

ARTICLES OF ASSOCIATION of The IT University of Copenhagen (ITU)

(a translation of the Danish version)

In pursuance of section 13, subsection 1, in the Danish University Act, cf. legal announcement no. 172 of February 27, 2018, is laid down:

I. Name and location

Section 1

The name of the university is IT-Universitetet i København (ITU), in English the IT University of Copenhagen. The IT University is a state-funded, self-governing institution whose registered office and venue is in the Municipality of Copenhagen. The IT University is covered by the Minister for Higher Education and Science's supervisory authority.

II. Purpose

Section 2

The purpose of the IT University is to conduct research and provide research-based teaching in Information Technology up to the highest international levels. The IT University shall strive to generate a public/private sector partnership in both its educational offering and its research to promote IT value creation in Denmark. Based on its research, the IT University is able to carry out projects for a minister as agreed with that Minister. The IT University's remit is to develop and implement educational programmes which are attractive to a large number of people and which are suitable for providing them with IT skills and proficiencies relevant to current demand. The IT University shall further through its research contribute to scientific education and innovation.

III. Financial basis

Section 3

The IT University is financed primarily by way of the Minister for Higher Education and Science's grant for educational, research and communication activities and other activities undertaken by the IT University, including Danish taximeter-model grants, private research funding, research funding from national and EU research programmes and financing activities.

IV. Organisation

Section 4

The IT University is managed by a Board of Directors and the Executive Management. The Executive Management shall comprise at least the Vice Chancellor and a pro-rector or University Director. The IT University consists of a number of scientific and administrative departments. The number and life of the scientific and administrative departments and to whom the Heads of Department report shall be determined by the Board of Directors on the basis of the Vice Chancellor's recommendations. The applicable organisation of the IT University is described in the Organisational Chart, which constitutes a separate document. Each scientific department shall have a Head of Department and each section shall have a Head of Section who manages the staff of the section. The Heads of the Department and the Heads of the Section shall report to a member of the Executive Management unless otherwise indicated in the Organisational Chart.

Sub-section 2 The applicable Organisational Chart for the IT University shall be published on the IT University's website.

Sub-section 3 Participation and involvement of staff and students shall be ensured through the IT University's collegiate bodies, groups and committees. The existing collegiate bodies, groups and committees and their composition are described in the IT University's Organisational Chart and on its intranet.

A. Management

The Board of Directors

Section 5

The IT University's Board of Directors shall consist of one Chairman and eight Board Members. The Chairman and four Board Members shall be external members, one member shall be elected by and from among the IT University's scientific staff, including employed PhD students (VIP members), one member shall be elected by and from among the technical/administrative staff at the IT University (TAP members) and two members shall be elected by and from among the students at the IT University.

Section 6

The five external members of the Board of Directors shall be represented by both genders, cf. the Danish Act on Gender Equality, and shall be appointed in their personal capacity for a period of four years by the appointment committee on the recommendation of the appointed recommendation committee, cf. the procedure described in Appendix 1. Reappointment may only take place once. Does the reappointment result in an external member's appointment period being prolonged without interruption, the reappointment can be decided by the appointment committee according to the described appointment procedure in Appendix 1, section 1, subsection 7. The re-appointment of the Chairman of the Board is put forward to the minister for approval.

Sub-section 2 The VIP member shall be elected by and from among the scientific staff at the IT University, including employed PhD students, for a period of four years. Reappointment may only take place once. Anyone employed at the IT University to conduct research or to teach and who has an employment contract for a minimum of one year from the date of the election shall be electable and entitled to vote.

Sub-section 3 The TAP member shall be elected by and from among the technical-administrative staff at the IT University for a period of four years. Reappointment may only take place once. Anyone employed at the IT University at the IT University as a technical/administrative employee and has an employment contract for a minimum of one year from the date of the election shall be electable and entitled to vote.

Sub-section 4 Students shall be elected by and from among the students at the IT University for a period of two years. Reappointment may only take place once. Students shall be elected for staggered periods so that one is elected in even years and another in odd years. Any student taken in and registered on a Bachelor's, Master's or Diploma course at the IT University both on the first day of the month in which the election is called and on the date of the election itself shall be electable and entitled to vote.

Sub-section 7 The Board of Directors may decide to elect a Deputy Chairman from among its external Board Members.

Section 7

The Board of Directors is the highest authority of the IT University and is responsible for the overriding and strategic management of the university. The Board of Directors has the overriding responsibility that the

IT University is engaged in research and deliver research-based teaching up to the highest international level within all its subject areas. The Board of Directors has the overriding responsibility that the research and educations of the university are developed continuously. The Board of Directors shall administer the means of the university efficiently and for the best possible benefit of the society, and ensure that staff and students participate and are involved in important decisions.

