



INGENIUM
European University

INGENIUM EGTC Statutes

Final version approved by IAC

Pending language check by MTU

Table of contents

Based on.....	3
Article 1: Name and Registered Office.....	4
Article 2: Purpose, Objectives and tasks.....	4
Article 3: Membership	4
Article 4: Bodies and their functions	5
4.1 Main bodies	5
4.2 Complementary bodies	5
4.2.1 The Management Committee.....	5
4.2.2 The Coordination Office	6
4.2.3 Strategic Advisory Council.....	6
4.3 Support structures	7
Article 5: Decision-Making Procedures.....	7
5.1 General Assembly	7
5.1.1 Meetings of the General Assembly	7
5.1.2 Quorum and voting majorities	8
5.1.3 Vote delegations.....	8
5.1.4 Participation of Student Board members	8
5.1.5 Creation of support structures.....	8
5.2 Other organs and bodies	8
Article 6: Working Language(s)	8
Article 7: Functioning Arrangements	9
7.1 Annual work plan	9
7.2 Internal regulations and complementary documents	9
7.2.1 Internal regulations	9
7.2.2 Complementary documents.....	9
7.3 Establishment of support structures.....	9
Article 8: Personnel Management and Recruitment Procedures.....	9
Article 9: Members' Financial Contributions.....	10
Article 10: Financial, Accounting, Administration and Budgetary Rules	10
10.1. Approval process for the budget.....	10
Article 11: Independent External Auditor.....	11
Article 12: Amendment of Statutes.....	11
Article 13: Applicable Law.....	11
Article 14: Liability and insurance.....	11
14.1 Insurance Management and Compliance.....	11
14.2 Insurance Coordination with Member Requirements.....	12
Article 15: Final provisions.....	12

Based on

These statutes define procedures for the European Grouping of Territorial Cooperation (EGTC) for the INGENIUM European University, in accordance with the INGENIUM EGTC convention and Regulation (EC) No 1082/2006 on the European Grouping of Territorial Cooperation (EGTC), as amended by Regulation (EU) No 1302/2013 of the European Parliament and of the Council of 17 December 2013 (hereinafter: EGTC Regulation).

Article 1: Name and Registered Office

The name of the EGTC shall be INGENIUM European University EGTC Limited.

The name “INGENIUM EGTC Ltd” is used as an abbreviation.

The registered office is located in Mikkeli, Finland, hosted by the University Kaakkois-Suomen Ammattikorkeakoulu Oy (XAMK).

Article 2: Purpose, Objectives and tasks

The purpose, objectives and tasks are as defined in Article 6 of the INGENIUM EGTC Convention, including:

- Make students really feel part of a European Campus intended as an open educational space allowing them to take responsibility for their own learning in an environment which recognises and awards credit for the totality of their immersive learning experience, to prepare themselves for a less certain, changing and more challenging future.
- Supporting the creation of cross-cutting knowledge, through research-informed education flows seamlessly across borders and across sectors, reflecting on more diverse study programmes responding to new social challenges.
- Stimulating academics to test and implement new pedagogical approaches, seizing the opportunities that digital technologies are offering and developing blended and work-based learning methodologies.
- Helping researchers find opportunities to participate in transnational and interdisciplinary thematic areas exploring scientific and technological challenges, in cooperation internationally within our research centres and industrial stakeholders.
- Supporting the production of research leading to the development of innovative goods and services is encouraged and where the involvement and close connection with industry facilitates rapid technology transfer.
- Facilitate the interaction of students, academics and staff with external stakeholders, with special emphasis on small companies and societal groups to share advanced knowledge and help them meet their challenges, while importantly also fostering entrepreneurial mindsets.

Article 3: Membership

The members are the founding members listed in Article 4 of the INGENIUM EGTC Convention, and any additional members admitted according to the INGENIUM EGTC in accordance with the Convention.

Procedures for admission, withdrawal, and expulsion are detailed in Article 5 of the INGENIUM EGTC Convention.

