

**Provisional Articles of Association
of the Institute of Digital Sciences Austria
resp.
of the Interdisciplinary Transformation University (IT:U)**

At its meeting on January 29, 2024, the Founding Convention of IT:U adopted the following parts of the provisional Articles of Association on the basis of Section 6 para. 5 no. 4 of the Federal Act on the Foundation of the Institute of Digital Sciences Austria, Federal Law Gazette I No. 120/2022:

Preamble

Based on and within the framework of the Federal Act on the Establishment of the Institute of Digital Sciences Austria (hereinafter: IDSA Establishment Act), these Articles of Association determine the regulations that, from the current perspective, are primarily necessary for the foundation and establishment phase of IT:U (hereinafter: University). The Articles will be supplemented subsequently.

The resolution of the Founding Convention of 15 June 2023 contains further principles for the orientation and organization of the University: "Orientation points and guidelines for the orientation, organization and further development of the IDSA".

Part I of the Articles of Association General provisions and communication

§ 1 Foundations and principles

(1) The University shall conduct its affairs autonomously within the framework of the law (Art. 81c B-VG).

(2) The University is committed to equality within the meaning of the Federal Equal Treatment Act (B-GIBG), to gender parity and diversity and to safeguarding the interests of people with disabilities. All bodies and advisory committees must take into account these aspects in all procedures and decisions. This also applies to the composition of bodies and committees.

(3) The University and all its institutions are subject to the Federal Public Corporate Governance Code (B-PCGK).

§ 2 Communication and information platform

(1) The University shall set up a communication and information platform (KIP) that is accessible via Internet. The KIP shall be designed in such a way that the authenticity and integrity of the published documents and the chronological traceability of the publications are ensured. The following are to be published on the KIP

1. the statutes, including any amendments thereto
2. the advertisements for professorships and members of the first management level
3. the educational programs and curricula.

(2) The announcements published in the KIP shall be kept available there for information in the currently valid version.

(3) Until the KIP is established, the announcements shall be made on the IT:U website. The KIP shall be established by the beginning of the summer semester 2024 at the latest.

§ 3 Communication principles, services and processes

(1) The University also aims to act as a role model with regard to the integration of digital tools and digital governance in research, teaching and administration. For this reason, the University will make extensive use of digital tools and media to carry out its tasks and acts especially by the principles of "data once only" and "mobile first".

(2) The working language of the University is English. Thus, all offers and services of the University are to be provided in English. This does not apply to offers that are primarily aimed at the general public.

(3) All offers and services of the University shall – as far as reasonable, possible and legally permissible - also be offered and designed digitally and barrier-free. A high level of data protection and data security has to be ensured.

(4) For meetings of university bodies and other committees, formal formats, working meetings and resolutions, communication shall also take place via digital media. The means of electronic communication and documentation may be used to record meetings for the purpose of taking minutes. Further details are to be regulated in the rules of procedure of the respective bodies and committees, whereby in particular the secure identification of members, the reliable determination of the fulfillment of decision requirements (attendance and voting), the confidentiality of motions, discussions and votes in hybrid formats must be ensured.

(5) The bodies and other committees are quorate if at least half of the members are present and take their decisions by a simple majority of the valid votes cast. Abstentions and invalid votes count as not cast. Members who are present via electronic communication systems are deemed to be present in person. Resolutions on the rules of procedure and their amendment require a majority of two thirds of the votes validly cast and must be brought to the attention of the Founding Convention.

(6) The bodies and other committees may adopt their own rules of procedure. If no separate rules of procedure are issued, those of the Founding Convention shall apply *mutatis mutandis*. The rules of procedure for the first management level (see below) have to be approved by the Founding Convention. In particular, the rules of procedure

must contain provisions on incompatibilities, partiality, confidentiality obligations and the protection of the interests specified in Section 1 (2) of Part I of the Articles of Association.