The Board of Directors

1. on the recommendation of the Vice Chancellor approves the IT University's budget, including the distribution of its overall resources and principles for the use of the resources and signs the IT University's annual report
2. on the proposal of the Vice Chancellor carries out continuous monitoring and control of the IT University's finances
3. determines the IT University's educational offering as the creation of new educations and/or courses must be prequalified, accredited and approved according to the Danish Act on Accreditation of Institutions of Higher Education and the Danish University Act or by invitations to tenders outside Denmark according to international quality assurance systems with subsequent approval by the Danish Agency for Science and Higher Education,
4. on the recommendation of the Vice-chancellor approves general admission procedure guidelines
5. has overall responsibility for legality and grant control
6. determines the procedures for the recommendation and appointment of the Chairman of the Board and the other external Board Members
7. decides whether a Deputy Chairman should be elected from among the external members of the Board of Directors
8. appoints and dismisses the Vice-chancellor of the IT University
9. on the Vice Chancellor's recommendation appoints and dismisses the other Executive Management Members
10. determines the appointment and dismissal procedures for the Vice Chancellor, Pro-rector, University Director and Heads of Departments and the appointment and dismissal procedures for Head of Studies and the Heads of the PhD Schools as set out in [Appendix 2](#) to these Articles of Association
11. lays down and amends the Organisational Chart on the recommendation of the Vice Chancellor
12. on the recommendation of the Vice Chancellor determines the election rules applicable to the election of VIP members, TAP members and students to the applicable collegiate bodies
13. prepares amendments to the IT University's Articles of Association which must be approved by the Danish Agency for Institutions and Educational Grants
14. prepares the Rules of Procedure for the Board of Directors and amendments hereto
15. on the proposal by the Vice Chancellor enters into strategic framework contracts with the Minister. The strategic framework contract must consist of strategic targets for the assignments of the university, and

16. enters into – if applicable – an agreement on conducting projects for a minister.

Sub-section 2 The Board of Directors may pursuant to general rules authorise the Chairman of the Board of Directors to make decisions on behalf of the Board of Directors. Board meetings shall be held as required, but a minimum of three times a year.

Sub-section 3 The Chairman of the Board of Directors and the other external Board Members shall receive separate remuneration according to the Circular on Separate Remuneration.

Section 8

Board meetings shall be public. Matters covered by the provisions contained in law for confidentiality in public administration, all personal matters and matters involving information about contract negotiations with private individuals or similar negotiations with public partners shall be dealt with behind closed doors. Matters may also deal with behind closed doors if their nature or other circumstances should warrant it.

Sub-section 2 The Board's meeting material, including agendas and minutes, shall – subject to applicable law – be made publicly available.

Sub-section 3 Matters governed by provisions contained in law for confidentiality in public administration may not be made public. A document or item of information that forms part of a matter or case which is subject to confidentiality shall, however, be made public according to sub-section 2 if the document or item of information is not in itself subject to confidentiality.

Sub-section 4 Personal matters and matters involving information about contract negotiations with private individuals or similar negotiations with public sector partners may be exempted from the requirement that board meeting material be made public if the nature or circumstances of the case should warrant it. A document or an item of information that forms part of a matter covered by point 1, shall, however, be made public according to sub-section 2 unless the publication would contravene the premises that non-publication according to point 1 stipulates.

Sub-section 5. Matters, including documents and information about these that are dealt with behind closed doors, cf. sub-section 1, third point, may be exempted from the requirement that board meeting material be made public if the nature or circumstances of the case should make this absolutely necessary.

The Chairman of the Board of Directors

Section 9

The Chairman of the Board has the overriding responsibility of organizing the work of the board. On behalf of the university, the Chairman of the Board is responsible for the strategic dialogue with the minister and participates in the minister's meetings with the Chairmen of the board at least twice a year. On the basis of a standing authority from the Board of Directors, the Chairman of the Board may represent the Board of Directors.

Sub-section 2 The Chairman shall additionally manage property with another Board Member and make decisions on behalf of the Board of Directors with the Board's authorisation, cf. Section 7, sub-section 2.

Sub-section 3 The Chairman of the Board shall strive to ensure that the discussions of the Board of Directors take place in the presence of all Board Members and that all important decisions are made by the entire Board.

Deputy Chairman

Section 10

If the Board of Directors decides from among its external members to elect a Deputy Chairman, the Deputy Chairman may take decisions on behalf of the Chairman of the Board with the Chairman's authorisation, cf. however Section 9, sub-section 2.

Sub-section 2 In the absence of the Chairman, the Deputy Chairman shall additionally handle the Chairman's tasks according to these Articles of Association and the agenda for the Board of Directors and the authorisation and obligations assigned to the Chairman of the Board in these Articles of Association and the agenda, cf. however Section 9, sub-section 2.

The Vice Chancellor

Section 11

The Vice Chancellor

1. answers to the Board of Directors in all matters
2. has the responsibility for the general management of the IT University within the framework set out by the Board of Directors. This management includes all staff employed at the IT University
3. ensures quality development of the educational and research offering across the IT University
4. recommends the budget to the Board of Directors, including proposals for the distribution of total resources and proposals for the use of such resources, is responsible for submitting accounts and for keeping the Board of Directors continuously informed of financial developments pertaining to the IT University and signs the IT University's annual report
5. manages the IT University's grants and earnings in general according to the budgets and guidelines approved by the Board of Directors as well as current legislation and grant frameworks
6. prepares proposals for the Board of Directors pertaining to the general guidelines for the IT University's research and educational offering and the IT University's long-term activities and development and prepares action plans for the implementation of the research and course strategies approved by the Board of Directors
7. recommends the appointments and dismissals of other members of the Executive Management to the Board of Directors
8. appoints and dismisses the IT University's other staff, including the rest of the Executive Management
9. appoints and dismisses Head of Studies on the recommendation of the Study Boards and approves study programmes and amendments of these as proposed by the Study Boards
10. appoints and dismisses the Heads of the PhD Schools and initiates international assessment of the PhD schools with the involvement of the Heads of the PhD Schools and follows up on evaluations, including international assessments

