



TECHNION

Israel Institute
of Technology

• Constitution and Bylaws •



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TECHNION- ISRAEL INSTITUTE OF TECHNOLOGY

Constitution and Bylaws of the Technion- Israel Institute of Technology

Adopted by the Board of Governors of the Technion at its meeting of April 1953 and amended by the Board of Governors up to and including June, 2012.

C O N S T I T U T I O N

WHEREAS the idea of founding an Institute in the city of Haifa for the technical training of Jewish youth in the Land of Israel was conceived by distinguished Jews and generous philanthropists,

AND WHEREAS the fulfillment of this idea was initiated in 1912 and in that same year the foundation stone was laid for the buildings to serve as a College for Technological Sciences at the University level and as a Technical Secondary School,

AND WHEREAS the construction work was interrupted during the First World War, and in the year 1920 the Zionist Organization assumed the responsibility for completion of the construction and for preparing courses of studies to be given in the Institute,

AND WHEREAS studies began in the Institute in 1924 and developed in the following years,

AND WHEREAS these activities were explicitly approved by resolution of the 17th Zionist Congress in 1931,

AND WHEREAS these activities continued to be carried on in the State of Israel since its establishment in the year 1948 until today,

AND WHEREAS pursuant to the Ottoman Law of Societies, the Institute was registered as a Society with the District Commissioner of Haifa on the 2nd day of January 1940, under the name "Ha Technion HaIvri b'Haifa" and the name of said Society was changed, on the 23rd day of April 1953, to: "Ha Technion, Machon Technologi Le Israel" - In English: "Technion - Israel Institute of Technology" - (Hereinafter referred to as "the Technion"),

AND WHEREAS the Technion was recognized as an Institute for Higher Education on August 23, 1962, pursuant to the Law of the Council for Higher Education of 1958 and henceforth became a corporation (hereinafter referred to also as "the Corporation" or "the Institute" or "the Technion")

AND WHEREAS the Technion Council at its meeting of November 25, 1981 decided to terminate the activities of the Ottoman Society, and transfer all its rights and duties to the Corporation and apply the Technion's Constitution and Bylaws to the said Corporation;

THEREFORE THE FOLLOWING SHALL BE THE CONSTITUTION OF THE INSTITUTE:

1 NAME AND LOCATION:

The name of the Institute is:

Ha Technion - Machon Technologi Le Israel

and in English:

Technion - Israel Institute of Technology

located at Technion City, in the City of Haifa, State of Israel.

2 THE OBJECTIVES OF THE INSTITUTE

The Objectives of the Institute are:

- 2.1 To disseminate knowledge through teaching and the advancement of research in pure and applied Science, Engineering, Architecture, Technology, Medicine and related activities including the Humanities, Social Science and Education.
- 2.2 To impart to its students a broad general education;
- 2.3 To serve the State of Israel and its economy with counsel, research and other appropriate means, and to serve the people of Israel by the provision of sets of courses and lectures, the publication of books and by similar activities in the areas specified above.
- 2.4 The Institute shall pursue these objectives without discrimination against any person on the grounds of race, religion, nationality or gender.

3 LEGAL POWERS

- 3.1 The Institute shall have all the legal powers of a recognized Institute for Higher Education, in accordance with the Law of the Council for Higher Education of 1958, and all the legal powers of a registered Society under the laws of the State of Israel, including powers to sue and to be sued, purchase and hold assets and surrender them, to enter into contracts, and be a party in any kind of legal or other negotiation.

3.2 The Institute shall have a Common Seal that shall be kept in the custody of the President.

4 GENERAL POWERS

The Institute shall have the following powers to enable it to carry out its objectives:

- 4.1 To grant and confer Degrees and other academic titles upon persons who have studied an approved study program of the Institute, and have passed the examinations of the Institute under the conditions determined by it;
- 4.2 To grant certificates to persons who have studied an approved study program in the Institute, or who have passed the examinations of the Institute under the conditions determined by it. Certificates granted by the Institute that testify to a specialization in technical professions, shall be granted subject to and after examining the knowledge on which the specialization is based;
- 4.3 To admit to the Technion graduates of Institutes of Higher Education in Israel and abroad according to provisions to be determined by it;
- 4.4 To establish academic positions and to confer various kinds of academic titles to holders of teaching, research or other positions according to the needs of the Institute;
- 4.5 To confer honorary degrees or other honorary titles;
- 4.6 To provide for instruction and research, and for the advancement and dissemination of knowledge in the areas of Engineering, Architecture, Technology, Medicine, the Sciences, the Humanities, the Social Sciences, Management and Education and related fields, and to also train engineers, architects, doctors, scientists and specialists in the Humanities, Social Sciences, Education etc.;
- 4.7 To recognize studies in Institutes of Higher Education and accredit students at the Technion for such studies according to provisions to be determined by it;
- 4.8 To award fellowships, scholarships and prizes, and also grants and loans to students;
- 4.9 To include and maintain vocational or other schools, with or without the cooperation of other institutions, to supervise and to annex them;
- 4.10 To annex other institutions and to grant the admitted members thereof the privileges provided by the Institute, to enter into contracts with other institutions for the inclusion of such institutions in the Institute, taking over their properties and liabilities and for any other purpose not in conflict with the provisions of this Constitution;

- 4.11 To provide lectures and courses for persons who are not enrolled as ordinary students of the Institute;
- 4.12 To maintain a system for continuing studies and external studies, and to award, within this framework, Degrees, Certificates of Specialization, other Certificates, Grades and other Qualifications;
- 4.13 To inspect schools and other educational institutions and to grant Certificates and Qualification
- 4.14 To cooperate with institutes of higher education and other organs, by means of joint committees or otherwise, for the purpose of extending the teaching traditions and influence of higher education and research institutes, and for other purposes as will be determined by the Institute from time to time;
- 4.15 To publish and assist in the publication of books and periodicals for the promotion of those branches of learning in which the Institute is active, and to establish and maintain an Institute Press for such purposes;
- 4.16 To levy and collect such tuition fees and other charges as may be decided by the Institute from time to time;
- 4.17 To act for the welfare of the students and employees of the Institute including making available various welfare services, building and maintaining dormitories and other facilities and approving their use;
- 4.18 To supervise the discipline and behavior of the students of the Institute, within the boundaries of the Institute and outside, insofar as is necessary in order to safeguard the good name of the Institute;
- 4.19 To obtain loans and to secure their repayment by all means, including the mortgaging of Institute's properties (whether they be chattels or real estate) and/or its rights or any part thereof;
- 4.20 To grant loans and to invest the Institute's funds in any manner as may seem fit to the Institute's authorities; to accept collateral and liens of every kind and description in order to secure such loans and/or investments;
- 4.21 To participate as member, shareholder, partner and/or director in cultural, scientific, educational, economic, commercial or other institutes or enterprises, in Israel or abroad, and/or to participate in the management of such organizations, and to receive fees or profits in respect of such participation;
- 4.22 To register or acquire rights to intellectual properties of any kind, to own and to exploit them in any manner that shall seem fit to the Institute's authorities;

- 4.23 To exercise all the rights and powers endowed to corporations, insofar as these do not expressly contradict any provision of the Constitution or the Bylaws;
- 4.24 To do any and all actions, in order to fulfill and/or to advance the objectives of the Institute;
- 4.25 And in general to do, pursuant to the decision taken by the Institute's authorities, any act that may assist in the fulfillment of the objectives of the Institute.

