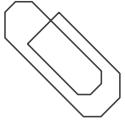


VIA University College



ARTICLES OF ASSOCIATION

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Chapter 1: Name, Place of Domicile and Objectives

Article 1. VIA University College is an independent institution in the sphere of public administration with registered address in the Municipality of Aarhus in Central Denmark Region (Region Midtjylland) and is governed by the Danish law applicable to university colleges of professionally oriented higher education (Lov om professionshøjskoler). The Central Business Register (CVR) number of VIA University College is 30 77 30 47.

Article 2. VIA University College was established on 10 August 2007.

Article 3. The objectives of VIA University College shall be to provide and develop higher education programmes and further and continuing education and to perform practical and application-oriented research and development activities and thus have an active part in acquiring and applying new knowledge in the private as well as public sector.

3.2. VIA University College shall secure that the programmes are based on research and development knowledge in the applicable special areas and knowledge about the practical areas in the trades and professions that the programmes are oriented towards.

3.3. VIA University College shall meet the requirements for the provision of further and continuing education in Central Denmark Region.

3.4. However, as determined by the Danish Ministry of Higher Education and Science, VIA University College shall in a working relationship with one or more university colleges meet the requirements of the Region or any geographical area for one or more programmes or meet the requirements of the whole nation or specific parts thereof.

3.5. VIA University College shall contribute to meeting the students' requirements for a varied selection of programmes and study environments of diverse identities and cultures.

3.6. Based on the programmes provided, VIA University College shall perform practical and application-oriented research and development activities in close cooperation with the accepting employment market, other educational and knowledge institutions and the neighbouring society.

3.7. The research and development activities aim at acquiring new knowledge and concrete solutions for challenges in the trades and professions targeted by the programmes of VIA University College.

3.8. VIA University College shall have a system for processing cases of credit transfer and assessing prior or experiential learning that is transparent and coherent and which provides students with a uniform and quick processing of application forms in this field.

3.9. VIA University College shall have a system for quality assurance and an evaluation system for the results from the educational, research and development activities and shall be under an obligation to provide information hereof.

3.10. VIA University College may also provide general youth education, including academic preparatory courses and vocational youth education if the institutions merging with VIA University College on 1 January 2008 were approved for providing such programmes on 31 December 2007.

3.11. Furthermore, it is the objective of VIA University College to serve as resource centre according to sections 1 and 2 of the Danish law applicable to resource centres.

3.12. Furthermore, according to agreement in writing hereon, it is the objective of VIA University College to manage specific administrative tasks for other educational institutions, cf. section 8 of the Danish law applicable to university colleges of professionally oriented higher education.

3.13. It is furthermore the objective of VIA University College to provide student hostel activities, cf. section 10 of the Danish law applicable to university colleges of professionally oriented higher education.

3.14. The objectives of VIA University College shall be to provide professionally oriented higher education programmes and further and continuing education thereto related abroad as separate commercial, income-generating activities, cf. section 10(a) of the Danish law applicable to university colleges of professionally oriented higher education

Chapter 2: Composition of the Board

Article 4. VIA University College shall be governed by a Board consisting of 15 members entitled to vote cf. section 14 of the Danish Law applicable to university colleges of professionally oriented higher education.

4.2. The Board shall be composed as follows:

1) 11 external members, cf. section 14 of the Danish Law applicable to university colleges of professionally oriented higher education, preferably from the region where the University College is located.

1 member shall be appointed by The University of Aarhus.

2 members shall be appointed by Danish Industry (Dansk Industri), Danish Construction Association (Dansk Byggeri), Danish Chamber of Commerce (Dansk Erhverv) and Danish Fashion and Textile (Dansk Mode og Tekstil), jointly.

2 members shall be appointed by the Confederation of Professionals in Denmark (FTF) as result of a debate between the Board and the legitimate appointing body.

