



## THE CONSTITUTION OF TEL AVIV UNIVERSITY

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*The updated version of the Constitution was approved by the Board of Governors of Tel Aviv University at its meeting on May 25, 2005.*

*Sections that were modified after May 25, 2005, have the date of modification appearing above them.*

**GENERAL**

1. Tel Aviv University (hereinafter the "University") is a legally recognized institution for higher education, whose aim is to promote and develop education, instruction and research in all fields of science and culture.
2. ---
  - 2.1 The University strives to create a culture of equality and an environment of teaching, study and research, free of bias and discrimination, without differentiation by reason of religion, race and gender.
  - 2.2 The University is founded on the principle of academic freedom.
3. The University is a corporate entity pursuant to the Council for Higher Education Law, 5718-1958, and it shall be capable of suing and being sued, of acquiring, possessing and disposing of property, entering into contracts, and taking part in any legal or other proceedings.
4. The University shall be empowered to engage in research, instruction, and any activity for the advancement and dissemination of science and culture, and in particular:
  - 4.1 To establish, maintain and administer educational and research units, institutes, laboratories, hospitals, publishing houses, libraries, collections and museums, botanical and zoological gardens and sporting facilities, and to engage in all scientific, educational, administrative or managerial activities requisite therefor;
  - 4.2 To establish programs for research and instruction, methods of instruction and study, and rules for the admission of students;
  - 4.3 To employ a staff of academic and administrative personnel, both permanent and temporary; to appoint teachers, researchers and administrators, and to determine their ranks;
  - 4.4 To make academic appointments and award academic degrees, diplomas and certificates;
  - 4.5 To confer honorary degrees and other honors in special circumstances;
  - 4.6 To award scholarships, grants and prizes;
  - 4.7 To cooperate with other institutions of research and instruction, to associate with them or to incorporate them;
  - 4.8 To publish and use the results of research in any manner;
  - 4.9 To encourage and organize educational activities for the general public;
  - 4.10 To prescribe rules and procedures for all its units and institutions, and to supervise discipline among its personnel and students;

- 4.11 To encourage sport and recreational activities and any other activities for the advancement of the health, well-being and comfort of its personnel and students;
  - 4.12 To establish and participate in associations, corporations, trusts and funds;
  - 4.13 To receive allocations, grants, gifts, donations, bequests and loans;
  - 4.14 To collect tuition fees and other charges for research, instruction or any other service rendered.
5. The University shall comprise primary and secondary research and instruction units - including faculties, schools, divisions, departments, institutes - and any other institutions as set forth in section 4.1.

### **BOARD OF GOVERNORS**

6. ---  
(9.5.2010)
- 6.1 The Board of Governors is the highest authority of the University.  
(9.5.2010)
- 6.2 The Board of Governors is a self governing body, and shall act within the powers and authorities conferred upon it under this Constitution.
- 6.3 **The Composition of the Board of Governors:**  
The Board of Governors shall be comprised of members who are Israeli residents (hereinafter "Israeli members") and of members from abroad. The term of office of each and every member of the Board of Governors shall be two years.
- 6.4 (9.5.2010)  
(19.5.2016)  
The Board of Governors may determine, from time to time, the number of its members.
- 6.5 (9.5.2010)  
The Board of Governors shall determine, from time to time, the prerequisites required for membership in the Board of Governors.
7. ---
- 7.1 (19.5.2009)  
(18.5.2014)  
(19.5.2016)
- The number of Israeli members of the Board of Governors shall not be more than 50% (fifty per cent) of the total number of members of the Board of Governors.
- Up to 1/4 (one quarter) of the Israeli members shall be members of the academic staff of the University (hereinafter "Academic Members"), elected by the Senate.

7.2 The elected Israeli members of the Board of Governors whose term of office expires shall be eligible for re-election for an additional term of office, and similarly thereafter without limitation.

7.3 (18.5.2014)  
(19.5.2016)

At every ordinary session of the Board of Governors, the Chairperson of the Board of Governors shall present the recommendations of the Nominations Committee for the Israeli candidates who are not academic members proposed as members.

At every ordinary session of the Board of Governors, the Senate shall submit the list of academic staff members chosen as members of the Board of Governors.

The Israeli members of the Board of Governors, who are not academic members, shall be elected by open ballot (by a show of hands). The candidates who receive the largest number of votes shall be elected to the Board of Governors. The Chairperson of the Board of Governors may announce the holding of a secret ballot.

7.4 ---

7.4.1 (19.5.2016)

Should the seat of an Israeli member of the Board of Governors who is not an academic member remain unfilled or become vacant prior to the expiry of its term due to death, resignation or any other reason, the Executive Council, on the recommendation of the Chairperson of the Board of Governors or the President, may elect a new member to fill such place, until the ordinary session that immediately follows said election.

Should the seat of an Israeli academic member of the Board of Governors remain unfilled or become vacant, the Senate may elect a new member to fill such place.

For the purpose of this section, a seat on the Board of Governors shall become vacant if a member of the academic staff is no longer a member of that staff.

7.4.2 At every ordinary session, the Board of Governors shall decide whether to ratify the election of new Israeli members who are not academic members who were elected by the Executive Council since the last session.

7.4.3 (19.5.2016)

The Israeli members who are not academic members elected by the Executive Council and ratified as stated in section 7.4.2 above, shall serve for a period starting on the date of their election and expiring two years after the ratification of their election by the Board of Governors.

7.4.4 The academic members elected by the Senate shall serve for a period starting on the date of their election and expiring two years from the session of the Board of Governors at which notice of their election has been given.

8. ---

8.1 The Board of Governors, upon recommendation of the Nominations Committee, shall elect new members from abroad for a term of office, and may re-elect members from abroad whose term of office expires, for additional terms of office without limitation.

8.2 (19.5.2016)

Without derogating from the provisions of section 8.1 above, new members from abroad may be elected to the Board of Governors by a resolution of the Executive Council on the recommendation of the Chairperson of the Board of Governors or the President.

At every ordinary session, the Board of Governors shall decide whether to ratify the election of new members from abroad elected since the last session of the Board of Governors.

The members from abroad who are elected pursuant to a resolution of the Executive Council and ratified as stated, shall hold office from the date of their election and up to the end of two years from the date of ratification of their election by the Board of Governors.

9. ----

9.1 (9.5.2010)  
(18.5.2014)

The Chairperson of the Board of Governors, the President, the Chairperson of the Executive Council, the Rector and the Pro-Rector, shall be members ex officio of the Board of Governors and of each of its committees, except the Standing Committee established under section 13.5 of this Constitution.

9.2 The Faculty Deans shall be members ex officio of the Board of Governors.

9.3 (19.5.2016)

Members of the Board of Governors serving ex officio pursuant to this section shall not be included in the roster of Israeli members and the members from abroad, mentioned in section 7 hereof.

9.4 (19.5.2009)

Academic staff members of the University that serve on the Board of Governors shall not exceed the number of academic staff members mentioned in section 7.1 of the Constitution, and shall not exceed the number of office bearers mentioned in section 9 of the Constitution.

The number of additional employees of the University who are not part of the academic staff of the University shall not exceed 5% of the members of the Board of Governors

- 9.5 (19.5.2009)  
(19.5.2016)

Members of the various unions at the University (such as the Administrative Workers Union, the Senior Academic Staff Union and the Junior Academic Staff Union) shall not serve as members of the Board of Governors

## 10. **Chairperson of the Board of Governors, his Deputy Chairpersons and Vice Chairpersons**

- 10.1 (19.5.2016)

The Chairperson of the Board of Governors will be appointed for a term of office of four (4) years, and at the end of his term of office the Chairperson of the Board of Governors shall be eligible for re-appointment for one additional period of four (4) years. In such a case, a Search Committee will be established whose recommendation will be brought for the approval of the Board of Governors, as stated in section 10.4.

(18.5.2017)

In exceptional circumstances, the appointment of a Chairperson of the Board of Governors is required to take place at a date that does not fall during the ordinary session of the Board of Governors. In such case, the Chairperson of the Board of Governors' term of office shall end during the ordinary session of the Board of Governors that is closest to the date of his term's end.

- 10.2 The Deputy chairperson and Vice chairpersons of the Board of Governors shall be elected for a term of office of two years, and at the end of their term of office, they may be reelected, and similarly thereafter, subject to the provisions of section 10.3 below.

- 10.3 (18.5.2014)

The Chairperson of the Board of Governors, the Deputy chairperson and the Vice chairpersons of the Board of Governors may not serve in their capacity for more than eight (8) consecutive years.

### 10.4 **Chairperson of the Board of Governors:**

#### 10.4.1 **Appointment of Chairperson of the Board of Governors:**

(19.5.2009)

(19.5.2016)

The Chairperson of the Board of Governors shall be a public personage.

For purposes of the appointment of the Chairperson of the Board of Governors a Search Committee of five (5) members shall be established, the composition of which shall be as follows:

- A public personage from Israel or from elsewhere in the world who will serve as chairperson of the Search Committee. The chairperson of the Search Committee will be proposed by the President and the Chairperson of the Executive Council and shall be approved by the Board of Governors through the Standing Committee.
- Four (4) members, who are members of the Board of Governors, of whom two are academic members, who will be proposed by the Nominations Committee, and shall be approved by the Board of Governors through the Standing Committee.

10.4.2 A proposal by the Search Committee for the appointment of a Chairperson of the Board of Governors shall be passed by a majority of the members of the Search Committee.

A proposal of the Search Committee which is passed in the manner stated in this section shall be brought for the approval of the Board of Governors.

Where a proposal by the Search Committee has been approved by the Board of Governors, the Board of Governors shall appoint the Chairperson.

10.4.3 (19.5.2016)

This section is transferred to “Transitional Provisions” Chapter below and numbered as Section 81A.

10.4.4 **Removal of the Chairperson of the Board of Governors from his position:**

The Board of Governors, by a resolution passed by two-thirds (2/3) of the persons participating in the vote, will be entitled to remove the Chairperson of the Board of Governors from his post, before the end of his term of office, provided that the quorum required for passing such resolution shall be at least 100 members of the Board of Governors.

10.5 **Election of Deputy Chairpersons and Vice Chairpersons of the Board of Governors:**

10.5.1 The Chairperson of the Board of Governors will have up to two Deputy Chairpersons and up to seven Vice Chairpersons.

10.5.2 The Nominations Committee shall submit to the Board of Governors, at the start of an ordinary session, its proposals for manning the offices of deputy chairpersons and Vice chairpersons to the Chairperson of the Board of Governors.

10.5.3 Each and every member of the Board of Governors may propose a candidate or candidates to the Nominations Committee for manning the offices of deputy chairpersons and Vice chairpersons to the Chairperson of the Board of Governors in respect of whom elections will be held at such session.

- 10.5.4 If the Nominations Committee has not accepted a candidature submitted in accordance with section 10.5.3 above, any twenty-four (24) members shall be entitled jointly to propose a candidate for election by the Board of Governors.
- 10.5.5 The proposal of candidates for the aforesaid positions shall be made with the consent of the Chairperson of the Board of Governors.
- 10.5.6 (19.5.2016)  
If there is more than one candidate for any of the offices of deputy chairpersons and vice chairpersons to the Chairperson of the Board of Governors, elections shall be held by secret ballot, at the ordinary session of the Board of Governors. In the event of there being one candidate for any of the aforesaid positions, an open ballot will be announced (by a show of hands), unless the Chairperson of the Board of Governors announces the holding of a secret ballot.

**11. Powers and authorities of the Board of Governors:**  
(18.5.2014)

The powers and authorities of the Board of Governors are:  
(19.5.2016)

- 11.1 To approve an amendment and/or alteration to this Constitution, on recommendations by the Executive Council as stated in section 33.5 below, provided that:
- 11.1.1 The quorum required for approving an amendment and/or alteration to the Constitution shall include at least one quarter (1/4) of the Israeli members of the Board of Governors.
- If there is no quorum within half an hour from the time of the commencement of the meeting, the matter may be referred for an electronic voting, as stated in section 14.11 of this Constitution.
- 11.1.2 At least two-thirds (2/3) of the persons participating in the vote shall vote in favor of approval and/or alteration of the Constitution (excluding abstentions).
- 11.1.3 In the event that a higher quorum or majority is required for approval of a matter under this Constitution by the Board of Governors, that higher quorum or majority will be required for amendment or alteration of the pertinent section of the Constitution.
- 11.2 Twenty (20) members of the Board of Governors will be entitled to suggest changes to the Constitution. In such case, the procedure of changing shall be according to sections 33.5 and 11.1 above.
- 11.3 To attend to and assist in financing the University's budgets.