5 FREEDOM OF ACCESS

The Institute shall be open to all without regard to race, religion, nationality or gender, and shall not discriminate in its activities in any way against any person;

6 AUTHORITIES OF THE INSTITUTE

The Institute's authorities shall be:

The Board of Governors, the Council, the Academic Assembly, the Senate, the Councils of the Schools, the Councils of the Academic Units, the President, the Executive Vice Presidents, the Vice Presidents, the Technion Deans, the Deans of the Schools, the Heads of the Academic Units and the Technion Comptroller; (1997; 2005)

6.1 THE BOARD OF GOVERNORS

The Board of Governors (henceforth – "The Board") shall be the supreme authority of the Institute and shall have the right to use all its powers in accordance with the Constitution, the Bylaws and Regulations that apply to it. All matters relating to the appointment of members to the Board and to its composition shall be determined in the Bylaws; (2004)

6.2 THE COUNCIL

The Council shall be the directing and deciding authority during the periods between sessions of the Board, in all matters concerning the affairs of the Institute, and shall exercise all the powers of the Board including the residual authority in all matters of the Institute, other than matters that are purely academic, and matters excluded from time to time from the jurisdiction of the Council, in accordance with the applicable Statutes and Regulations. All matters relating to the appointment of the members of the Council as well as to its composition shall be regulated by the Statutes; (2004)

6.3 THE ACADEMIC ASSEMBLY

The composition of the Academic Assembly and its powers will be determined in the Bylaws; (2005)

6.4 THE SENATE

The Senate shall be the governing authority with respect to all academic matters of the Institute in accordance with this Constitution, the Bylaws and the regulations that apply to it and subject to the powers of the Academic Assembly. The Senate shall have the residual authority on purely academic matters. Its composition will be determined in the Bylaws and in the Academic Articles; (2004)

6.5 THE COUNCILS OF THE SCHOOLS; THE COUNCILS OF THE ACADEMIC UNITS

The Institute shall comprise of Schools and of Academic Units. Within the framework of the schools and the academic units there will be councils whose powers and composition will be determined in the Academic Articles; (1995, 2005)

6.6 THE PRESIDENT

The President shall be the executive authority of the Institute. The powers and the terms of appointment of the President will be determined in the Bylaws;

6.7 THE EXECUTIVE VICE PRESIDENTS

The powers of the Executive Vice Presidents and the terms of their appointment will be determined in the Bylaws;

6.8 THE VICE PRESIDENTS

The powers of the Vice Presidents and the terms of their appointment shall be determined in the Bylaws; (2005)

6.9 THE TECHNION DEANS

The Technion Deans (The Dean of Undergraduate Studies, the Dean of the Graduate School, the Dean of Students and the Dean of the Unit for Continuing Education and External Studies) shall be appointed by the Senate. Their terms of appointment and their powers shall be determined in the Academic regulations.

6.10 THE DEANS OF THE SCHOOLS

The Deans of the Schools shall be appointed by the Senate. Their terms of appointment and their powers shall be determined in the Academic regulations.

6.11 THE HEADS OF THE ACADEMIC UNITS

The heads of the Academic Units shall be appointed by the Senate. Their terms of appointment and their powers shall be determined in the Academic regulations.

6.12 THE TECHNION COMPTROLLER (1997)

The Technion Comptroller is the authority responsible for the internal auditing of the Institute except for matters which are purely academic. The appointment and powers of the Comptroller shall be determined in the Bylaws.

7 PATRONAGE OF THE PRESIDENT OF ISRAEL

The Institute shall be under the patronage of the President of the State of Israel.

8 BYLAWS OF THE INSTITUTE

8.1 The Bylaws of the Institute shall determine the composition of the Institute's authorities, their powers and the exercise thereof and other matters that concern the Institute and require statutory regulation - all in accordance with his Constitution.

The Bylaws may make provision in the following matters:

8.1.1 The appointments, powers and duties of The Board, the Council, the Academic Assembly, the Senate, the Schools' Councils, the Academic Units' Councils, the President, the Executive Vice Presidents, the Vice Presidents and the Comptroller. (1997; 2005)

8.1.2 The procedures for the appointment of staff members for teaching and research and for their retirement.

8.1.3 The appointment and powers of other office holders of the Institute, their terms of office and the conditions of their service.

8.1.4 The conferring of academic degrees.

8.1.5 The conferring of honorary degrees.

8.1.6 The granting of endowments and prizes.

8.1.7 The management of the Institute's finances.

8.1.8 The establishment of a pension system and/or welfare fund for the office holders, the academic, technical and administrative staff, and other employees of the Institute.

8.1.9 The establishment, maintenance and management of facilities for the welfare of the students and employees of the Institute. (2005)

This list does not exhaust the contents of the Bylaws nor does it detract from the general provisions at the beginning of this section.

8.2 The Bylaws of the Institute are attached to this Constitution and constitutes an integral part thereof.

9 AMENDMENT OF THE CONSTITUTION

The Council may amend or add to this Constitution by a resolution of a three quarters of its members present and voting, forming a legal quorum at a meeting in which the proposed amendment was on the agenda, and after the Senate has expressed its opinion on the proposed amendment. The Council's resolution shall be subject to ratification of the Board by an ordinary majority vote of its members present and voting and forming a legal quorum at a meeting. Such a resolution may also be ratified by means of a poll in writing, in accordance with the procedure pertaining thereto. (2004)

10 AMENDMENT OF THE BYLAWS

The Council may amend or add to the Bylaws by a resolution of a two thirds majority of its members present and voting, forming a legal quorum at a meeting in which the proposed amendment was on the agenda, and after the Senate has expressed its opinion on the proposed amendment. The Council's resolution shall be subject to ratification of the Board by an ordinary majority vote of its members present and voting and forming a legal quorum at a meeting. Such a resolution may also be ratified by means of a poll in writing, in accordance with the procedure pertaining thereto. (2004)

11 REVENUES OF THE INSTITUTE

The revenues of the Institute are from:

- 11.1 Tuition fees collected by the Institute from its students, at rates determined by the Institute's authorities from time to time and subject to any law.
- 11.2 Payments received for the use of various services of the Institute.
- 11.3 Endowments, contributions and grants from various institutions, including governmental and/or municipal, and from various associations, both from within the State of Israel and abroad; whether they be given on a one-time basis or are part of the annual budgets of these institutions and associations.
- 11.4 Donations and grants from private persons within the State of Israel or elsewhere, made within the donor's lifetime or after his death by written instruction in his will or by oral instruction to his heirs. The Institute shall also have the power to receive bequests or legacies by will or in any other form.
- 11.5 Revenues derived from the Institute's assets.

12 ALLOCATION OF THE INSTITUTE'S INCOME

The Institute shall not distribute profits. All its income will be devoted solely to the fulfillment of its objectives.

13 NAMES OF THE TECHNION IN VARIOUS DOCUMENTS

Wherever in any act or document there appears one of the names listed below or a name similar to one of these names, it shall be considered to refer to the Institute:

- *HaTechnion HaIvri,
- *HaTechnion,
- *The Hebrew Technical College,
- *The Hebrew Technical Institute,
- *The Haifa Technical Institute,
- *The Haifa Institute of Technology,
- *The Haifa Technical College,
- *The Hebrew Institute of Technology,
- *The Hebrew College of Technology,
- *The Technicum,
- *The Haifa College of Technology,
- *The Israel College of Technology,
- *The Technion

14 LANGUAGE

In case of a discrepancy between the Hebrew and the English version of the Constitution, the Bylaws and any regulations arising from them, the Hebrew version shall prevail. (1997).

15 LIQUIDATION

In case the Institute is liquidated or its activity is permanently discontinued, then, after paying off all its debts and obligations, the remainder of its assets are to be delivered to a body or institution to be determined by the Board whose goals are similar to the Technion's goals. (2012)

16 DEFINITIONS

In this Constitution and in any document regulated by virtue of its power, the terms below will have the following meaning, unless specifically determined otherwise:

16.1 “Bylaws”, “Institute’s Bylaws”, or “Technion Bylaws”
As in Article 8 of this Constitution.

16.2 “Regulation”
Regulations, Constitutions, Bylaws, Procedures or Standing Orders made by one of Institute's authorities according to powers granted to them to by the Constitution or Bylaws.

16.3 “Academic Regulations”

All the regulations which were decided upon by Senate resolutions according to the Constitution or Bylaws.

16.4 “Academic Units”

Faculties, departments, inter-departmental units, etc.

16.5 “Schools”

A number of academic units having a common interest and of appropriate scope, combined under one framework.

16.6 “Majority” in votes

"Majority" or "Ordinary Majority" or "Simple Majority" means that the number of votes in favor of a proposal exceeds the number of votes against it (without consideration of abstention votes).

17 SINGULAR –PLURAL; MASCULINE -FEMININE

In this Constitution and all documents regulated by virtue of its power, singular language will also mean plural language and vice versa; masculine language will also mean feminine language and vice versa.

THE BYLAWS

Chapter I – THE BOARD OF GOVERNORS ("THE BOARD")

1 COMPOSITION OF THE BOARD

The Board shall comprise of: Ex-officio members, Appointed representatives, elected Academic Members and Public Representatives, as follows:

1.1 Ex officio members:

- 1.1.1 The President;
- 1.1.2 The Executive Vice Presidents;
- 1.1.3 The Vice Presidents; (2005)
- 1.1.4 The Dean of Students;
- 1.1.5 The Dean of Undergraduate Studies;
- 1.1.6 The Dean of the Graduate School;
- 1.1.7 The Dean of the Unit for Continuing Education and External Studies; (2005)
- 1.1.8 The Chairman of the Technion Alumni Association;
- 1.1.9 The Mayor of Haifa.