11. recommends the Organisational Chart and amendments to this for approval by the Board of Directors
12. negotiates and agrees salary and employment terms, cf. Section 29 of the Danish University Act, within the framework approved by the Chairman of the Board
13. appoints Academic Council
14. on the recommendation of the Academic Council approves the composition of assessment committees for scientific positions
15. appoints Study Boards, determines the size of Study Boards, cf. Section 14, sub-section 1, determines whether indirect elections should be held to a Study Board through the election of other professional collegiate bodies at the IT University, cf. Section 14, sub-section 3, and approves the chairman and deputy chairman of the Study Boards on the recommendation of the Study Boards concerned, cf. Section 14, sub-section 13
16. appoints PhD School Councils, determines the size of PhD School Councils, cf. Section 16, sub-section 1, and appoints the chairman and deputy chairman, if applicable, for PhD School Councils on the recommendation of the PhD School Councils concerned
17. ensures the calling – and is responsible for the legality control – of elections to the IT University's collegiate bodies
18. determines the rules for student disciplinary measures
19. after open discussion with the applicable collegiate bodies, groups and committees at the University prepares proposals for strategic framework contracts on the IT University's assignments for submission to the Board of Directors and
20. binds the IT University with the exception of matters of property, cf. Section 9, sub-section 2, and makes decisions in all matters unless such decisions are the remit of the Board of Directors, Academic Council, a Study Board or a PhD School Council.

Sub-section 2 The Vice Chancellor shall ensure that the IT University at all times complies with current legislation and regulations and shall be under obligation to take any action that may be necessary to ensure good and sound management of the IT University, whether such action is described in these Articles of Association or not.

Sub-section 3 The Vice Chancellor shall be entitled to authorise the other members of the Executive Management to take decisions on behalf of the Vice-chancellor or to handle a number of the Vice Chancellor's duties.

B. Councils, boards and committees

Academic Council

Section 12

The Vice Chancellor shall appoint an Academic Council of which he/she is him/herself a member. The Academic Council consists of the Vice Chancellor and four other members. Two members shall be elected by and from among the scientific staff at the IT University, including employed PhD students (VIP members), and two members shall be elected by and from among the students at the IT University. The Academic Council shall elect its chairman from among the Council's VIP members and the Vice Chancellor.

Sub-section 2 The VIP members shall be elected by and from among the scientific staff at the IT University, including employed PhD students, for a period of four years. Re-election may only take place once. Anyone employed at the IT University at the level of teaching assistant and above and has an employment contract for a minimum of one year from the date of the election shall be electable and entitled to vote.

Sub-section 3 Students shall be elected by and from among the students at the IT University for a period of one year. Re-election may take place no more than three times. Any student registered on a Bachelor's, Master's or Diploma course at the IT University shall be electable and entitled to vote both in the first month in which elections are announced and the date of the election.

Sub-section 4 The applicable rules for elections at the IT University shall be complied with in elections to the Academic Council.

Section 13

The Academic Council

1. makes statements to the Vice Chancellor on the internal distribution of grants
2. makes statements to the Vice Chancellor on important strategic research and educational areas and plans for knowledge exchange
3. recommends to the Vice-chancellor the composition of expert committees assessing applicants for research positions
4. confers PhDs and doctorates
5. is able to make statements on all academic matters of importance to the activities of the IT University and
6. is under obligation to discuss academic matters presented by the Vice Chancellor.

Sub-section 2 The Academic Council shall be competent to transact business when the chairman and at least one other member are present. The Academic Council shall take decisions by simple majority. In the event of a parity of votes, the chairman shall have the casting vote.

Study Board

Section 14

The Vice Chancellor shall set up the Study Board cover each course/study programme or several educations/study programmes. A study committee may have a maximum of 14 members.

Sub-section 2 An equal number of members shall be elected to Study Board by and from among the scientific staff (VIP), including employed PhD students, and by and from among the students.

Sub-section 3 Some of the members may be elected by indirect election to Study Board that cover several courses/ study programme by underlying professional collegiate bodies, which appoint members to the study committee from among themselves, cf. sub-sections 7-9. This provision has been added on dispensation granted by the Minister for Higher Education and Science, cf. Section 36 of the Danish University Act.

Sub-section 4 The Vice Chancellor – or the person authorised by the Vice Chancellor – may appoint a number of professional collegiate bodies consisting of an equal number of VIPs and students representing one or more courses/study programmes and whose task shall be – in addition to appointing members to the Study Board – to recommend decisions and matters pertaining to courses and study programmes to the Study Board.

Sub-section 5 VIP members of the Study Board shall be elected by and from among the VIPs teaching on the Study Board courses/ study programmes. VIP members of professional collegiate bodies shall be elected by and from among the VIPs teaching on the professional collegiate body's courses/ study programme. VIPs on study programme and professional collegiate bodies shall be employed at the IT University at the level of teaching assistant and above and have an employment contract for a minimum of one year from the date of the election. The election period for this group shall be four years. Students shall be elected by and from among the students taken in and registered for a Bachelor's, Master's or Diploma course in the area governed by the Study Board or professional collegiate body in question both on the first day of the month in which the election is called and the date of the election itself. The election period for this group shall be one year.

Sub-section 6 To Study Board where some members are appointed by indirect election, cf. sub-section 3, an additional representative for VIPs and a representative for the students shall be elected by direct election.

Sub-section 7 Indirect election of members to Study Board, cf. sub-section 3, shall take place by each professional collegiate body electing members to the Board, cf. sub-sections 8 and 9.

Sub-section 8 The VIP members of a professional collegiate body shall elect a VIP from their midst to the Study Board. A VIP may be a member of several professional collegiate bodies, but the same VIP cannot represent two or more professional collegiate bodies on the same Study Board. If two or more professional collegiate bodies should elect the same VIP to a Study Board, the Vice Chancellor, or the person authorised by the Vice Chancellor, shall determine which professional collegiate body the VIP in question should represent on the Study Board. The other professional collegiate body or bodies shall then each elect a new representative from their midst.

