

Approved by the Board of Kajaani University of Applied Sciences 26.11.2014

## **GENERAL**

### **Section 1 Field of application**

These rules and regulations apply to the operations, administration and financial management of Kajaani University of Applied Sciences Ltd (KAMK Oy). The Companies Act (624/2006) is applied to university of applied sciences limited liability companies unless otherwise set out in the University of Applied Sciences Act (932/2014).

### **Section 2 Duty and status**

On the basis of the University of Applied Sciences Act, the duty of Kajaani University of Applied Sciences is to provide higher education in specialised professional tasks and to support its students' professional growth based on working life and work based development requirements, and research oriented, creative and cultural-educational approaches.

In addition the Act states that the task of university of applied sciences education is to implement applied research, development and innovation operations as well as creative activities which serve university of applied sciences teaching, promote working life and regional development and renew the region's business and commercial structure. While carrying out its duties, the University of Applied Sciences must also promote life-long learning.

## **THE ORGANS OF THE UNIVERSITY OF APPLIED SCIENCES LIMITED LIABILITY COMPANY**

### **Section 3 Annual General Meeting**

Company law dictates the tasks which are to be implemented by the general meeting, taking into account the provisions and limitations of university of applied sciences legislation that concern the transfer of jurisdiction. The Annual General Meeting is held annually on a date specified by the Board within six months of the end of the accounting period. If necessary, the Board may convene an extraordinary general meeting.

The General Meeting decides the following issues

1. confirming the financial statement
2. how profit indicated in the balance sheet will be used
3. granting freedom of liability for Board members and the CEO
4. if necessary, on choosing the Board and auditor

as well as other issues set out in Company law taking into account limitations to jurisdiction set out in the University of Applied Sciences law.

#### **Section 4 Board and Board composition**

The University of Applied Sciences President, in his capacity of CEO of the company, acts as the Board's presenting official or if prevented from doing so, the Deputy CEO or otherwise a person authorised to cover his duties.

The Board consists of 7-9 members who should represent a variety of expertise linked to society and the tasks of the University of Applied Sciences. There are no personal qualifications required of the Board members but the Board should be selected so that it represents a variety of knowledge linked to society and the tasks of the university of applied sciences as well as to the educational tasks and different fields of education set out in the license. Additionally the selection of Board members should also take into account the need for knowledge of working life and research and development operations which serve the region. The Board should include members who have practical work and business experience and competence. The Board members do not have deputies. The President cannot be a member of the Board.

The Board members apart from representatives of the University of Applied Sciences community are selected during the Annual General Meeting in accordance with company law. Two members from the University of Applied Sciences community sit on the Board, with one belonging to the staff and the other being a student. The University of Applied Sciences community consists of the teachers of the University of Applied Sciences, other members of staff and students studying for a degree qualification. The Chairperson is chosen by the Board unless otherwise decided when the Board is formed.

The staff member of the Board is chosen by election. The election occurs as stipulated in more detail in the election regulations, enclosed with this document as an appendix. Regulations concerning the election of the student member are stipulated in the rules and regulations of the student union, which are confirmed by the president. If the staff Board member's employment contract ends, he or she is obliged to submit their resignation from the Board. The General Meeting confirms the selection of the staff and student Board members.

As stipulated in the Articles of Association, the Board's period of office ends when the first General Meeting, following the election, selects a new Board. In order to safeguard the continuity and expertise of the Board, it is intended that, at the most, half of the membership will change at the same time when a new Board is selected.

#### **Section 5 Jurisdiction and tasks of the University of Applied Sciences Board**

As well as the tasks stipulated in company law, the task of the Board of the University of Applied Sciences is also to:

1. decide the main objectives, strategy and control principles of the operations and finance of the University of Applied Sciences;
2. decide the operational and financial planning of the university of applied sciences as well as the budget and to compile the financial statement;