(7) If the framework of these Articles of Association, the organizational plan, or agreements between the Founding Convention and the Founding President, contain obligations to submit documents for comment, approval or decision-making or stipulate opportunities for participation in design processes, these processes must be set up to provide for the possibility of a "qualified dialogue" (see below) between the Founding Convention and the Founding President is given. This includes in particular

1. regular information on the status of the processes and implementation activities in all fundamental matters as well as in matters for which this is expressly requested by the Founding Convention.
2. if a decision has to be taken by the Founding Convention, prior scheduling by mutual agreement between the Founding President and the Founding Convention with sufficient preparation time - generally at least six (6) working days - after the submission of documents ready for decision.
3. in cases in which joint working groups are established in order for the Founding Convention to carry out one of the strategic tasks set out in the IDSA Founding Act, which - while fully respecting the competences of the Founding Convention as a collegial body - serve the purpose of preliminary coordination with the Founding President, the possibility of holding meetings to discuss the subject matter in question.
4. In the event that a submission by the Founding President is not accepted by the Founding Convention, a new submission by the Founding President within fourteen (14) days is mandatory, whereby this possibility must be sufficiently taken into account in the scheduling if a resolution by the Founding Convention is necessary.

(8) All decisions of the bodies and other committees have to be documented in a comprehensible manner.

Part II of the Articles of Association Strategic management and performance agreement
--

§ 1 Strategic Development Document

(1) The strategic management of the University shall be based on a multi-year strategic planning document (Strategic Development Document). This document shall contain statements and information for a medium-term period of three (3) years as well as an outlook (vision) for further three (3) years on

1. the general strategic orientation and objectives of the University;
2. priorities in research, teaching and third mission;

3. the personnel strategy;
4. the plans for buildings and other infrastructure.

(2) A draft of the Strategic Development Document shall be prepared by the Founding President for the first time by February 28, 2024 at the latest. Following consultation with the International Strategic Advisory Board (Statutory Part III), the latter must draw up a statement within four (4) weeks of the consultation meeting. The Founding President shall then revise the Strategic Development Document as necessary and submit the revised draft to the Founding Convention for approval no later than four (4) weeks after receiving the ISAB's opinion.

(3) The provisions contained in the Strategic Development Document shall be reviewed annually as part of a standardized review process in a dialogue between the Founding Convention and the Founding President. If this process reveals the need for additional measures, specifications or other updates, these must be adapted. Any amendments of the planning document that are necessary must be approved by the Founding Convention.

§ 2 Performance agreement with the Confederation

(1) The Founding President shall submit a proposal for the forthcoming performance agreement to the Founding Convention, which shall include key objectives and projects and refer to the Strategic Development Document.

(2) After approval of the proposal by the Founding Convention, the Founding President shall negotiate it with the Federal Minister, whereby the Founding President shall report to the Founding Convention on the main results. The Founding President shall conclude the performance agreement and report on it to the Founding Convention without delay.

Part III of the Articles of Association International Strategic Advisory Board (ISAB)
--

§ 1 Tasks

(1) An International Strategic Advisory Board (ISAB) shall be established to advise the Founding Convention and the Founding President on strategic issues of fundamental importance. This board also has the task of encouraging contact with relevant institutions and organizations as well as companies.

(2) The ISAB advises the Founding Convention and the Founding President. Its tasks are

1. reviewing and advising on the Strategic Development Document drawn up by the Founding President, including discussion with the Founding Convention and the

members of the first management level, and issuing a statement with recommendations on these;

2. participating in the periodic review processes ("reviews" - Section 1 (3) of Part II of the Articles of Association) of the University;
4. advising the Founding Convention and the Founding President on current issues of scientific strategy, in particular on issues relating to the positioning of the University, with regard to fundamental priorities in research and teaching, on strategic decisions at University level, in each case if and insofar as the Founding President or the Founding Convention involve the Advisory Board on these issues in individual cases;
5. participation in the advertisement, search and appointment of professors.

§ 2 Composition and activities

(1) The ISAB consists of at least three, five or a maximum of seven renowned researchers with excellent credentials who are active in Austria or abroad and who are not members of the University. The majority of the members of the Advisory Board should be internationally active. The members are appointed for a period of five years by the Founding Convention on the proposal of the Founding President; a reappointment of all or some of the members (partial renewal) is permissible for one further period. The Founding President must submit a proposal for the members of the ISAB to the Founding Convention. If no proposal acceptable to the Founding Convention is made, the Founding President shall request the Austrian Science Fund - FWF - and the Austrian Academy of Sciences - ÖAW - to nominate suitable persons from whom the Founding President shall make a choice for the renewed proposal.

(2) The members of the ISAB shall receive appropriate remuneration for their activities; they shall also be reimbursed for travel expenses incurred in the course of their activities. Remuneration and travel expenses are subject to the principles of efficiency, economy and suitability. The regulations or agreements on the amount of remuneration and the general regulations on travel expenses require the approval of the Founding Convention.