- 11.4 To coordinate the operations of associations of friends of the University in Israel and abroad, and to recommend the establishment of new associations of friends.
- 11.5 To approve a recommendation of the search committee for the appointment of the Chairperson of the Board of Governors, and to appoint him, as stated in sections 10.4.1.
- 11.6 To remove the Chairperson of the Board of Governors from his post, as stated in section 10.4.4
- 11.7 To elect deputy chairpersons and vice chairpersons to the Chairperson of the Board of Governors, as stated in section 10.5.1.
- 11.8 To ratify the election of the President.
- 11.9 (19.5.2016)  
This section is transferred to “Transitional Provisions” Chapter below, and numbered as section 81B.
- 11.10 To approve the award of honorary degrees.
- 11.11 To appoint persons who have performed esteemed service for the University as honorary members having the right, inter alia, to be invited to each and every session of the Board of Governors, but without a right to vote thereat.

Once each year the Nominations Committee will examine a list of the honorary members, and in accordance with its recommendations the Board of Governors may, from time to time, add to such list or may detract from it.

## 12. **Reports to the Board of Governors:**

### **The Board of Governors:**

- 12.1 Shall receive annual reports regarding the manner of the conduct of the University's affairs, businesses and assets, and shall discuss and consider same.
- 12.2 Shall receive annual reports regarding the multi-year plans and budgets for the development of the University, and shall consider and discuss same.
- 12.3 Shall receive annual reports regarding the yearly program and regarding the regular annual budgets for the development of the University, and shall consider and discuss same.
- 12.4 Shall receive annual reports regarding the establishment of new academic bodies, including study and research units, chairs, and the appointment of the incumbents thereof, and shall also receive reports with regard to a change in the structure of existing academic bodies, and if a change in the structure of such bodies has financial implications, shall consider and discuss same.

- 12.5 Shall receive an annual report regarding the academic activities of the University, and regarding material arrangements between the University and other bodies, and shall consider and discuss same.

**13. Committees of the Board of Governors:**

13.1 (9.5.2010)

The following are the Committees of the Board of Governors:

- Steering Committee
- Academic Research and Development Committee
- Legal Committee
- Finance Committee
- Student Affairs Committee
- Campus Development Committee
- Funds and Trust Committee
- Nominations Committee
- Standing Committee

- 13.2 An ordinary session of the Board of Governors shall be entitled to establish additional committees and ad hoc committees to deal with matters as shall be determined by the Plenum.

13.3 (18.5.2014)

The Nominations Committee shall comprise eleven (11) members, including the Chairperson of the Board of Governors, the President, the Chairperson of the Executive Council, the Rector, all acting ex officio, and seven (7) members, of whom two (2) shall be members of the academic staff of the University, who shall be elected by the Board of Governors upon the recommendation of the Steering Committee, for a term extending from one ordinary session to the next.

- 13.4 The Chairpersons of the Committees shall constitute the Steering Committee of the ordinary session of the Board of Governors. The Steering Committee shall decide on the allocation of items on the agenda of the Board of Governors amongst the various Committees. In addition, the Steering Committee shall be entitled to bring before the Plenum proposed resolutions on subjects not discussed in committees. The Chairperson of the Board of Governors shall be the Chairperson of the Steering Committee.

13.5 (9.5.2010)

13.5.1 The Standing Committee shall comprise of five members from amongst the members of the Board of Governors, provided that:

- One member shall be an Academic Member of the Board of Governors;
- None of the members shall be a member of the Steering Committee or Nominations Committee or Executive Council while serving on the Standing Committee.

13.5.2 Members of the Standing Committee shall be appointed by a simple vote of a Committee comprising:

- The Chairperson of the Board of Governors
- All deputy Chairpersons of the Board of Governors
- All Vice Chairpersons of the Board of Governors

13.5.3 (19.5.2016)

The members of the Standing Committee shall be appointed during the period in which the ordinary session of the Board of Governors takes place (without the need for the ordinary session's ratification) and shall remain in office till the next ordinary session.

13.5.4 Should the seat of a member of the Standing Committee become vacant for any reason prior to the expiry of its term, the Committee mentioned in section 13.5.2 above shall appoint a new member to fill such place, for the remaining term of office of the Standing Committee.

13.5.5 The resolutions of the Standing Committee shall be passed by a majority of the members of the Standing Committee.

13.5.6 The Standing Committee shall appoint:  
(19.5.2016)

- Two (2) public representatives to the Executive Council, from amongst the members of the Board of Governors, as mentioned in section 31.4.1.
- Two (2) members of the Board of Governors to serve as members of the Search Committee established under section 31.4.2 of this Constitution; one of whom will be the Chairperson of the Board of Governors, except in special circumstances that will be noted.
- Four (4) members of the Board of Governors to serve as members of the Hearing Committee, as mentioned in section 40.3.2; one of whom will be the Chairperson of the Board of Governors, except in special circumstances that will be noted.
- A public representative to serve as a member of the Search Committee for the appointment of the President, under the circumstances mentioned in section 44.

13.6 (19.5.2016)

The Chairperson of the Board of Governors may appoint an Advisory Committee whose members will be from amongst the members of the Board of Governors and who will advise him on various matters as required by him.

14. ---

14.1 The Board of Governors shall convene for an ordinary session in Israel once each year.

- 14.2 (15.5.2011)  
The agenda of the ordinary session of the Board of Governors shall be determined by the Chairperson of the Board of Governors, but any other matter shall be added to the agenda on a requisition by ten (10) members of the Board of Governors.
- 14.3 The Chairperson of the Board of Governors shall send every member of the Board of Governors a notice, at least sixty (60) days prior to the opening of an ordinary session of the Board of Governors, specifying the time and place at which it will convene and the agenda for the session.
- 14.4 ---
- 14.4.1 The ordinary session of the Board of Governors shall be conducted in Plenary and Committee meetings.
- 14.4.2 (9.5.2010)  
Unless stated otherwise in this Constitution, the Committees may include both members and observers who are not members of the Board of Governors. The members and observers on Committees who are not members of the Board of Governors shall be entitled to participate in deliberations of the Plenum on matters pertaining to their Committees, but without the right to vote in the Plenum.
- 14.4.3 (9.5.2010)  
Unless stated otherwise in this Constitution, the composition of the Committees and the Chairpersons thereof shall be proposed by the Nominations Committee, and shall be approved by the Plenum.
- 14.4.4 (9.5.2010)  
Unless stated otherwise in this Constitution, resolutions of the Committees shall be passed by a simple majority of the members participating in the vote, and shall require confirmation by the Plenum.
- 14.5 At a session of the Board of Governors a quorum shall be required only at meetings of the Plenum. The quorum required at an ordinary session of the Board of Governors shall be one-quarter of the number of members. However, if the number of members present at the time appointed for the start of a meeting is not sufficient to constitute a quorum, the meeting shall be adjourned for a half hour, and at that time any number present shall constitute a quorum.
- 14.6 (19.5.2016)  
Resolutions of the Plenum, unless otherwise stated in this Constitution, shall be passed by a majority of the votes cast (excluding abstentions). In the case of an equality of votes, the Chairperson of the Board of Governors shall have a casting vote.
- 14.7 The Board of Governors shall be convened for an extraordinary session by decision of the Executive Council, or by a joint decision of the Chairperson of the Board of Governors and the President.

14.8 In addition, an extraordinary session of the Board of Governors may be convened in Israel, at the request of the Chairperson of the Board of Governors or the President, after advance notice from the one to each other, provided that no such session shall be convened within three (3) months of the previous extraordinary session.

14.9 The Chairperson of the Board of Governors shall give notice, at least thirty (30) days prior to the opening of the session, of the date of the extraordinary session of the Board of Governors, the place at which it will convene, and the agenda thereof.

14.10 (19.5.2016)

The quorum required for an extraordinary session of the Board of Governors shall be fifty (50) members.

14.11 (19.5.2016)

The Chairperson of the Board of Governors, the Chairperson of the Executive Council and the President of the University are entitled, by majority vote, to order an electronic vote of the Board of Governors, in exceptional circumstances to be noted, where the Constitution does not require a secret ballot.

The electronic vote will take place using electronic methods which will be determined by the office bearers mentioned above, provided that at least seven (7) days prior to this, explanatory background material is sent in writing relating to the agenda of the meeting, the date of the meeting or the date of the vote and voting arrangements.

15. (19.5.2016)

Deleted

## **THE SENATE**

16. ---

16.1 The Senate plenum (hereinafter: "the Senate Plenum") and the Senate (hereinafter: "the Senate") are the supreme academic authorities of the University, and their resolutions shall be binding on all the University's academic bodies. The Senate and its Plenum shall act in accordance with the principle of academic freedom, within the framework of the Constitution of the University, with the aim of promoting and advancing teaching and research and maintaining the standard thereof.

16.2 The composition of the Senate Plenum, the composition of the Senate and the powers and authorities of these bodies shall be in accordance with the matters set forth below in this Constitution.

17. **The Senate Plenum:**

(18.5.2014)

17.1 The members of the Senate Plenum shall be as follows:

17.1.1 The President.

- 17.1.2 The Rector, who shall be the Chairperson of the Senate Plenum.
- 17.1.3 The Vice President for Research and Development.
- 17.1.4 The Deans of faculties.
- 17.1.5 All full professors appointed according to the University's regular appointment track.
- 17.1.6 ---
- (1) One associate professor from each faculty who has permanent tenure, appointed according to the University's regular appointment track.
  - (2) One senior lecturer from each faculty, who has permanent tenure, appointed according to the University's regular appointment track.
  - (3) In each faculty the associate professor and senior lecturer shall be elected by holders of the same rank in that faculty (not necessarily having permanent tenure) for a period of three years.
  - (4) Three lecturers, each from a different faculty, who will be elected by holders of the same rank in that faculty for a term of office of two years.
- The faculties from amongst whose lecturers the representatives are elected shall be rotated every two years, so that a faculty whose lecturers elected a representative shall do so once again only after all the other faculties have done so.
- The order in which the faculties shall elect the representatives from amongst their lecturers to the Senate Plenum shall be determined by the Rector.
- (5) Two assistants and/or instructors - one from among the experimental faculties and one from among the theoretical faculties, who shall be elected by the assistants and instructors for a term of office of two years.
  - (6) Anyone who has served as a member of the Senate Plenum pursuant to the provisions of this section 17.1.6, shall not be eligible for reelection for an additional term of office as long as he holds the same rank.
- 17.1.7 Head of a School - even if he does not hold the status of full professor - by a special decision of the Senate.
- 17.1.8 The Dean of Students, who is a member of the academic staff, even if he does not hold the status of full professor.
- 17.1.9 The Head of the School of Music - even if he does not hold the status of full professor - by a special decision of the *Senate*, provided that he holds permanent

tenure at the University and has the status of an adjunct full professor or an associate professor or an adjunct associate professor.

## 17.2 **Observers:**

17.2.1 The following persons shall attend meetings of the Senate Plenum as observers without the right to vote:

- (1) The Vice-President for Public Affairs.
- (2) The Director-General.
- (3) The Academic Secretary.
- (4) The Senate Secretary.
- (5) Other office bearers of the University, by special decision of the Senate Plenum, and for a period to be determined by the Senate.
- (6) The Chairman of the Student Union.
- (7) Two full professors (emeritus) whose election shall be approved by the Senate Plenum, for a term of office of two years.

17.2.2 The Rector shall be entitled to invite anyone he deems fit to debates on a particular topic in the Senate Plenum.

## 17.3 **Powers and authorities of the Senate Plenum:**

The powers and authorities of the Senate Plenum are:

- 17.3.1 To elect representatives of the Senate Plenum to the Senate.
- 17.3.2 To approve, by secret ballot, the candidate recommended by the Search Committee for the position of Rector.
- 17.3.3 To vote, by secret ballot and without conducting a discussion, with regard to the candidate recommended by the Search Committee for the post of President, and to convey the results of such vote to the Executive Council.
- 17.3.4 To consider appeals regarding appointments and promotions to the status of full professor, in the manner stated in the nominations regulation of the Tel Aviv University, 5743-1983.
- 17.3.5 To consider appeals with regard to the conferring of a degree of "doctor of philosophy", and of "doctor of laws", in the manner stated in the research students' regulations of the University.
- 17.3.6 To receive reports from the President, the Rector and the senior officers at the University.