Article 4: Bodies and their functions

The INGENIUM EGTC has three types of bodies:

1. Main bodies, described in the EGTC Convention in accordance with Article 8.2(f) of the EGTC regulation.
2. Complementary bodies, which offer support to the Main Organs and help conduct day to day operations.
3. Support structures, which may be created at any time by the General Assembly, either for a specific purpose or as permanent structures.

4.1 Main bodies

The main bodies of the EGTC are defined in article 7 of the Convention:

1. The General Assembly
2. The Chairpersonship of the General Assembly
3. The Director
4. The Student Board

The operating provisions and competencies of each organ are as defined in Article 7 of the INGENIUM EGTC Convention.

The General Assembly is the decision-making body and consists of one representative of each member.

4.2 Complementary bodies

The complementary bodies of the INGENIUM EGTC support the work of the main bodies and contribute to the achievement of the organization goals and objectives.

The complementary bodies are:

1. The Management Committee
2. The Coordination Office
3. The Strategic Advisory Council

4.2.1 The Management Committee

The Management Committee is composed of vice-rectors, delegates or equivalent, drawn from EGTC members as designated by their General Assembly representatives. Each institution shall have two representatives, with one vote per institution. Members shall select a main representative among the two who will act as the INGENIUM local coordinator.

The Management Committee shall be responsible for operational management functions as delegated by the General Assembly, including:

- a) Implementation of strategic decisions made by the General Assembly, together with the Director and the Coordination Office
- b) Day-to-day operational oversight of the Director and Coordination Office
- c) Budget execution within approved parameters
- d) Routine administrative and procedural matters

The Management Committee may not make decisions on:

- a) Strategic planning and policy direction
- b) Budget approval or major amendments
- c) Membership changes or expulsions
- d) Convention or Statutes amendments

e) Dissolution or major structural changes

Any operational decision of the Management Committee may be reviewed by the General Assembly if it exceeds delegated authority or conflicts with strategic direction.

The Management Committee should meet at least 4 times per year. The decision making provisions of the General Assembly also apply to the Management Committee.

The Management Committee may decide to bring a topic to the General Assembly when it considers that, due to its strategic nature, it should be discussed by it.

The Management Committee shall elect a chair with a term of two years,

4.2.2 The Coordination Office

The Coordination Office will support the achievement of the objectives of the INGENIUM EGTC. It may include personnel directly employed by, or seconded to, the EGTC.

It will work in areas such as project management, administration, policy, fundraising, finances, event organisation, strategic planning, and other related areas.

Staff working for the coordination office may be linked to any of the member institutions, and members may be based in different locations.

The Coordination Office will work under the supervision of the Director and the Management Committee, reporting regularly to both.

4.2.3 Strategic Advisory Council

The Strategic Advisory Council is an advisory body to the General Assembly of the INGENIUM EGTC, supporting decision making processes with a strategic dimension, as defined by the General Assembly.

The body shall meet at least once a year and produce recommendations based on the requests from the General Assembly. The General Assembly may request other ad hoc advice when any strategic decisions are to be taken, including the participation of the EGTC in projects.

The Strategic Advisory Council shall elect a chair who will guide deliberations and serve as a contact point with the General Assembly and the Director.

Members of the SAC may include regional and local authorities, industry representatives, associations and other external stakeholders that can support the overall societal contribution of the EGTC, with special attention to the interaction with the territories of the EGTC member institutions. Each member of the INGENIUM EGTC shall propose at least one member to the SAC. The Chair may also make proposals on behalf of the Director and Coordination Office. Members shall be approved by the General Assembly.

4.3 Support structures

The support structures may be created to contribute to the purpose, objectives and tasks of the INGENIUM EGTC.

The General Assembly may create these structures at the request of the chair or any of the other members, on the recommendation of the Management Committee or the Director.

Support structures may be assigned a decision-making dimension by the General Assembly or have an operational or advisory role. The specific functions and role should be defined in the decision of the General Assembly approving their creation.

