

Aalto-korkeakoulusäätiö
Stiftelsen för Aalto-högskolan
Aalto University Foundation

CHARTER OF FOUNDATION

The signatories have decided to establish an Aalto University Foundation, the purpose of which is to promote, in a manner to be laid down in legislation, free research and scientific and artistic erudition, provide higher education based on research, and educate students to serve their country and humanity. The Foundation is an autonomous multidisciplinary art and science community which operates in the fields of technology, economics, and art and design and in fields closely related to them. The Foundation works in interaction with the rest of society and the international scientific and artistic communities, and promotes the societal impact of research and artistic activities. The Foundation will abide by the ethical principles of world-class university operation in all its activities, follow a good method of administration, and, in its internal administration, safeguard academic autonomy and the independence of the professoriate intrinsic to it, which are requisites for the freedom of education, research and art.

The Foundation is established with the proviso that the Foundation is assigned in legislation, and the Foundation will have, public tasks assigned to universities in legislation. Subject to relevant provisions in university legislation, the operations of Helsinki School of Economics, Helsinki University of Technology and the University of Art and Design will be transferred to the Foundation. The Foundation works in the Finnish and Swedish languages in a manner set forth in university legislation. In executing a statutory public task, the Foundation shall comply with the provisions on the transparency of public authorities' operations in university legislation, in the Administrative Procedure Act and in the Act on the Openness of Government Activities. Further, the operations of the Foundation will conform to the provisions of legislation on the equality of men and women.

The special national mission of the Foundation will be to sustain Finland's success and contribute to Finnish society, its economy, technology, art, art and design, internationalisation and competitiveness, and to promote the welfare of humankind and the environment.

It is projected that a minimum sum of 700 million euros will be made over to the Foundation as its capital. It will be accumulated in stages over the period 2008-2010 with a State funding of 500 million euros and with donations from business and industry and other donors amounting to a minimum of 200 million euros.

Towards the fixed capital of the Foundation, the State will contribute 200 million euros, and Teknologiateollisuus ry 37.5 million euros, Teknologiateollisuuden 100-vuotissäätiö 37.5 million euros, Liikesivistysrahaston kannatusyhdistys ry two million euros, Teollisuuden ja Työnantajain Keskusliiton (TT) –säätiö one million euros, Tekniikan Akateemiset ry one million euros, and Suomen Ekonomiliitto - SEFE ry one million euros, totalling 280 million euros.

Elinkeinoelämän keskusliitto EK, as the representative of business and industry, pledges to collect the capital and coordinate its collection so as to obtain the funding share of 200 million euros. The aim of

business and industry is to contribute 80 million euros towards the working capital of the Foundation in 2009 and 40 million euros in 2010.

The signatories to the Charter of Foundation approve the attached Constitution of the Foundation.

Helsinki, the 25th of June 2008

Sari Sarkomaa
Minister of Education and Science
Suomen valtio
(Finnish State)

Ole Johansson
Chairman of the Board
Teknologiateollisuus ry
(Federation of Finnish Technology Industries)

Matti Alahuhta
Chairman of the Board
Teknologiateollisuuden 100-vuotissäätiö
(Centenary Foundation of the Federation of Finnish Technology Industries)

Matti Lehti
Chairman of the Board
Liikesivistysrahaston kannatusyhdistys ry
(Foundation for Economic Education)

Johannes Koroma
Spokesman
Teollisuuden ja Työnantajain Keskusliiton (TT)
–säätiö
(Confederation of Finnish Industry and Employers Foundation)

Katrina Harjuhahto-Madetoja
Managing Director
Suomen Ekonomiliitto SEFE ry
(Finnish Association of Business School Graduates)

Heikki Kauppi
Managing Director
Tekniikan Akateemisten Liitto TEK ry
(Finnish Association of Graduate Engineers)

Elinkeinoelämän keskusliitto EK accepts the tasks assigned to it in the Charter of Foundation.

Antti Herlin
Chairman of the Board
Elinkeinoelämän keskusliitto EK
(Confederation of Finnish Industries EK)

Witnessed by

Eero Kasanen
Rector
Helsingin kauppakorkeakoulu
(Helsinki School of Economics)

Matti Pursula
Rector
Teknillinen korkeakoulu
(Helsinki University of Technology)

Yrjö Sotamaa
Rector
Taideteollinen korkeakoulu
(University of Art and Design)

Lena Strömberg
Secretary General
Teollisuustaiteen liitto ORNAMO ry
(Finnish Association of Designers Ornamo)

CONSTITUTION

Section 1. Name and domicile of the Foundation

The Foundation shall be called *Aalto-korkeakoulusäätiö* (Swedish: *Stiftelsen för Aalto-högskolan*, English: Aalto University Foundation) and its domicile shall be the City of Helsinki.