4 members shall be appointed by co-option. These members shall be interested in and be familiar with the programmes/fields of action of VIA University College – including research – and insight into the requirements of the public as well as private employment markets and research areas for professionally oriented higher education. The co-opted members shall furthermore supplement the Board's competencies by means of their knowledge and experience from public as well as private undertakings, strategic management, organisation and economy.

2 members shall be appointed by the Region Council and the Municipal Councils in the Region, jointly.

2) 2 members shall be elected by and from among the students of VIA University College.

3) 2 members shall be elected by and from among the staff of VIA University College. Members elected by the staff shall be protected against dismissal and other deterioration of their circumstances in the same way as trade union representatives in relevant or similar areas.

4.3. The composition of the Board should be equally divided between women and men.

4.4. Pursuant to article 2(1) the staff and students of VIA University College cannot be appointed as external members of the Board.

4.5. The Rector of VIA University College, who is Secretary to the Board, shall participate in the meetings of the Board, but without the right to vote.

Article 5. The members of the Board shall contribute to promote and encourage the strategic activities of VIA University College by means of their experience of and scholarly insight into the higher education programmes oriented towards private and public trades and professions and by means of their insight into the requirements of the private and public employment market for professionally oriented higher education.

5.2. The external members shall furthermore include members with a thorough experience from public as well as private undertakings, including strategic management, organisation and economy as well as an assessment/evaluation of budgets and accounting.

Article 6. The term of office of the Board shall be four years and shall run from 1 May after holding the election for local governments.

6.2. Retiring members are eligible for re-election. For co-opted members, re-election can only take place once. The new Board shall have completed electing members by co-option one month after the start of its term of office, at the latest.

6.3. In case a member should no longer qualify as member, cf. section 14(6) of the Danish law applicable to university colleges of professionally oriented higher education, such member shall immediately retire from the Board. The relevant institution shall appoint a new member as soon as possible to serve out the remaining time of the term of office.

6.4. If a student or employee at VIA University College should no longer qualify for election as a member of the Board, the membership shall immediately terminate and a new member must be elected as soon as possible for the remaining part of the board's term of office.

Chapter 3: Duties and Responsibilities of the Board

Article 7. The Board shall be responsible for the management of VIA University College.

7.2. The Board shall define the objectives and strategy of the programmes and related activities of VIA University College on the short and on the long view and shall approve the budget and accounts/annual report.

7.3. The Board shall enter into a development contract with the Minister for Higher Education and Science.

7.4. The Board shall stipulate the Articles of Association of VIA University College.

7.5. The Board shall stipulate the organisation of VIA University College in the Articles of Association as recommended by Rector. The organisation of VIA University College shall be designed so as to ensure:

- 1) That the students' requirements for varied and local provision of diverse educational programmes and study environments of diverse identities and cultures are met,
- 2) That VIA University College is able to achieve its objectives and manage its duties, and
- 3) That students are offered an opportunity to have influence on education and teaching.

7.6. The Board shall stipulate guidelines for Rector's and the other higher management's activities.

7.7. The Board shall approve the curricula as recommended by the Educational Committees. The Board may authorise Rector to approve the curricula.

Article 8. The Board shall be responsible to the Minister for Higher Education and Science for the operations of VIA University College, including the administration of government grants, etc.

8.2. The members of the Board shall not be personally liable for any liabilities of VIA University College. The Danish general law applicable to damages shall apply to the members of the Board.

Article 9. The Board shall administer the funds of VIA University College so as to befit the objectives of VIA University College in the best way possible. Within the scope of this objective and subject to the terms provided for in the law and in pursuance hereof, the Board shall be free to use government grants and other income together.

9.2. With the exception of a necessary amount of cash in hand, the funds of VIA University College shall be deposited according to the provisions set out under section 16(3) and (4) of the Danish law applicable to university colleges of professionally oriented higher education.