3. take responsibility for arranging the monitoring of bookkeeping and management of assets
4. be responsible for the management and use of the University of Applied Sciences, unless the Board has transferred jurisdiction to the President;
5. approve significant agreements or agreements of principle concerning the University of Applied Sciences' operations and finances and to provide statements on issues important in principle concerning the University of Applied Sciences;
6. approve the agreement made with the Ministry of Education and Culture as stipulated in section 42 of the University of Applied Sciences Act on behalf of the university of applied sciences;
7. to select and discharge the President;
8. approve the rules and regulations and other equivalent regulations concerning the general organisation and operations of the university of applied sciences and to decide the operational structure of the university of applied sciences;
9. decide the number of students selected to study at the university of applied sciences;
10. appoint the Degree, Inventions and Grant committees and equivalent organs and to approve their rules and instructions, such as the degree regulations and the Degree Committee's standing orders;
11. authorise the President to employ and dismiss leading staff working directly under the President's authority

The aforementioned tasks cannot be transferred to the jurisdiction of the General Meeting. Chapter 5, section 2, paragraph 2 of Company Law concerning the shareholders' right to execute decisions on an issue under the jurisdiction of the Board and section 7 of chapter 6 of the same law concerning the shareholders' right to transfer an issue to the General Meeting do not apply in a university of applied sciences limited liability company.

### **Section 6 Jurisdiction and tasks of the President/CEO**

The President acts as the CEO of the university of applied sciences limited liability company.

In addition to tasks stipulated in Company Law, the task of the President is to:

1. lead the operations of the university of applied sciences and to decide upon issues pertaining to the university of applied sciences which are not decreed as the tasks of other organs;
2. take charge of the economic, efficient and profit-oriented management of the tasks belonging to the university of applied sciences;
3. take charge of preparing, presenting and implementing issues handled by the Board;
4. make decisions concerning the employment and dismissal of staff

The President is entitled to transfer the employment of staff or other issues within his jurisdiction to another administrative organ of the University of Applied Sciences or another member of staff in order to resolve the issue. The President has the right to attend the meetings of all the administrative organs of the University of Applied Sciences and to exercise his right to speak therein.

The tasks of the aforementioned President cannot be transferred to the jurisdiction of the General Meeting. Chapter 5, section 2, paragraph 2 of Company Law concerning the shareholders' right to execute decisions on an issue under the jurisdiction of the Board and section 7 of chapter 6 of the same law concerning the shareholders' right to transfer an issue to the General Meeting do not apply in a university of applied sciences limited liability company.

### **Section 7 Deputy CEO and Vice President**

The Deputy CEO is a person in a management position who is chosen by the Board. The same person also stands-in for the President.

## **THE ADMINISTRATIVE ORGANS OF THE UNIVERSITY OF APPLIED SCIENCES**

### **Section 8 Degree Committee**

The Degree Committee handles requests for the rectification of study performance at the University of Applied Sciences. Study performance also includes requests for rectification of decisions pertaining to accreditation.

The Degree Committee includes a Chairperson and 2-4 other members who all have a personal deputy member. The Board of the University of Applied Sciences determines the Degree Committee's Chairperson, the members and their personal deputies.

The Chairperson and his/her deputies must be a senior teacher or lecturer. The other members of the Degree Committee consist of teachers and at least one student studying for a degree qualification. The Student Union nominates the student member of the Degree Committee and his/her personal deputy.

The operations of the Degree Committee and appeal for amendments to its decisions are conducted in accordance with university of applied sciences legislation.

### **Section 9 Inventions Committee**

The University of Applied Sciences has an Inventions Committee which presides over issues determined in the law on the right to inventions manufactured in the university (369/2006). The Chairperson, members and the Secretary are named by the University of Applied Sciences Board.

Inventions are discussed and processed in accordance with 'The Processing of University Inventions at Kajaani University of Applied Sciences' instructions which are approved by the Board of the University of Applied Sciences.

### **Section 10 Grant Committee**

The University of Applied sciences has a Grant Committee which is responsible for tasks set out in the Study Funding Law (65/1994 and decree (260/1994). The Grant Committee is appointed for two years at a time. The committee includes a Chairperson and at least three and at the most seven other members, for each of whom are appointed a deputy. Half of the members including the Chairperson and their

deputies are appointed from amongst the teachers of the University of Applied Sciences or other staff members and the other half from amongst the students. The Grant Committee's Chairperson and members and their personal deputies are determined by the Board of the University of Applied Sciences. The Board appoints one of the members to be the Deputy Chairperson. A staff member, who is appointed by the Board, acts as the Grant Committee's presenting official and Secretary. The Student Union nominates the student member of the Grant Committee and his/her personal deputy.

