Foundation may engage in any business activities that support its mission.

5 § Organisation of the Foundation

The governing bodies of the Foundation shall comprise a Board, a President appointed by the Board, and an Academic Board that serves as the multi-member governing body referred to in the Finnish Universities Act.

Further provisions concerning the administration and organisation of the Foundation shall be set out in the University Regulations.

6 § Board of the Foundation

The Foundation shall be governed and represented by a Board consisting of seven (7) members, including the Chairperson.

The members of the Board shall broadly reflect the highest level of national and international expertise in the scientific and artistic fields relevant to the Foundation's activities as well as in civic and business life.

The Foundation's President, Vice President, directors of faculties or other units directly subordinate to the Board, and members of the multi-member governing body are not eligible for Board membership. No member of the Board may hold an official position within Finland's Ministry of Education and Culture. Any member who becomes ineligible for Board membership for these reasons must resign.

The Academic Board shall appoint Board members based on a proposal submitted by an appointment committee after consulting the founding members of the Foundation. Three (3) members of the Board shall be selected from among candidates nominated by the founding members, excluding the Finnish Government. The number of candidates proposed for Board membership must be at least twice the number of seats to be filled.

Before a Board seat reserved for candidates nominated by the founding members becomes vacant, the Chairperson of the Academic Board shall notify the founding members, excluding the Finnish Government, of the upcoming vacancy at least four (4) months prior to the start of the new Board member's term. The founding members shall submit their nominations to the Chairperson of the Academic Board no later than two (2) months prior to the start of the new Board member's term. In case the founding members do not submit their nominations, candidates shall be nominated and appointed by the Academic Board.

Preparations for the appointment of a Board member shall be managed by an appointment committee as specified in the University Regulations. The appointment committee shall be established by the Academic Board and shall comprise representatives of the university community and persons appointed by the founding members.

The term of office for Board members shall be four (4) calendar years. In the event of a resignation, a new member shall be appointed to serve the remainder of the term.

Membership on the Board may continue for one or more terms, up to a maximum of eight (8) calendar years. Board members shall serve staggered terms, with the Academic Board appointing three or four members every two years.

The Board shall elect a Chairperson from among its members for a term of two (2) years. A Board member who has formerly served as Chairperson may be re-elected. Professors, members of teaching and research staff, members of support staff and students of the University shall not be eligible to serve as Chairperson.

In accordance with the University Regulations or other separate decisions, the Board may delegate its executive authority to the President, other governing bodies or employees of the Foundation.

A Board member may receive a customary fee and reimbursement for services rendered to the Foundation.

7 § Board meetings

Each Board member shall have one (1) vote. Resolutions of the Board shall be adopted by a simple majority of the members present unless a higher majority is required under the Finnish Foundations Act or this Constitution. If the votes are tied, the Chairperson shall have the casting vote. In the case of an election, however, the matter shall be decided by drawing lots.

The Board shall have quorum when more than half of its members are present.

Meetings of the Board shall be convened at the invitation of the Chairperson, or when requested by the President or by two Board members. Invitations to Board meetings shall be sent to the addresses provided by the members. Such invitations must be sent at least three (3) working days prior to the scheduled meeting date.

8 § Duties of the Board

The Board shall decide on the strategy of the Foundation, on matters relating to its operations and finances, and on other far-reaching plans. The Board shall appoint a President to lead the operations of the foundation-based Tampere University and to serve as Chief Executive Officer, as defined in the Foundations Act.

In addition, the Board shall:

- 1) define the duties of the President within the framework of this Constitution;
- 2) appoint the Deans or Directors of the faculties based on a proposal submitted by the President;
- 3) establish and abolish teaching and research units within the foundation-based University;
- 4) approve the annual operational plan and budget of the Foundation;
- 5) confirm the annual report and financial statements of the Foundation;
- 6) decide on the University Regulations and other similar provisions;
- 7) perform any other duties assigned under the University Regulations and this Constitution.

9 § Duties of the President

The President shall:

- 1) lead the operations of the University;
- 2) be responsible for the economic, efficient and productive performance of the University's functions;
- 3) be responsible for ensuring that the University's accounts are maintained in compliance with applicable laws and that asset management is organised in a reliable manner;
- 4) be responsible for preparing and presenting matters to be considered by the Board;
- 5) be responsible for implementing Board decisions, unless otherwise stipulated in the University Regulations;
- 6) decide on the appointment and dismissal of employees.

In view of the University's functions, the President may only take action with potentially far-reaching implications if authorised by the Board, or if waiting for the Board's decision would cause significant harm to the University's activities. In the latter case, the Board must be notified as soon as possible.