9.3. All securities belonging to VIA University College shall be registered in the name of VIA University College.

Article 10. The Board shall appoint and dismiss Rector. The Board shall appoint and dismiss other executive officers as recommended by Rector.

10.2. The Board shall comply with the agreed provisions concerning salary and employment conditions stipulated by the Minister of Finance, including pension schemes for the staff employed at VIA University College.

Article 11. The Board shall appoint the internal auditor of VIA University College and shall change the auditor according to the rules set out under section 36(2) and (3) of the Danish law applicable to university colleges of professionally oriented higher education.

11.2. The Board shall inform the Danish Ministry of Higher Education and Science and the Office of the Auditor General of Denmark about the internal auditor appointed and about any changes with respect to the internal auditor.

Chapter 4: Duties of the Board

Article 12. The Board shall elect its Chairman and Deputy Chairman from among the external members, cf. article 4(2)(1).

12.2. The Chairman - and in his/her absence the Deputy Chairman - shall call and chair the meetings of the Board. Furthermore, a meeting shall be held when no less than 3 members of the Board may so demand.

12.3. The Board forms a quorum when no less than fifty per cent of the members is present. All motions shall be decided by a simple majority, but see subarticle 4. In the event of the votes being equal, the Chairman - and in his or her absence - the Deputy Chairman - shall have the casting vote.

12.4. Any motion, submitted to amend these Articles of Association, to purchase, sale or mortgage any real property and regarding a merger or demerger/division, must be carried by a majority voting for the motion of no less than two-thirds of all members of the Board entitled to vote.

12.5. Minutes shall be kept of the decisions made by the Board and shall be signed by all members of the Board. Any member of the Board, who disagrees with a decision made by the Board, shall be entitled to have his opinion recorded in the minute book.

12.6. The Board meeting material, including agendas and minutes, shall be accessible to the general public at the website of VIA University College. However, cases, documents or information that fall within the scope of the provisions of the Danish Law applicable to confidentiality shall not be published.

Article 13. Remuneration may be paid to the members of the Board according to the rules set out in the Danish Ministry of Finance circular on remuneration to national educational bodies.

13.2. Travel expenses and other expenses incurred by the members of the Board in connection with the office shall be defrayed by VIA University College according to the rules on reimbursement of expenses in connection with journeys on government service.

Article 14. The Board shall stipulate the rules of procedure and instructions applying to its actions. The rules of procedure and the instructions shall as a minimum define:

1) Guidelines for the distribution of work between the Board on the one side and the Rector and the other executive officers of VIA University College on the other side, including a description of the options of delegating.

2) Procedures for position taking regarding the administration of VIA University College across faculties, including accounting functions, internal control, IT, organisation and budgeting.

3) Procedure for obtaining the information required for the performance of the duties of the Board.

4) Procedure for follow up on the plans, budgets, reports on the liquidity, activity developments, financial resources, cash flows, etc., of VIA University College.

5) Procedure for and the content of the audit book, etc.

6) Procedure for review of interim accounts, etc., during the financial year, including assessing the budget and any variances in this connection.

7) Procedure for obtaining the necessary basis for the audit.

14.2. To an extent specifically stipulated and at the Board' responsibility, the Board may authorise Rector to exercise any powers vested in the Board unless it has to do with specific duties requiring the action of the Board.

14.3. The Board shall appoint an executive committee. The framework for the appointment, constitution and activities are set by the procedure. The committee's task is solely to prepare the Board meetings and cannot be given decision-making authority in cases that fall under the authority of the Board.

Chapter 5: Rector, Educational Committees, the Students' Council and the remaining organisation of VIA University College, cf. article 7(5)

Rector

Article 15. Rector shall be responsible for the superior management of the day-to-day affairs of VIA University College within the framework stipulated by the Board. Rector or any person asked by Rector to do so may furthermore participate in meetings, as required, in other collectively composed bodies of VIA University College that have been established by the Board.

15.2. Rector shall recommend to the Board any appointment or dismissal of the higher management of VIA University College.

