

## II

*(Information)*INFORMATION FROM EUROPEAN UNION INSTITUTIONS, BODIES, OFFICES  
AND AGENCIES

## EUROPEAN COMMISSION

**Statutes of the European Multidisciplinary Seafloor and Water Column Observatory — European  
Research Infrastructure Consortium (EMSO ERIC)**

(2016/C 363/01)

**PREAMBLE**

Ireland

The Hellenic Republic

The Kingdom of Spain

The French Republic

The Italian Republic

The Portuguese Republic

Romania

The United Kingdom of Great Britain and Northern Ireland

Hereinafter referred to as 'the Members',

WHEREAS the Members desire to coordinate long-term monitoring of environmental processes using a European-scale distributed Research Infrastructure consisting of ocean observatories and platforms capable of collecting and transmitting data autonomously, to be known as the European Multidisciplinary Seafloor and Water Column Observatory (EMSO);

WHEREAS the Members aim to underpin research on the interaction between the geosphere, biosphere, and hydrosphere;

WHEREAS the Members aim to contribute to the understanding of the complex interplay between hydrosphere, biosphere and geosphere and how these are related to climate change, marine ecosystems dynamics and geo-hazards;

CONSIDERING that the Members seek to stimulate and improve scientific excellence in interdisciplinary themes including:

- Natural and anthropogenic change;
- Interactions between ecosystem services, biodiversity, biogeochemistry, physics and climate change;
- Impacts of habitat destruction and pollution on ecosystems and their services;
- Impacts of exploration and extraction of energy, minerals, and living resources;
- Geo-hazard early warning capability for earthquakes, tsunamis, gas hydrate release, slope instability and failure;
- Delivering scientific outcomes to stakeholders and policy makers in support to the development and implementation of EU marine and maritime policies; and
- Promoting the development of new technologies and innovation in ocean monitoring and climate change mitigation measures;

EMPHASISING the Members' commitment to the Charter of Fundamental Rights of the European Union as proclaimed by the European Parliament, the Council and European Commission in Nice in December 2000 and to the European and national data protection legislation;

WHEREAS the Members request the European Commission to set up, under the Council Regulation (EC) No 723/2009 of 25 June 2009, EMSO as a European Research Infrastructure Consortium (ERIC) legal entity, (hereinafter referred to as 'EMSO ERIC'), which will form part of the sub-sea segment of Copernicus and GEOSS (Global Earth Observation System of Systems) and will contribute to the implementation of Directive 2008/56/EC of The European Parliament and of the Council of 17 June 2008 establishing a framework for community action in the field of marine environmental policy (Marine Strategy Framework Directive);

HAVE AGREED AS FOLLOWS:

#### CHAPTER 1

#### GENERAL PROVISIONS

##### Article 1

#### **Name, seat and working language**

1. A European Multidisciplinary Seafloor and Water Column Observatory — European Research Infrastructure Consortium (EMSO ERIC) is set up under Regulation (EC) No 723/2009.
2. The statutory seat of EMSO ERIC shall be in Rome on the territory of the Italian Republic, hereinafter referred to as the 'Host Member'.
3. The working language of EMSO ERIC shall be English. Where required, the official language of the EMSO ERIC Host Member will be used in communications with the Host Member.

##### Article 2

#### **Objectives**

1. EMSO ERIC shall establish, coordinate, facilitate and optimise the use of pan-European facilities and sea operation resources in order to ensure maximum benefit to the ocean observation community. It shall optimise access to ocean observatory infrastructures and data. It shall coordinate and manage contributions in goods, staff secondment, in-kind contributions and monetary contributions. EMSO ERIC shall integrate the existing fixed-point ocean observatories around Europe, to help coordinate the extension and upgrading of these facilities and to facilitate the planning and deployment of new ones.
2. EMSO ERIC shall be devoted to deep-sea processes and water column investigation and shall collaborate and complement shallow-water observation initiatives. EMSO ERIC shall make and sustain connections with international initiatives relevant to ocean observation. EMSO ERIC shall promote cooperation in these areas. EMSO ERIC shall stimulate and support the development of advanced technologies for *in-situ* ocean monitoring, pursuing the need to achieve sustainable management and protection of marine resources.
3. EMSO ERIC shall operate on a non-economic basis. However, EMSO ERIC may carry out limited economic activities, provided they are closely related to its principal tasks and that they do not jeopardise the achievement thereof. Any income generated by these limited economic activities shall be used by EMSO ERIC to further its purpose.