Article 5: Decision-Making Procedures

5.1 General Assembly

5.1.1 Meetings of the General Assembly

The General Assembly shall meet ordinarily at least once a year.

The meeting shall take place physically, with online and hybrid formats being possible if needed.

An extraordinary meeting of the General Assembly shall be called by the Chairperson or by at least two members. It may happen physically or in an online or hybrid format.

The chair shall circulate a final agenda for the General Assembly meeting at least one week before the start. The agenda shall be approved by members as the first point of order.

Any member may suggest topics to be included in the agenda. Those may be proposed before the deadline to circulate the agenda or, if needed, before the vote on the official agenda.

The detailed processes of a General Assembly may be developed in internal regulations approved by the General Assembly.

The Director and the Chair of the Management Committee shall participate in the meetings of the General Assembly.

5.1.2 Quorum and voting majorities

The quorum for General Assembly meetings is two thirds of all members.

The General Assembly shall decide by a **qualified majority of at least two-thirds** of all members.

Unless stated otherwise in these statutes or in internal regulations, quorum and voting majorities of other bodies are equal to those of the General Assembly.

Kommentti [1]: Also applicable to other bodies

5.1.3 Vote delegations

Any member of the General Assembly may delegate the vote:

- (a) In an institutional representative of the university
- (b) In another member of the General Assembly

Vote delegations shall be done at least one week before the beginning of the General Assembly meeting.

5.1.4 Participation of Student Board members

Student board representatives shall also participate in the meetings of the General Assembly in accordance with the internal regulations of the EGTC. They shall have a voice during the procedures, but do not have voting or decision-making rights. However, their opinions and proposals should be considered before making any final decision.

5.1.5 Creation of support structures

The General Assembly may establish departments and committees to support its work, following the regular decision making procedures.

5.2 Other organs and bodies

The processes of the General Assembly shall be applicable to other decision-making bodies, unless stated otherwise in these statutes or in internal regulations approved by the General Assembly.

Article 6: Working Language(s)

The main working language of the EGTC shall be English. The INGENIUM EGTC will foster multilingualism by actively promoting the use of the languages of the member institutions in its activities.

Legally mandated documents shall also be produced in Finnish, as the language of the country of establishment.

Whenever necessary, EGTC documents will be translated into the languages of the member institutions. Each member will be responsible for the translation into their respective languages.

In the event of any conflict or contradiction between translations, the English version as the main working language shall prevail.

Article 7: Functioning Arrangements

The EGTC shall operate in accordance with the INGENIUM EGTC Convention, these Statutes, and any internal regulations approved by the General Assembly.

In case of conflict between the founding documents (convention and statutes) and any internal regulations approved by the General Assembly, the founding documents prevail. In the event of a conflict between the Convention and the Statutes, the Convention shall prevail.

7.1 Annual work plan

The General Assembly shall approve an annual work plan.

The annual work plan shall define the key activities for the year.

The preparation of the work plan shall be carried out by the Director and the Coordination Office, under the supervision of the Management Committee.

7.2 Internal regulations and complementary documents

The General Assembly may approve internal regulations and complementary documents, by a qualified majority of at least two thirds.

7.2.1 Internal regulations

Internal regulations are regulatory documents that seek to administer processes and/or bodies of the INGENIUM EGTC.

7.2.2 Complementary documents

Complementary documents are any type of documents that do not have a regulatory or budgetary function, but that are linked with the objectives of the INGENIUM EGTC.

This category includes resolutions, positions papers, statements, and other similar documents.

7.3 Establishment of support structures

The EGTC may establish departments and committees as needed to support its work, in accordance with article 7 of the INGENIUM EGTC Convention and article 4 of these Statutes.

Article 8: Personnel Management and Recruitment Procedures

The EGTC may employ staff directly or use seconded staff from member institutions.

Seconded staff may be hired by the member institutions or directly by the INGENIUM EGTC.

Personnel administration, recruitment procedures, and employment contracts for directly employed staff are the responsibility of the Director and the Coordination Office established by the statutes, under the supervision of the Management Committee.