1.2 Appointed representatives:

- 1.2.1 Four Government Ministers or Directors-General of Government Ministries, to be appointed from time to time by the Government as its representatives;
- 1.2.2 Two Executives of the Jewish Agency, to be appointed from time to time by the Executive Board of the Jewish Agency as its representatives;
- 1.2.3 One member appointed by the Israel National Academy of Science;
- 1.2.4 Three representatives, who are not ex-officio members of the Board and who are not part time or full time employees of the Technion, (they may however be visiting staff members at the Technion), to be appointed by the Association of Engineers and Architects of Israel;
- 1.2.5 Three representatives, who are not ex-officio members of the Board and who are not part-time or full-time employees of the Technion, (they may however be visiting staff members at the Technion), to be appointed by the Technion Alumni Association;
- 1.2.6 Seven representatives of the full time Academic staff members who are not committee members of the Technion Faculty Union, including: Five Full Professors appointed by the full time Professors (henceforth – "The Professors' representatives"); One Associate Professor to be appointed by the full-time Associate Professors; One representative of the non-tenured Assistant Professors/lecturers to be appointed by the non-tenured Assistant Professors/lecturers; (2004, 2014)
- 1.2.7 One representative of the Professors Emeriti who is not a committee member of the Technion Faculty Union; (1997; 2004)
- 1.2.8 Two representatives of the Technion Undergraduate Students to be appointed annually by the Technion Students' Association; (2014)

- 1.2.9 Two representatives of the Technion Graduate Students to be appointed annually by the Technion Students' Association; (2005, 2014)
 - 1.2.10 One representative of the Technion Faculty Union who is not a committee member of the Faculty Union; (2004)
 - 1.2.11 One representative of the Technion Administrative Employees Union who is not a committee member of the Union; (2002; 2004)
 - 1.2.12 One representative of the M.M.M. Union (Engineers, Microbiologists - Biochemists and holders of degrees in Liberal Arts and Social Sciences) who is not a committee member of the Union; (2002; 2004)
 - 1.2.13 One representative of the Practical Engineers Union (Handessaim) who is not a committee member of the Union; (2002; 2004)
 - 1.2.14 One representative of the Technion Pensioners Union who is not a committee member of the Union; (2005)
 - 1.2.15 One representative of the Technion Teaching Staff Union who is not a committee member of the Union;
- 1.3 Elected Academic Members:
- 1.3.1 A maximum of 12 Academic members who shall be elected by the Board based on the recommendation of the President of the Technion following a discussion in the Steering Committee of the Senate.
 - 1.3.2 The elected Academic members will be individuals of outstanding academic achievements from leading universities or research institutes, who are not Academic staff members of the Technion. (2006)
- 1.4 Public Representatives (2005)
- 1.4.1 At least 60 public representatives, residents of the State of Israel to be elected by the Board;
 - 1.4.2 At least 60 public representatives who are not residents of the State of Israel to be elected by the Board (2005);
 - 1.4.3 "Public representatives" for this purpose will be: public figures with outstanding achievements in the fields of science, technology, economics, industry, culture and society who are not included among the "internal representatives". (2004)

2 ALTERNATE MEMBERS OF THE BOARD

The Board may appoint Alternates for members who do not reside in Israel.

3 THE NUMBER OF BOARD MEMBERS

The Board may increase or decrease the number of its members by lowering or raising the number of members appointed by the Board as mentioned above or by adding representatives or in any other way. The number of members of the Board shall not exceed 300 (not including honorary and Alternate members) with residents of Israel forming a majority of its members. (2005)

4 TERM OF OFFICE OF BOARD MEMBERS

- 4.1 The ex-officio members will be members of the Board as long as they are in office.

- 4.2 The term of office of the appointed representatives will continue until the body that appointed them appoints a successor in their place, and in any case will not exceed 3 years, subject to possible extensions for up to 3 years at a time. If at the expiration of the term of office of an appointed representative of the Board a successor was not appointed in his place, the same representative will continue to serve on the Board until a successor is appointed, but for no more than 6 months after the expiration of his original term.
- 4.3 The term of office of the elected academic members will be up to 3 years at a time, with possible extensions, provided a continuous term of office will not exceed 6 years.
- 4.4 The term of office of the public representatives (residents and non-residents of the State of Israel) elected by the Board will be 3 years with possible extensions of up to 3 years at a time.
- 4.5 For the purpose of sections 4.2, 4.3, 4.4 above, a “year” means the period from the end of a Board session (the first year is counted from the Board session at which the member was elected) to the end of the next Board session, approximately a year later or at the nearest time. As for members elected/appointed in between Board sessions the provisions of Section 8 below will apply.

5 TERMINATION OF OFFICE ON THE BOARD

- 5.1 The Term of Office of members on the Board will expire;
 - 5.1.1 Upon the end of the member's term of office;
 - 5.1.2 Upon the death of the member;
 - 5.1.3 Upon the member's resignation from the Board; written notice of resignation will be delivered to the Chairman of the Board and will become effective 30 days after delivery;
 - 5.1.4 Upon the termination of the member's office on the Board as set forth in section 5.2 henceforth.
- 5.2 Premature Termination of Office

The Council may, pursuant to the proposal of the Chairman of the Board or the Chairman of the Council or 10 members of the Board, decide to terminate the membership of a member of the Board for any of the following reasons:

 - 5.2.1 The member has acted contrary to the Institute Constitution and Bylaws;
 - 5.2.2 The member has acted contrary to the decisions of the Board or the Council;
 - 5.2.3 The member has been declared legally incapacitated or bankrupt;
 - 5.2.4 The member has been convicted by final court judgement of a crime that, in the Council's opinion, requires the premature termination of his term.

The Council will not decide to terminate the membership of a Board member pursuant to this section unless the member has been given due opportunity to voice his claims before the Council. The Council will not consider a request for premature termination of a member's term of office pursuant the above sections 5.2.1 and 5.2.2 unless the

member has been given an appropriate warning and reasonable time to correct the breach.

6 FILLING OF A VACANCY ON THE BOARD

Any vacancy occurring due to death, resignation, or any other reason shall be filled as soon as possible by the body which appointed the representative whose place became vacant or by the Board as the case may be.

7 ELECTION OF PUBLIC REPRESENTATIVES TO THE BOARD

The public representatives of the Board will be elected by the Board upon the recommendation of a search committee composed of 5 members. The search committee will be headed by the Chairman of the Board. Three members will be appointed by the Board from among the public representatives of the Board, and an additional member will be appointed from among the Professors' representatives on the Board. The term of office of the members of the Search Committee will be three years, subject to their continuous membership on the Board and can be extended to additional periods.

The Committee shall conduct its discussions and reach its decisions with at least 3 members attending (a legal quorum), of whom at least one is the Professors' representative. The Committee will submit its recommendations for the approval of the Board. The order of business of the Committee shall be determined by the Council in a special procedure. (2004; 2005; 2009; 2012)

The addition of members and Alternate members to the Board, according to the Bylaws, will be valid upon the consent of three quarters of the Board members present and voting.

8 APPOINTMENT/ELECTION OF MEMBERS BETWEEN SESSIONS OF THE BOARD (2002)

8.1 Appointed Representatives

The term of office will become effective immediately after their appointment and will be brought for confirmation to the Board at its next session.

8.2 Public Representatives

The election may be carried out by a written ballot conducted by the chairman of the Board. The appointment will become effective immediately with the announcement of the results of the ballot but their election will be brought for confirmation to the Board at its next session. (2004)

8.3 Confirmation of Appointment/Election

In the event that the appointment/election was not confirmed by the Board, the appointment/election will expire at the end of the present session. A confirmed term of appointment/election will begin from the end of the last Board session prior to the appointment/election.

9 HONORARY MEMBERS OF THE BOARD

9.1 Election

The Board may elect honorary members from among public officials and reputable people from Israel or abroad, and from among members and Alternate members of the Board who have rendered service to the Technion over a period of many years.

9.2 Term of Office

The term of office of an honorary member will be for his lifetime, or for the duration of his official position or otherwise, as the Board may determine for each honorary member at the time of his election.

9.3 Rights

An honorary member will have the right to participate in Board meetings, voice his opinion and receive all the information sent to Board members.

10 SCHEDULE OF BOARD SESSIONS

The Board shall convene for an ordinary session at least once and not more than twice in every calendar year. Extraordinary sessions shall be convened upon the initiative of the Chairman of the Board or the President, or upon a written request of at least one-third of the members of the Board, or upon a written request of at least three quarters of the non-Israeli resident members of the Board, or by a resolution of the Council.