##### Article 3

#### **Tasks and activities**

1. EMSO Infrastructure shall mean the facilities owned by EMSO ERIC together with all facilities made available to EMSO ERIC by the Members for undertaking the EMSO Programme.
2. EMSO Programme shall mean the activities carried out by the Members pursuant to the objectives of EMSO ERIC.
3. The tasks of EMSO ERIC shall be as follows:
  - a) the development and provision of the facilities owned by EMSO ERIC together with all facilities made available to EMSO ERIC by the Members for undertaking activities carried out by the Members to achieve the objectives of EMSO ERIC at European level to allow scientific communities and other interested stakeholders to access the data and facilities of ocean observatories throughout Europe;

- b) the management of the existing fixed point deep-sea floor and fixed point water column observatories around Europe to contribute to EMSO ERIC for agreed periods of time for use by EMSO ERIC, including access by qualified European and international scientific communities;
- c) the coordination and support of the activities of existing fixed point deep-sea floor and fixed-point water column observatories around Europe, promoting the continuity and quality of time series and reliable data management;
- d) the provision and rationalisation of access to EMSO ERIC infrastructure by qualified European and international scientific communities, whose projects shall be evaluated for such purpose;
- e) the support to the leadership of Europe in marine technologies and the sustainable use of marine resources, through partnership with industries and other relevant stakeholders;
- f) the integration of research, training, and information dissemination activities. EMSO ERIC shall be the central point of contact for research, training, education and dissemination activities for ocean observatories in Europe in order to enable scientists and other interested stakeholders to make efficient use of ocean observatories around Europe;
- g) the establishment of connections with international initiatives relevant to open ocean observation, to act as a representative of Europe in these fields in other parts of the world to set up and to promote international cooperation in these fields and;
- h) the synchronisation of investment and operational funds, in a way to optimise national, European and international resources.

4. In carrying out the tasks of EMSO ERIC, it shall:

- a) ensure the high-quality of its scientific services by:
  - i. defining an overall scientific strategy through the adoption of a periodically updated Long-term Strategic Plan;
  - ii. outlining future scientific developments and assessing the achievement of scientific objectives;
  - iii. evaluating experiments proposed by users;
  - iv. reviewing site scientific objectives; and
  - v. managing the communication with scientific and other users.
- b) enable access to the EMSO infrastructure, which shall include:
  - i. establishing selection criteria for access that shall be developed in accordance with the advice of the relevant scientific user community;
  - ii. managing integrated access to ocean observatories around Europe;
  - iii. managing standardisation issues and defining guidelines for calibration and registration of instruments according to pre-defined requirements;
  - iv. working to enable long-term data series acquisition on the deep-sea floor and throughout the water column; and
  - v. coordinating the storage and use of data for scientific research as well as the timely delivery of data for use in geo-hazard early warning and operational oceanography.
- c) build capacity in order to foster the coordinated training of scientists, engineers and users.
- d) act as an advocate of the science community involved in ocean observation.
- e) promote innovation and transfer of knowledge and technology, providing services and engage in partnerships with industry.
- f) carry out any other activities necessary for accomplishing the tasks of EMSO ERIC.

## CHAPTER 2

**MEMBERSHIP***Article 4***Membership and admission of new Members**

1. Membership of EMSO ERIC shall be open to the following entities, who have agreed to these Statutes:
  - a) Member States of the Union;
  - b) Associated Countries;
  - c) third countries other than Associated Countries;
  - d) intergovernmental organisations.
2. EMSO ERIC is comprised of Members and Observers. They shall be bound by rules adopted to implement specific areas of these Statutes, hereinafter referred to as Implementing Rules.
3. Without prejudice to the provisions of these Statutes, Implementing Rules, decisions of the Assembly of Members or applicable laws, the Members:
  - a) shall participate in the activities of EMSO ERIC, notably in its Assembly of Members meetings, with the right to vote;
  - b) shall elect and be elected for the bodies of EMSO ERIC through their representatives;
  - c) may propose the admission of new Members or Observers, subject to the approval of the Assembly of Members;
  - d) may examine the accounts, documents and books concerning the activities of EMSO ERIC, as well as request and obtain information on the development of such activities from the Executive Committee of EMSO ERIC; and
  - e) may withdraw from EMSO ERIC, on the terms set out in these Statutes.
4. Any country being a Member of EMSO ERIC may be represented by a public entity, including regions or private entities with a public service mission, as regards the exercise of specified rights and the discharge of specified obligations as a Member of EMSO ERIC.
5. A Member of EMSO ERIC willing to be represented in accordance with the previous paragraph 4 may appoint its representing entity according to its own rules and procedures. This Member shall inform the Assembly of Members in writing of any change to the representing entity, termination of its mandate or of any change to the specific rights and obligations delegated to the representing entity.
6. The Director-General shall maintain at the disposal of EMSO ERIC Members a list of the current representing entities and of the specific rights and obligations that have been delegated to them.
7. The founding Members of EMSO ERIC are listed in Annex 1. The list of Members shall be updated by the Director-General.
8. EMSO ERIC shall at all times have a Member State and two other countries that are either Member States or associated countries as Members. The Member States and associated countries, who are Members, shall jointly hold the majority of votes in the Assembly of Members. If at any time there are only three Members of EMSO ERIC, who are Member States or Associated Countries and one of those Member States or Associated Countries serves notice of intention to withdraw from EMSO ERIC pursuant to Article 6, then EMSO ERIC shall be wound up in accordance with Article 29.
9. If at any time the withdrawal of one or more Member States or associated countries results in the Member States or associated countries ceasing to jointly hold the majority of votes in the Assembly of Members, then EMSO ERIC shall be wound up in accordance with Article 29 unless the Assembly of Members establishes specific rules to ensure that the Member States and associated countries hold jointly the majority of voting rights.
10. Entities as listed in Article 4(1) wishing to become a Member of EMSO ERIC shall issue a written application in English to the Chair of the Assembly of Members to be admitted as a Member not later than two months prior to the next meeting of the Assembly of Members.
11. Before a decision of admittance is formally taken by the Assembly of Members, a dialogue process shall be established between the applicant and at least three Members of EMSO ERIC, appointed by the Executive Committee, in order to establish the applicant's ability to contribute to EMSO ERIC.