- 17.4 The Senate Plenum shall convene for its meetings once or twice a year. An extraordinary meeting may be convened on a request in writing by fifteen percent (15%) of the members of the Plenum to the Rector.
- Subject to Par. 17.5 to this Constitution, the Senate Plenum will hold its ordinary meetings in any quorum. However no decision will be taken in a matter which is on the agenda, if a quorum of one quarter (1/4) of the total members of the Senate Plenum is not present at the time.  
In the absence of the required quorum for decisions, the meeting will be postponed to another date, provided an announcement is made as to the postponed date at least 7 days in advance unless stated otherwise in this Constitution. On the postponed date, the decisions will be accepted by the majority of the members participating in this meeting.
  - An extraordinary meeting of the Senate Plenum will not convene unless the quorum of one quarter (1/4) of the total of the members of the plenum is present. In the event of absence of a requisite quorum, the meeting will be cancelled.
- 17.5 The quorum required for meetings of the Senate Plenum on the matters mentioned in section 17.3.2 and 17.3.3 above will be forty percent (40%) of the total members of the Senate Plenum.
- For the purpose of calculating the quorum, no account will be taken of the plenum members who are on sabbatical or unpaid leave or who have given notice in writing and in advance to the Secretary of the Senate of absence for other reasons.
- 17.6 Resolutions of the Senate Plenum, unless otherwise stated in this Constitution, shall be passed by a simple majority of the participants in the vote. In the case of an equality of votes, the Rector will have a casting vote.

## 18. **The Senate:**

The number of members of the Senate shall not exceed 100 members. During the term of office of the Pro-Rector in the Senate, the total number of members of the Senate shall not exceed 101.

### 18.1 **Composition of the Senate:**

18.1.1 The Rector who shall serve as Chairperson of the Senate

18.1.2 The President

18.1.3 The "Pro-Rector" who will be appointed for one term of office of two years.



18.1.4 Additional members ex officio:

- The Vice-Rector or two Deans of teaching (should the Rector decide to elect Deans of teaching instead of a Vice-Rector)
- The Vice-President of research and development
- The Dean of Students
- Nine (9) Deans of Faculties

18.1.5 Eighteen (18) full Professors – two from each faculty

The election of such professors (two from each faculty) shall be made by the faculty concerned, for a term of office of two years, and they shall be eligible for re-election for one additional period of two years.

18.1.6 Seven (7) full professors, who will be elected from all faculties by the Senate plenum, provided that:

- Not more than two full professors shall be elected from the same faculty, and:
- Not more than four full professors shall be elected from the faculties: medicine, life sciences, exact sciences and engineering.
- Not more than four full professors shall be elected from the faculties: the humanities, social science, arts, law and management.

The term of office of seven (7) of these professors for two years, and they shall be eligible for re-election for one additional term of office of two years.

18.1.7 No more than fifty-five (55) – (if a vice-rector shall be appointed) or alternatively no more than fifty-four (54) (if two deans of teaching shall be appointed) - full professors, who will be elected from all the faculties.

- The election of such professors shall be made, in each faculty, by the full professors of that faculty.
- The number of full professors who will be elected in each faculty will be equivalent to the resultant obtained from dividing the number of all the full professors in the faculty (excluding the dean and excluding the two full professors elected as aforesaid in section 18.1.5 above), by the total number of all the full professors at the University (excluding the deans and excluding 18 of the full professors elected as aforesaid in section 18.1.5 above) – by 55 or alternatively by 54, as per the first paragraph of 18.1.7 above.

The result obtained will be rounded to the nearest whole number (more than or equivalent to 0.5 upwards, less than 0.5 downwards).

The manner of election of all the full professors referred to in sections 18.1.5 – 18.1.7 (inclusive) shall be effected according to what is contained in the Senate Constitution.

18.1.8 Three (3) representatives of the Associate Professors from among the representatives of the associate professors in the Senate Plenum.

18.1.9 Three (3) representatives of the Senior Lecturers from among the representatives of senior professors in the Senate Plenum.

The manner of election of the representatives referred to in Sections 18.1.8 and 18.1.9 will be made in accordance with the contents of the Senate Constitution.

18.2 The percentage of female members of the staff holding the status of full professor who are members of the Senate shall not be less than their percentage amongst the full professors at the University at the time.

18.3 (10.5.2016)  
The appointees of the Senate to the Executive Council and the appointees of the Senate to the Steering Committee may be elected as members of the Senate.

18.4 The following persons shall be observers at the Senate meetings without a right to vote:

18.4.1 The Academic Secretary.

18.4.2 The Secretary of the Senate.

18.4.3 Up to five (5) office bearers from the University in accordance with a decision by the Rector.

18.4.4 The Director-General.

18.4.5 The Legal Advisor.

18.4.6 The Chairman of the Students Union.

18.4.7 The Head of the Special Programs Division.

18.4.8 A representative of the "Full Professors" (emeritus) from amongst those who are observers in the Senate plenum.

18.4.9 Members of the Senate plenum whose request to attend a specific meeting in order to voice opinions has been upheld by the Rector (and not more than ten staff members per meeting).

18.4.10 (19.5.2016)

The Senate appointees to the Executive Council and the Senate appointees to the Steering Committee – if they were not elected as members of the Senate.

18.5 (19.5.2009)

When there are members amongst the Senate who are concurrently also serving on one of the councils of academic staff unions, such members shall not participate and shall not vote on matters in which a conflict of interest may arise between their membership in the Senate and their membership in the academic staff union.

**19. Powers and authorities of the Senate:**

Without derogating from the generality of the contents of section 16 above, the powers and authorities of the Senate are as follows:

19.1 To maintain academic supervision over the activities of all the appropriate bodies at the University (including faculties, schools, departments, institutes, centers, libraries, archives, museums, laboratories, affiliated medical institutions and publishing houses).

19.2 (9.5.2010)

19.2.1 To consider and decide upon the establishment of new academic bodies; altering the structure of existing academic bodies or the closure of academic bodies; granting academic approval for the establishment of such bodies and for their change and closure; all these subject to the following.

19.2.2 The Senate's decisions on the matters mentioned in Section 19.2.1 shall be brought by the Rector to the Executive Council for discussion, whereas:

- a decision by the Senate that has financial implications shall be brought to the Executive Council for a final decision.
- a decision by the Senate that has no financial implications but is contrary to the opinion of the Executive Council, shall be brought to the President for a final decision.

19.2.3 Notwithstanding the above, the decision of the Senate not to approve the establishment of a new academic body, whether initiated by the Senate or by the Executive Council, shall be final.

19.3 To grant approval for the establishment of chairs and the appointment of the incumbents in charge thereof.

19.4 To establish or alter study streams and tracks towards an academic degree or diploma.

19.5 To establish teaching and research programs, methods of teaching and study and rules for the admission of students to the University.

- 19.6 To award academic degrees of any sort.
- 19.7 To decide on appointments and promotions in academic rankings.
- 19.8 To determine rights and obligations of members of the academic staff, excluding matters of employment and wage agreements, and the initiating of disciplinary proceedings in that connection.
- 19.9 To determine rights and obligations of students and the initiation of disciplinary proceedings in that connection.
- 19.10 To lay down the principles for the grant of scholarships, prizes and grants to researchers and students.
- 19.11 To establish guidelines for libraries and archives
- 19.12 To supervise periodicals and other academic publications.
- 19.13 To propose and recommend to the Executive Council regarding the affiliation of teaching and research units outside the University, and the grant of accreditation.
- 19.14 To approve the appointment of the Dean of Students, of the Vice-rector or of the Deans of Teaching (if such persons are appointed).
- 19.15 (9.5.2010)  
To amend or alter the Constitution of the Senate, as defined in the University's bylaws and/or regulations, provided that:
- the resolution in regards to such amendment or modification shall be passed by a two thirds (2/3) majority of the Senate members, participating in the vote.
  - the necessary quorum for adopting such resolution shall be sixty percent (60%) of the number of Senate members.
  - amendments and/or alterations in the Senate Constitution, which also amend the University Constitution, shall be subject to section 33.5 hereinbelow.
- 19.16 (9.5.2010)  
To initiate amendments and/or alterations in the University Constitution, all subject to sections 33.5.3 and 33.5.4 to this Constitution.
- 19.17 To approve the conferring of honorary degrees, subject to approval of the awards thereof by the Board of Governors.
- 19.18 (19.5.2016)  
To elect the appointees of the Senate to all the bodies on which appointees of the Senate serve.

19.19 To remove the Rector from his office, subject to the contents of section 53 below.

20. The Senate is vested with the residual authority on all the academic affairs of the University in respect of which no authority has been granted under this Constitution or under the University regulations for other bodies or institutions.

21. (19.5.2009)

Subject to the contents of section 20, Senate resolutions and resolutions of the Senate Plenum which have financial or administrative implications shall be brought for the approval of the Executive Council.

22. ---

22.1 The Senate shall receive periodic reports from the President, the Rector, and from the senior office bearers of the University.

22.2 (15.5.2011)

At every Senate meeting, the Rector shall report to the members of the Senate regarding the resolutions that were adopted at meetings of the Executive Council preceding the Senate meeting, with the exception of the resolutions which the Executive Council, in a reasoned resolution, decided were privileged.

23. ---

23.1 The Senate shall operate through the following permanent committees and systems, whose composition, powers and election procedure shall be set out in separate regulations:

- (1) Steering Committee
- (2) Nominations Committee
- (3) Research Students Committee
- (4) Academic Planning Committee
- (5) Students Disciplinary System
- (6) Academic Staff Disciplinary System
- (7) Enrolment Committee
- (8) Accreditation Committee
- (9) Honorary Degrees Committee
- (10) Periodicals Committee
- (11) Regulations and Rules Drafting Committee

(12) Bachelors Degree (B.A.) Committee

(13) Masters Degree (M.A.) Committee.

23.2 The Senate shall be entitled to establish additional permanent and ad hoc Committees.

23.3 The Senate shall be entitled to delegate its powers and authorities to the permanent and to ad hoc Committees.

23.4 The members of the permanent and ad hoc Committees of the Senate shall be elected directly by the Senate.

23.5 The permanent and ad hoc Committees shall be entitled to establish subcommittees; however, they shall not be authorized to delegate to these subcommittees powers and authorities delegated exclusively to them by the Senate.

24. The Senate shall set its own work rules and procedures.

25. ---

25.1 The Senate shall convene for ordinary meetings once per month, during the academic year according to the provisions of the Constitution of the Senate.

25.2 Thirty-three percent (33%) of the members of the Senate will be entitled to request that a matter be brought for consideration before the Senate.

25.3 ---

25.3.1 The Rector, in his capacity as Chairperson of the Senate, will be entitled to summon the Senate to an extraordinary meeting, by giving notification of seven (7) days in advance.

25.3.2 Thirty three percent (33%) of the members of the Senate will be entitled to request from the Rector the convening of an extraordinary meeting of the Senate.

Upon receipt of the request in writing, which shall contain the subject requested to be brought for consideration, the Rector shall convene the Senate in accordance with a notice of at least seven (7) days in advance.

26. ---

26.1 The quorum required for ordinary meetings of the Senate is fifty percent (50%) of all members of the Senate, unless otherwise stated in this Constitution.

26.2 The quorum required for extraordinary meetings of the Senate, as referred to in section 25.3 above, is fifty percent (50%) of all the members of the Senate, unless otherwise stated in this Constitution.

- 26.3 In the absence of the required quorum of an ordinary meeting of the Senate, the meeting will be postponed to another date, subject to an announcement being made as to the postponement at least seven (7) days in advance. On the postponed date, the meeting shall be held in any quorum.

In the absence of a required quorum at an extraordinary meeting of the Senate, the meeting will be cancelled.

- 26.4 Resolutions of the Senate, unless otherwise stated in this Constitution, shall be passed by a simple majority of the persons participating in the vote. In the case of an equality of votes, the Rector will have a casting vote.

27. **Election of members to various bodies by the Senate (before and hereinafter: "the Senate appointees"):**  
(19.5.2016)

- 27.1 The Rector shall, in consultation with the Steering Committee and members of the Senate, prepare a list of candidates for each of the bodies in which the Senate appointees elected by the Senate will hold office, and shall present the list for approval by the Senate. The members of the Senate may, during a meeting of the Senate, put forward additional proposals for the election of candidates.

The candidates for election shall be from amongst members of the Senate plenum.