Sub-section 9 The students on a professional collegiate body shall elect a student from their midst to the Study Board.

Sub-section 10 As regards an outsourced course/study programmes, cf. Section 25, the IT University may enter into an agreement with the institution contributing to the course/line that the institution should be represented by a full member of the professional collegiate body to which the course/study programmes belongs, i.e. a VIP teaching the course/study programmes. Such an agreement may determine that such a member should be appointed and not elected.

Sub-section 11 The agreement, cf. sub-section 10, which entails that an appointed VIP who is not employed by the IT University should become a member of a collegiate body must require the approval of the Minister for Higher Education and Science, cf. Section 31 of the Danish University Act. The approval procedure pursuant to sub-section 11 is attached to these Articles of Association as an appendix.

Sub-section 12 If the IT University enters into an agreement with an institution, cf. sub-section 10, an additional student shall be elected to the applicable professional collegiate body to ensure that the course group comprises an equal number of VIPs and students.

Sub-section 13 Each Study Board shall elect a chairman from its midst among its VIP member employed at the IT University. The Study Board shall elect a deputy chairman from its midst among its students.

Sub-section 14 The deputy chairman shall participate in the planning of the work of the Study Board.

Sub-section 15 The applicable rules for elections at the IT University must be complied with in elections to Study Board and underlying professional collegiate bodies.

Section 15

Study Board

1. recommend a Head of Studies to the Vice Chancellor
2. ensure the planning, implementation and development of courses and teaching, including
 - i. quality-assure and quality-develop courses and teaching and ensure monitoring of course and teaching assessments
 - ii. prepare proposals for study programmes and amendments to these for submission to the Vice Chancellor for approval
 - iii. approve a plan for teaching and examinations and other assessments forming part of examinations
 - iv. process applications for merits, including advance merits, and for dispensations and
 - v. make statements within their area in all matters that may be of significance to the courses and teaching and discuss matters pertaining to the courses and teaching that the Vice Chancellor or the person authorised by the Vice Chancellor may submit.

Sub-section 2 A Study Board shall be competent to transact business when the chairman and at least half the VIP members and at least half the students are present. A Study Board shall take decisions by simple majority. In the event of a parity of votes, the proposal will lapse.

PhD School Council

Section 16

The Vice Chancellor shall appoint PhD School Councils. A PhD School Council may have a maximum of eight members and four substitutes.

Sub-section 2 An equal number of members shall be elected for PhD School Council from and among the scientific staff (VIPs) and the PhD students. VIPs shall be elected by and from among the VIPs employed at the IT University at the level of lecturer and above and have an employment contract for a minimum of one year from the date of the election. Employed PhD students shall not be included in this election group for the purposes of elections to PhD School Council. The election period for this group shall be four years. PhD students shall be elected by and from among the students registered for a PhD course at the IT University and affiliated with the PhD school in question both on the first day of the month in which the election is called and the date of the election itself. The election period for this group shall be one year.

Sub-section 3 The chairman and deputy chairman of PhD School Councils shall be appointed by the Vice Chancellor on the recommendation of the PhD School Councils recommending the chairman from among the PhD School Council's VIPs and the deputy chairman from among the PhD School committee's PhD students.

Sub-section 4 The applicable rules for elections at the IT University must be complied with in elections to the PhD School committees.

Section 17

PhD School Council

1. recommends the composition of PhD assessment committees to the Vice Chancellor
2. approves PhD courses
3. prepares proposals for internal guidelines for the PhD school, including PhD supervision, for the Head of the PhD school
4. makes statements on the assessment of the PhD course and supervision to the Head of the PhD school
5. approves applications for merits and dispensation
6. makes statements within its area in all matters that may be of significance to the PhD courses and supervision that the Vice Chancellor or the person authorised by the Vice Chancellor may submit
7. assists the Head of the PhD school in the planning of the PhD school's courses, including international courses of study and
8. assists the Head of the PhD school in the continuous assessment of the school's activities.

Sub-section 2 A PhD School Council shall be competent to transact business when the chairman and at least half the VIP members and at least half the PhD students are present. The PhD School Council shall take decisions by simple majority. In the event of parity of votes, the chairman shall have the casting vote.

Other councils and committees**Section 18**

A liaison and security committee shall be set up for the IT University, cf. Circular on Agreement on Partnership and Liaison Committee in Government Companies and Institutions.

C. Institutes and PhD schools**Section 19**

A number of institutes where teaching and research take place shall be established at the IT University.

Section 20

A number of PhD schools where the PhD courses take place shall be established at the IT University.

D. Head of the Department and Head of Study and Head of PhD SchoolHead of Department**Section 21**

Heads of Department shall be appointed and dismissed by the Vice Chancellor.

Sub-section 2 The Heads of Department shall handle the general management of the school or department, including planning and distribution of tasks. The Head of Department shall be entitled to instruct employees to complete specific tasks. The scientific staff shall have freedom of research and research freely within the strategic research framework of the University during the time when they are not tasked with other work. The University's strategic research framework shall cover the whole of the University's profile. The scientific staff shall not be tasked with work over a longer period of time to an extent that would deny them their academic freedom.

Sub-section 3 The Head of Department shall ensure quality and cohesion in the research and teaching of the school or department and shall with the involvement of Study Board and the Head of Study monitor the assessment of courses and teaching.

Head of Study

Section 22

The Head of Study shall be appointed and dismissed by the Vice Chancellor on recommendation of the Study Board.

Sub-section 2 It shall be the responsibility of the Head of Studies in partnership with the Study Board to manage the practical planning of the teaching and examinations and other assessments forming part of examinations. The Head of Studies shall approve thesis statements and submission dates for Master's theses as well as a plan for the supervision of the students.