12. The Chair of the Assembly of Members shall inform the applicant in writing about admittance or refusal.

Any new Member of EMSO ERIC shall recognise that EMSO ERIC shall have legal personality and the most extensive legal capacity accorded to legal entities under the law of that Member State and that it shall be subject to the Statutes and Implementing Rules.

#### Article 5

##### **Observers and admission of new Observers**

1. An entity referred to in Article 4(1) may qualify as an Observer for a time period determined by a decision of the Assembly of Members.

2. Observers shall have the right to attend and participate, without voting rights, in the Assembly of Members' meetings and in other bodies of EMSO ERIC according to the conditions decided by the Assembly of Members. The rights and obligations of the Observers defined in the Statutes and/or the Implementing Rules may be amended without their consent.

3. Any country which is an Observer of EMSO ERIC may be represented by a public entity, including regions or private entities with a public service mission, as regards the exercise of specified rights and the discharge of specified obligations of that Observer. An Observer shall inform in writing the Chair of the Assembly of Members of any change regarding the representing entity.

4. The Observers of EMSO ERIC are listed in Annex 2. This list shall be kept up to date by the Director-General.

5. Member States, associated countries, third countries other than associated countries and intergovernmental organisations wishing to become an Observer of EMSO ERIC shall issue a written request in English to be admitted as an Observer to the Chair of the Assembly of Members not later than two months prior to the next meeting of the Assembly of Members.

6. The Chair of the Assembly of Members shall inform the applicant in writing about admittance and the conditions attached to it or refusal. Any Observer of EMSO ERIC shall recognise that EMSO ERIC shall have legal personality and capacity and that it shall be subject to the Statutes and their Implementing Rules.

#### Article 6

##### **Withdrawal of Members and Observers**

1. Any Member or Observer of EMSO ERIC may withdraw two years after the initial Set-up Phase has been completed, at the end of each Financial Year from EMSO ERIC by written notice sent to the Chair of the Assembly of Members not later than one year in advance of the date of the proposed withdrawal.

2. The Assembly of Members shall record in writing the withdrawal of a Member or an Observer and its consequences for EMSO ERIC.

3. A Member or Observer of EMSO ERIC who, in whatever manner, ceases to be a Member or Observer of EMSO ERIC, is not entitled to claim back the Contributions that it has provided to EMSO ERIC and shall remain liable to make all the Contributions that were due while it was a Member or Observer of EMSO ERIC.

4. The Assembly of Members shall determine if the withdrawing Member or Observer is entitled to any sum upon withdrawal. If the Member or Observer is so entitled, the Assembly of Members shall determine the value of the rights and obligations of such Member or Observer as they stand at the date on which such Member or Observer ceases to be part of EMSO ERIC.

5. In no event shall a Member's or an Observer's entitlement upon withdrawal exceed the Contributions made by that Member or Observer in the previous five years.

#### Article 7

##### **Termination of membership or Observer status**

1. The membership or the Observer status may be terminated if the Member or the Observer is in serious breach of one or more of its obligations under these Statutes and has failed to rectify such breach within 30 days of having received written notice, or if it causes, or threatens to cause, a serious disruption in the operation of EMSO ERIC as determined by the Assembly of Members.

2. A decision to terminate the membership or the Observer status shall be taken by the Assembly of Members after the relevant Member or Observer has been given an opportunity to contest such decision and to present its position to the Assembly of Members.
3. The Assembly of Members shall determine if the Member or Observer is entitled to any sum upon termination under the same rules and procedures of Article 6.

### CHAPTER 3

#### RIGHTS AND OBLIGATIONS OF THE MEMBERS

##### Article 8

##### **Voting rights**

Each Member of EMSO ERIC shall have a single vote in the Assembly of Members.