- 27.2 The Senate appointees to the various bodies will be elected by a disciplinary spread as set forth below:

Medicine – life sciences; exact sciences – engineering; humanities – art; social science – law – administration, provided that:

- 27.2.1 If the election of up to four (4) Senate appointees is required – each appointee shall be from a different discipline.

Should the election be required of more than four (4) Senate appointees – at least four (4) appointees shall be from a different discipline.

- 27.2.2 In electing the Senate appointees to the various bodies the following factors shall be taken into account: national and international academic recognition, overall perception of the University, senior positions in the past at the University or in other public institutions, with consideration being given to the promotion of young staff members.

- 27.3 Once the membership of a Senate appointee on the various bodies as a member of the Senate plenum has come to an end, his term of office as the Senate appointee on the body to which he was elected shall also end, and in his stead another Senate appointee shall be elected in the manner described above.

- 27.4 None of the following persons shall be elected as a Senate appointee to a body in which Senate appointees serve:

- 27.4.1 Anyone who has or is likely to have, either personally or by virtue of his office, any conflict of interest with the operation, responsibility or powers and authorities of the said body.
- 27.4.2 Anyone who serves in an academic-administrative position, such as deans and heads of units.

### **THE STEERING COMMITTEE**

28. The Steering Committee shall serve as the academic administration of the University.
29. **The members of the Steering Committee shall be as follows:**
- The Rector - who shall serve as chairperson of the Steering Committee
  - The President
  - The Vice President for Research and Development
  - The Vice-rector/Deans of teaching (if such persons are appointed)
  - Deans of all the faculties
  - Dean of students
  - (19.5.2016)  
Three (3) Senate appointees who will be elected by the Senate as stated in section 27 above.
  - The Pro-Rector. The Pro-Rector will be a member of the Steering Committee for a period of one year, on commencing his duties as Pro-Rector.

The Chairman of the Executive Council, the Director-General, the Vice President for Public Affairs, the Legal Adviser and the Academic Secretary will be observers at meetings of the Steering Committee.

30. The powers and authorities of the Steering Committee and its duties will be prescribed in the Senate constitution.

### **THE EXECUTIVE COUNCIL**

31. **The Executive Council:**

31.1 (19.5.2009)  
(9.5.2010)

**Composition of the Executive Council:**



The Executive Council shall comprise thirteen (13) members:

- Chairperson of the Executive Council
- The President
- The Rector
- (19.6.2016)  
Three (3) Senate appointees who will be elected in the manner stated in section 27 of this Constitution.
- Seven (7) Israeli public representatives who will be elected as stated in Section 31.4 hereinbelow.

Public representatives, who are Israeli citizens or residents, will be persons having a senior status and experience in one of the following fields: the public, business, administrative, academic or cultural fields, and who are not politically active.

The Director-General, the Legal Adviser and the Chairperson of the Students' Union of the University shall be invited regularly to meetings of the Executive Council.

### 31.2 **The first Executive Council:**

(9.5.2010)

This section including all its subsections shall be transferred to the "Transitional Provisions Chapter", and numbered there as Section 90.

### 31.3 **Chairperson of the Executive Council**

(9.5.2010)

The Chairperson of the Executive Council shall be an Israeli citizen and resident.

#### 31.3.1 **Appointment of Chairperson of the Executive Council:**

For purposes of appointing the Chairperson of the Executive Council a Search Committee shall be established the composition of which shall be as follows:

- Chairperson of the Board of Governors who shall head the Search Committee.
- Two (2) representatives of the public who will be appointed by the Executive Council.

(19.5.2016)

- Two (2) Senate appointees who will be elected for this purpose by the Senate in accordance with the matters set forth in section 27 of this Constitution.

(19.5.2016)

- The proposal by the Search Committee of a candidate for Chairperson of the Executive Council shall be passed by a simple majority of the members of the Search Committee. The Executive Council's approval of the appointment of the Executive Council's Chairperson shall be carried out by secret ballot and by a simple majority of its members.

**31.3.2 Term of office of the Chairperson of the Executive Council:**  
(9.5.2010)  
(19.5.2016)

The Chairperson of the Executive Council shall be appointed for one term of office of four (4) years. At the end of the first term of office, the Chairperson of the Executive Council could be reappointed for one additional term of office of four (4) years. In such a case, a Search Committee will be established whose recommendation will be brought for the approval of the Executive Council, as stated in section 31.3.1 above.

**31.4 Appointment of public representatives to the Executive Council:**  
(9.5.2010)

- 31.4.1 Two (2) of the seven (7) public representatives who shall serve in the Executive Council shall be appointed by the Board of Governors Standing Committee from amongst the members of the Board of Governors, as mentioned in section 13.5 of this Constitution, for a term of office of four (4) years. Such term of office can be extended by the Standing Committee for one additional term of office of four (4) years.
- 31.4.2 For the purposes of appointing the remaining five (5) public representatives to the Executive Council, a Search Committee shall be established, the composition of which shall be as follows:
- Chairperson of the Executive Council who will serve as chairperson of the Search Committee.  
  
(19.5.2016)
  - Two (2) Senate appointees, appointed by the Senate in accordance with section 27 of this Constitution.
  - Two (2) public representatives appointed by the Board of Governors' Standing Committee in accordance with Section 13.5 of this Constitution.
- 31.4.3 The recommendations of the Search Committee shall require the unanimous vote of all the members of the Search Committee.
- 31.4.4 The Executive Council will elect the five (5) public representatives to the Executive Council from amongst the persons recommended by the Search Committee, referred to in section 31.4.2, for a term of office of four (4) years.

The resolution regarding the election of the aforesaid members of the Executive Council shall be taken by way of secret ballot and shall be passed by a simple majority of the members of the Executive Council.

31.4.5 Where the term of office of a public representative – from amongst the members mentioned in section 31.4.2 - as a member of the Executive Council has ended, the Executive Council will be entitled to extend his term of office for one additional period of four (4) years. The resolution regarding an extension of the term of office shall be taken by secret ballot and shall be passed by a simple majority of the members of the Executive Council who are entitled to vote.

31.4.6 (19.5.2009)  
(9.5.2010)

Should any of the members of the Executive Council from amongst the public representatives serving on the Executive Council, as mentioned in Section 31.4.2, be a candidate for a second term of office, he shall not participate in the vote for continuing his term of office. In such circumstances the number of voting members of the Executive Council will be deemed to be the number of current members of the Executive Council, minus one.

31.5 **Election of Senate appointees to the Executive Council:**  
(19.5.2016)

The Senate appointees to the Executive Council shall be elected by the Senate, as stated in section 27 of this Constitution, for a term of office of four (4) years.

When the first term of office of any of the Senate appointees to the Executive Council has ended, the Senate may extend the term of office for one additional period of four (4) years.

31.6 (19.5.2016)

The term of office of the Chairperson of the Executive Council and of the members of the Executive Council, including the Senate appointees to the Executive Council, shall not exceed eight (8) consecutive years.

32. Where the place of a member of the Executive Council has been vacated due to termination of his post as a result of death or resignation or for any other reason, the Executive Council shall continue to act in its existing composition until the appointment/election of a new member, who shall be elected by the body empowered to elect such new member in accordance with this Constitution.

33. **Powers and authorities of the Executive Council:**

The Executive Council shall be responsible for the quality, functioning and standard of the University.

The powers and authorities of the Executive Council are:

- 33.1 (19.5.2016)  
To approve the general strategy of the University, and also to approve the goals, the work programs and budgets for the development of the University.
- 33.2 (19.5.2016)  
To supervise and to monitor the functioning of the President of the University, in the full constellation of his duties in fields of the University's activities.
- 33.3 (19.5.2016)  
To supervise the management of the University's affair and its assets.
- 33.4 To monitor and maintain control over the implementation of the University's strategic plans, including the holding of discussions with regard to the goals, and the multi-year work programs and budgets for the development of the University.
- 33.5 (9.5.2010)
  - 33.5.1 To initiate and to formulate, to the extent necessary, amendments and alterations to the Constitution of the University and to present same for the approval of the Board of Governors.
  - 33.5.2 Amendments and/or alterations to the Constitution of the University will be brought to the deliberation of the Senate, prior to a resolution by the Executive Council.
  - 33.5.3 (15.5.2011)  
Proposals with regard to amendments and/or alterations to the Constitution, except those initiated by the Senate, shall be brought for the approval of the Board of Governors – if at least two thirds (2/3) of the members of the Executive Council have voted in their favor.
  - 33.5.4 (15.5.2011)  
Proposals with regard to amendments and/or alterations to the Constitution, initiated by the Senate, shall be brought for discussion to the Executive Council prior to being brought to the Board of Governors. Such proposals shall be brought for the approval of the Board of Governors, along with the Minutes of the discussion of the Executive Council.
- 33.6 (9.5.2010)
  - 33.6.1 To consider and decide on the establishment of new academic bodies and with regard to a change in structure and the closure of existing academic bodies,

whether the initiative for the discussion and consideration of such subjects came from the Senate or from the Executive Council, all subject to section 19.2 above.

- 33.6.2 If the initiative for consideration of these subjects came from the Executive Council, the decision by the Executive Council shall be deferred until the Senate's decision on the subject. The Senate's decision shall be brought for the consideration and decision of the Executive Council as per sections 19.2.2 and 19.2.3 of this Constitution.
- 33.7 To consider proposals for the establishment, change of structure and closure of existing administrative units, in accordance with the requirements of the University and the budgets available to it, and to approve same.
- 33.8 To approve the establishment of corporations for the benefit of the University, and to appoint the board of directors of such corporations, while according proper representation to members of the academia at the University.
- 33.9 To consider proposals regarding the establishment of new associations of friends, and to approve same.
- 33.10 To consider the link-up or cooperation between the University and other institutions, and to approve same.
- 33.11 To conduct discussions on the University's budgets, and to approve same.
- 33.12 To examine and approve the financial statements that will be submitted by the University's auditor.
- 33.13 To establish funds for the benefit of the University's affairs.
- 33.14 To initiate development of new sources of financing in order to attain the goals of the University, and to supervise the manner of utilization of the existing sources.
- 33.15 To appoint the President, as stated in section 44 below.
- 33.16 To appoint the Chairperson of the Executive Council, as stated in section 31.3 above.
- 33.17 To lay down rules for the appointment of principal officers at the administrative levels who are subordinate to the President, including: Vice-Presidents, the Director-General, the legal adviser, the Director of the Research Authority (subject to the contents of section 68.4.2 below), directors of the administrative divisions and other office bearers, as shall be determined.
- (19.5.2009)  
Should the Executive Council consider the terms of salary of any of the abovementioned office-bearers, the party concerned shall not attend and shall not vote at such meeting.
- 33.18 To approve the appointment of the office bearers mentioned in section 33.17 above.

- 33.19 To appoint the controller of the University and to specify his powers and authorities.
- 33.20 To appoint the University's auditor.
- 33.21 To approve rules and/or procedures for signing in the name and on behalf of the University.
- 33.22 To appoint authorized signatories and representatives, and to empower them to sign in the name and on behalf of the University and to bind the University.
- 33.23 To remove the President from his position, as stated in section 47 below.
- 33.24 To approve the removal of the Rector from his position, as stated in section 53.1 below.
- 33.25 To remove the Chairperson of the Executive Council from his position, as stated in section 40 below.
- 33.26 To approve the removal of Deans of faculties from their position, as stated in section 58 below.
- 33.27 To remove the comptroller of the University from his position, by a majority of two thirds (2/3) of its members.
- 33.28 To remove the University's auditor from his position, by a majority of the votes of its members.
- 33.29 To appoint sub-committees and to determine their powers and authorities and the composition thereof within the framework of this Constitution. Members who are not members of the Executive Council will also be entitled to serve on committees of the Executive Council.
- 33.30 To appoint members of the audit committee. Members who are not members of the Executive Council may also serve on the audit committee.
- 33.31 (19.5.2016)  
To assist the President in representing the University before the public sector, including the regulatory bodies (to the extent required by the President).

33A. (19.5.2009)  
(19.5.2016)

At meetings of the Executive Council in which terms of employment and salary of any of the employees of the University are considered, the interested parties ("*baaley inyan*") that are employed by the University shall participate but shall not vote.

This provision will not apply to the President, unless the Executive Council considers and decides on the terms of employment and salary of the President.

34. The Executive Council shall receive an annual report and periodic reports regarding the activities of the University, and shall hold a discussion regarding these reports.
35. The Executive Council shall consider proposals submitted to it by the Board of Governors and by the Senate.
36. The Executive Council shall report to the Board of Governors regarding its operations within the fields of its responsibility.
37. The Executive Council is vested with residual authority on all the affairs of the University in respect of which no authority has been conferred under this Constitution or under the regulations of the University on other bodies or institutions, subject to the contents of section 20.