15.3. Rector or any person authorised by Rector to do so shall appoint and dismiss other staff.

15.4. Rector shall recommend the budget to the Board and shall sign the accounts/annual report.

15.5. In relation to the Board, it shall be Rector's responsibility to secure that

- 1) The education and other tasks shall be carried out in accordance with the legislation that governs the education or assignments and the grants received,
- 2) The budget adopted by the Board shall not be exceeded, and that
- 3) Other activities of VIA University College are in accordance with the Board's decisions and instructions.

15.6. Rector lays down guidelines for the students' conduct and for VIA University College's access to take disciplinary measures to students who exceed the guidelines set by VIA University College.

15.7. VIA University College shall be bound by the signature of Rector with the exception of transactions concerning real property, cf. article 20.

Educational Committees

Article 16. The Board shall set up at least one educational committee per educational area as recommended by Rector. All fundamental educational programmes and connected further and continuing educational programmes that VIA University College is licensed to offer must be connected to an educational committee. The Board determines the number of members per educational committee.

16.2. The joint members of the educational committee shall have experience with and insight into the educational area and the employment sectors that the educational programmes provide access to. The educational committee shall be composed in such a manner that it reflects the accepting employment market and the regional requirements with respect to the educational area.

16.3. The website of VIA University College shall provide easy access to current information on the appointed educational committees, cf. para. 1. The website of VIA University College must as a minimum provide information on the following matters:

the appointed educational committees and the number of members per committee

the persons entitled to appoint members for the individual educational committees

the appointed members of the individual educational committees including members elected by students and employees

Two members per educational committee are elected by and from the employees of the applicable educational committee's area. The members elected by employees are protected from termination and other deterioration of their circumstances in the same way as the trade union representatives in the applicable or a similar area.

Two members of each educational committee are elected by and from the students of the respective educational committee's area.

16.4. The educational committees advise the Board, Rector and the management of the applicable educational area on the quality and relevance of the educational programmes for society and on the regional educational coverage. The educational committee shall be involved in the development of new and existing educational programmes and in the development of new teaching and examination types. The educational committee can furthermore of its own volition advise on other questions relating to the educational area.

16.5. The educational committees submit recommendations for approval by the Board or Rector, cf. section 12(4) of the Danish law applicable to university colleges of professionally oriented higher education, concerning those parts of the study regulations within the areas of the committee specific to the institution. If the educational committee advises on the common part of study regulations within the area of the committee that is developed jointly by those institutions licensed to offer the educational programme, the institution must forward the advice of the educational committee to the remaining providers.

16.6. The educational committees may continue to work for a period of up to three months after termination of their term of office, until the new educational committees have been appointed, cf. para. 1.

The Students' Council

Article 17. The students shall be entitled on the basis of an election to establish a council.

17.2. The students' council shall appoint representatives from among the students for committees, etc., that have been set up by VIA University College to deal with issues of importance to the students.

17.3. VIA University College shall provide premises at the disposal of the students' council and shall hand over necessary material for the purpose of the council work.

Organisation

Article 18. The Board sets the internal organisation of VIA University College in units.

Article 19. The Board may appoint councils and committees.

Chapter 6: Power to Bind VIA University College

Article 20. VIA University College shall be bound by the joint signatures of the Chairman of the Board and the General Manager of VIA University College or by the joint signatures of one of those persons and the Deputy Chairman of the Board in case of transactions concerning real property.

Chapter 7: Accounts and Audit

Article 21. The accounting year of VIA University College is the financial year.

21.2. The accounts of VIA University College shall be audited by the Office of the Auditor General of Denmark according to section 2(1) of the Danish law applicable to the Audit of the Danish State Accounts, etc. According to section 9 of the Danish law applicable to the Audit of the Danish State Accounts, etc., the Minister for Higher Education and Science and the Auditor General may agree that audit work shall be handled according to a specific cooperation between the Office of the Auditor General of Denmark and the internal auditor set out in article 11 hereof.