##### Article 9

##### **Contributions**

1. The Members shall make Contributions to EMSO ERIC in order to provide the resources necessary to achieve the objectives of EMSO ERIC and to ensure its financial sustainability. The Contributions of the Members to EMSO ERIC may be grouped into (i) monetary contributions; and (ii) in-kind Contributions.
2. The initial monetary contribution of Members to EMSO ERIC shall be as established in Annex 3 and 4. After year 3 of EMSO ERIC operation, the minimum contribution to be made by each Member in each year of operation shall be established annually at the Assembly of Members with 2 year's advance notice; *i.e.* decisions taken in year *n* shall apply to year *n*+2. This shall be without prejudice to the initial contributions of Members during the initial Set-up Phase. Preliminary estimated contributions for years 4 and 5 are provided in Annex 3, based on the assumption of flat funding, which will need to be revisited to ensure sustainability.
3. Each Observer shall make an annual monetary contribution to EMSO ERIC. The initial monetary contribution of Observers shall be as established in Annex 3. After year 3 of EMSO ERIC operation, the minimum contribution to be made by each Observer in each year of operation shall be established annually by the Assembly of Members with 2 years' advance notice (*i.e.* decisions taken in year *n* apply to year *n*+2). This is without prejudice to the initial contributions of the Observers. Preliminary estimated contributions for years 4 and 5 are provided at Annex 3, based on the assumption of flat funding, which will need to be revisited to ensure sustainability.
4. The monetary contributions shall be made in euro (EUR). Where the euro is not the currency used in the Member's country of origin, the currency shall be converted into euro using the euro Foreign Exchange Reference Rates published by the European Central Bank in Frankfurt/Main, Germany at 11 a.m. (local time) of the first day of the calendar year.
5. The Assembly of Members shall, at the start of each financial year as set out in Article 17(1), evaluate the monetary value of the in-kind contributions provided by each Member during the previous year to EMSO ERIC, based on the evaluation criteria set out in the Implementing Rules. The monetary value of the in-kind contribution shall be expressed in euro.
6. The values assigned to in-kind contributions shall be agreed by the Assembly of Members, based on the recommendations made by the Director-General. These shall be added to the amount of the monetary contributions provided during the same period of time, in order to calculate (i) the total amount of monetary and in-kind contributions provided during the year in question; and (ii) the specific proportions contributed by each Member to the total amount of contributions.
7. Ownership of in-kind Contributions shall be agreed in a specific agreement to be concluded between the Member or Observer concerned and EMSO ERIC pursuant to a decision by the Assembly of Members.

##### Article 10

##### **Liability and insurance**

1. EMSO ERIC shall be liable for its debts.
2. The Members' liability for EMSO ERIC's debts, shall be limited to the value of each Member's contribution.
3. EMSO ERIC shall take out and maintain appropriate insurance to cover any risk relating to the construction and operation of EMSO ERIC.

## CHAPTER 4

## MANAGEMENT AND GOVERNANCE OF EMSO ERIC

## Article 11

**Governing bodies and operational level**

1. The governance structure of EMSO ERIC shall comprise the following bodies:
  - a) the Assembly of Members;
  - b) the Executive Committee;
  - c) the Director-General; and
  - d) the Scientific, Technical and Ethics Advisory Committee.
2. In order to meet specific needs, the Assembly of Members may create Advisory Bodies in order to advise the Assembly of Members. The Scientific, Technical and Ethics Advisory Committee shall be established as set out in Article 15. Additional Advisory Bodies shall be established by a decision of the Assembly of Members.
3. The operational activities of EMSO ERIC shall be carried out through Regional Teams, meaning teams composed of staff belonging to one or more regional scientific institutions, which may be located in one or more countries.
4. The Regional Teams shall be in charge of operating the Regional Facilities, meaning EMSO ERIC facilities (composed of the observatory infrastructure, instrumentation and hardware, and other resources and services) in a particular region.
5. The service function shall be carried out by Service Groups, meaning distributed organisational units located in one or more countries that are tasked with specific activities of transversal interest (e.g., engineering, communication, outreach).
6. The Regional Teams and Service Groups shall be established by the Assembly of Members and shall be represented in the Executive Committee.

## Article 12

**The Assembly of Members**

1. The Assembly of Members shall be the highest decision-making body of EMSO ERIC and shall be composed of delegates of all the Members duly authorised for such purpose through a letter addressed to the Chair of the Assembly of Members. Each delegate may be accompanied by one or more advisers, on the terms that are to be defined in the Implementing Rules. Each delegate shall be appointed for a period of up to 3 years (renewable upon request), rescindable by the relevant Member through a letter addressed to the Chair of the Assembly of Members.
2. The Assembly of Members shall:
  - a) adopt and amend the Implementing Rules, subject to the Statutes as well as Applicable Law;
  - b) approve the report of activities and the annual accounts prepared by the Director-General;
  - c) monitor and review the work of the other bodies of EMSO ERIC;
  - d) decide on Membership in EMSO ERIC including the admission of new Members and Observers and the withdrawal or termination of membership of Members and Observers;
  - e) decide on the minimum annual contribution to be made by each Member and Observer;
  - f) allocate any funds received;
  - g) take decisions about the opening of staff positions or on the designation of seconded personnel;
  - h) appoint and dismiss the Director-General;
  - i) elect and dismiss the Chair and Vice-Chair;
  - j) establish the Scientific, Technical and Ethics Advisory Committee and any other advisory body;

- k) provide strategic guidance to the Director-General;
- l) consider any matters pertaining to EMSO ERIC or its operations addressed by any Member;
- m) approve and adjust the scales of contributions according to Article 9;
- n) decide on the proposals for amendments to the Statutes according to Article 20; as well as
- o) decide on any other subject pursuant to the Statutes and Implementing Rules.

3. The Assembly of Members shall, at its second meeting, adopt the Long-term Strategic Plan, which shall be prepared by the Director-General in consultation with the Executive Committee. The Long-term Strategic Plan shall define the overall scientific strategy for EMSO ERIC. The Assembly of Members shall adopt annual updates to the Long-term Strategic Plan.