38. **Responsibility of members of the Executive Council:**  
(19.5.2016)

A member of the Executive Council shall act with loyalty, devotion and integrity to fulfill his role as a member of the Executive Council, shall take actions to promote and develop the University, within the Constitution and the University's plans, will adopt resolutions without favoritism and will avoid actions or omissions contradicting the University's interest.

A member of the Executive Council will owe the University the duty of loyalty and the duty of care, and will act in good faith and to the benefit of the University. The provisions of sections 252-257 (except article 255(b) of the Companies Law) shall apply to these duties.

39. **Convening of meetings of the Executive Council:**

39.1 The Executive Council shall convene for ordinary meetings at least once a month.

39.2 The Executive Council shall convene for a special meeting in accordance with the determination by the Chairperson of the Executive Council, or on the request of the President, or on a requisition by three (3) members of the Executive Council.

39.3 The agenda for meetings of the Executive Council shall be set by the Chairperson of the Executive Council and the President, but any additional matter may be placed on the agenda by a decision of the Executive Council or at the request of one of its members.

39.4 (19.5.2016)

The quorum required for meetings of the Executive Council will be seven (7) members including the Chairperson of the Executive Council. In extraordinary circumstances to be noted, at the request of the Executive Council's Chairperson or by a decision of the Executive Council, the meeting will take place without the presence of the Executive Council's Chairperson, and a Chairperson shall be appointed for the meeting.

39.5 Resolutions of the Executive Council will be passed by a simple majority of the persons participating in the vote, unless otherwise stated in this Constitution. In the case of an equality of votes, the Chairperson of the Executive Council will have a casting vote.

**40. Removal of the Chairperson and/or any of the members of the Executive Council of the Executive Council from office:**

It will be possible to remove the Chairperson of the Executive Council and any other member of the Executive Council from his or their position, in any of the following ways:

40.1 The Executive Council may terminate the term of office of the Chairperson of the Executive Council and/or of a member of the Executive Council, provided that at least two-thirds (2/3) of the members of the Executive Council shall vote in favor of such resolution.

40.2 (19.5.2016)

Thirty (30) members of the Board of Governors, including the Chairperson of the Board of Governors, will be entitled to make an application to the Executive Council to consider and discuss the removal of the Chairperson of the Executive Council and/or any of the members thereof from his or their position.

The Executive Council will be entitled to remove its Chairperson or any of its members from his or their position following a request by members of the Board of Governors, provided that at least two-thirds (2/3) of the members of the Executive Council shall vote in favor of such resolution.

40.3 (9.5.2010)

The Board of Governors may remove from office one or more of the public representatives who serve as members of the Executive Council. Such removal shall be subject to the following conditions:

40.3.1 (19.5.2016)

At least thirty (30) members of the Board of Governors have submitted a written reasoned request for removal of public representative/s in the Executive Council from their position/s.

40.3.2 (19.5.2016)

The Chairperson of the Board of Governors shall submit the request to a Hearing Committee comprising six (6) members as follows:

- Four (4) members from amongst the Board of Governors shall be elected by the Standing Committee of the Board of Governors, amongst whom is the Chairperson of the Board of Governors, except in special circumstances to be noted by the Standing Committee.
- One member shall be appointed by the President.
- One member shall be a member of the Executive Council, elected by the Executive Council.

The Chairperson of the Board of Governors will act as Chairperson of the Hearing Committee.



## 40.3.3 (19.5.2016)

A decision of the Hearing Committee for such removal from office shall be referred for final decision of the Board of Governors, if at least two thirds (2/3) of all members of the Hearing Committee voted in favor thereof.

## 40.3.4 (19.5.2016)

A final decision for such removal from office shall be passed if at least sixty percent (60%) of all the members of the Board of Governors voted in favor thereof.

## 40.4 (9.5.2010)

The Senate, by a two thirds (2/3) majority of its members, shall be entitled to approach the Executive Council with the written reasoned request to remove the Chairperson of the Executive Council from office.

The Executive Council shall be entitled to terminate the term of office of the Chairperson of the Executive Council, following the Senate's request, provided that at least two thirds (2/3) of the members of the Executive Council voted in favor of such resolution.

41. Members of the Executive Council, including members of the sub-committees mentioned in section 33.29 and 33.30 will not receive any payment, whether monetary or otherwise, in respect of their membership and/or their participation at meetings of the Executive Council, and in respect of their membership and/or their participation in one and/or more of its committees.

## MANAGING BOARD

42. The Managing Board will be responsible for the operation of the daily administrative affairs of the University.

### 42.1 **Composition of the Managing Board:**

- The President of the University - who shall serve as chairperson of the Managing Board
- The Rector of the University - ex officio
- Vice-Presidents:
  - Vice President for Research and Development
  - Vice President for Public Affairs
- The Director-General.

- The Vice Rector (if one is appointed)
- 42.2 The President will be entitled, after consultation with the Executive Council, to enlarge the composition of the Managing Board.
- 42.3 The Managing Board shall convene for its meetings in accordance with decisions of the President and at his discretion.
- 42.4 The extent of the powers and authorities of the Managing Board and the force of the decisions taken by it will be determined by the Executive Council.

### **THE PRESIDENT**

43. ---
- 43.1 The President shall be the head of the University and he constitutes the highest academic and administrative authority at the University.
- 43.2 The President shall be:
- (19.5.2009)
  - An Israeli citizen and resident from the commencement of his/her term of office.
  - A senior member of the academia holding the status of full professor, who is fully conversant with the University and its culture.
  - A person possessing academic vision and qualities of leadership, who has the ability to set challenges for the University and its academic goals, as well as being a person possessing clear and outstanding managerial capabilities.

#### **44. Appointment of the President:**

- 44.1 (19.5.2009)  
(9.5.2010)  
(19.5.2016)

For purposes of the appointment of the President a Search Committee of nine (9) members shall be established, the composition of which shall be as follows:

- The Chairperson of the Executive Council who shall serve as chairperson of the committee.
- Three (3) Senate appointees, holding the status of full Professor, who shall be elected by the Senate as stated in section 27 of this Constitution.
- The Chairperson of the Board of Governors; under extraordinary circumstances to be noted, the Standing Committee will appoint instead a public representative.
- Four (4) representatives of the public who shall be appointed by the Executive Council, provided that:

- Preference shall be given to someone who has served in the past as President or Rector of another Israeli University to serve as public representative on the Committee.
- Not more than three (3) members of the Executive Council (including the Chairperson of the Executive Council) shall serve on the Search Committee for the appointment of the President.

**44.2 The following persons shall not serve on the Search Committee:**

44.2.1 The outgoing President.

44.2.2 Any candidate for the position of President.

44.2.3 Administrative or administrative-academic officers.

44.3 A recommendation by the Search Committee for the appointment of the President shall be passed by a two-thirds (2/3) majority of its members.

44.4 (15.5.2011)

The recommendation of the Search Committee shall be put to a secret ballot in the Senate Plenum, and such ballot will be held within and not later than two weeks from the date in which the Search Committee gave its recommendation.

44.5 The recommendation of the Search Committee and the results of the votes in the Senate Plenum shall be brought for consideration and discussion before the Executive Council.

44.5.1 Should the Executive Council resolve to accept the recommendation of the Search Committee for the appointment of the President, it shall approve the recommendation of the Search Committee, provided that at least two thirds (2/3) of the members of the Executive Council shall vote in favor of such approval.

Where the decision of the Executive Council coincides with the results of the vote of the Senate Plenum, a simple majority of the members of the Executive Council will be required for passing such resolution.

44.5.2 The Executive Council's approval of the appointment of the President shall be brought for ratification to the Board of Governors at its next meeting.

**45. Term of office of the President:**

45.1 (18.5.2014)

The President shall be appointed for a term of office of five (5) years. In exceptional circumstances, the appointment of a President is required to take place at a date that does not fall during the ordinary session of the Board of Governors. In such a case, the President's term of office shall end during the ordinary session of the Board of Governors that is closest to the date of his term's end.

45.2 (19.5.2016)

At the end of the first term of office, the President shall be eligible for reappointment for one additional term of office of five (5) years. In such a case, a Search Committee will be established, whose recommendations will be brought for approval by the Senate, the Executive Council and the Board of Governors, as stated in section 44 above.

(19.5.2009)

If the President is a candidate for a second term of office, he shall not participate in the vote approving his appointment, as referred to in section 44.5.1 above. In such case the number of members of the Executive Council will be deemed to be the number of current members of the Executive Council, minus one.

**46. Powers and authorities of the President:**

(19.5.2016)

Without derogating from the generality of section 43.1 above, the President:

46.1 shall be responsible to the Executive Council for the entire scope of activities of the University and for attaining its goals and objectives.

46.2 shall be responsible for implementing decisions of the Board of Governors and of the Executive Council.

46.3 shall initiate plans for promoting and developing the University and bring them for approval.

46.4 shall represent the University before the public sector including the regulatory bodies.

46.5 Shall appoint the Rector of the University, as stated in section 49 below.

46.6 (19.5.2009)

Shall, together with the Rector, appoint the Deans in accordance with section 55.2 of this Constitution.

46.7 Shall appoint the Director-General, the Vice President for Research and Development, Vice President for Public Affairs and additional Vice Presidents (as specified in sections 67, 68, 69.1 and 69.2 below, respectively) and shall confer on such office bearers their powers and authorities.

Appointment of the aforesaid office bearers shall require the approval of the Executive Council, which shall be passed by a simple majority of its members.

The President will be entitled to remove the office bearers mentioned in this section 46.7 above from their position, prior to the end of their term of office with the approval of the Executive Council.

46.8 (19.5.2009)

The President shall recommend to the Executive Council:

- The candidate for the position of the Legal Adviser
- The candidate for the position of Head of the Finance Division\ Vice Director-General for Finance, after having consulted in this regard with the Director-General.

The appointment of the aforesaid office bearers shall be made by the Executive Council, by a simple majority of its members.

46.9 (9.5.2010)  
(19.5.2016)

The President and the Rector shall report at least once a year to the senior academic staff members on the administrative-academic activities of the University and on the development plans of the University.

#### 47. **Removal of the President from his position:**

Removal of the President from his position shall be possible in one of the following instances:

47.1 (9.5.2010)

The Executive Council shall be entitled to terminate the term of office of the President prematurely, provided that at least two-thirds (2/3) of the members of the Executive Council shall vote in favor of such resolution, by secret ballot.

47.2 Two-thirds of the members of the Senate will be entitled to apply to the Chairperson of the Executive Council with a request that the powers of the Executive Council, as conferred on it under section 47.1 above, be invoked.

47.3 (19.5.2016)

Thirty (30) members of the Board of Governors, including the Chairperson of the Board of Governors, will be entitled to apply to the Chairperson of the Executive Council with a request that the powers of the Executive Council, as conferred on it under section 47.1 above be invoked.

### **THE RECTOR**

48. ---

48.1 (19.5.2016)

The Rector is subordinate to the President and shall act in his stead when the President is unable to fulfil his role. In this framework, and as representing the academic authority of the Senate and its Plenum, the Rector will have the power and the responsibility for the operation of the overall academic affairs of the University, including fields of teaching, research, admission, nominations process, making of regulations, academic planning and control.

48.2 (9.5.2010)  
The Rector shall be a senior member of the academia at Tel Aviv University holding the status of full professor, who possesses academic leadership qualities and managerial capabilities.

48.3 (9.5.2010)  
The Rector shall be an Israeli citizen and resident from the commencement of his/her term of office.

#### 49. **Appointment of the Rector:**

The Rector shall be appointed by the President of the University, in accordance with the following procedures:

49.1 For purposes of appointing the Rector, a Search Committee of seven (7) members shall be established, the composition of which shall be as follows:

- The President of the University, who shall serve as chairperson of the committee.
- (19.5.2016)  
Five (5) Senate appointees, holding the status of full professor, who shall be elected by the Senate as stated in section 27 of this Constitution.
- An additional member of the academic staff holding the status of full professor, who shall be elected by the Executive Council.

49.2 The following persons shall not serve on the Search Committee:

- The outgoing Rector.
- Any candidate for the position of Rector.
- Administrative and administrative-academic office bearers.

49.3 A resolution of the Search Committee shall be passed by a simple majority, provided that the President is included in such majority.