Head of the PhD School

Section 23

The Head of the PhD School shall be appointed and dismissed by the Vice Chancellor. The Vice Chancellor may after consultation with PhD School Council appoint the chairman of the PhD School Council as the Head of the PhD School.

Sub-section 2 The Head of the PhD School shall have overall responsibility for the PhD school's courses. The task of the Head of the PhD School shall be with the involvement of the PhD School Council to plan the PhD school's courses, including international courses, and to manage the continuous assessment of the PhD school's activities. The Head of the PhD School shall make recommendations to the Vice Chancellor on the follow-up on these assessments. The Head of the PhD School shall further appoint PhD supervisors according to rules set out by the IT University and approve PhD students as recommended by the VIP - representatives on the PhD School Council.

E. Miscellaneous provisions

Section 24

Complaints shall be processed according to the University's applicable rules.

Section 25

The IT University may as part of its efforts to coordinate and consolidate IT courses in the region enter into outsourcing agreements on course partnerships with Copenhagen Business School, the University of

Roskilde, the Technical University of Denmark and the University of Copenhagen as well as other educational establishments. Such agreements should be made in writing or in electronic form and include a digital signature and shall ensure the IT University subject-related influence on and assessment of such outsourced courses.

Section 26

Every semester, the IT University shall complete an overall electronic assessment of the IT University's courses, teaching staff and the IT University as a whole.

V. Education and research

Section 27

The IT University shall offer courses at Master, Diploma, Bachelor and PhD level and shorter higher and further education courses and other course activities.

Section 28

The IT University shall appoint the necessary number of Employers' Panels that shall be composed of external members who together have experience in and knowledge of the educational side of the IT University and the areas of employment to which the University's courses provide access.

Sub-section 2 The task of the Employers' Panels shall be to advise the Vice-chancellor and Head of Study on the development of existing and new courses and the development of new teaching and assessment formats. The Employers' Panels may further make statements and submit proposals to the University on all matters pertaining to its courses. The Employers' Panels shall make statements on all matters submitted to them by the University. The Employers' Panels shall thus contribute to ensuring that the IT University's course offering matches the skills requirements of its course users. The Executive-level Employers' Panel shall further assist in the appointment of new external members of the Board of Directors, cf. the rules contained in [Appendix 1](#), Section 1, sub-section 3, number 2, cf. Section 1, sub-section 4.

VI. Amendments

Section 29

The Board of Directors may submit proposals for and adopt amendments to these Articles of Association in accordance with the rules contained in Section 7, sub-section 1, no. 13. Amendments shall be approved by the Danish Agency for Institutions and Educational Grants.

VII. Authority to bind

Section 30

The Vice Chancellor shall have the authority to bind the IT University with the exception of matters of property in which the Chairman of the Board of Directors and one other Board of Directors Member shall jointly have the authority to bind.

VIII. Accounts and auditing etc.**Section 31**

The Board of Directors shall be entitled to engage external assistance for the inspection and management of the IT University's budgets and accounts submissions.

Sub-section 2 The Board of Directors of the IT University shall prepare a separate annual report.

Sub-section 3 The accounts of the IT University shall be prepared and audited according to Section 28 of the Danish University Act.

IX. Commencement**Section 32**

These Articles of Association shall enter into force when they have been approved by the Danish Agency for Institutions and Educational Grants.

X. Appendices**Section 33**

Appendix 1: Procedures for the recommendation and appointment of the Chairman of the Board and the other external members to the Board of Directors of the IT University.

Appendix 2: Appointment and dismissal procedures for the Vice Chancellor, Pro-rector, University Director and Heads of Department and appointment and dismissal procedures for Heads of Study and the Heads of the PhD Schools.

Adopted by the Board of Directors, April 12, 2018

Maria Rørbye Rønn
Chairman of the Board

Approved by the Danish Agency for Institutions and Educational Grants, April 16, 2018

Nikolaj Veje, Director

Appendix 1

to the Articles of Association of the IT University

Procedure for the recommendation and appointment of the Chairman of the Board and the other external members to the Board of Directors of the IT University

This document contains a description of the procedures for the recommendation and appointment of the Chairman of the Board and the other external members of the Board of Directors, including requirements for the profiles, qualifications and independence of the Chairman of the Board and the other external members of the Board of Directors.

Section 1 Recommendation and Appointment procedure and assignments of the recommendation committee and the appointment committee

The university appoints a committee, which appoints the Chairman of the Board and the other external board members (the appointment committee) and another committee, which recommends the Chairman of the Board and the other external board members (the recommendation committee) according to the procedures described in the appendix.

Sub-section 2 The external members of the Board of Directors shall be appointed for a period of four years with the opportunity to be re-appointed once, cf. the Articles of Association section 6, subsection 1..

Sub-section 3 The university appoints for a four-year-long period an appointment committee consisting of 8 members, of this 5 members from the business community, the authorities, and other educational institutions, etc.:

- 1. Two members of the ITU Executive-level Employers' Panel, appointed by the panel itself among its members, cf., however, sub-section 4,
- 2. One member from each of three non-public contributors within the past four-year-long period to the external funding of research of the IT University, each appointed by the non-public contributor itself among the contributor's management. Those contributors, who have confirmed being willing to participate, are prioritized by decreasing size of their contributions so that the largest contributors are prioritized first.
- 3. The Chairman of the Study Board,
- 4. The President/Chairman of the student organization at the IT University (Student Council), and
- 5. One representative for the external members of the Board of Directors; this person cannot be the Chairman of the Board.