21.3. At the end of the financial year, VIA University College shall in compliance with the rules stipulated by the Minister for Higher Education and Science prepare an annual report. The bookkeeping of VIA University College shall be in compliance with the rules specified by the Minister for Higher Education and Science and accounting instructions approved by the Board.

21.4. The annual report shall be signed by all members of the Board and by the Rector of VIA University College. In connection with the submission of the annual report, each member of the Board must file an affidavit stating that s/he qualify as a member of the Board, cf. section 14(6) of the Danish law applicable to university colleges of professionally oriented higher education.

Chapter 8: Capital and Closure

Article 22. The Minister for Higher Education and Science may give permission to mergers or demergers in line with section 38 and 39 of the Danish law applicable to university colleges of professionally oriented higher education as recommended by the Boards.

22.2. The following rights in the capital/property of VIA University College shall not be exercisable in case of merger and demerger:

1) Registered third party rights. By virtue of declaration, registered on 19.01.1960, the Municipality of Silkeborg is entitled to take over the property (title number 150t) as of the month of December 2059 by giving no less than 5 years' prior notice in writing.

Article 23. Any decision to close down VIA University College shall be made by the Minister for Higher Education and Science, cf. section 40 of the Danish law applicable to university colleges of professionally oriented higher education.

23.2. In case of a closure of VIA University College, the liquidation shall be administered by a committee of inspection comprised of 3 members who shall be appointed by the Board. The Board of VIA University College shall serve until the committee of inspection has been set up.

Article 24. Capital originating in a university college shall accrue to the Treasury upon closure, but see article 24.2. Gifts given to VIA University College shall accrue to the Treasury, unless otherwise provided by the general rules of Danish law.

24.2. For university colleges where a net capital from an approved educational institution, which on 31 December 1990 was an independent institution, forms part, such part of the net capital of the university college, which is equal to the net capital of VIA University College made up to and including 31 December 1990, shall be used for the purposes stipulated in the Articles of Association as on 1 January 1991.

Originating in Alpha Centre for Higher Education (CVUalpha)

1) Regarding Aarhus School of Social Work (Den Sociale Højskole): Net capital made up to and including 31 December 1990 in the amount of DKK 0: For teaching and educational purposes or any other purposes thereto related as recommended by the Board and subject to approval by the Danish Ministry of Education.

2) Regarding Jutland Institute for Social Educators (Jydsk Pædagogseminarium): Net capital made up to and including 31 December 1990 in the amount of DKK 0: For teaching and educational purposes or any other purposes thereto related as recommended by the Board and subject to approval by the Danish Ministry of Education.

3) Regarding Peter Sabroe College of Education (Peter Sabroe Seminariet): Net capital made up to and including 31 December 1990 in the amount of DKK 2,931,651: For teaching and educational purposes or any other purposes thereto related as recommended by the Board and subject to approval by the Danish Ministry of Education.

4) Regarding Silkeborg College of Education (Silkeborg Seminarium): Net capital made up to and including 31 December 1990 in the amount of DKK 20,555,983: For teaching and educational purposes or any other purposes thereto related as recommended by the Board and subject to approval by the Danish Ministry of Education.

Originating in University College Mid-West (CVU Midt-Vest)

5) Regarding Ikast College of Education (Ikast Seminariet): Net capital made up to and including 31 December 1990 in the amount of DKK 0: For teaching and educational purposes or any other purposes thereto related in the municipalities of Ikast-Brande as recommended by the Board and subject to approval by the Danish Ministry of Education.

6) Regarding Nørre Nisum College of Education & Higher Preparatory Examination (Nørre Nisum Seminarium & HF): Net capital made up to and including 31 December 1990 in the amount of DKK 11,591,959: For teaching and educational purposes or any other purposes related thereto as recommended by the Board following consultation with The Church Association for the Inner Mission in Denmark (Den Kirkelige Forening for Den Indre Mission i Danmark) and subject to approval by the Danish Ministry of Education.