11 LEGAL QUORUM AT BOARD PLENARY SESSIONS

The legal quorum required at Board plenary sessions will be 50 Board members provided that the Public Representatives and the elected Academic members together will constitute at least half of its members present. (2005) In the event there is no quorum attending at the appointed time, the plenary session shall be postponed by half an hour, at which time, the legal quorum shall be 30 Board members, provided that the Public Representatives and the elected Academic members together will constitute at least half of its members present. (2012)

12 THE CHAIRMAN, DEPUTY CHAIRMEN, VICE-CHAIRMEN

12.1 Election of Office Holders

12.1.1 Chairman of the Board

The Board shall elect a Chairman from among its members who are public representatives. The election of a candidate for the office of the Chairman of the Board will be done by an ad-hoc search committee composed of 5 members of the Board comprising: 3 public representatives one of whom will serve as chairman of the committee, and 2 Professors' representatives to be chosen by the Professors' representatives among themselves. In the event of no consensus, the Senate chairman will appoint the representatives from among the Professors' representatives. The committee will present its recommendation to the Board after consultation with the Chairman of the Council and with the President. The decision as to the election of the Chairman shall be taken by an ordinary majority vote of the members present and voting.

The committee's quorum shall be 3 members, of which at least one is a Professors' representative and two are public representatives. The order of business of the committee shall be determined by the Council in a special procedure. (2004; 2005; 2009; 2012)

12.1.2 Deputy Chairmen, Vice-Chairmen

The Board shall elect from among its members one or two Deputy Chairmen, and Vice-Chairmen. The decision as to the election of one or two Deputy Chairmen, and the decision as to the number of Vice-Chairmen to be elected, shall be taken by an ordinary majority vote of the members present and voting. (2004)

12.2 Chairman at meetings

The Chairman or one of the Deputy Chairmen or Vice-Chairmen, or one of the other members of the Board elected by the members present, shall preside over meetings of the Board.

12.3 Term of Office

The Chairman, the Deputy Chairmen and the Vice-Chairmen shall hold office for three years, unless the Board decided on a shorter term, and provided they continue to be members of the Board. The term of office may be extended for additional periods.

13 POWERS OF THE BOARD

13.1 General Powers

The Board shall supervise the management of the affairs, concerns and property of the Institute and shall have power, in accordance with the provisions of the Constitution and the Bylaws, to act in all these areas as it deems proper for the advancement of the Institute.

13.2 Specific Powers

Within the framework of the aforementioned general powers, the power of the Board shall be as follows:

- 13.2.1 To obtain the financial means for the Institute and to guide its financial policy.
- 13.2.2 To provide the infrastructure, the property and equipment necessary for the Institute.
- 13.2.3 To ratify the Annual Financial Reports, and the budget. (2004)
- 13.2.4 To make regulations for any matter that concerns the Institute (except matters purely academic) provided that no regulation shall contradict any of the provisions of the Constitution and the Bylaws.
- 13.2.5 To ratify resolutions of the Council regarding amendments, additions and annulments of paragraphs in the Constitution and the Bylaws. (2004)
- 13.2.6 To ratify the resolution of the Council regarding the appointment of the President. (2004)
- 13.2.7 To ratify the resolutions of the Council regarding the appointment of public representatives as members of the Council. (2004)
- 13.2.8 To follow the activity of the authorities of the Institute and to present its recommendations to them. (2004)
- 13.2.9 To nurture external relations of the Institute and to raise donations. (2004)
- 13.2.10 To ratify multi-year programs of the Institute. (2004)
- 13.2.11 To receive the President's annual report of his activities.
- 13.2.12 To annul, in whole or in part, regulations which were made by other authorities of the Institute, if the annulment is deemed necessary for the benefit of the Institute.

14 ESTABLISHMENT OF SPECIAL COMMITTEES

14.1 The Board may establish special committees and determine their powers, including:

- (1) Academic Committee
- (2) Steering Committee
- (3) Finance Committee
- (4) Student Affairs Committee
- (5) Public Relations Committee
- (6) Physical Development Committee

14.2 Academic Committee (2006)

The Board shall establish an academic committee.

14.2.1 Composition

The academic committee shall be composed as follows:

- (1) Ex-Officio members – The President and the Senior Executive Vice-President;
- (2) The elected academic members – as in Section 1.3 of the Bylaws above.
- (3) 2 of the Professors' representatives on the Board. (2012)
- (4) Up to 2 public representatives members of the Board, with an affinity to research and academia, who will be elected by the Board based on the recommendation of the President after consultation with the Steering Committee of the Senate.

14.2.2 Term of office

- (1) The term of office of the Ex-Officio members will continue as long as they serve in their office.
- (2) The term of office of the elected academic members will be 3 years or until the expiration of their term on the Board, the earlier of the two.
- (3) The term of office of the Professors' representatives will be 3 years or until the expiration of their term on the Board, the earlier of the two.
- (4) The term of office of the public representatives will be 3 years or until the expiration of their term on the Board, the earlier of the two.

The term of office of the members in the aforementioned sections (2), (3), (4) may be extended for additional periods provided the continuous term of office does not exceed 6 years.

14.2.3 Chairman

The Academic Committee shall be chaired by two co-chairmen:

The President or the Senior Executive Vice President (according to the President's decision) and one of the elected Academic members, who will be appointed for this purpose, by the Chairman of the Board.

14.3 The Board may also establish additional standing committees and ad-hoc committees. The Board shall determine their powers and composition.

14.4 The decisions of the committees shall be brought before the Plenary of the Board for discussion and approval.

14.5 Members of Board committees shall be members of the Board unless specifically determined otherwise by the Board. The committee chairs shall be appointed by the Chairman of the Board, unless specifically determined otherwise by the Board.

- 14.6 The committees shall convene during the annual session of the Board and at any other time as determined, if determined, by the committee chair.
- 14.7 In Board committees that include professors` representatives who are members of the Board, the professors` representatives shall be elected by the professors` representatives who are members of the Board from amongst themselves. If no decision is reached, they shall be appointed by the Chairman of the Senate. (2012)

15 TRANSLATION OF THE BOARD'S RESOLUTIONS INTO HEBREW

Board resolutions which were reached in English will be translated into Hebrew and their formulation will be approved by a special committee composed of a member of the Council, who will serve as chairman, one of the Professors` representatives and a member of the Board. The members of the committee shall be appointed by the Chairman of the Board for a period to be determined.

Chapter II – THE COUNCIL

16 COMPOSITION OF THE COUNCIL

The President; the Senior Executive Vice President, four of "the Professors' representatives", who will be appointed by the Professors as members of the Council; 17 additional members of the Board elected as members of the Council, at least 85% of whom shall be Israeli citizens.

The Chairman of the Board will be a non-voting member of the Council. (1997; 2004)
The Executive Vice President and Director General and the Dean of Students shall participate in the Council meetings as non-voting observers.

17 TERM OF OFFICE IN THE COUNCIL AND TERMINATION OF OFFICE

17.1 The Chairman of the Board, the President, the Senior Executive Vice President, shall be members of the Council for the duration of their service in their respective offices. (1997; 2004)

17.2 The term of office of all other members shall be for a period of three years from the day of their election, subject to their continued membership on the Board or until earlier termination of their office for whatever reason.

17.3 The term of office may be extended for additional periods provided that the continuous term of office does not exceed 9 years. Following 9 consecutive years, a Council member may be re-elected provided at least 3 years have passed since the termination of the above term of office. (2012) However, the term of office of a member who served as Chairman of the Board and/or as Chairman of the Council and/or as President may be extended for unlimited additional periods.(2009; 2012)

17.2 Membership on the Council will expire if a member has been absent, without prior notification, from two thirds of the meetings of the Council in any one year during his term of office, unless the Council decides that his absence was due to justified reasons for which notification was given.

17.3 The provisions of section 5 in the Bylaws above shall apply, subject to derived changes, also on membership in the Council. Membership in the Council shall expire with the expiry of Membership in the Board.