Sub-section 4 If it is not possible among the non-public contributors, cf. sub-section 3, number 2, to find three contributors, who are willing to participate, the lacking number of member(s) will be supplied with members from the ITU Executive-level Employers' Panel, appointed by the panel itself among its members.

Sub-section 5 The members of the appointment committee can be appointed for a continuous period of eight years. The five external members (members of the ITU Executive-level Employers' Panel and members from non-public contributors to the external funding of research of the IT University), are appointed in their personal capacity and cannot be members of the university board of directors or be employee or students at the university. The appointment committee appoints among its five external members a Chairman. The Chairman shall have experience with management and a broad knowledge of societal conditions. The Chairman's vote is decisive in case of parity of votes. Together, the five external members shall reflect the users and employers of graduates, and together have knowledge of research, researched-based education, management, organisation and economy, including evaluation of budgets and accounts.

Sub-section 6 The appointment committee appoints two members, who cannot be members of the appointment committee, the board of directors, employees or students at the university, for the recommendation committee, cf. sub-section 8. The two in question are appointed in their personal capacity.

Sub-section 7 Three months, at the latest, previous to the expiration of the period of the external board members, among these the Chairman of the Board, the appointment committee considers if the committee finds it appropriate that the external board members, among these the Chairman of the Board, are given the opportunity to continue for four more years. In that case, and if the external board members, among these the Chairman of the Board, are willing to undertake a new period, the appointment committee makes a re-appointment. A re-appointment of the Chairman of the Board is put forward to the minister for approval.

Sub-section 8 The university aims to appoint a recommendation committee no later than three months before an external board member steps down from the board, consisting of:

- The Chairman of the Board, who is chair of the recommendation committee, cf. subsection 10, though,
- One external board member,
- One internal board member,
- One representative appointed by the Ministry of Higher Education and Science, and
- Two members appointed by the appointment committee.

Sub-section 9 When the recommendation committee is appointed, the appointment committee decides whether the task of the recommendation committee concerns one or more recommendations to the appointment committee.

Sub-section 10 In case of appointing a new Chairman of the Board, the appointment committee appoints a chairman of the recommendation committee. The chairman of the recommendation committee shall be appointed in her/his personal capacity, cannot be member of the appointment committee, the board of the IT University or be employed or student at the university and shall have competences corresponding to the requirements made to the Chairman of the Board.

Sub-section 11 On the basis of prepared competence profiles, the recommendation committee shall advertise openly for proposals for new external members, among these a new chairman, of the Board of Directors and ensure that the recommended candidates meet current qualification requirements, cf. the Danish University Act, section 12, sub-section 2 and sub-section 3, third and fourth clause. The recommendation committee shall prepare a list for the appointment committee with a minimum of one candidate over and above the required number of external Members Board of Directors that are to be replaced.

Sub-section 12 The appointment committee shall appoint the Chairman of the Board and the other external members on the basis of the recommendation committee's submitted list and see to that the external board members meet the requirements in section 2 of this appendix. The appointed Chairman of the Board of Directors shall be approved by the minister. The appointment committee may request a new recommendation if the recommended candidates in the opinion of the appointment committee do not meet the requirements for the composition of the Board of Directors or current quality and independence requirements, cf. Sections 2 and 3 of this Appendix.

Sub-section 13 If one or more of the current external members of the Board of Directors, including the Chairman, retire from the Board of Directors before the end of the term of four years, a new external member is appointed for a four-year period according to the procedure described in sub-sections 7-12.

Sub-section 14 If current external board members are recommended and appointed as Chairman of the Board, the period, in which the external board member has already had a seat on the board, will count in the total maximum period of appointment.

Section 2 Qualifications

The external members of the Board of Directors shall be appointed in their personal capacity.

Sub-section 2 The external Members of the Board of Directors shall jointly have experience in and knowledge of research, research based education and knowledge communication, knowledge sharing and the object areas of the university regarding to the Danish University Act, section 2, sub-section 4, in order to being able to attend the overriding and strategic management of the university. The external members shall have a MSc or an education at a similar level, and at least one of the external members shall have experiences as a recognized researcher.

Sub-section 3 The competences of the external members shall, in total, reflect the remit of the university, cf. the Danish University Act, section 2, and in total the external members shall have knowledge of research, research based education, management, organisation and economy, among this evaluation of budgets and accounts. The Chairman of the Board shall have experience with strategic management of a large company, enterprise or organisation and considerable knowledge of societal conditions.

Section 3 Independence

External members of the Board of Directors shall be independent. This means that external members shall not

- have a mandate from another organisation, government authority or business
- have a significant financial or equivalent interest in the IT University
- have held a leading management position at the IT University within the past ten years
- work as a professional advisor or carry out similar tasks for the IT University
- have a significant financial interest in a company acting as professional advisor or similar to the IT University
- be registered as a student at the IT University or
- be employed by the IT University, among this as external examiner or as adjunct professor or adjunct associate professor.

Appendix 2 to the Articles of Association of the IT University

1. Recruitment of the Vice Chancellor

The Board of Directors shall appoint the Vice Chancellor, cf. Section 10, sub-section 7 of the Danish University Act and Section 7, sub-section 1, no. 9 of these Articles of Association.

Qualification requirements

The Vice Chancellor shall be a recognised researcher, as this concept is defined in the Danish Act on the Research Advice etc., in one of the University's subject areas and have knowledge of the educational sector. The Vice Chancellor shall further have experience in the management and organisation of research environments and have knowledge of the activities of a university and its interaction with the surrounding society, cf. Section 14, sub-section 2 of the Danish University Act.