The President may delegate the recruitment of staff or other matters within the President's remit to another body or individual within the University. The President shall be entitled to attend and speak at the meetings of all the University's administrative bodies.

The University may have Vice Presidents as provided for in the University Regulations. A Vice President appointed by the Board may act as a substitute for the Chief Executive Officer as referred to in the Foundations Act.

10 § Academic Board

The Academic Board is a multi-member governing body representing the entire university community. The Academic Board shall comprise no more than 50 members and shall only include representatives of the following groups within the university community, as specified in the Universities Act (Section 15, Subsection 2):

- 1) university professors
- 2) other teaching and research staff, and support staff
- 3) students.

Each group shall constitute less than 50% of the total membership. Members of the Academic Board shall be elected by their respective staff groups within the university community.

The role of the Academic Board is to promote the quality of teaching, research and artistic activities.

Unless delegated to another governing body as specified in the Universities Act (Section 27, Subsection 2), the Academic Board shall also:

- 1) decide on curricula and degree requirements;
- 2) determine the requirements for student admission;
- 3) establish other general regulations relating to teaching and research;
- 4) appoint committees or other bodies to manage matters related to degrees, grading and appeals;
- 5) appoint the Chairpersons, members and deputy members of such committees;
- 6) appoint Board members and determine the length of the Board's term and that of its members.

Provisions concerning the Chairperson of the Academic Board are set out in the University Regulations. The University Regulations also specify additional provisions regarding the Academic Board's duties, the number of members and their appointment.

11 § Financial statements

The financial year of the Foundation shall be the calendar year. The year-end financial statements and the annual report prepared by the Board must be submitted to the auditors by the end of March. The auditors' report must be submitted to the Board by 15 May.

The Foundation shall file its financial statements, including the balance sheet, annual report and auditors' report, with the registration authorities no later than six (6) months after the end of the financial year. Copies of all the aforementioned documents must be appended to the submission.

12 § Auditors

For each financial year, the Board of the Foundation shall appoint two (2) financial auditors, who must be authorised public accountants or an authorised public accounting organisation.

13 § Right of representation

The Chairperson of the Board and the President, who also serves as the Chief Executive Officer as defined in the Foundations Act, shall each have the authority to represent the Foundation individually. In addition, the Foundation may grant representation rights to other designated persons.

14 § Other provisions

The founding members of the Foundation shall not have the right to contest decisions taken by the Board of the Foundation as set out in Chapter 7, Section 1 of the Foundations Act.

The Foundation shall comply with the Finnish Administrative Procedure Act when performing statutory administrative tasks. In accordance with Section 30 of the Universities Act, the University shall observe the disqualification provisions set out in the Administrative Procedure Act in the conduct of its operations. The University shall comply with Section 4, Subsection 1 of the Finnish Act on the Openness of Government Activities when performing public administrative tasks.

The activities of the university of applied sciences shall comply with legislation applicable to universities of applied sciences.

15 § Amendment of the Constitution and dissolution of the Foundation

If the Board of the Foundation considers it necessary to amend this Constitution or to terminate the Foundation's operations, the matter shall be discussed at a Board meeting. Any proposal must receive a minimum of two-thirds (2/3) of the votes cast and comply with the additional provisions set out in the Foundations Act.

The Foundation shall be dissolved if legislative amendments result in the Foundation no longer being assigned statutory public tasks under the Universities Act or in such tasks being removed from the Foundation.

In the event that the Foundation is dissolved or terminated, its assets shall be donated to support a purpose closely related to the Foundation's activities. However, any capital donated to the Foundation by the Finnish Government shall be returned in full, including unspent revenue, to the Finnish Government, to be used as determined by the Parliament of Finland. In addition, any capital donated by the founding members to the Foundation and the TTY Foundation, which shall be merged with the Foundation, shall be returned to support the

purpose referred to above, as decided by the highest decision-making body representing the founding members.

16 § Transitional provisions

The term of office for Board members shall be four (4) calendar years, in accordance with Section 6 of this Constitution.

The Academic Board shall appoint Board members every two years on a staggered basis.

Three (3) members shall be appointed for the term from 1 January 2022 to 31 December 2025, one (1) of whom shall be selected from candidates nominated by the founding members. Four (4) members shall be appointed for the term from 1 January 2024 to 31 December 2027, two (2) of whom shall be selected from candidates nominated by the founding members.

During the transitional period, the Academic Board shall extend the terms of two Board members – originally appointed for a three-year (3) term ending on 31 December 2022 under the former regulations – by one (1) year until 31 December 2023, with the consent of the Board members concerned.

Upon expiry of these terms of office, the vacant seats shall be filled in accordance with the provisions set out in Section 6 of this Constitution.