49.4 The resolution of the Search Committee shall be brought for the approval of the Senate Plenum by secret ballot which approval shall be given in the manner stated in section 17.5 above.

49.5 (9.5.2010)  
Should the Senate plenum not approve the recommendation of the Search Committee for the appointment of the Rector, the Search Committee shall be reconvened continuously in order to recommend another candidate until a candidate is approved by the Senate plenum, as per Section 49.4 above.

#### 50. **Term of office of the Rector:**

50.1 The Rector shall be appointed for a term of office of five years.

- 50.2 At the end of the first term of office, the Rector shall be eligible for reappointment for one additional term of office of five years, provided that his appointment for the second term of office shall be made according to the same appointment procedures which apply in relation to the first term of office.

**51. Powers and authorities of the Rector:**

- 51.1 The Rector will be the Chairperson of the Senate and of its Plenum - responsible to them for the implementation of their resolutions - the chairperson of the Steering Committee, chairperson of the University's Nominations Committee, chairperson of the academic planning committee, chairperson of the Search Committees for the appointment of Deans.
- 51.2 The Rector, as representing the academic authority of the Senate and its Plenum, will be responsible to the President for the attainment of the academic goals of the University.
- 51.3 In the President's absence, the Rector shall act in his stead.
- 51.4 The Rector shall appoint the chairpersons of the Senate committees, after obtaining the approval of the Senate.

**51.5 Appointment of Vice-Rector:**

- 51.5.1 The Rector will be entitled to appoint a Vice-Rector.

The Vice-Rector shall be appointed for a term of office that corresponds to the term of office of the Rector who appointed him.

At the end of the term of office of the appointing Rector, for any reason, the term of office of the Vice-Rector shall also come to an end.

The incoming Rector, whether he has been appointed for an additional term of office or this is his first term of office, will be entitled to appoint the Vice-Rector for an additional term of office, corresponding to his term of office, provided that:

- The total cumulative terms of office of the Vice-Rector shall not exceed ten (10) years.
- Every such appointment shall be made in accordance with the procedures for appointment of a Vice-Rector as set forth above in this Constitution.

- 51.5.2 If the Rector does not appoint a Vice-rector, he will be entitled to appoint up to two Deans of teaching.

- 51.5.3 The Rector will appoint the Dean of Students.

The Dean of Students will be appointed for a term of office of five (5) years.

At the end of the first term of office, the Dean of Students shall be eligible for appointment of one additional term of office of five (5) years, provided that the

appointment for the second term of office shall be in accordance with the same appointment procedures that applied regarding the first term of office.

Notwithstanding the above, in case the Rector's term of office is terminated for any reason during the Dean of Student's term of office, then the next Rector will have the right to terminate the term of office of the current Dean of Students, even prior to his completion of his term of office, and to appoint another Dean of Students – subject to the process of appointment as mentioned above. In such case, the termination of office of the outgoing Dean of Students shall not be considered as a 'Removal from position'.

51.5.4 All the appointments mentioned in section 51.5 hereinabove, shall require the approval of the Senate and the President.

51.5.5 The Rector may remove the office-bearers, who were appointed in accordance with this sub-section, from their post, after consulting with the President and informing the Senate.

51.6 The Rector will be a party to formulating the University's budget.

52. The Deans of faculties, the Vice-rector, the Deans of teaching, the academic secretariat, which will be the Rector's executive arm, will be subordinate to the Rector of the University.

53. **Removal of the Rector from his position:**  
(9.5.2010)

It will be possible to remove the Rector from his position in any of the ways enumerated below:

53.1 The President shall be entitled to remove the Rector from his position, provided that:

- The President shall bring his request to remove the Rector from his position for the approval of the Senate.
- The Senate's approval, by a majority of two-thirds (2/3) of its members, to accept the President's request to remove the Rector from office, shall conclude the process of removing the Rector from office.
- If there is no two-thirds (2/3) majority to accept the President's request to remove the Rector from office, then the President's request will be brought for the decision of the Executive Council.
- The President's request to remove the Rector from office shall be accepted if at least two-thirds (2/3) of the members of the Executive Council votes in favor thereof.



- 53.2 The Senate will be entitled to remove the Rector from his position, provided that the resolution on this matter shall be passed by a two-thirds (2/3) majority of the members of the Senate, by secret ballot.

## DEANS

54. ---

- 54.1 The Deans of faculties shall be charged with running the faculty and the conduct thereof from the academic, administrative and economic aspect.
- 54.2 The Dean shall be a senior member of the academia holding the status of full professor, and possessing academic leadership qualities and managerial capabilities.
- 54.3 The Dean shall be appointed from amongst the members of the senior staff of the faculty, or of another faculty at the University, or of another research university in Israel.
- 54.4 (15.5.2011)  
In special cases where the Search Committee, mentioned in Section 55 below, has not found a suitable candidate holding the status of full professor for the position of Dean, the Search Committee shall be entitled to also discuss the candidacy of academic staff members holding the status of associate professor for the position of Dean, provided they are:
- academic staff members of the relevant faculty
  - in the regular appointment track of the University
  - tenured and employed in a full time position at the University
- 54.5 The Dean of a faculty shall serve as chairperson of the council of the faculty and shall be a member of the Steering Committee, ex officio.

### 55. **Appointment of the Dean:**

- 55.1 For purposes of the appointment of the Dean a Search Committee of seven (7) members will be established, which will be appointed by the Rector, and the composition of which will be as follows:
- 55.1.1 The Rector will serve as chairperson of the Search Committee.
- 55.1.2 Four (4) members of the academic staff of the faculty, who will be elected by the council of the faculty.
- 55.1.3 Two (2) members of the academic staff of the University who will be appointed by the Rector, after consultation with the President.
- 55.1.4 The Rector and the President will be entitled to appoint, in lieu of one of the members of the academic staff referred to in section 55.1.3 above, a public personage of Steering in the faculty's field of activities.

55.1.5 A resolution of the Search Committee for the appointment of the Dean shall be passed by a simple majority, provided that such majority shall include the Rector.

55.2 (19.5.2009)

The President and the Rector will appoint the Dean on a recommendation of the Search Committee, provided that such appointment shall be approved by the council of the faculty by secret ballot, which approval shall be passed by a majority of the persons voting.

55.3 If the appointment is not approved by the council of the faculty as aforesaid, a further process shall take place for the appointment of the Dean, in accordance with the process described above, and so on.

55.4 In circumstances in which the process for the appointment of the Dean has taken place for the third time, and the appointment has not been approved in accordance with the provisions of section 55.2 above, the resolution of the Search Committee shall nonetheless be deemed to have been approved by the council of the faculty, if the number of members of the council of the faculty who object is less than 40% of the number of members of the council of the faculty present in Israel at the time.

**55.5 Term of office of the Dean:**

The Dean's term of office shall be for five (5) years.

At the end of the first term of office the Dean shall be eligible for reappointment for one additional term of office of three years, provided that his appointment for the second term of office shall be made according to the same appointment procedures which apply in relation to the first term of office.

**56. Duties and powers of the Dean:**

Without derogating from the generality of the contents of section 54.1 above, the Dean:

56.1 Will be responsible for performance and implementation of the decisions of the authorized academic/administrative authorities of the University on academic, administrative and economic matters pertaining to the faculty.

56.2 Will be responsible for the implementation and performance of the decisions of the council of the faculty and its committees.

56.3 Will serve as chairperson of the faculty Nominations Committee.

56.4 Will conduct annual academic control processes with regard to the teaching and the research of all the units in the faculty, and with respect to every staff member.

56.5 Shall report to the President and to the Rector, once per annum, with regard to the administrative operations of the faculty.

In this framework:

- 56.5.1 The Dean shall present a yearly and multi-year work program of the faculty and of its units, and shall report on the results of the control mentioned in section 56.4 to the President and to the Rector regarding the condition, programs and achievements of the faculty.
- 56.5.2 The Rector and the Dean, in consultation with the President, will be responsible for the proper running of external review committees in the scope of a multi-year examination plan of the condition, programs and achievements of the faculty, its units and members of its academic staff.

57. ---

- 57.1 The Dean will be subordinate to the Rector.
- 57.2 The Dean will represent the faculty vis-a-vis the organs of the University.
- 57.3 All the office bearers in the faculty will be subordinate to the Dean and will be responsible to him.

58. **Removal of a Dean from his position:**

It will be possible to remove a Dean from his position in any of the ways enumerated below:

- 58.1 The President and the Rector, by joint decision, will be entitled to remove a Dean from his position, provided that:
  - 58.1.1 The President and the Rector shall bring their request to remove the Dean from his position to the knowledge of the council of the faculty.
  - 58.1.2 The council of the faculty will give its opinion on such request, by way of secret ballot, the results of which will be presented to the Executive Council.
  - 58.1.3 The request of the President and the Rector, as well as the opinion of the council of the faculty, will be brought for the approval of the Executive Council, and will be approved if at least two-thirds (2/3) of its members have voted in favor thereof, by secret ballot.
  - 58.1.4 Where the resolution of the Executive Council coincides with the opinion of the council of the faculty, a simple majority of the members of the Executive Council will be required to pass such resolution.
- 58.2 The council of the faculty, by a two-thirds (2/3) majority of its members who are present in Israel at the time, will be entitled to decide, during any of the Dean's terms of office, on the removal of the Dean from his position.

The resolution of the council of the faculty shall require the approval of the Executive Council, by a majority of its members.

**HEADS OF ACADEMIC UNITS**  
(9.5.2010)

**59. For purposes of this chapter:**

59.1 "Academic unit": schools and departments in which the number of members of the academic staff having permanent tenure is at least twelve (12).

And in clinical departments in the Faculty of Medicine, tenure at a hospital shall be deemed to be permanent tenure at the University, for purposes of this section.

59.2 "Small academic unit": schools and departments in which the number of members of the academic staff having permanent tenure is less than twelve (12).

And in clinical departments in the Faculty of Medicine, tenure at a hospital shall be deemed to be permanent tenure at the University for the purposes of this section.

**60. "Head of the Academic Unit" and "Head of a Small Academic Unit" (hereinafter in this section "Head of the Academic Unit"):**

60.1 The Head of the Academic Unit shall have the status of a senior lecturer and higher and shall hold permanent tenure at the University.

60.2 The Head of the Academic Unit is charged with the management of the academic unit from the academic and administrative aspect.

60.3 The Head of the Academic Unit shall be the chairperson of the academic council of the unit and a member of the council of the faculty, ex officio.

**61. Appointment of "Head of the Academic Unit" and appointment of "Head of the Small Academic Unit:"**

**61.1 Appointment of "Head of the Academic Unit":**

For purposes of the appointment of a Head of an Academic Unit, a Search Committee will be established which will be appointed by the Dean of the faculty concerned (hereinafter: "the Dean of the Faculty"), the composition of which will be as follows:

- The Dean of the Faculty, who will serve as chairperson of the Search Committee.
- Two (2) professors holding the status of at least associate professor from amongst the academic staff of the academic unit, who will be elected by the council of the academic unit.

In the absence of staff members in the academic unit having the aforesaid rank, it will be possible to also appoint to the Search Committee a staff member having the rank of a senior lecturer, who has tenure at the University,.

If there is no council of the academic unit, the aforesaid two members of the committee will be elected by the tenured academic staff members of the unit.

- 61.2 The resolution of the Search Committee shall be passed by a simple majority, provided that such majority includes the Dean of the Faculty.
- 61.3 The resolution of the Search Committee shall be subject to the approval of the council of the academic unit and if there is no council of the academic unit, the resolution shall require the approval of the council of the tenured academic staff members of that unit.
- 61.4 ---
- 61.4.1 If a resolution of the Search Committee has not been accepted by the council of the academic unit, an additional process shall take place for the appointment, and so on.
- 61.4.2 In circumstances in which the process for the appointment of the Head of an Academic Unit has taken place for the third time and onwards, and the appointment has not been approved in accordance with the provisions of section 61.3 above, the decision of the Search Committee shall nonetheless be deemed to have been approved by the council of the academic unit, if the number of members of the council of the unit who oppose is less than forty percent (40%) of the number of members of the council of the unit present in Israel at that time.
- 61.5 The Head of the Academic Unit will be appointed by the Dean of the Faculty, provided that such appointment shall be approved by the President and the Rector.
- 61.6 **Appointment of “Head of Small Academic Unit”:**  
The council of the small academic unit, (and in the absence of a council of a small academic unit, the tenured members of the academic staff of the unit) shall, by a majority vote, elect the head of the small academic unit, unless the Dean has decided on setting up a search committee.
- Where the Dean has decided that for purposes of the appointment of a head of a small academic unit it is necessary to set up a search committee, such committee shall be established in the manner stated in Section 61.1 and the appointment of the head of the small unit will be in accordance with the contents of Section 61.2 – 61.5 (inclusive).
- 61.7 **Appointment of “Head of Academic Unit” which is part of a school:**
- 61.7.1 For purposes of the appointment of a head of an academic unit which is part of a “school”, a search committee shall be established which will be appointed by the dean of the relevant faculty (hereinafter: “the Dean of the Faculty”), the composition of which shall be as follows:
- The Dean of the Faculty, who shall serve as chairperson of the search committee.
  - The Head of the School.
  - Three (3) professors holding the rank of at least associate professor from amongst the academic staff of the academic unit, who will be elected by the council of the academic unit.