4. Each Member of EMSO ERIC shall participate in the meetings of the Assembly of Members and shall vote through one delegate.

5. Meetings of the Assembly of Members shall be quorate if two-thirds of the Members are in attendance at the meeting.

6. Meetings of the Assembly of Members shall either be ordinary or extraordinary meetings. Ordinary meetings shall take place at least twice a year, at times of the year which have been agreed in the Implementing Rules, and one of these meetings shall be no later than two months after the annual accounts of the preceding Financial Year are sent to the Members. All other meetings are extraordinary. The Chair of the Assembly of Members may decide after providing a notice period to the Members of at least 14 days to convene extraordinary meetings at any time, or if she/he receives in writing such a request from the Director-General, or from at least one quarter of the Members.

7. The Assembly of Members shall elect: the Chair of the Assembly of Members, a Vice-Chair and a Secretary from among its Members by a majority of two-thirds of those voting. The Chair and Vice-Chair shall serve terms of three years and neither may serve for more than two consecutive terms.

8. The Chair shall be responsible for directing and conducting each meeting of the Assembly of Members, in accordance with these Statutes, the Implementing Rules and applicable law. The Secretary shall be responsible for assisting the Chair during the course of each meeting and for preparing the minutes of each meeting.

9. In the event that the Chair is unable to attend a meeting of the Assembly of Members, the Vice-Chair shall stand in his/her place. In the event that the Chair and the Vice-Chair are unable to attend a meeting, one of the delegates of the Members attending the meeting shall be appointed by the Assembly of Members for such purpose.

10. Resolutions of the Assembly of Members shall generally be passed by a simple majority of the votes of the Members in attendance, except for those matters that the Statutes or Implementing Rules specify that a resolution must be passed by a two-thirds majority vote of the Members in attendance, which shall include any proposal for amendment to these Statutes, any extension of the duration of EMSO ERIC and the winding-up of EMSO ERIC.

11. Attendance at the meetings of the Assembly of Members shall be restricted to the relevant delegates and advisors of the Members and Observers together with the Executive Committee. Participation of advisors of the Members and Observers may however be prohibited by resolution of the Assembly of Members, on a case-by-case basis.

12. Observers have the right to participate, without voting rights, in the Assembly of Members' meetings.

#### Article 13

#### **The Director-General**

1. The Director-General shall be appointed by the Assembly of Members for a period of up to three years and shall be eligible for re-appointment for one further term. The appointment and dismissal of the Director-General shall be decided by a vote of two-thirds of the members of the Assembly of Members in attendance.

2. The Director-General shall be the Chief Executive Officer and legal representative of EMSO ERIC.

3. The Director-General shall be responsible for the preparation and implementation of the decisions and programmes to be adopted by the Assembly of Members in consultation with the Executive Committee. The Director-General shall be assisted in performing his functions by the staff of the Central Management Office and by the Executive Committee.

4. The Director-General shall prepare the Long-term Strategic Plan, which shall after consultation with the Executive Committee be submitted for adoption by the Assembly of Members at its second meeting. The Long-term Strategic Plan shall be updated on an annual basis.
5. The Director-General shall implement the strategies, decisions and policies adopted by the Assembly of Members and shall:
  - a) supervise the operation of EMSO ERIC;
  - b) ensure collaboration between entities providing EMSO infrastructure;
  - c) submit for adoption annual work programmes of EMSO ERIC that shall include the estimates of resources needed, including staff, the activities to be carried out and the respective human resources management policy;
  - d) implement the annual budget;
  - e) prepare other reports or opinions upon request by the Assembly of Members;
  - f) ensure sound management and financial internal control system;
  - g) prepare the Implementing Rules and the Long-term Strategic Plan, and
  - h) select the staff of the Central Management Office.
6. The Director-General shall take all necessary decisions for the execution of the Annual Work Programme and the day-to-day administration and management of EMSO ERIC.
7. The Director-General shall, in particular, submit to the Assembly of Members at the start of each financial year and at least two months before the date of the ordinary Assembly of Members' meeting:
  - a) the statements of account of the previous year;
  - b) the scientific programme and the budget for the following financial year, which shall include all incomes, revenues and expense items, even if only based on estimates, in the form of a balance sheet;
  - c) the multi-annual programme, the budget estimates and respective updates; and
  - d) a report on the work carried out during the previous year.
8. The Director-General shall represent EMSO ERIC in international meetings, projects or initiatives. This does not preclude national representation from Members.

#### *Article 14*

#### **The Executive Committee**

1. The Executive Committee shall in order to ensure coherence and stability of infrastructure services advise the Director-General in the performance of his functions and shall consist of one representative for each of EMSO ERIC Regional Team and one person responsible for each of EMSO ERIC Services Groups. The Director-General shall propose each such member of the Executive Committee as indicated by each Regional Team and each Service Group to the Assembly of Members, and their appointment shall be ratified by the Assembly of Members with a simple majority of the Members in attendance.
2. The Chair of the Assembly of Members, or in her/his absence the Vice Chair, shall be entitled to attend meetings of the Executive Committee as an observer.
3. The Chair of the Scientific, Technical and Ethics Advisory Committee shall be entitled to attend the meetings of the Executive Committee as an observer.