18 CHAIRMAN OF THE COUNCIL

18.1 The Chairman of the Council will be a citizen and resident of the State of Israel.

18.2 The Chairman of the Council will be elected by the Council from among its members who are public representatives, including a member of the Council who has completed a maximal term of office, upon the recommendation of the Chairman of the Board (2009) and according to the recommendations of the search committee for the election of the Chairman of the Council. (2012)

18.3 The term of office of the Chairman of the Council will be for a period of up to 4 years on the condition that he continues to serve as a member of the Council. The term of office may be extended for additional periods, provided that the continuous term of office does not exceed 8 years. (1997, 2004)

19 MEETINGS OF THE COUNCIL

Ordinary meetings of the Council shall be held, as a general rule, once a month. Extraordinary meetings may be called by the Chairman at his discretion, or upon a written request of at least five members of the Council. The Council meetings shall be conducted in Hebrew except in special cases. (1997)

20 LEGAL QUORUM

The legal quorum required at Council meetings shall be 60% of the voting members of the Council, provided that the public representatives will comprise more than half of those present. (2004)

21 REPORTING TO THE BOARD

The Council shall submit to the Board a semi-annual report of its resolutions. (1997)

22 POWERS OF THE COUNCIL

22.1 Limitation of Powers

The Council may exercise all the powers of the Board except in the following matters:

- 22.1.1 Alteration of the number of members of the Board and of the bodies represented on it.
- 22.1.2 Appointment of members of the Board. (2004)
- 22.1.3 Annulment or suspension of regulations and resolutions of the Academic Assembly and the Senate.
- 22.1.4 Ratification powers of resolutions of the Council. (2004)
- 22.1.5 Other powers of the Board which may be excluded, from time to time, from the authority of the Council, in accordance with the Constitution and the Bylaws. (2004)

22.2 Specific Powers Subject to the provisions of the Constitution and the Bylaws, as follows:

- 22.2.1 Supervision on regulations regarding appointments etc.
To supervise regulations regarding academic appointments, tenure and promotions of Academic Staff members, including Chair holders, and regarding the employment of the rest of the Institute's employees.
- 22.2.2 Conferring Honorary Degrees
To approve the candidates for honorary degrees or other titles in accordance with regulations made from time to time.
- 22.2.3 Disciplinary Matters
To supervise regulations and procedures for maintaining the discipline of the students, the members of the Academic Staff and the other employees of the Institute.

- 22.2.4 Approval of Financial Reports and Budget
To consider and to approve the annual financial reports and budget, subject to the Board's ratification. (2004)
- 22.2.5 Salaries and Retirement Policy
To determine the Institute's policy regarding salaries and retirement of the Institute's employees and the members of the Academic Staff and to adopt resolutions on matters assigned to the Council as specified in the Retirement Constitution, with the exception of those specifically given in these Bylaws to the Committee for Finance and Personal Matters.
- 22.2.6 Managerial, Financial and Assets Supervision
To supervise and receive reports about the management of financial affairs, accounts, investments and assets of the Institute and to approve actions which deviate from the ordinary course of business of the Technion.
- 22.2.7 Approval of contracts
To approve contracts which deviate from the ordinary course of business of the Technion including sales and acquisition of real estate, according to the rules determined by the Council from time to time.
- 22.2.8 Supervision of vocational schools and other schools
To supervise the operation of vocational schools or other schools, if operated under the framework of the Institute, and/or are supervised by it, and/or are affiliated to it or maintained by it.
- 22.2.9 Authority to Sign
To determine the persons who are authorized, on behalf of the Institute, to sign various documents including contracts, agreements, authorizations, orders of payment, obligations, opening of bank accounts, contracts with banks and other financial institutions, checks and money transfers etc.
- 22.2.10 Enactment of Regulations
To enact Regulations for the management of any of the matters entrusted to its authority. Notice of such regulations shall be submitted to the Senate. If in the Senate's opinion the Council has exceeded its authority by enacting regulations in a matter which is of a purely academic nature, the matter shall be decided upon by the Board.
- 22.2.11 Establishment of Schools and Academic Units
To approve the establishment of schools and academic units, their cancellation or modification in accordance with the Senate's recommendation.

- 22.2.12 Supervision of classification of occupations and terms of salaries
To supervise the classification of occupations and terms of salaries.
- 22.2.13 Supervision of Incorporated-organizational Structure
To supervise the incorporated organizational structure of the Institute. (2004)
- 22.2.14 Supervision of the President
To supervise the nature of the President's activity and the way in which he fulfills his duties. (2004)
- 22.2.15 Approval of the appointment of the President
To approve the appointment of the President, subject to ratification by the Board. (2004)
- 22.2.16 Election of the Chairman of the Council
To elect the Chairman of the Council upon the recommendation of the Search Committee for the election of the Chairman of the Council. (2004; 2012)
- 22.2.17 Election of Public Representatives to the Council
To elect the public representatives as members of the Council, subject to ratification by the Board. (2004)
- 22.2.18 Amendments to the Constitution and/or Bylaws
To approve amendments, additions and annulments in the Constitution and/or the Bylaws, subject to ratification by the Board. (2004)
- 22.2.19 Residual Authority
The Council shall have residual authority in all matters of the Institute, as specified in Section 6.2 of the Constitution above. (2004)

23 COMMITTEES OF THE COUNCIL

- 23.1 Establishment of Committees
The Council may establish Committees from among its members and determine their powers. The Committees shall be of the following types: Advisory Committee, Standing Committees and Ad-Hoc Committees. Each committee shall deal with matters referred to it by the Council within the scope of its powers and shall submit to the Council, prior to each of its meetings, a report on its deliberations, recommendations and resolutions. The Council may also appoint to these Committees persons who are not members of the Council.

23.2 Expiration of membership

The term of appointment of a member on any committee will expire at the termination of his term on the Council, unless the Council decided to ask him to continue serving on the Committee as an external member.

23.3 Majority in votes

Resolutions of the committees of the Council shall be adopted by a majority among all committee members, unless specifically determined otherwise by the Council or in the Bylaws.

24 STANDING COMMITTEES

24.1 Establishment

The Council shall establish the following Standing Committees:

- (1) Committee for Finance and Personal Matters;
- (2) Physical Development Committee;
- (3) Audit Committee. (1997)
- (4) Committee for Personal Terms of Employment for Senior Officers;
- (5) Preparatory Committee for Honorary Degrees for Public Figures;
- (6) Search Committee for Public Representatives on the Council;
- (7) Search Committee for the election of the Chairman of the Council; (2012)
- (8) The Advisory Committee. (2009)

Members of the Standing Committees shall be appointed by the Council at its first meeting at the opening of each academic year. The Council may, from time to time, change the list of Standing Committees by appointing new Committees and/or terminating the work of committees on the above-mentioned list.

A written announcement of the establishment of a Standing Committee shall be submitted to the members of the Board, following its establishment. Should three members of the Board demand the annulment of the establishment, the Board shall decide upon the matter by written ballot.

24.2 Composition

24.2.1 The Standing Committees shall comprise of ex-officio members and members elected by the Council. Among the members of the Committees there may also be individuals who are not members of the Council, unless explicitly stated otherwise. (2012)

24.2.2 In standing committees that include Professors' representatives who are members of the Council, the Professors representatives shall be elected by the Professors representatives who are members of the Council from

amongst themselves. If no decision is reached, they shall be appointed by the Chairman of the Senate. (2012)

24.3 Term of Office in the Standing Committee

A member of the Committee shall be elected for a period of three years, that may be extended for not more than one additional term. Following two consecutive terms, a member may be re-elected to this Committee after one year, at the earliest.

24.4 Chairman of a Standing Committee

Unless specifically determined otherwise, the chairman of each committee will be elected by the Council from among the elected members of that committee. The term of office of the Chairman of the Committee shall be one year and may be extended for up to three consecutive years.

24.5 The Finance and Personal Matters Committee

24.5.1 Composition

The President, the Senior Executive Vice President, the Executive Vice President and Director General and four additional members to be elected by the Council.

24.5.2 Duties

- (1) Decisions on Financial matters of payments to employees resulting from the Pensions' Act and from Labor contracts:
 1. Retirement and terms of retirement;
 2. Extension of service;
 3. Recognition of previous service and acquisition of pension rights;
- (2) Other financial or personal matters;
- (3) Appointment of a General counsel;
- (4) Recommendation to the Council on:
 1. Appointment of an accountant;
 2. List of persons authorized to sign for and on behalf of the Technion and its bodies;
 3. Approval of budget proposals and financial reports.

24.5.3 Legal Quorum

Four Committee members, at least 3 of whom are not Technion employees.

24.6 The Physical Development Committee (1997)

24.6.1 Composition

The President, the Senior Executive Vice President, the Executive Vice President and Director General and four additional members to be elected by the Council, among whom will be at least one of the Professors' representatives on the Council. The Head of the Construction and

Maintenance division and the Head of the Finance and Control division will be invited to attend.

24.6.2 Duties

- (1) Examination of development plans and determination on location of new buildings;
- (2) Supervision of carrying out of projects, including costs and timetable;
- (3) Decision about recommending the holding of architectural competitions and recommendation on assignment of planning projects for the decision of the President. (2012)
- (4) Consideration of any exceptional subjects related to construction contracts;
- (5) Receipt of report on the President's decisions on matters concerning construction and their results;
- (6) Consideration of any other subject relating to construction that is referred to it from time to time by the President and/or the Executive Vice Presidents, or two members of the Committee.
- (7) Supervision of the institution of regulations regarding tenders relating to construction according to the obligatory provisions of the Law, and receiving reports from the management regarding these tenders;

24.6.3 Legal Quorum

Four Committee members at least 3 of whom are not Technion employees.