The Board of Directors may specify additional qualification requirements.

Job advertisement

The Personnel Section shall prepare a job advertisement and a job description, if applicable, which shall be approved by the Board of Directors.

The Board of Directors shall determine where the position should be advertised, i.e. in which trade magazines/newspapers, and the length of the application deadline which shall in any event be a minimum of 14 days from the placement of the advertisement.

The job advertisement shall be placed according to current rules applicable to public sector job advertisements.

The contact for the job advertisement shall be the Chairman of the Board.

Appointment procedures

The appointment procedures shall ensure that the Vice Chancellor has the professional and managerial legitimacy required.

Applications shall be addressed to the Chairman of the Board who determines which applicants should be invited for interview. The Chairman of the Board shall organise interviews with relevant applicants and on this basis arrive at reasoned written appointment recommendations for submission to the Board of Directors. The Board of Directors may decide to engage external recruitment experts and testing procedures, if required.

In the assessment of whether an applicant meets the requirements contained in the Danish University Act that the Vice Chancellor must be a recognised researcher, as this concept is defined in the Danish Act on Research Advice etc., in one of the University's subject areas, the applicant shall for a number of years both at research level actively have been engaged in research at the level of reader or senior researcher and have been assessed as being qualified by a professional committee in conjunction with an application for a lectureship at a university, a senior research position at a research institution or a position at an equivalent level at a research institution outside Denmark. If a potential candidate is not in possession of such professional assessment, the Board of Directors shall appoint a committee in the form of an assessment committee to assess whether the candidate's scientific activity and research qualifies the applicant as a recognised researcher. If the Board of Directors possesses the same skills as those of an assessment committee, the Board of Directors may, however, carry out the assessment itself.

Employment terms

The Board of Directors decide about the employment terms in accordance with the current government regulations.

2. Dismissal of the Vice Chancellor

The Board of Directors shall dismiss the Vice Chancellor, cf. Section 10, sub-section 7 of the Danish University Act and Section 7, sub-section 1, no. 9 of these Articles of Association.

If the Board of Directors decides to commence dismissal procedures against the Vice Chancellor, these shall be applied according to Section 29 of the Danish University Act.

3. Recruitment of the Pro-rector

The Board of Directors shall appoint the Pro-rector on the basis of the Vice Chancellor's recommendation, cf. Section 10, sub-section 7 of the Danish University Act and Section 7, sub-section 1, no. 10 of these Articles of Association.

Qualification requirements

The Pro-rector shall be a recognised researcher, as this concept is defined in the Danish Act on Research Advice etc., in one of the University's subject areas and have knowledge of the educational sector. The Pro-rector shall further have experience in the management and organisation of research environments and have knowledge of the activities of a university and its interaction with the surrounding society, cf. Section 14, sub-section 2 of the Danish University Act.

Job advertisement

The Personnel Section shall prepare a job advertisement and a job description, if applicable, which shall be approved by the Board of Directors.

The Vice Chancellor shall determine where the position should be advertised, i.e. in which trade magazines/newspapers, and the length of the application deadline which shall in any event be a minimum of 14 days from the placement of the advertisement.

The job advertisement shall be placed according to current rules applicable to public sector job advertisements.

The contact for the job advertisement shall be the Vice Chancellor.

Appointment procedure

The hiring committee shall comprise the Chairman of the Board and the Vice Chancellor. The hiring committee may decide to engage external recruitment experts and testing procedures, if required. The hiring committee shall organise interviews with relevant applicants and on this basis provide the Vice Chancellor with reasoned written appointment recommendations for submission to the Board of Directors.

In the assessment of whether an applicant meets the requirements contained in the Danish University Act that the Provost – as the Vice Chancellor's deputy – must be a recognised researcher, as this concept is defined in the Danish Act on Research Advice etc., in one of the University's subject areas, the applicant shall for a number of years actively have been engaged in research at the level of associate professor or senior researcher level and have been assessed as being qualified by an assessment committee in conjunction with an application for an associate professorship at a university, a senior research position at

a research institution or a position at an equivalent level at a research institution outside Denmark. If a potential candidate is not in possession of such professional assessment, the Board of Directors shall appoint a committee in the form of an assessment committee to assess whether the candidate's scientific activity and research qualifies the applicant as a recognised researcher. If the Board of Directors possesses the same skills as those of an assessment committee, the Board of Directors may carry out the assessment itself.

Employment terms

The Board of Directors decide about the employment terms in accordance with the current government regulations on the basis of the Vice Chancellor's recommendations, cf. section 10, sub-section 7 of the Danish University Act, and section 7, sub-section 1, no. 10, of these Articles of Association.

4. Dismissal of the Pro-rector

The Board of Directors shall dismiss the Pro-rector on the basis of the Vice Chancellor's recommendation, cf. Section 10, sub-section 7 of the Danish University Act and Section 7, sub-section 1, no. 10 of these Articles of Association.

If the Board of Directors decides to commence dismissal procedures against the Pro-rector, these shall be applied according to Section 29 of the Danish University Act.

5. Recruitment of the University Director

The Board of Directors shall appoint the University Director on the basis of the Vice Chancellor's recommendation, cf. Section 10, sub-section 7 of the Danish University Act and Section 7, sub-section 1, no. 10 of these Articles of Association.

Qualification requirements

The Board of Directors may on the recommendation of the Vice Chancellor specify further qualification requirements.

Job advertisement

The Personnel Section shall prepare a job advertisement and a job description, if applicable, which shall be approved by the Board of Directors.

The Vice Chancellor shall determine where the Position should be advertised, i.e. in which trade magazines/newspapers, and the length of the application deadline which shall in any event be a minimum of 14 days from the placement of the advertisement.