Section 2. Purpose of the Foundation

The purpose of the Foundation shall be, in a manner laid down in legislation, to promote free research and scientific 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 art and science community which operates in the fields of technology, economics, and art and design and in fields closely related to them. The Foundation shall work in interaction with the rest of society and with the international scientific and artistic communities, and advance the impact of research and artistic activities on society.

The special national mission of the Foundation shall be to sustain Finland's success, to contribute to Finnish society, its economy, technology, art, art and design, internationalisation and competitiveness and to promote the welfare of humankind and the environment.

The Foundation will respect the freedom of science, art and education.

Section 3. Fulfilling the purpose

The Foundation shall fulfil its purpose by executing university tasks relating to science, art and education in the fields of technology, economics, and art and design and in fields closely related to them in a manner to be set forth in university legislation.

The principal units of the Foundation shall be Schools with independent responsibility for matters relating to their academic activity within the scope of the strategy and policy adopted by the Foundation. In the establishment phase the principal units shall be Helsinki School of Economics, University of Art and Design and Helsinki University of Technology.

In all its activities the Foundation shall abide by the ethical principles of world-class university operation and follow a good method of administration, and in its internal administration safeguard academic autonomy and the independence of the professoriate intrinsic to it, which are requisites for the freedom of education, research and art.

The Foundation shall have the right to operate educational and research services, training and consultancy services, extension education, fee-paying services, business incubators, library services, functions relating to the utilisation and commercialisation of research,

and any other activity provided for in the university legislation which immediately promotes the fulfilment of the purpose and societal mission of the Foundation.

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

Section 4. Foundation capital

The fixed capital of the Foundation shall consist of the capital of 280 million euros donated by the founders of the Foundation by a signed Charter of Foundation dated 25 June 2008. The fixed capital of the Foundation shall be kept intact.

The Foundation shall have a contingency reserve in which the proceeds, donations, bequests, subsidies and other operational income and property increases shall be entered as income, unless otherwise provided concerning them. The contingency reserve shall be used by the Board of the Foundation at its discretion in compliance with this Constitution.

The Foundation has the right to accept bequests and other donations and, in other manners sanctioned by the Foundations Act, to accrue its assets. Bequeathed and donated funds shall be managed and used as instructed by the donors. In the absence of detailed stipulations, the Board of the Foundation shall decide on the use of the funds.

The Foundation shall have both joint and field- and School-specific funds whose use shall be governed by the stipulations issued by the Board of the Foundation within the provisions of this Constitution.

The assets of the Foundation, insofar as they are not used immediately to implement the purpose of the Foundation, shall be invested safely and productively.

Section 5. Organisation of the Foundation

As its organs, the Foundation shall have a Board, a President elected by the Board and an Academic Affairs Committee.

Further provisions concerning the administration and organisation of the Foundation shall be laid down in the bylaws adopted by the Board.

Section 6. Board of the Foundation

The business of the Foundation shall be administered and the Foundation shall be represented by a Board comprising seven (7) members, including the Chairperson and Vice-Chairperson.

The members of the Board shall represent the highest level of national and international expertise in the sciences and arts within the remit of the Foundation and in societal life and business and industry on the broadest front possible.

A member of the Board may not be the President, an employee or a degree student, an immediate beneficiary of the Foundation, or an official of the Ministry of Education. A board member who has become ineligible for the foregoing reason must resign.

The Finnish Government shall appoint five (5) members to the Board on the referral of the Ministry of Education, two of them after hearing the Academic Affairs Committee of the Foundation and the student body. As founding members, Teknologiateollisuus ry, Teknologiateollisuuden 100-vuotissäätiö, Liikesivistysrahaston kannatusyhdistys ry and Teollisuuden ja Työnantajain Keskusliiton (IT) -säätiö shall appoint two (2) members together with, and coordinated by, Elinkeinoelämän keskusliitto EK.

The term of the board members shall be four (4) calendar years. If a board member resigns, a new member shall be elected in his/her place for the remainder of the term. Membership in the Board may continue in one or several periods for a maximum of eight (8) calendar years.

The Board shall elect amongst themselves a Chairperson and a Vice-Chairperson, whose term shall be two (2) years. The outgoing Chairperson and Vice-Chairperson may be re-elected.

The Board may devolve, by the Regulations adopted by it or by a separate decision, its executive power to the President, other organs or to persons employed by the Foundation.

A board member shall be entitled to moderate compensation.

Section 7. Board meeting

Each board member shall have one vote. If the votes are equal, the chairman shall have the casting vote, in an election of a person, however, the matter shall be settled by the drawing of lots.