24.7 The Audit Committee (1997)

24.7.1 Composition

Five public figures elected by the Council, who are neither employees of the Technion nor members of any other committee of the Council. The President and the Executive Vice President and Director General will generally be invited to attend meetings of the Committee without the right to vote. A member of the Audit committee is not eligible to serve on any other committee.

24.7.2 Duties

- (1) Recommending to the Council, after consultation with the President, a candidate for appointment as Technion Comptroller and/or the termination of his term of office.
- (2) Discussion and approval of the annual work plan of the Technion Comptroller to be presented by the Technion Comptroller, and recommendation to the President to allocate the necessary resources to enable the Technion Comptroller to perform his duties and achieve his objectives.

- (3) Consideration of the reports of the Technion Comptroller and the reports of external Comptrollers including the State Comptroller.
- (4) Reporting to the Council on its activities and proposing means for implementing the recommendations and conclusions of the Technion Comptroller as well as additional recommendations as it sees fit, and as it considers appropriate in the light of the findings of the Technion Comptroller.

24.7.3 Legal Quorum
Three Committee members.

24.8 Committee for Personal Terms of Employment for Senior Officers

24.8.1 For the purpose of this section “senior officers” shall be: the President, the Executive Vice Presidents, the Executive Vice President and Director General, the Vice Presidents and the Technion Comptroller.

24.8.2 Composition
The Chairman of the Council and 3 public representatives, members of the Council who will be elected by the Council. The Chairman of the Council shall chair the committee.

24.8.3 Duties

- 1. To determine the terms of employment and retirement of senior officers;
- 2. To determine regulations and/or rules of conduct to prevent conflict of interests of senior officers, as well as of the Chairman of the Board, the Chairman of the Council, the members of the Council, the members of the Council’s standing committees, and the General Counsel; to discuss and decide about any related issues in accordance with the Conflict of Interests Procedure; (2012)
- 3. To discuss and decide on any issue related to employing other officers that the Council or the President, according to the matter, will decide to transfer to the committee for its action.

24.8.4 Legal Quorum
Three committee members.

24.9 Preparatory Committee for Honorary Degrees for Public Figures

24.9.1 Composition

The President, 4 public representatives members of the Council who shall be elected by the Council and one of the Professors' representatives, members of the Council. (2012)

24.9.2 Duties

To submit recommendations to "the Senate's standing committee for Honorary Degrees and Honorary Titles" concerning "public figure" candidates for the degree of "Honorary Doctor", as these terms are defined in the Academic regulations.

24.9.3 Legal Quorum

Four Committee members.

24.10 Search Committee for Public Representatives on the Council

24.10.1 Composition

The Chairman of the Council who will chair the committee, 3 members appointed by the Council from among its members who are public representatives and one of the Professors' representatives, members of the Council . (2012)

24.10.2 Duties

The committee shall discuss and compile a list of public representatives as candidates for Council membership. The committee's recommendations shall be presented to the Council. (2012) The Council's decision is subject to ratification by the Board.

24. 10. 3 Legal Quorum

Chairman and 3 committee members

24.10.4 Term of Office

Committee members' term of office shall be up to 3 years, and may be extended for one more additional term and no more than 6 consecutive years.

24.10.5 The committee's order of business shall be determined by the Council in a special procedure.

24.11 Search Committee for Election of the Chairman of the Council (2012)

24.11.1 Composition

The Chairman of the Board, who will serve as the chair of the committee; 3 members appointed by the Council from amongst its public representative members; and one of the Professors' representatives on the Council.

24.11.2 Duties

The committee shall discuss and propose a candidate and/or candidates to serve as the Chairman of the Council. The committee shall have the right to propose one or more candidates according to its discretion.

24.11.3 Legal Quorum

The chairman of the committee (or another member of the Council who will be appointed by the Chairman on his behalf for this matter) and 3 other committee members.

24.11.4 Term of Office

The term of office of committee members shall be terminated upon the election of the Chairman of the Council

24.11.5 The committee's order of business shall be determined by the Council in a special procedure. (2004; 2009; 2012)

24.12 Advisory Committee

24.12.1 Composition

The Chairman of the Council, the President, 5 Public representatives, Council members to be appointed by the Chairman of the Council and one of the Professors' representatives serving on the Council. The Chairman of the Council will head the Advisory Committee.

24.12.2 Duties

1. Supervising the implementation of Technion's policy and its programs; supervising the implementation of the Council's resolutions; and reporting accordingly to the Council.
2. Advising the President on matters requiring an immediate response.
3. Performing duties delegated by the Council from time to time. The aforementioned powers of the committee shall not derogate from the power of the Council to discuss and make decisions on any matter considered by the Committee.

24.12.3 Legal Quorum

Four committee members. (2009)

Chapter III – THE ACADEMIC ASSEMBLY (2005)

25 COMPOSITION

- 25.1 The Chairman of the Senate who shall serve as Chairman;
- 25.2 All faculty members of the rank of full-time professor;
- 25.3 Senate members (including the undergraduate and graduate student representatives on the Senate who will be non-voting members of the assembly).

26 POWERS

- 26.1 To receive reports from the President and from the Vice-Presidents whenever necessary.
- 26.2 The Academic Assembly is the body with whom consultations, regarding the appointment and the termination of office of the President, shall be held.
- 26.3 To discuss and reconsider Senate resolutions (except for resolutions on matters of a personal nature) as stated in the Academic Regulations.

Chapter IV -THE SENATE

27 COMPOSITION (2005, 2014)

- 27.1 The President - Chairman;
- 27.2 The Executive Vice-Presidents;
- 27.3 Vice-Presidents who are academic faculty members having the rank of full-time Professor;
- 27.4 The four Technion Deans-at-large (The Dean of Undergraduate Studies, The Dean of the Graduate School, The Dean of Students and the Dean of the Continuing Education and External Studies Unit) ;
- 27.5 The Heads of the Academic Units;
- 27.6 Seventy-one academic faculty members to be elected as stipulated in the Academic Regulations (henceforth - "the elected Senate members");
- 27.7 A representative of the Technion undergraduate students nominated by the Technion Students' Association, without voting rights; (2014)
- 27.8 A representative of the Technion Graduate Students nominated by the Technion Students' Association, without voting rights; (2014)

28 TERM OF OFFICE

The term of office of elected Senate members shall be for a period of two years and may be extended indefinitely for additional periods of two years each time.
The term of office of the student representatives will continue until the Technion Student Association or the Graduate Students Organization will appoint other representatives in their place.

29 GENERAL POWERS

The Senate shall have the control and general regulation of matters pertaining to teaching, education, examinations, student discipline and welfare within the Institute, and the control and regulation of the academic affairs of the Institute, in accordance with the Constitution, Statutes and Regulations, and subject to review by the Board, which may annul a decision of the Senate or suspend its implementation, if the Board considers such annulment or suspension necessary for the good of the Institute. The Senate shall also have the power to discuss and express its opinion on any matter whatsoever relating to the Institute, and all such other powers and duties as may be conferred upon it by Statute or Regulation.
The resolutions of the academic bodies, which involve monetary expenditures, will be implemented in the framework of the budget which is approved by the Council and ratified by the Board. (2005)

30 SPECIFIC POWERS

In accordance with the provisions of the Constitution and the Bylaws, the Senate shall have the following specific powers:

30.1 Enactment of Academic Articles

30.1.1 To enact regulations in matters of purely academic nature including regulations with respect to admission requirements of students and the requirements for studies for various degrees, with respect to appointments, annulment of appointments, tenure and promotions of Academic Staff members

30.1.2 Notice of such regulations shall be given to the Council. When, in the opinion of the Council, the Senate has exceeded its power by enacting regulations with respect to a matter which is not of a purely academic nature, the matter shall be brought before the Board for decision.

30.2 Appointments to Academic Staff

To determine regulations concerning academic appointments, promotions and tenure of the Academic Staff, including appointment of Chair holders and Professors Emeriti and to report about these appointments to the Council.

30.3 Supervision of Vocational Schools and other schools

To supervise, as may seem fit, the standards of teaching and the examinations in vocational schools and in other schools, if any, which may be operated within the framework of the Institute, and/or under its supervision, and/or affiliated to it or maintained by it.

30.4 Competitions, Awards and Prizes

To decide on the times, manner and conditions of competitions for scholarships and prizes and to award them in accordance with the conditions determined by their donors and accepted by the Council.

30.5 Grants and Loans to Students

To recommend to the Management on regulations concerning grants and loans to students.

30.6 Legislative Amendments

To report to the Council on proposed amendments in the Constitution, Bylaws or Regulations.