The job advertisement shall be placed according to current rules applicable to public sector job advertisements.

The contact for the job advertisement shall be the Vice chancellor.

Appointment procedure

The hiring committee shall comprise the Chairman of the Board and the Vice Chancellor. The hiring committee may decide to engage external recruitment experts and testing procedures, if required. The hiring committee shall organise interviews with relevant applicants and on this basis provide the Vice Chancellor with reasoned written appointment recommendations for submission to the Board of Directors.

Employment terms

The Board of Directors decide on the employment terms in accordance with the current government regulations on the basis of the Vice Chancellor's recommendation, cf. section 10, sub-section 7 of the Danish University Act and section 7, sub-section 1, no. 10, of these Articles of Association.

6. Dismissal of the University Director

The Board of Directors shall dismiss the University Director on the basis of the Vice Chancellor's recommendation, cf. Section 10, sub-section 7 of the Danish University Act and Section 7, sub-section 1, no. 10 of these Articles of Association.

If the Board of Directors decides to commence dismissal procedures against the University Director, these shall be applied according to Section 29 of the Danish University Act.

7. Recruitment of Heads of Department

The Vice Chancellor shall appoint the Heads of Department, cf. Section 14, sub-section 4 of the Danish University Act and Section 11, sub-section 1, no. 8 of these Articles of Association.

Qualification requirements

The Heads of Department shall be recognised researchers, as this concept is defined in the Danish Act on Research Advice etc., and shall have experience in education to an appropriate degree, cf. Section 14, sub-section 4, point 2, second full stop, of the Danish University Act.

The Vice Chancellor may specify additional qualification requirements.

Job advertisement

The Personnel Section shall prepare job advertisements and job descriptions, if applicable, which shall be approved by the Vice Chancellor.

The Vice Chancellor shall determine where the position should be advertised, i.e. in which trade magazines/newspapers, and the length of the application deadline which shall in any event be a minimum of 14 days from the placement of the advertisement.

The job advertisements shall be placed according to current rules applicable to public sector job advertisements.

The contact for the job advertisement shall be the Vice Chancellor.

Appointment procedures

The appointment procedures shall ensure that the Heads of Department have the professional and managerial legitimacy required.

The hiring committee shall comprise the Vice Chancellor and a further two persons appointed by the Vice Chancellor. The appointment committee may decide to engage external recruitment experts and testing procedures, if required. The hiring committee shall organise interviews with appropriate applicants and on this basis the Vice Chancellor shall determine whether to appoint the applicants to the position of Head of Department.

In the assessment of, whether an applicant meets the requirements contained in the Danish University Act that Heads of Department must be recognised researchers, the applicant shall for a number of years

actively have been engaged in research at a scientific level at a minimum level of associate professor or senior researcher level at a research institution outside Denmark. If a potential candidate is not in possession of such a scientific assessment, the Vice Chancellor shall appoint a committee in the form of an assessment committee to assess whether the candidate's scientific activity and research qualifies the applicant as a recognised researcher.

Employment terms

The position shall be on a fixed-term basis for a period of up to six years.

The fixed-term contract may be extended without re-advertisement of the position in accordance with government regulations.

Re-appointment after re-advertisement may take place maximum twice, or more if re-appointment is justified for objective reasons.

The appointment of a Head of Department may include negotiation of a return to the IT University as research associate.

8. Dismissal of the Head of Department

The Vice Chancellor shall dismiss Heads of Department, cf. Section 14, sub-section 4 of the Danish University Act and Section 11, sub-section 1, no. 8 of these Articles of Association.

If the Vice Chancellor decides to commence dismissal procedures against a Head of Department, these shall be applied according to Section 29 of the Danish University Act.

9. Appointment of the Head of Studies

The Vice Chancellor shall appoint the Head of Studies on the recommendation of the Study Board, cf. Section 11, sub-section 1, no. 9 of these Articles of Association.

Qualification requirements

The appointment shall ensure that the Head of Studies has the professional legitimacy required.

The Head of Studies shall be a research employee.

The Vice Chancellor may specify additional qualification requirements for position of Head of Studies.

10. Dismissal of the Head of Studies

The Vice Chancellor shall dismiss the Head of Studies on the recommendation of the Study Board, cf. Section 11, sub-section 1, no. 9 of these Articles of Association.

11. Appointment of the Heads of the PhD Schools

The Vice Chancellor shall appoint the Heads of the PhD Schools, cf. Section 14, sub-section 5 of the Danish University Act and Section 11, sub-section 1, no. 10 of these Articles of Association.

Qualification requirements

The appointment procedure shall ensure that the Heads of the PhD Schools have the professional and managerial legitimacy required.

A Head of the PhD School shall be a recognised researcher, as this concept is defined in the Danish Act on Research Advice etc., and shall have experience in education, cf. Section 14, sub-section 5, second full stop, of the Danish University Act.

In the assessment of whether an appointed Head of the PhD School meets the requirements contained in the Danish University Act that PhD Directors must be recognised researchers, the Head of the PhD School shall for a number of years actively have been engaged in research at a scientific level and at a minimum at the level at a minimum level of associate professor or senior researcher level at a research institution outside Denmark. If a potential candidate is not in possession of such scientific assessment, the Vice Chancellor shall appoint a committee in the form of an assessment committee to assess whether the candidate's scientific activity and research qualifies the applicant as a recognised researcher.

12. Dismissal of Heads of the PhD Schools

The Vice Chancellor shall dismiss a Head of the PhD School, cf. Section 11, sub-section 1, no. 10 of these Articles of Association.