The General Assembly shall develop internal employment regulations, including selection procedures, applicable legislation, staff rights, and other related matters.

Management Committee members may participate in selection processes.

Article 9: Members' Financial Contributions

The EGTC shall be adequately funded by the members to achieve its objectives, subject to the relevant internal approval processes of each member institution.

The EGTC may obtain funding from public, private, and internal grants, awards, and contributions from the members.

The General Assembly shall approve an annual membership fee, having regard to the proposal of the Chair.

Article 10: Financial, Accounting, Administration and Budgetary Rules

The financial year corresponds to the calendar year. For accounting and the budget, the Finnish national regulations, where the EGTC has its registered office, apply.

The General Assembly shall approve financial regulations to guide all the operations of the INGENIUM EGTC.

The applicable accounting and budgetary rules shall comply with the relevant legislation of Finland

The member located in the country of the legal seat coordinates all aspects and services related to financial management, accounting, and administration in cooperation with the Director and the coordinating office, ensuring that financial management, accounting, and other administrative functions, including reporting to authorities, are carried out in accordance with the laws and regulations of that country.

10.1. Approval process for the budget

The General Assembly shall adopt the annual budget. The budget shall be adopted unanimously by all EGTC members. The budget proposal shall be prepared by the Director and the Coordination Office, under the supervision of the Management Committee and the Chair. The Management Committee shall endorse the budget proposal so it can be formally circulated to the General Assembly.

Any member may propose amendments to the budget proposal before its final approval.

The General Assembly may carry out amendments to the budget throughout the financial year. Amendments shall be approved by unanimity during an extraordinary General Assembly meeting.

Article 11: Independent External Auditor

The General Assembly shall appoint an independent external auditor of its accounts.

The auditor must hold an HT or KHT qualification granted by Finnish Patent and Registration Office (PRH) under the Auditing Oversight Authority

Article 12: Amendment of Statutes

Amendments to these Statutes require unanimity of members of the General Assembly, in accordance with the EGTC regulation.

The Chair shall forward any proposed amendment to the Statutes to the General Assembly.

Any amendment to the Statutes, except for the accession of a new member, requires the consent of the Member States and publication in accordance with Article 5 of the EGTC

Article 13: Applicable Law

The INGENIUM EGTC Convention, EGTC Regulation, other relevant European Union law, and the applicable legislation of Finland, where the EGTC has its legal seat, shall apply.

Article 14: Liability and insurance

The INGENIUM EGTC is liable for all its debts.

The liability arrangements of the INGENIUM EGTC are described in Article 14 of the INGENIUM EGTC Convention.

The EGTC shall maintain comprehensive insurance coverage appropriate to its activities and risks, with minimum coverage levels that shall be determined annually by the General Assembly, as defined in Article 14 of the Convention.

14.1 Insurance Management and Compliance

The insurance program shall be managed centrally by the EGTC and contracted in accordance with the Convention, Statutes and Finnish law, supplemented by additional coverage as required to meet specific national requirements of member states. The Chair, in consultation with the Director, shall ensure an annual review of insurance adequacy, coordinate with member institutions' insurance programs to avoid gaps or overlaps, and manage claims procedures in accordance with policy terms. Each member institution shall provide evidence of their own institutional insurance coverage to facilitate coordination and identify potential coverage enhancements.

14.2 Insurance Coordination with Member Requirements

To ensure compliance with varying national requirements, the EGTC shall maintain additional coverage or endorsements as needed to meet specific obligations in each member state.

The insurance program shall be reviewed annually to ensure continued compliance with evolving regulatory requirements across all member jurisdictions

Article 15: Final provisions

In accordance with Article 5 of the EGTC Regulation, the statutes, the agreement and subsequent amendments must be published in accordance with the applicable laws at the registered office of the EGTC.

The EGTC acquires legal personality on the day of publication of the convention and the statutes in the Official Journal of the European Union.

The EGTC will submit the agreement and the statutes to the Committee of the Regions for the purpose of publication in accordance with Article 5 of the EGTC Regulation.