#### *Article 15*

#### **The Scientific, Technical and Ethics Advisory Committee**

1. The Scientific, Technical and Ethics Advisory Committee shall be responsible for giving opinions on all matters of a scientific, technical and ethical nature which may influence the scientific work carried out by EMSO ERIC, including scientific, technical and ethical matters linked to the reputation of EMSO ERIC and access to its data by research and operational users.

2. The Assembly of Members may request the Scientific, Technical and Ethics Advisory Committee to consider and make recommendations on issues that it needs to resolve. The terms of reference of the Scientific, Technical and Ethics Advisory Committee, defined by the Assembly of Members, are included in the Implementing Rules. The Scientific, Technical and Ethics Advisory Committee shall formulate recommendations on scientific, technical and ethical aspects and direction of EMSO ERIC, taking into account the European and international context, in particular.
3. The Scientific, Technical and Ethics Advisory Committee shall be composed of an odd number of independent experts, of whom one shall be appointed Chair by a majority of two-thirds of those voting at the Assembly of Members. The duration of the term of the appointment of the members of the Scientific, Technical and Ethics Advisory Committee shall be two years, and may be renewed twice consecutively for the same period of time subject to the approval of the Assembly of Members.
4. The initial members of the Scientific, Technical and Ethics Advisory Committee shall be appointed by the first Assembly of Members. After the initial appointment of the members of the Scientific, Technical and Ethics Advisory Committee, the appointment of new members by the Assembly of Members shall be by the procedure described in the Implementing Rules.
5. The Scientific, Technical and Ethics Advisory Committee shall meet whenever necessary and, at least, once per year. Meetings of the Scientific, Technical and Ethics Advisory Committee shall be called by its Chair.
6. The resolutions of the Scientific, Technical and Ethics Advisory Committee are passed by the simple majority of the votes of the members attending the meeting.
7. The Director-General shall be entitled to attend all meetings of the Scientific, Technical and Ethics Advisory Committee as an observer.
8. Members of EMSO ERIC may, when invited, attend meetings of the Scientific, Technical and Ethics Advisory Committee as observers.

#### CHAPTER 5

#### FINANCE

##### *Article 16*

#### **Resources of EMSO ERIC**

1. The resources of EMSO ERIC shall consist of:
  - a) annual Member and Observer Monetary and In-Kind Contributions;
  - b) additional voluntary Contributions from the Members or Observers;
  - c) income for services provided by EMSO ERIC to third parties,
  - d) income derived from the exploitation by third parties of intellectual property rights owned and/or licensed by EMSO ERIC; and
  - e) grants and other resources within limits and under terms approved by the Assembly of Members.

##### *Article 17*

#### **Budgetary principles, accounts and audit**

1. The financial year of EMSO ERIC shall begin on the 1st of January and shall end on the 31st of December of each year.
2. All items of income and expenditure of EMSO ERIC shall be included in estimates to be drawn up for each financial year and shall be shown in the budget.
3. The Assembly of Members shall ensure that the Contributions are used in accordance with the principles of sound financial management.
4. The budget shall be established and implemented and the accounts presented in compliance with the principles of transparency.
5. The accounts of EMSO ERIC shall be accompanied by a report on budgetary and financial management for the preceding financial year.
6. EMSO ERIC shall be subject to the requirements of the Applicable Law as regards preparation, filing, auditing and publication of accounts.

*Article 18***Taxes**

1. VAT exemptions based on Articles 143(1)(g) and 151(1)(b) of Council Directive 2006/112/EC<sup>(1)</sup> and in accordance with Articles 50 and 51 of Council Implementing Regulation (EU) No 282/2011<sup>(2)</sup>, shall be limited to purchases by the EMSO ERIC and by Members of the EMSO ERIC which are for the official and exclusive use by the EMSO ERIC provided that such purchase is made solely for the non-economic activities of the EMSO ERIC in line with its activities. VAT exemptions shall be limited to purchases exceeding the value of EUR 300. Excise Duty exemptions based on Article 12 of Council Directive 2008/118/EC<sup>(3)</sup>, shall be limited to purchases by the EMSO ERIC which are for the official and exclusive use by the EMSO ERIC provided that such purchase is made solely for the non-economic activities of the EMSO ERIC in line with its activities and that the purchase exceeds the value of EUR 300.
2. EMSO ERIC shall record the costs and revenues of its economic activities separately and shall charge market prices for them, or, if these cannot be ascertained, full costs plus a reasonable margin. These activities shall not be covered by tax exemptions.

## CHAPTER 6

**REPORTING TO THE COMMISSION***Article 19***Reporting to the Commission**

1. The Director-General in consultation with the Executive Committee of EMSO ERIC shall prepare an Annual Activity Report, containing in particular the scientific, operational and financial aspects of its activities. The report shall be approved by the Assembly of Members and transmitted to the Commission and relevant public authorities within six months from the end of the corresponding Financial Year. This report shall be made publicly available.
2. EMSO ERIC and the Member States concerned shall inform the Commission of any circumstances which threaten to seriously jeopardise the existence of EMSO ERIC or to seriously impair the achievement of the tasks of EMSO ERIC or to hinder EMSO ERIC from fulfilling the requirements laid down in Regulation (EC) No 723/2009.