30.7 Delegation of Powers

To delegate, with the approval of the Council, any of its powers above specified to Senate Committees, to the councils of the Schools and the Academic Units, to Inter-Unit Coordinating Committees or to the Technion Deans.

30.8 Procedure

To determine its own operational procedures and that of its Committees.

30.9 Establishment of Degrees, Honorary Degrees and Titles

Degrees, honorary Degrees and Titles and new Marks of distinction will not be established without the consent of the Senate.

30.10 Residual Authority

The Senate shall have the residual authority in purely academic matters. (2004)

30.11 Organization of the Academic System

The Academic system shall comprise of Schools and Academic Units, which constitute academic and administrative units. The composition and powers of these units shall be determined in the Academic Articles.

The Senate, with the approval of the Council, may decide, from time to time, upon the establishment of units and their annulment, and determine their areas of activity in teaching and research, pursuant to the regulations. (1995) The Senate shall determine the procedures of appointment, powers and areas of operation of the Technion Deans, the Deans of Schools and the Heads of the Academic Units.

Chapter V – SENIOR OFFICE HOLDERS

31 THE PRESIDENT (2004)

At the termination of the term of office of the first President of the Institute, Rav-Aluf Yaakov Dori, the President shall be appointed, from time to time, by the Council, after consultation with the Academic Assembly and subject to ratification by the Board, as specified below:

31.1 Appointment

The President shall be a citizen and resident of the State of Israel. The President will be employed by the Technion in a full time capacity and the Technion will be his sole place of employment.

31.1.1 Presidential Appointment Committee

A search committee will be charged with choosing a candidate for the office of Technion President. The search committee will comprise of seven members: the Chairman of the Board who will serve as chairman of the committee, three public representatives members of the Board to be appointed by the Chairman of the Board, and three members of the Academic Assembly to be elected by the Academic Assembly.

The term of office of the committee members (with the exception of the Chairman of the Board who is an ex-officio member) shall be until a new committee is established about a year prior to the President's completion of his term of office or immediately upon his termination of office. In case of a vacancy on the committee a new member shall be appointed or elected, as appropriate, for a period that shall not exceed the original term of office. The committee's order of business shall be determined by the Council in a special procedure. (2012)

31.1.2 Appointment Procedures

1. The Presidential Appointment Committee will submit its recommendations to the Academic Assembly for consultation.
2. The recommendation of the Presidential Appointment Committee and the (numerical) results of the consultation with the Academic Assembly will be brought before the Council for its resolution, which is subject to ratification by the Board.
3. Should the Board ratify the appointment, the Chairman of the Board will issue the appointment of the President to office.
4. Should the Council not approve the recommendation of the Presidential Appointment Committee, or if the Board does not ratify the resolution of the Council, the Committee will be convened and will restart the procedures in accordance with this section.

31.2 Term of Office

The President will be appointed for a 4 year term or for shorter terms, as long as his total term of office will not exceed 8 years. However, upon a request signed by at least two thirds of the voting members of the Academic Assembly, or at least two thirds of the Council members, the Presidential Appointment Committee may consider, once only, his renewed candidacy for President. It will then be possible to appoint him, in accordance with the above procedure, for another, and final, term that will not exceed 4 years.

31.3 Termination of Office

In this section: “President” means also “Acting President”

31.3.1 Procedure of Termination of Office

The procedure for the termination of office will be carried out by the Presidential Appointment Committee. It will be initiated upon request in writing to the Presidential Appointment Committee, signed by at least half of the voting members of the Academic Assembly or by at least half of all Council members. The committee will discuss the request and its detailed recommendation (whether affirmative or negative) will be brought before the Academic Assembly for consultation (by secret ballot and without any discussion). The recommendation of the Presidential Appointment Committee and the results of the consultation with the Academic Assembly will be brought before the Council for a (secret) ballot, after hearing the President.

31.3.2 Termination of office

The recommendation of the Presidential Appointment Committee, the results of the consultation with the Academic Assembly and the vote of the Council will be presented to the Board, which may, by a simple majority, decide upon the termination of the President’s term of office.

31.4 Acting President

Should the Council decide that President is unable to carry out his duties for a period exceeding 30 days, the Chairman of the Board will appoint an Acting President, after consultation with the Council and with the Steering Committee of the Senate. The Acting President will fulfill the duties of the President, and will be given all the powers of the President, excluding termination of appointments of all Technion officers. The appointment will be for a period not exceeding one year, and will end with the return of the President to his duties or with the appointment of a new President in accordance with the procedure specified above.

32 POWERS OF THE PRESIDENT

32.1 Conduct of the Institute's Affairs

To conduct all the affairs of the Institute in accordance with the Constitution, Bylaws and Regulations and the decisions of the competent authorities of the Institute, and within this framework to carry out all activities that he deems necessary or useful for the orderly management of the Institute, its development and the protection of its interests.

The President will conduct the above affairs, inter alia, with the assistance of the Technion management composed of the President, The Executive Vice Presidents and the Vice President for Resource Development and Public Relations (Henceforth – "the Management"). The President will summarize the discussions and the resolutions of the Management and his opinion will be the overruling one in formulating the resolutions. The President may, at his discretion, invite additional officials to the Management meetings. (2004)

32.2 Carrying Out of Decisions of the Institute

To carry out the decisions of the competent authorities of the Institute.

32.3 Reports

To submit an annual report on his activities to the Board and to the Council.

32.4 Preparation of Budget

To prepare, the annual budget for the approval of the Council and ratification by the Board and after its approval, to supervise its implementation.

32.5 General Supervision

To supervise the work of the administration and technical staffs, the administrative matters concerning the academic staff, and the services of the Institute, and to ensure their orderly functioning.

32.6 Liaison between Authorities

To maintain liaison between the Board and the Council on one hand, and with the Senate on the other hand.

32.7 Chair of the Academic Assembly and the Senate

To serve as chairman of the Academic Assembly and the Senate.

33 THE EXECUTIVE VICE PRESIDENTS (2005)

33.1 Appointment

The Council will appoint Executive Vice Presidents in Academic and Administrative fields (henceforth - "Executive Vice Presidents"), on condition that this number will not exceed five. The Executive Vice Presidents shall be appointed upon the recommendation of the President, after consultation with the Senate. The Council shall determine the field of activity of each of them

according to the President's proposal. The Executive Vice Presidents will be responsible to the President. One of the Executive Vice Presidents in Academic fields will be appointed to the position of Senior Executive Vice President and will serve as permanent acting President. One of the Executive Vice Presidents in Administrative fields will be appointed to the position of Executive Vice President and Director General.

33.2 Responsibility

The Executive Vice Presidents will assist the President in fulfilling his duties as the President will direct them from time to time and taking into consideration their fields of activities. The Executive Vice Presidents will be responsible for the following areas: Academic staff, teaching, research, academic development and administration and finance.

33.3 Term of Office

The term of office of the Executive Vice Presidents will be determined by the Council upon the President's suggestion and may be extended according to the following conditions:

The term of office of Executive Vice Presidents will be up to three years each time.

The continuous term of office of the Executive Vice Presidents in Administrative fields will be unlimited. The continuous term of office of the Executive Vice Presidents in Academic fields will not exceed six years in the same position. The continuous term of office of the Executive Vice Presidents in Academic fields, including the terms of office in one or more of the following positions: Executive Vice Presidents, Vice President, Dean of Undergraduate Studies, Dean of the Graduate School, Dean of Students and Dean of the Unit of Continuing Education and External Studies, will not exceed nine years.

In this section, "continuous term of office" shall mean an active term of office starting at the first term of office or at the end of a break of two or more years – the later of the two.

33.4 Acting Executive Vice President

In the absence of an Executive Vice President, the President will fill his duties or will appoint one of the Executive Vice Presidents as acting Executive Vice President.

33.5 Expiration of Appointment

A valid term of office of a Executive Vice President will expire with the nomination of a new President unless it has otherwise been agreed upon between the incoming President and the Executive Vice President.

33.6 Premature Termination of Office

Termination of office of an Executive Vice President will be carried out by the Presidential Appointment Committee according to one of the two options below:

33.6.1 Upon a written request by the President to the Committee. The Committee will conduct a hearing on the subject and its detailed recommendation (positive or negative) will be presented to the President who will decide on the matter and his decision will be final. A report of this decision will be presented to the Council.

33.6.2 Upon a written request signed by at least half of all members of the Senate or by at least half of all members of the Council to the Committee. The Committee will conduct a hearing on the subject and its detailed recommendation (positive or negative) will be presented to the Senate and to the Council for consultation (by secret ballot and without any discussion). The results of the consultations will be presented to the President who will decide in the matter and his decision will be final.

34.1 General

Vice Presidents will be responsible for the following areas: External relations and resource development, academic development and long-term planning. The number of Vice Presidents shall not exceed two. The Vice Presidents will be responsible to the President.