In the absence of staff members in the academic unit having the aforesaid rank, it will be possible to appoint to the Search Committee also a staff member holding the rank of senior lecturer, who has tenure at the University.

If there is no council for the academic unit, the aforesaid three members of the committee will be elected by the tenured academic staff members of the unit.

61.7.2 If the Dean has decided that for purposes of the appointment of the head of the academic unit which is part of a school it is possible to appoint the head of the school as chairperson of the search committee, the search committee will be comprised of the following three members:

61.7.2.1 ---

- The head of the school, who shall serve as chairperson of the committee.
- Two members having the status of at least associate professor, who shall be elected by the council of the academic unit.

In the absence of staff members in the academic unit having the aforesaid status, it will be possible to appoint to the Search Committee also a staff member holding the status of senior lecturer, who has tenure at the University.

61.7.2.2 In the absence of a council for the academic unit, the aforesaid two members of the committee shall be elected by the tenured academic staff members of the unit.

61.7.3 The provisions of Section 61.2 – 61.5 (subject to the contents of Section 61.7.4 below) will apply in full to the appointment of a head of an academic unit which is part of a school.

61.7.4 In the circumstances mentioned in Section 61.7.2, the decision of the Search Committee will be passed by a simple majority, provided that such majority includes the head of the school.

**61.8 Appointment of head of “Small Academic Unit” which is part of a school:**

The council of the Small Academic Unit which is part of a school (and in the absence of a council of a Small Academic Unit which is part of a school, the tenured academic staff members of the unit) shall elect the head of the unit by a majority vote, unless the head of the school, in consultation with the dean, should decide on setting up a search committee. Where the head of the school, in consultation with the dean of the relevant faculty, has decided that for purposes of the appointment of the head of the aforesaid small academic unit it is necessary to set up a search committee, such committee shall be established in accordance with the contents of Section 61.7 above, and the appointment of the head of the Small Academic Unit will be made in accordance with the contents of Section 61.2 – 61.5 and Section 61.7.4 above.

62. **Term of office of the head of the academic unit:**

62.1 The term of office of “head of an academic unit” and of “head of a small academic unit” (including an academic unit and a small academic unit which are part of a school) (hereinafter in this section: “Head of Academic Unit”) shall be:

A head of an academic unit will be appointed for a term of office of two years. At the end of the first term of office, the Dean of the Faculty will be entitled, with the approval of the Rector and after consultation with the President, to extend the period of office of the Head of the Academic Unit for one additional term of office of two years.

62.2 Notwithstanding the aforesaid, the Head of the Academic Unit (head of school) will be appointed for one term of office of four years in the schools specified below.

**The following are the schools:**

School of Education

School of Social Work

School of Dentistry

School of Economics

School of Health Professions

Schools in the Faculty of Exact Sciences (School of Mathematical Sciences, School of Physics and Astronomy, School of Chemistry, School of Computer Science).

And any additional school as may be decided upon in the future

63. **Duties of “Head of an Academic Unit” and “Head of a Small Academic Unit” (including the Head of an Academic Unit and a small academic unit which are part of a school) (hereinafter in this section: “Head of an Academic Unit”) and his powers and authorities:**

63.1 Without derogating from the generality of the contents of section 60 above, the Head of the Academic Unit will be responsible:

- For the implementation and operation of decisions of the authorized academic and administrative authorities of the faculty and the University on academic, administrative and economic matters relevant to the unit.
- For the operation and implementation of the decisions of the council of the unit and its committees.

63.2 The Head of the Academic Unit will fulfill functions of control, reporting and evaluation on academic-research, administrative and economic subjects, and shall report the results of his examination to the Dean of the Faculty.

64. The Head of an Academic Unit shall represent the academic unit vis-a-vis the faculty and vis-a-vis the University.

65. **Time of establishment of the search committees:**

The time of establishment of each search committee of those mentioned in this chapter (“Heads of Academic Units”) for purposes of the appointment of a head of an academic unit (including a small academic unit and including academic units that are part of a school) will be not later than three months before the date of termination of the term of office of the outgoing head of the academic unit.

**66. Removal of Head of an Academic Unit from his position:**

**66.1 Removal of Head of an Academic Unit from his position:**

The President and the Rector, by joint decision, will be entitled to remove the Head of an Academic Unit from his position:

- On a request by the Dean of the Faculty, or –
- On an application signed by thirty-three percent (33%) of the full professors of the academic unit.

**66.2 Removal of Head of Small Academic Unit from his position:**

The President and the Rector, by joint decision, will be entitled to remove the Head of a Small Academic Unit from his position:

- On a request by the Dean of the Faculty, or –
- On an application signed by thirty-three percent (33%) of the council of the small academic unit.

If there is no council of the academic unit, on an application signed by thirty-three percent (33%) of the tenured academic staff members of the unit.

**66.3 In academic units which are part of a school, the President and the Rector shall be entitled, by joint decision, to remove the head of the unit from his position:**

- On an application by the head of the school, in consultation with the dean, or –
- On an application signed by thirty-three percent (33%) of the full professors of the academic unit.

**66.4 In small academic units which are part of a school, the President and the Rector shall be entitled, by joint decision, to remove the head of the unit from his position:**

- On an application by the head of the school, in consultation with the dean, or –
- On an application signed by thirty-three percent (33%) of the academic unit council.
- In the absence of a council for the academic unit, on an application signed by thirty three percent (33%) of the tenured academic staff members of the unit.

### **ADDITIONAL OFFICE BEARERS**

**67. The Director-General:**

**67.1 The candidate for the post of Director-General shall be proposed to the Executive Council by the President.**

Where the President's proposal is approved by the Executive Council, the Director-General shall be appointed by the President.

The Director-General must be a person having clear and outstanding managerial capabilities and proven managerial talents and qualifications.

**67.2 Powers and authorities of the Director-General:**



- To assist the President on all administrative and financial matters, and on any other administrative matter that may be imposed on him by the President.
- To appoint, with the approval of the President and the Executive Council, the managers of the administrative divisions.

**67.3. Removal of Director-General from his position:**  
(19.5.2016)

The President shall be entitled to terminate the term of office of the Director-General at any time, subject to approval of the Executive Council.

**68. Vice President for Research and Development:**

68.1 The candidate for the post of Vice President for Research and Development shall be a senior member of the academia, holding the rank of a full professor, renowned in his academic field, from amongst members of the academic staff of the University.

68.2 The candidate for the post of Vice President for Research and Development shall be proposed by the President, after consultation with the Rector and shall be presented to the Senate. The President's proposal shall be presented to the Executive Council for approval.

Where the President's proposal has been approved by the Executive Council, the Vice President for Research and Development shall be appointed by the President.

68.3 The Vice President for Research and Development shall act in coordination with the Rector.

**68.4 Powers and authorities of the Vice President for Research and Development:**

68.4.1 Assistance to the President and to the Rector on subjects pertaining to the advancement, conduct and development of research at the University, which shall include:

- Finding and structuring of new fields of research.
- Formulation of proposals for research and planning frameworks and centers, performance and establishment of research infrastructure.
- Maintaining contact with external funds and external institutions in Israel and abroad.
- Any other duty that may be imposed on him by the President, in consultation with the Rector.

68.4.2 Subject to the administrative employment agreements, the Vice President for Research and Development shall, with the approval of the President and the

Executive Council, appoint a director of the research authority, and will be responsible for the operation and functioning thereof.

68.5 The Vice President for Research and Development shall be appointed for a term of office of 5 years.

At the end of the first term of office, the Vice President for Research and Development shall be eligible for re-appointment of one additional term of office of five (5) years, provided that the appointment for the second term of office shall follow the same appointment procedures that applied regarding the first term of office.

Notwithstanding the above, in case the President's term of office is terminated for any reason during the Vice President for Research and Development's term of office, then the next President will have the right to terminate the term of office of the current Vice President for Research and Development, even prior to its completion, and to appoint another Vice President for Research and Development – according to the process of appointment as mentioned above. In such case, the termination of office of the outgoing Vice President for Research and Development shall not be considered as a 'Removal from position'.

**68.6 Removal of the Vice President for Research and Development from his office:**

Removal of the Vice President for Research and Development from his office may be possible in one of the following cases:

- (19.5.2016)  
The President may be entitled to end the term of office of the Vice President of Research and Development, at any time, subject to the approval of the Executive Council.
- Two thirds (2/3) of the members of the Senate will be entitled to apply to the Chairperson of the Executive Council with the request to remove the Vice President for Research and Development from his office. A decision by the Executive Council shall require a majority of two thirds (2/3) of its members.

69. (9.5.2010)

**69.1 Vice President for Public Affairs:**

69.1.1 The candidate for the post of Vice President for Public Affairs shall be proposed to the Executive Council by the President.

Where the President's proposal has been approved by the Executive Council, the Vice President for Public Affairs shall be appointed to this position by the President.

**69.1.2 The powers and authorities of the Vice President for Public Affairs:**

- 69.1.2.1 Assistance to the President in matters of raising of donations and contributions, including setting up contacts with donors and with friends of the University.
- 69.1.2.2 Assistance to the President in the establishment of associations of friends of the University in Israel and abroad, and monitoring the operations thereof.
- 69.1.2.3 Assistance to the President on all aspects pertaining to overseas public relations of the University, including the organizing of functions, contacts with the press, public relations, and any other duty that may be imposed on him by the President.

**69.2 Vice Presidents:**  
(9.5.2010)

The President shall be entitled to propose to the Executive Council the appointment of up to two (2) additional Vice Presidents, in addition to those mentioned in sections 68 and 69.1 above.

- 69.2.1 Should the President propose to appoint additional Vice Presidents, such proposal shall be presented to the Executive Council. The President's proposal shall elucidate the nature of the position and the powers and authorities attached thereto.
- 69.2.2 Should the Executive council approve the appointment of additional Vice Presidents by a majority of its members, the President shall recommend a candidate for the position to the Executive Council.

The President's recommendation shall be accepted if the Executive Council has approved it by a majority of its members.

**69.3 Removal of the Vice President for Public Affairs and/or the additional Vice Presidents from their position:**  
(9.5.2010)  
(19.5.2016)

The President shall be entitled to terminate the term of office of the Vice President for Public Affairs and/or of any of the additional Vice Presidents, mentioned in section 69.2, at any time, subject to the approval of the Executive Council.

## **GENERAL PROVISIONS**

- 70. The Hebrew version of this Constitution shall be deemed to be the binding version.
- 71. Anything in this Constitution stated in the masculine gender shall also include the feminine.

72. The academic and administrative officers shall exercise the powers conferred on them by way of mutual cooperation.

73. (19.5.2009)

Every one of the office-bearers referred to in this Constitution as well as every member of the Executive Council owes a fiduciary duty to the University, shall act in good faith and in its best interest, including:

- shall refrain from any action that might involve a conflict of interest between fulfilling his functions at the University and the fulfillment of his other functions or his personal affairs;
- shall refrain from any action which might constitute competition with the activities of the University;
- shall refrain from exploiting a business opportunity of the University with the aim of achieving a personal benefit for himself or for another person;
- shall disclose to the University all information and shall deliver to it every document pertaining to its affairs that comes into his possession by virtue of his position at the University;

Nothing in the foregoing shall prevent an office-bearer from maintaining a fiduciary duty to any other person.

### **73A. Insurance of Office Bearer**

(19.5.2016)

73A.1 The University may insure the liability of an office bearer in the University, to the fullest extent permitted by law.