(3) The ISAB shall elect a chairperson and a deputy chairperson from among its members. The person receiving the highest number of valid votes shall be elected; in the event of a tie, the election shall be decided by lot. Unless otherwise specified below, the election is valid for the duration of the elected person's term of office. The Advisory Board may vote the Chairperson out of office without giving reasons. Even without good cause, the Chairperson may resign from office before the end of his/her term of office by giving written notice to the Founding Convention. These regulations also apply to the Deputy Chairperson.

(4) The ISAB shall meet at least once a year. The Founding President shall issue invitations to the meetings after consultation with the Chairperson of the Founding

Convention. Persons providing information can be invited to the meetings. The Chairperson of the ISAB, in cooperation with the Founding President and the Chairperson of the Founding Convention, shall prepare the meetings, chair the meetings and sends statements from the ISAB to the Chairperson of the Founding Convention and the Founding President. Usually, the agenda of ISAB meetings shall include the possibility of an exchange between the ISAB and the Founding Convention, the Founding President and members of the first management level.

(5) The assessments and recommendations of the Advisory Board are confidential.

<p style="text-align: center;">Part IV of the Articles of Association Job advertisement and hiring resp. appointment</p>
--

§ 1 Scientific employees

(1) Academic positions can be filled at any time.

(2) Usually, academic positions are to be published on the KIP by the Founding President. These advertisements can also be broad, mission-oriented, in the form of several simultaneously on a wider range of topics and at different seniority levels. The application period must be at least three (3) weeks.

(3) Positions for a period of less than one (1) year and for which suitable candidates are known can also be filled without publication.

§ 2 Professorships

(1) The basis for advertising and filling professorships is the Strategic Development Document and any additional agreements between the Founding President and the Founding Convention. The Founding President must inform the Founding Convention of any planned vacancies for female professors.

(2) The position shall be advertised by the Founding President on the KIP and internationally in an appropriate manner; this may also take the form of a reference to the advertisement on the KIP. The advertisements can be broad, mission-oriented and in the form of several professorships advertised simultaneously on a further subject area at different seniority levels. The application period must be at least three (3) weeks.

(3) In order to carry out the selection procedure for filling professorships, the Founding President shall appoint an Appointment Council (Search Committee) for each call for applications under her chairmanship. The members of the Appointment Council with voting rights are

1. one member delegated by the Founding Convention;

2. two qualified academics nominated by the Founding President, preferably members of the ISAB in accordance with Part III of the Articles of Association;
3. the member delegated by the Austrian Students' Union to the Advisory Board for the foundation phase (§ 7 IDSA Establishment Act) or a person otherwise nominated by the Austrian Students' Union.

(4) The Founding President may, in consultation with the Founding Convention, appoint up to two further members of the University as voting members. From the time when at least six professors belong to the University, these members shall be professors of the University. In this case all professors of the University appoint the voting member(s).

(5) In order to safeguard the aspects pursuant to Section 1 (2) Part I of the Articles of Association, the Appointment Council shall also include a non-voting member who is to be appointed by the university body responsible for equal opportunities issues. Until such a university body is established, this member shall be delegated by the Federal Minister of Education, Science and Research.

(6) The Founding President shall develop standard criteria and procedures based on internationally recognized quality criteria and procedures. The Founding Convention shall adopt these after submission by the Founding President.

(7) The Appointments Council decides on the assessment criteria and the selection process on the basis of the standard criteria and procedures defined under (6). These may, for example, be supplemented or adapted by specific criteria regarding the function and discipline. In any case, candidates who are particularly suitable for the position must be invited to a hearing by the Appointment Council.

(8) Provision may be made for obtaining external expert opinions from renowned domestic or foreign researchers to support the Appointment Council in forming its opinion. The obtaining of expert opinions may be waived in whole or in part if it is to be expected that the further procedure, taking into account the necessary competencies of the persons in question, will allow a qualified and well-founded decision with sufficient clarity, whereby the member delegated by the Founding Convention may insist on obtaining expert opinions.

(9) The Appointment Council shall then draw up a ranking of suitable candidates for a professorship or, in the case of a broad call for applications, several appointment proposals and justify its selection or ranking.

(10) The Founding President does not have the right to vote on the Appointment Council for decisions in accordance to (7) and (8). The Founding President may entrust a member of the Appointment Council ((2) no. 1) with the chairmanship for the duration of the decision-making process.