*Article 20***Amendments to the Statutes**

1. Proposals for amendments to the Statutes adopted by the Assembly of Members shall be submitted to the Commission in accordance with Article 11 of Regulation (EC) No 723/2009.
2. The Statutes shall be kept up to date by the Director-General. The Statutes shall be made available on the website of EMSO ERIC and at its statutory seat.

## CHAPTER 7

**POLICIES***Article 21***Intellectual property rights policy**

1. Intellectual property shall mean property as defined in Article 2 of the Convention Establishing the World Intellectual Property Organisation, done at Stockholm on 14 July 1967.
2. Any and all Intellectual Property Rights, which are created, obtained or developed by EMSO ERIC shall vest in and be owned absolutely by EMSO ERIC.
3. The Assembly of Members shall determine the policies of EMSO ERIC relating to the identification, protection, management and maintenance of Intellectual Property Rights of EMSO ERIC, including access to those rights, as established in the EMSO ERIC Implementing Rules.
4. The Director-General shall propose a pricing policy based on full cost-recovery in consultation with the Executive Committee and to be approved by the Assembly of Members.

<sup>(1)</sup> OJ L 347, 11.12.2006, p. 1.

<sup>(2)</sup> OJ L 77, 23.3.2011, p. 1.

<sup>(3)</sup> OJ L 9, 14.1.2009, p. 12.

5. With respect to questions of Intellectual Property Rights, the relations between the Members and Observers of EMSO ERIC shall be governed by the respective national legislation of Members and Observers and by international agreements to which the Members and Observers are parties.
6. The provisions of these Statutes and the Implementing Rules shall be without prejudice to the background Intellectual Property Rights owned by Members and Observers.

#### Article 22

##### **Access policy for users and dissemination policy**

1. Access to data produced by EMSO ERIC shall, wherever possible taking into account third party licences and any pre-existing arrangements, be free and open to all members of scientific institutions and other stakeholders. In addition access to the EMSO ERIC infrastructure shall be granted to qualified European and international scientific communities, whose projects shall be evaluated for such purpose. EMSO ERIC shall employ selection criteria that shall be developed in accordance with the advice of the relevant scientific user community. Use and collection of data is subject to the relevant statutory provisions of data privacy.
2. EMSO ERIC may disseminate collected data to users other than those identified in Paragraph 1 for a fee. Such payment shall be calculated on the basis of the full costs connected to the use of EMSO ERIC infrastructure by that user, in compliance with Directive 2003/4/EC and the INSPIRE Directive (2007/2/EC) and other Applicable Law. The preceding requirement for a financial contribution shall not apply to requests for catalogue access and, in respect of all other requests, shall not exceed a reasonable amount.
3. Where data produced by EMSO ERIC is shared with third parties in accordance with Paragraphs 1 and 2, EMSO ERIC shall retain all rights, interest and title in such data.
4. Members shall make reasonable efforts to host visiting scientists, engineers and technicians for collaborations with those directly involved in EMSO ERIC activities in their laboratories.
5. EMSO ERIC users shall be encouraged to publish their results in the peer-reviewed scientific literature, to present communications in scientific conferences, as well as in other media targeted at larger audiences including the general public, the press, citizen groups and education institutions.
6. EMSO ERIC shall develop added-value data products to serve a broad range of private and public users, with the aim of developing products to meet stakeholders' needs.

#### Article 23

##### **Scientific Evaluation Policy**

1. The annual scientific evaluation of EMSO ERIC activities shall be carried out by the Scientific, Technical and Ethics Advisory Committee. The evaluation report shall be submitted for approval to the Assembly of Members.
2. A review of the activities and operation of EMSO ERIC shall be conducted every 5 years by a team of independent experts to be designated by the Assembly of Members, on proposal from the Scientific, Technical and Ethics Advisory Committee.

#### Article 24

##### **Employment Policy**

1. EMSO ERIC shall be an equal opportunity employer. The procedures for selecting applicants for EMSO ERIC staff positions shall be transparent, non-discriminatory and respect equal opportunities.
2. Employment contracts shall comply with applicable national laws and regulations of the country in which staff carries out their activities.
3. Subject to the requirements of national legislation, each Member shall within its jurisdiction facilitate the movement and residence of nationals of Members involved in the tasks of EMSO ERIC and of the family members of such nationals.

#### Article 25

##### **Procurement Policy**

1. EMSO ERIC procurement policy shall be governed by principles of transparency, equal treatment, non-discrimination and open competition.
2. The procurement policy shall be defined in detail in the Implementing Rules.

*Article 26***Ethics Policy**

The Assembly of Members shall adopt ethics policies upon recommendation from the Scientific, Technical and Ethics Committee.