34.2 Appointment

34.2.1 The Vice President for Resource Development and External Relations (henceforth - "Sankam")

The Sankam will be appointed by the Council upon the recommendation of the President and the Chairman of the Board and following consultation with the Senate. The Sankam will assist the President in all areas regarding fundraising and contacts with Technion Societies in Israel and abroad.

34.2.2 A Second Vice President

If the President requests to appoint a second Vice President then:

A Vice President in an Academic field will be appointed by the Council upon the recommendation of the President and following consultation with the Senate.

A Vice President in an Administrative field will be appointed by the Council upon recommendation of the President.

34.3 Term of Office

34.3.1 Sankam

The term of office of the Sankam will be determined by the Council after consultation with the President. The term of office will be up to three years each time and may be extended indefinitely.

34.3.2 Vice President in Academic fields

The term of office of a Vice President in Academic fields will be determined by the Council after consultation with the President and may be extended according to the following conditions:

The term of office of a Vice President in Academic fields will be up to three years each time.

The continuous term of office of a Vice President in Academic fields will not exceed six years in the same position.

The continuous term of office of a Vice President in Academic fields, including terms of office in one or more of the following positions: Executive Vice President, Vice President, Dean of Undergraduate Studies, Dean of the Graduate School, and Dean of the Unit of Continuing Education and External Studies, will not exceed nine years.

In this clause, "continuous term of office" shall mean an active term of office starting at the first term of office or at the end of a break of two or more years – the later of the two.

34.3.3 Vice President in Administrative fields

The term of office of a Vice President in Administrative fields will be determined by the Council after consultation with the President. The term of office will be up to three years each time and may be extended indefinitely.

34.4 Expiration of Appointment

A valid appointment of a Vice President will expire with the appointment of a new President, unless it is otherwise agreed upon between the incoming President and the Vice President.

34.5 Premature Termination of Office

Premature termination of office of a Vice President will be carried out according to the provisions of termination of office of Executive Vice Presidents.

35 TECHNION COMPTROLLER (1997)

35.1 Appointment

The Council will appoint the Technion Comptroller on the recommendation of the Audit Committee of the Council and after consultation with the President.

35.2 Term of Office

The term of office of the Technion Comptroller will be for a period of five years, with the option of reappointment from time to time.

35.3 Premature Termination of Office

The Council may decide to terminate the employment of the Technion Comptroller prior to the end of his term of office. This decision may be taken upon the recommendation of the Audit Committee, after consultation with the President, and by a majority of two-thirds of the members of the Council, at a meeting for which prior notice has been given that the matter will be discussed. The latter will occur after the Technion Comptroller has been given the opportunity of addressing the Council.

35.4 Powers of the Comptroller

The duties, powers and modus operandi of the Technion Comptroller will be detailed in the Comptroller's Bylaws which will be approved by the Council.

35.5 Responsibility

The Technion Comptroller will be responsible to the Board through the Audit Committee.

35.6 Internal Audit Law

The Technion Comptroller shall act in accordance with the provisions of the Internal Audit Law - 1992 as they apply to a recognized Institute of Higher Education.

Chapter VI – GENERAL PROVISIONS

36 VOTING ON APPOINTMENTS

All voting on appointments or on the premature termination of office of senior office holders, unless restricted to committees, shall be by secret ballot and without any discussion. (1995)

37 MAJORITY VOTING

The decisions of the Authorities of the Institute shall be adopted by an ordinary majority, unless specifically determined otherwise in the Constitution, the Bylaws or the Academic Regulations.

38 POLLING

38.1 In urgent cases when the Chairman of the Board decides that the need arises for a Board resolution between Board sessions, the Board may adopt resolutions by means of a poll, in accordance with the procedure pertaining thereto .

38.2 In urgent cases when the Chairman of the Council decides that the need arises for a Council resolution between Council meetings, the Council may adopt resolutions by means of a poll, in accordance with the procedure pertaining thereto.

38.3 Other Authorities of the Institute may decide upon procedures for voting by means of a poll.

38.4 This section is intended to add to the provisions of the Constitution and Bylaws regarding a poll.

38.5 “Polling” in these Bylaws includes any means of communication such as Facsimile, E-mail and telephone, provided the secrecy of votes is maintained whenever such is called for, and as long as it is not specifically barred.

39 PROCEDURES OF EXAMINATIONS

All examinations held by the Institute, including examinations for admission or entrance to the Institute and the appointments of examiners, shall be conducted according to the Regulations. In the event of an emergency, the Head of the Academic Unit, or the Dean of the School, or the Dean of Undergraduate Studies, or the Dean of the Graduate School, whoever is appropriate, shall have power to appoint a substitute examiner for such examinations (1995).

40 DELEGATION OF POWERS

Subject to the provisions of the Constitution and Bylaws, each of the Institute’s Authorities may delegate its powers to organs and/or officers, provided the decision regarding such delegation was adopted legally and explicitly.

41 LANGUAGE OF INSTRUCTION

The language of instruction in the Institute is Hebrew. The Senate or anyone authorized by it may determine rules for teaching in a foreign language.

42 THE FINANCIAL REPORTS

42.1 Keeping of Books of Accounts

The Institute shall keep proper books of accounts showing details of income and expenditure.

42.2 Audit of Accounts and Financial Reports

The accounts and financial reports of the Institute shall be audited every year by an accountant to be appointed by the Council.

42.3 Submission of Reports to the Council and the Board

The audited financial reports will be submitted annually for the approval of the Council and the ratification by the Board. (2004)

42.4 Annual Budget

The Council shall approve the annual budget and submit it to the Board for ratification. (2004)

43 VALIDITY OF THE DECISIONS OF THE INSTITUTE'S AUTHORITIES

A decision taken by any of the Authorities of the Institute shall not be invalidated by any temporary vacancy among the members of such Authority.

44 REGULATIONS ON PROCEDURE

All Authorities of the Institute may from time to time make regulations governing their procedure and meetings, provided that these regulations shall not contradict the provisions of the Constitution, Bylaws and existing Regulations of the Institute.

45 CHANGES IN THE AUTHORITIES OF THE INSTITUTE

No regulation shall be made which changes the composition, status or powers of any of the Authorities of the Institute until such Authority shall have an opportunity of expressing its opinion on the proposed change.

46 VALIDITY OF REGULATIONS; PUBLICATION AND DEFINITIONS

46.1 Existing Regulations Continued in Force

Regulations which were in force prior to the effectiveness of these Bylaws, shall be valid as if they had been enacted by an Authority of the Institute empowered to enact them.

46.2 Publication of Board's Regulations

Regulations which were adopted by the Board shall be made public in a manner determined by the Board.

46.3 Notice of Regulations

The Authorities of the Institute shall announce Regulations, with the exception of procedures and standing orders, which were adopted by any of them to the Council immediately after their adoption.

47 LIABILITY OF OFFICERS AND AVOIDANCE OF CONFLICTS OF INTERESTS

47.1 For the purpose of sections 47 and 48, “office holders” are: members of the Board; members of the Council, including members of the Council’s standing committees; the President; the Executive Vice Presidents; the Executive Vice President and Director General; the Vice Presidents; the Technion Comptroller; and the General Counsel. (2012)

47.2 Officers will perform their positions with faithfulness, devotion and honesty, and will strive to promote and develop the Institute within the framework of its constitution, bylaws and resolutions, participate objectively in the decision making process and will avoid situations of conflict of interest with the Institute and shall avoid conduct or default that contradict the Institute’s interests. (2012)

47.3 Officers will be bound by a duty of good faith and a duty of care toward the Institute, and will act in good faith toward the Institute and for its benefit.

For purposes of these duties, the provisions of sections 252-257 of the Companies Law 5759-1999 will apply with the necessary changes.

47.4 Anyone with a personal interest in the subject, including employees of the Institute, will not participate or vote in Council discussions regarding salary issues and terms of employment.

47.5 Office holders shall avoid situations that may raise a concern of conflict of interests; shall conduct their duties without favor; shall use their discretion independently; and shall not let any extraneous considerations influence the conduct of their duties. Office holders shall conduct their duties in accordance with the Conflict of Interests Procedure that shall be determined by the Council (2012)

48 Office Holders’ Insurance and Indemnity

The Institute is entitled to insure, and/or provide advance commitment regarding indemnification, and/or indemnify an Officer, pursuant to the provisions of any law which will apply to the Institute with the necessary changes and with adaptations appropriate to its character and nature in accordance with the guidelines defined by the Council.

For the matters of this section, “office holders” includes other position holders whom the Council will decide should be regarded as “office holders” for the purpose of this section. (2012)

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