73A.2 Without derogating from the aforesaid, the University may enter into an insurance contract and/or arrange and pay all premiums in respect of an insurance contract, for the insurance of the liability of an office bearer in the University, resulting directly or indirectly from an action or inaction by him (or together with other office bearers or other officers of the University) in his capacity as an office bearer in the University, for any of the following:

- (1) The breach of the duty of care toward the University or toward any other person;
- (2) The breach of the duty of loyalty toward the University provided the Office bearer has acted in good faith and had reasonable grounds to assume that the action would not harm the University;
- (3) A financial liability imposed on him in favor of another person; and
- (4) Any other matter in respect of which it is permitted or will be permitted under law to insure the liability of an Office bearer in the University.

73A.3 The entry into an insurance contract for the insurance of the liability of an office bearer in the University and the scope of such insurance shall require the approval of the Executive Council, without approval of the Board of Governors (or the Audit Committee).

### 73B Indemnification of Office bearers

(19.5.2016)

73B.1 The University may indemnify an office bearer in the University to the fullest extent permitted by law. Without derogating from the aforesaid, the University may indemnify an office bearer in the University as specified in Articles 73B.2 through 73B.5 below.

73B.2 The University may indemnify an office bearer liability or expense he incurs or is imposed on him as a result of an action or inaction by him in his capacity as an office bearer in the University, for any of the following:

- (1) Any financial liability he incurs or is imposed on him in favor of another person in accordance with a judgment, including a judgment given in a settlement or a judgment of an arbitrator, approved by an authorized court.
- (2) Reasonable legal expenses, including attorney fees, incurred by the Office bearer or which he was ordered to pay by an authorized court, in the context of a proceeding filed against him by the University or on its behalf or by a third party, or in a criminal proceeding in which he was acquitted, or in a criminal proceeding in which he was convicted of an offense which does not require criminal intent.
- (3) Reasonable legal expenses, including attorney fees, incurred by the office bearer due to such investigation or proceeding conducted against him by an authority authorized to conduct an investigation or proceeding, and which was ended without filing an indictment against him and without the imposition of a financial liability as a substitute for a criminal proceeding, or that was ended without filing an indictment against him but for which he was subject to a financial liability as a substitute for a criminal proceeding relating to an offense which does not require criminal intent, within the meaning of the relevant terms under the law, or in connection with a financial sanction (“itzum caspi”), as these terms are defined in the Companies Law under article 260(A)(1A).
- (4) Any other liability or expense in respect of which it is permitted or will be permitted under law to indemnify an office bearer in the University.

### 73B.3 Indemnification in Advance

(19.5.2016)

The University may undertake in advance to indemnify an office bearer of the University in respect of the following matters:

- (1) Matters as detailed in section 73B.2.(1) provided, however, that the undertaking to indemnify is restricted to events which in the opinion of the Executive

Council are anticipated in light of the University's activities at the time of granting the obligation to indemnify, and is limited to a sum or measurement determined by the Executive Council to be reasonable in the circumstances or, in the case of indemnification of a member of the Executive Council, to events and to a sum or measurement determined by the Audit Committee to be reasonable in the circumstances. The undertaking to indemnify shall specify the events that, in the opinion of the Executive Council (or the Audit Committee, as the case may be) are expected in light of the University's actual activity at the time of grant of the indemnification and the sum or measurement which the Executive Council (or the Audit Committee, as the case may be) determined to be reasonable under the circumstances .

- (2) Matters as detailed in section 73B.2(2) to 73B.2(4) (inclusive).
- (3) Any other matter permitted by law.

#### 73B.4 **Indemnification after the Fact**

(19.5.2016)

The University may indemnify an office bearer in the University for any and all kinds of events, retrospectively, subject to any applicable law.

#### 73B.5 (19.5.2016)

Indemnification of an Office bearer (in advance or after the fact) and the scope of such indemnification shall require the approval of the Executive Council or, in the case of indemnification of a member of the Executive Council, the approval of the Audit Committee.

#### 73C. (19.5.2016)

Notwithstanding sections 73A and 73B, the University may not insure the liability or indemnify an Office bearer for his liability including for:

- (1) a breach of duty of loyalty towards the University, except as provided in section 73A.2(2) above.
- (2) a breach of duty of care done intentionally or recklessly ("*pezizut*") except for negligence;
- (3) an act intended to unlawfully yield a personal profit;
- (4) a fine, civil fine ("*knass ezrahi*"), financial sanction ("*Itzum Caspi*"), or a penalty ("*kofer*") imposed upon the office bearer.

## 73D. (19.5.2016)

The provisions of Sections 73A-73C do not derogate from, or restrict in any way, the University in connection with the release (*ptor*), insurance or indemnification of any one who is not an office bearer including, without limitation, employees, contractors, advisors or any other person. A resolution to act as aforesaid, requires the approvals under section 73B.5 above.

74. In every case that a person is elected to an office for a defined period of time under this Constitution, he shall continue to serve in his office even beyond such period of time, until a replacement for him has been duly elected.
75. Unless otherwise stated, the resolution of any of the bodies mentioned in this Constitution shall be passed by a majority of the persons participating in the vote.
76. The legal committee of the Board of Governors will be empowered to interpret this Constitution. The decisions of the committee on the subject will bind all the organs of the University and the office-bearers therein.
77. The date of establishment of any Search Committee referred to in this Constitution, for purposes of the appointment of an office bearer, shall be a reasonable time but not less than 3 months before the end of the term of office of the outgoing office bearer, unless otherwise stated in this Constitution.
78. No persons who hold administrative and academic administrative positions shall serve on the Search Committee, unless otherwise expressly stipulated in this Constitution.
79. If any officer mentioned in the Constitution is a candidate for an appointment, he shall not participate in the vote to approve his nomination. In such circumstances, the candidate shall not be included in the required quorum for approving the appointment.

80. **Removal of office-bearers from their positions:**

(9.5.2010)

(19.5.2016)

- 80.1 The removal from office of office-bearers shall be done in accordance with the provisions of the Constitution and in terms of the law.
- 80.2 If the candidate for removal from office heads the body considering the removal from office, such office-bearer shall not conduct the meeting, and a substitute shall be appointed in his stead for purposes of the deliberations on this subject of removal from office.
- 80.3 In a proceeding for the removal from office of an office-bearer, the office-bearer shall not take part in the discussions and deliberations, but he will be given "a right of hearing" before the body considering his removal from office, before a decision is taken.

**80A. Dissolution**  
(3.5.18)

In the event of the dissolution of the University or the permanent cessation of its operations, all the University's assets, after payment of debts and obligations, will be transferred to a Public Institution, as defined in section 9(2) of the Tax Ordinance [New Version], which should be an Institution of Higher Education, as defined in The Council of Higher Education Act of 1958.

Such Institution's identity will be determined on the recommendation of the Board of Governors and the approval of the Planning and Budgeting Committee of the Council of Higher Education.

### **TRANSITIONAL PROVISIONS**

81. The provisions of this Constitution will come into force commencing from the date of the approval thereof by the Board of Governors, unless otherwise stated below in the transitional provisions.
- 81A. (19.5.2016)  
The Chairperson of the Board of Governors shall serve as Chairperson of the Search Committee for the first Chairperson of the Executive Council in accordance with the provisions of this Constitution.
- 81B. (19.5.2016)  
The Board of Governors shall have the power and authority to elect the public representatives to the Search Committee for the appointment of the Chairperson of the first Executive Council, and to the Search Committee for the appointment of public representatives to the first Executive Council.
82. Upon termination of the term of office of the Chairperson of the Board of Governors, the President and the Rector, who hold office at the date of approval of this Constitution, a new Chairperson of the Board of Governors, President and Rector will be appointed in accordance with the provisions of this Constitution.
83. The Vice President for Research and Development shall be appointed in accordance with the provisions of this Constitution by the President holding office at the time of approval of this Constitution, at the end of the term of office of the incumbent Rector at the time of approval of this Constitution.
84. Upon termination of the term of office of every incumbent Dean of a Faculty, the next Dean will be appointed in accordance with the provisions of this Constitution.



85. Upon termination of the term of office of every Head of an Academic Unit and Head of the Small Academic Unit, the Head of the Academic Unit and the Head of the Small Academic Unit will be appointed in accordance with the provisions of this Constitution.

86. (16.5.2007)

The term of office of any office bearer who is mentioned in the Constitution (such as the President, Rector, Vice Rector Deans, Dean of Students, and Heads of Academic Units), who were elected according to the provisions of the former Constitution or not in terms of this Constitution, shall terminate at the time determined on his appointment.

An office bearer in the above mentioned case will not be eligible to be appointed to the same position immediately after termination of his term of office until the relevant period of at least one term of office, according to this Constitution, has elapsed.

Notwithstanding the above, an office bearer as mentioned above, whose term of office terminated in terms of the former Constitution, could be eligible for reelection or reappointment for the same office, for the term of office as set out in this Constitution, provided that there are special justifications for such appointment which shall be put in writing by the authority who elected or appointed the said office bearer for the said term of office.

87. The University's existing regulations will be construed and applied in a manner that is consistent with this Constitution.

88. The removal of office bearers from their positions shall be done in accordance with the contents of this Constitution, even if they were elected in accordance with the provisions of the previous constitution and/or the University's regulations which preceded this Constitution.

89. (9.5.2010)

Sections 17.4, 17.5, 17.6 and 26 of the University's Constitution shall be transferred to the Senate constitution, but shall remain in force until the approval by the Senate of its constitution (which shall include these sections).

90. (9.5.2010)

Section 31.2 (including all its subsections) was transferred from its original place in this Constitution to the Transitional Provisions Chapter as follows:

**The first Executive Council:**

**90.1 Appointment of the first Chairperson of the Executive Council:**

For purposes of appointing the first Chairperson of the Executive Council, who shall be an Israeli resident, a special Nominations Committee of five (5) members shall be established, the composition of which shall be as follows:

- Chairperson of the Board of Governors who shall serve as chairperson of the committee.
- Two representatives of the public who shall be appointed by the Board of Governors.

- Two Senate representatives who shall be appointed by the President and the Rector from amongst the Senate representatives in the Steering Committee.

90.2 The special Nominations Committee shall appoint the first Chairperson of the Executive Council by a simple majority of its members.

- The first Chairperson of the Executive Council shall be appointed by the aforesaid committee for a term of office of four (4) years.
- The Executive Council shall be entitled, by a majority of votes of its members, to extend the term of office of the first Chairperson of the Executive Council for one additional term of office of four (4) years.
- In such case the Chairperson of the Executive Council shall not participate in the vote for continuing his term of office. In such circumstances the number of voting members of the Executive Council will be deemed to be ten (10).

90.3 **Appointment of public figures as members of the Executive Council on the first Executive Council:**

For purposes of appointing five (5) public figures as members of the first Executive Council, a special Nominations Committee of five (5) members shall be established, the composition of which shall be as follows:

- The first Chairperson of the Executive Council appointed as aforesaid, who shall serve as chairperson of the committee.
- Two Senate representatives who shall be appointed by the President and the Rector from amongst the Senate representatives on the Steering Committee.
- Two representatives of the public, who shall be appointed by the Board of Governors.

The aforesaid Nominations Committee shall, by a simple majority of its members, appoint the first five public figures who will hold office as members of the first Executive Council.

90.4 **The term of office of the public figures on the first Executive Council:**

The special Nominations Committee mentioned in section 31.2.2 above shall also specify the term of office of each of the public figures on the first Executive Council, provided that:

- The term of office of each of the public figures shall be up to a period of four (4) years.
- The term of office of each of the public figures shall be set in such manner that not more than two members shall retire or be eligible for re-election in each year.

- Where the first term of office of any of the public figures mentioned above on the first Executive Council has ended, the remaining members of the Executive Council will be entitled to extend his term of office as aforesaid for one additional term of office of four (4) years.
- Should any of the members of the Executive Council be a candidate for a second term of office, he shall not participate in the vote for continuing his term of office. In such circumstances the number of voting members of the Executive Council will be deemed to be ten (10).

**90.5 Election of Senate representatives to the first Executive Council and their term of office:**

- The Senate representatives to the first Executive Council shall be elected by the Senate as stated in section 27 of this Constitution.
- The term of office of the Senate representatives on the first Executive Council shall be for a period four (4) years.
- Where the first term of office of any of the Senate representatives on the first Executive Council has ended, the Senate may extend the term of office for one additional period of four (4) years.

91. (9.5.2010)

The chapter dealing with Heads of Academic Units (Sections 59-66) to this Constitution shall be transferred to the Senate Constitution but shall remain in force in this Constitution until the approval of its transfer to the Senate Constitution.

*(Constitution 2018)*

*(23/5/18)*