The Grant Committee has standing orders which are confirmed by the Board of the University of Applied sciences. The standing orders determine in more detail how issues are to be processed and resolved.

### **Section 11 Co-determination Advisory Committee, Occupational Health and Safety Committee and Equality Team**

A joint Co-determination Advisory/Occupational Health and Safety Committee operates in the University of Applied Sciences which is responsible for tasks stipulated in the law on co-determination in companies (334/2007) and the law on monitoring occupational health and safety and co-determination in the work place (44/2006). The joint Co-determination Advisory/Occupational Health and Safety Committee also acts as an Equality Team and is responsible for tasks stipulated in the law on equality (609/1986).

Co-determination activities are negotiated with Kajaani University of Applied Sciences Ltd.'s main contracting organizations. Co-determination arrangements and the practical implementation of co-determination are set out in the co-determination agreement which is approved by the University of Applied Sciences Board. The members of the Co-determination committee are nominated by the Board of the University of Applied Sciences for a four year period of office as stipulated in the co-determination agreement.

## **ADMINISTRATION AND FINANCE**

### **Section 12 Administration and finance of the University of Applied Sciences limited liability company**

The general administration and finance of the University of Applied Sciences Limited Liability Company is led by the Board of the company in accordance with the provisions of Company and University of Applied Sciences law. The CEO/president leads the company's operations according to the orders and instructions provided by the Board.

The University of Applied Sciences may have a Management Group which is appointed by the President, developing, planning and coordinating the functions of the University of Applied Sciences. The Management Group supports and assists the President in leading the University of Applied Sciences. An extended Management Group, which convenes when necessary, may also operate in the University of Applied Sciences supporting the President and the Management Group. Its members are appointed by the President.

The Administration Act (434/2003) applies to university of applied sciences activities within the sphere of public administration tasks. Public administration tasks consist of the implementation of the

University of Applied Sciences' legal duties and related decision-making. Yet, the disqualification provisions of the Administration Act apply in all the activities of the University of Applied Sciences except for points 5 and 6 of paragraph 1 in section 28 of the Administration Act.

The law on the publicity of the activities of authorities (621/1999) is applied to the publicity of university of applied sciences operations as set out in section 4, paragraph 1 of the aforesaid law i.e. the activities of the university of applied sciences are conducted in accordance with the law on publicity when the university of applied sciences exercises public authority.

The Companies Act, the University of Applied Sciences Act, the Accounting Act and decree, auditing provisions and the provisions of the City of Kajaani consolidated corporation regulations are applied in the administration of the University of Applied Sciences Limited Liability Company, in the management of its assets, bookkeeping and the financial statement.

The University of Applied Sciences' income statement and balance sheets are compiled in accordance with the decree provided by the Council of State and/or the financial administration set of codes affirmed by the Ministry of Education and Culture. The University of Applied Sciences' confirmed financial statement and its appendices and its annual report are public documents.

More detailed provisions for the administration, finances and operations of the University of Applied Sciences can be applied with separate rules which are approved by the Board of the University of Applied Sciences. If necessary, the CEO/President or Deputy CEO/Administration and Finance Director can provide more detailed instructions and orders concerning the University of Applied Sciences' internal operations.

The KAMK Practices handbook or other equivalent guidelines, approved by the Board, are used for leading and developing the University of Applied Sciences.

### **Section 12 Right to sign documents**

Agreements and commitments made on behalf of the university of applied sciences are signed by the CEO/President or the Deputy CEO or the Administration and Finance Director (procurator) or other persons granted the full commercial power of representation or, as stipulated in the Articles of Association, the Chairperson of the Board alone and the members of the Board, two at the same time.

Based on a written decision, the CEO/President can grant the limited right to sign documents in the course of routine work, to a member of the University of Applied Sciences' staff.

### **Section 14 Validity**

These rules and regulations come into force on 1.1.2015 or when the University of Applied Sciences Law (932/2014) comes into effect.