7) Regarding Ranum College of Education (Ranum Seminariet): Net capital made up to and including 31 December 1990 in the amount of DKK 0: For teaching and educational purposes or any other purposes thereto related as recommended by the Board and subject to approval by the Danish Ministry of Education.

8) Regarding Skals Textile College of Education (Skals Fagseminarium): Net capital made up to and including 31 December 1990 in the amount of DKK 0: For teaching and educational purposes or any other purposes thereto related as recommended by the Board and subject to approval by the Danish Ministry of Education.

9) Regarding Skive College of Education (Skive Seminarium): net capital made up to and including 31 December 1990 in the amount of DKK 22,590,166: For teaching and educational purposes or any other purposes thereto related as recommended by the Board and subject to approval by the Danish Ministry of Education.

10) Regarding Viborg College of Education (Viborg-Seminariet): Net capital made up to and including 31 December 1990 in the amount of DKK 0: For teaching and educational purposes or any other purposes thereto related as recommended by the Board and subject to approval by the Danish Ministry of Education.

Originating in University College Jutland, UCJ (JCVU)

11) Regarding the Department of Medical Laboratory Technology: Net capital made up to and including 31 December 1990 in the amount of DKK 133,800: For teaching and educational purposes or any other purposes thereto related as recommended by the Board and subject to approval by the Danish Ministry of Education.

12) Regarding the UCJ Department of Occupational Therapy and the Department of Physiotherapy: Net capital made up to and including 31 December 1990 in the amount of DKK 0: For teaching and educational purposes or any other purposes thereto related as recommended by the Board and subject to approval by the Danish Ministry of Education.

13) Regarding UCJ Aarhus College of Education (JCVU Århus Lærerseminarium): net capital made up to and including 31 December 1990 in the amount of DKK 15,862,000: For teaching and educational purposes or any other purposes thereto related as recommended by the Board and subject to approval by the Danish Ministry of Education.

Originating in University College Vitus Bering Denmark (Vitus Bering Denmark)

14) Regarding Gedved College of Education (Gedved Seminarium): Net capital made up to and including 31 December 1990 in the amount of DKK 0: For teaching and educational purposes as determined by the Danish Ministry of Education.

15) Regarding the Engineering College of Horsens (Ingeniørhøjskolen i Horsens): Net capital made up to and including 31 December 1990 in the amount of DKK 17,584,555: For teaching and educational purposes as determined by the Danish Ministry of Education.

Originating in University College Vita (cvu vita)

Regarding University College Vita (cvu vita) (resulting from a merger between the following educational institutions: Holstebro Pædagogseminarium and Ergoterapeut- og Fysioterapeutskolen in Holstebro): No net capital was available as on 31 December 1990 since the right in the net capital has lapsed as a result of the merger into an unconditional centre of higher education (CVU), but is stated in these Articles of Association for the purpose of the provision set out in subarticle 3 below.

Originating in TEKO

Regarding TEKO: net capital made up to and including 31 December 1990 in the amount of DKK 2,404,184: For teaching and educational purposes or any other purposes thereto related as recommended by the Board and subject to approval by the Danish Ministry of Education.

24.3. Gifts in the form of movable property, real property and financial contributions to real property in the course of construction granted to the two educational institutions set out in subarticle 2 after 1 January 1991 and until the merger into a university college, shall be used for the purposes set out in the Articles of Association of the institutions concerned as on 1 January 1991.

Chapter 9: Effective Date, etc.

Article 25. These Articles of Association shall become effective on 1 May 2014, upon approval by the Danish Minister for Higher Education and Science.

25.2. Any modification of these Articles of Association is subject to approval by the Minister for Higher Education and Science.

As amended and adopted at the board meeting held on 26 March 2014