(11) The Founding President can accept the appointment proposal(s), change the order in which they are presented and also reject them. Reasons must be given for any rejection. After the Founding Convention has confirmed that the procedure conforms to

the statutes, the Founding President must conduct the further procedure and conclude the employment contract. If the Founding Convention does not confirm the procedure in accordance with the Articles of Association, the procedure must be supplemented or repeated after consultation between the Founding Convention and the Founding President.

§ 3 Lighthouse professorships (Chairs of Excellence)

(1) If the opportunity arises to attract particularly highly qualified, internationally renowned and excellently recognized researchers and lecturers to the University who can make a significant contribution to its establishment and further development ("lighthouse professorships"), such a person may be appointed without a call for applications and without the establishment of an Appointment Council. Lighthouse professorships are tied to the incumbent.

(2) In such a case, the Founding President and the Founding Convention shall inform each other and reach agreement on how to proceed. The establishment of a lighthouse professorship requires the prior approval of the Founding Convention (decision in principle).

(3) The Founding President shall manage the further procedure and - following approval by the Founding Convention - conclude the employment contract.

§ 4 Dual Professorships and Professors of Practice

(1) Dual professorships are professorships with an affiliation at IT:U and another university. The aim is to promote cooperation between IT:U and a partner institution in joint teaching and research areas and to enable renowned scientists to work at IT:U while maintaining their other obligations. Double professors are involved in research and teaching at both partner universities, supervise students and doctoral candidates at both universities and have access to internal sources of funding. When establishing a dual professorship, the Founding President and the Founding Convention must define the expectations regarding research, teaching and other contributions of the person to be appointed. The establishment of a dual professorship requires an agreement between the two partner institutions to ensure that the strategic interests of both partner institutions are safeguarded.

(2) Dual professorships are tied to the holder of the position. The professorships shall end due to termination of the employment relationship, upon retirement of the person or their departure from the partner universities, unless the Founding Convention decides otherwise at the proposal of the Founding President; they shall also end upon appointment in accordance with Section 1 or Section 2 of Part IV of the Articles of Association.

(3) Professorships of practice may be established in order to recruit individuals with proven excellent knowledge and skills as lecturers even without academic publications and during active employment in a non-academic institution or at the University itself. The number of these positions may not exceed two full-time professorships or 10% of the University's full-time professorships.

(4) Professorships of practice are tied to the holder of the position and are generally limited in time.

(5) With the consent of the Founding Convention, persons may be appointed to professorships of practice without a call for applications. In all other respects, the provisions for professorships shall apply analogously according to the specification that the Founding Convention decides on the appointment following the opinion of the Appointments Council.

§ 5 External lecturers

(1) External lecturers are highly qualified people who are entrusted with holding courses; they have a temporary license to teach related to these courses.

(2) An external person is entrusted with a teaching assignment by the Founding President, who must inform the Founding Convention about the lecturing assignments awarded for the respective semester and the lectures involved.

§ 6 members of the first management level¹

(1) The Strategic Development Document, the organizational plan and any additional agreements between the Founding Convention and the Founding President form the basis for job advertisements and the filling of positions at the first management level. Calls for applications are issued by the Founding President after the Founding Convention has approved the proposed text of the advertisements. The Founding President is responsible for deciding on the number and timing of the job advertisements. The application period must be at least three (3) weeks.

(2) The positions must be advertised on the KIP and also internationally in an appropriate manner; this can also take the form of a reference to the advertisement on the KIP. The advertisements may also take the form of several simultaneously advertised functions with a broad range of competencies and responsibilities. Functions in the university administration can also be combined with tasks in the area of research and teaching.

(3) The Founding Convention shall be involved in the selection procedure to be conducted by the Founding President by nominating a person who shall be involved in

¹ Members of the first management level are currently understood to be the Managing Director and the "Founding Directors" to be defined in Part VI of the Articles of Association (Organization Chart).

an advisory capacity at the latest in the phase of final decision-making among the pre-selected candidates. The Founding President may also make use of an external consultancy firm for personnel selection processes during the procedure and shall prepare a well-founded appointment proposal.

(4) The Founding President concludes the employment contract following approval by the Founding Convention.

(5) If a member of the first management level is appointed to a professorship, the provisions on the establishment of dual professorships shall apply analogously.

<p style="text-align: center;">Part V of the Articles of Association Final provisions</p>

These Articles of Association shall enter into force at the end of the day on which they are published on the website <https://it-u.at/>, shall be evaluated by December 31, 2024 and shall expire at the end of February 28, 2025.

For the Founding Convention:

Claudia von der Linden

Chairwoman of the Founding Convention