The Board shall have quorum when more than half of the members, including the Chairperson or the Vice-Chairperson, are present.

The Board shall meet at the invitation of the Chairperson, the Vice-Chairperson or the President or at the invitation of a minimum of two members.

The invitation shall be despatched to the Board members at least seven days before the meeting. The invitation shall indicate the matters to be dealt with at the meeting.

Two members present at the meeting shall be elected to examine the minutes kept at the meeting.

Matters shall be presented to the Board by the President.

Section 8. Mandate of the Board

The Board shall decide on the strategy of the Foundation, on matters concerning the operation and economy of the Foundation and on other plans of great consequence. The Board shall nominate the President to lead the operations of the Foundation and the science and art community it constitutes.

Additionally, the Board shall:

- determine the duties of the President within the provisions of this Constitution,
- elect the directors of the Schools at the referral of the President,
- establish and close down teaching and research units of the Foundation,
- adopt the annual action plan and budget of the Foundation,
- approve the annual report and final accounts of the Foundation,
- submit a report on the operational year of the Foundation to the Academic Affairs Committee, and
- adopt the bylaws of the Foundation and other corresponding regulations.

Section 9. Duties of the President

The President shall direct the Foundation and the science and art community it constitutes and perform any other duties assigned to him/her by the Board.

The President shall appoint the Academic Affairs Committee at the proposal of the Schools. The President or a person designated by him/her shall act as the Chairperson of the Academic Affairs Committee.

Section 10. Mandate of the Academic Affairs Committee

The Board shall be assisted by the Academic Affairs Committee, which shall represent the leadership of the Schools, the professoriate, other personnel and students. The mandate of the Academic Affairs Committee shall be to

- promote a high quality of education and research,
- make proposals for the policy of the Foundation in regard of research and education,
- make proposals for common principles and policy governing the planning of education, the study process and inter-School cooperation on education,
- issue opinions to the Board of the Foundation on plans of great consequence, and
- execute other tasks assigned by the Board and laid down in the Constitution.

Further provisions concerning the appointment procedure and duties of the Committee shall be laid down in the Regulations.

Section 11. Final accounts

The financial term of the Foundation shall be one calendar year. The accounts and the annual report written by the Board shall be submitted to the auditors by the end of February. The auditors shall submit their report to the Board by the 15th of March.

A certified copy of the profit and loss account with appendices, of the balance sheet specifications and of the annual and auditors' reports, and an excerpt of minutes concerning the adoption of the financial accounts shall be despatched to the National Board of Patents and Registration by the end of June.

Section 12. Auditors

By the beginning of the following financial year, the Board of the Foundation shall elect two auditors, who must be Authorised Public Accountants or an Authorised Public Accountant organisation, and correspondingly two deputy auditors for the following financial year and settle their fee.

Section 13. Right to sign in the name of the Foundation

The right to sign in the name of the Foundation shall reside in the Chairperson of the Board, the Vice-Chairperson of the Board, the President or a person authorised by the Board of the Foundation.

Section 14. Further provisions

In performing its statutory public mission, the Foundation shall comply with the provisions of university legislation, the Administrative Procedure Act and the Act on the Openness of Government Activities.

In its operations, the Foundation shall comply with the provisions of legislation on the equality of men and women.

Section 15. Amendments to the Regulations and termination of operations

When the Foundation considers it necessary to amend these provisions or is considering the termination of its operations, the matter shall be discussed by the Board at its meeting and the proposal put forward must have a minimum of two thirds majority of the votes.

The Foundation shall be abolished if the legislation is amended so as not to assign the Foundation a statutory public mission or to remove this mission from it.

If the Foundation is abolished, its assets shall be donated for a purpose closely relating to the operations of the Foundation, with the exclusion of the capital donated by the State to the Foundation, which shall be conveyed back to the State, with unspent revenue, to be used in a manner determined by Parliament.

Section 16. Transitional provisions

In appointing the first Board of the Foundation, the Ministry of Education shall hear Helsinki School of Economics, Helsinki University of Technology and the University of Art and Design instead of the Academic Affairs Committee as provided in Section 6(4)

and the student bodies of Helsinki School of Economics, Helsinki University of Technology and the University of Art and Design instead of the student body.

Three (3) of the members of the first Board shall be appointed by the Government and one (1) jointly by Teknologiateollisuus ry, Teknologiateollisuuden 100-vuotissäätiö, Liikesivistysrahaston kannatusyhdistys ry and Teollisuuden ja Työnantajain Keskusliiton (TT) -säätiö together with Elinkeinoelämän keskusliitto EK in accordance with the provisions of Section 6(4) for a term ending on the 31st of December 2010. The term of the other members of the first Board shall end on the 31st of December 2012.