*Article 27***Preparation, implementation and updating of EMSO ERIC Policies**

1. The Director-General, in consultation with the Executive Committee, shall prepare proposals to the Assembly of Members for policies set out in the present chapter and their update, and shall implement those policies.
2. The Director-General and each Member may propose amendments to any of the policies. The Assembly of Members shall consider each proposed amendment and, if approved, shall implement the amended policy.

## CHAPTER 8

**DURATION, WINDING-UP, DISPUTES***Article 28***Duration**

1. EMSO ERIC shall be established until 31 December 2024 and shall continue to exist after that date subject to a decision of the Assembly of Members.
2. The work of EMSO ERIC shall be divided into two phases:
  - a) the initial Set-up Phase of three years has the following structural elements, namely the establishment of a basic technical infrastructure, staffing of the organisation, integration of the existing ocean fixed-point subsea infrastructures around Europe.
  - b) after completion of the initial Set-Up Phase, further activities shall be implemented following a review process of the initial Set-Up Phase to pursue the objectives of EMSO ERIC for broader scopes and long term period.

*Article 29***Procedure for the winding-up**

1. The winding-up of EMSO ERIC shall follow a decision to wind up EMSO ERIC by the Assembly of Members.
2. Notification on the decision to wind up EMSO ERIC and on the closure of the winding-up procedure in accordance with Article 16 of Council Regulation (EC) No 723/2009 shall be made by the Director-General.
3. Any assets remaining after payment of EMSO ERIC's debts shall be apportioned among the Members in proportion to their accumulated contribution to EMSO ERIC at the time of dissolution.
4. EMSO ERIC shall cease to exist on the day on which the European Commission publishes the appropriate notice in the *Official Journal of the European Union*.
5. If at any time during its existence, EMSO ERIC is unable to pay its debts, it shall immediately notify the European Commission in accordance with Article 16.4 of Regulation (EC) No 723/2009.

*Article 30***Applicable Law**

The setting up and internal functioning of EMSO ERIC shall be governed by:

- a) Union law and in particular the Council Regulation (EC) No 723/2009 of 25 June 2009 on the Community legal framework for a European Research Infrastructure Consortium (ERIC);
- b) the law of the Hosting State in case of matters not, or only partly, regulated by acts referred to in point (a);
- c) these Statutes and their Implementing Rules.

*Article 31***Disputes**

1. In the event of a dispute or difference between the Members arising out of or in connection with the Statutes, including the operation or performance of EMSO ERIC or the performance by the Members of their obligations under the Statutes, the Assembly of Members shall meet as soon as practicable to consult in good faith and seek to settle the dispute.
  2. The European Court of Justice shall have jurisdiction over litigation among the Members in relation to EMSO ERIC, between Members and EMSO ERIC and over any litigation to which the Union is a party.
  3. Union legislation on jurisdiction shall apply to disputes between EMSO ERIC and third parties. In cases not covered by Union legislation, the law of the Host State shall determine the competent jurisdiction for the resolution of such disputes.
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## ANNEX 1

**List of Members**

Ireland  
The Hellenic Republic  
The Kingdom of Spain  
The French Republic  
The Italian Republic  
The Portuguese Republic  
Romania  
The United Kingdom of Great Britain and Northern Ireland

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## ANNEX 2

**List of Observers**

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## ANNEX 3

**Members and Observers' monetary Contribution during the initial Set-Up Phase and Preliminary Estimates for the following two years**

1. For the first three years of EMSO ERIC operation, the Monetary Contributions for Members and Observers shall be the following, except for the Host Member:

**Members:**

Year 1: EUR 15 000

Year 2: EUR 20 000

Year 3: EUR 35 000

**Observers:**

Year 1: EUR 5 000

Year 2: EUR 5 000

Year 3: EUR 10 000

2. For the following two years, the preliminary estimates based initially on flat funding shall be the following:

**Members:**

Year 4: EUR 35 000

Year 5: EUR 35 000

**Observers:**

Year 4: EUR 10 000

Year 5: EUR 10 000

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## ANNEX 4

**Host Member monetary Contribution during the initial Set-Up Phase and preliminary estimates for the following two years**

1. For the first three years of EMSO ERIC operation, the Monetary Contribution of the Host Member shall be as follows:

Year 1: EUR 220 000

Year 2: EUR 220 000

Year 3: EUR 220 000

2. For the following two years, the preliminary estimates shall be the following:

Year 4: EUR 220 000

Year 5: EUR 220 000

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## ANNEX 5

**List of representing entities**

Countries	Representing Entities
Ireland	Marine Institute
The Hellenic Republic	Hellenic Centre for Marine Research (HCMR)
The Kingdom of Spain	Plataforma Oceánica de Canarias, PLOCAN
The French Republic	L'Institut Français de Recherche pour l'Exploitation de la Mer (IFREMER) Le Centre National de la Recherche Scientifique (CNRS)
The Italian Republic	Istituto Nazionale di Geofisica e Vulcanologia (INGV)
The Portuguese Republic	Fundaç�o para a Ci�ncia e a Tecnologia (FCT)
Romania	Institutul National de Cercetare — Dezvoltare pentru Geologie si Geoecologie Marina (GeoEcoMar)
The United Kingdom of Great Britain and Northern Ireland	National Oceanography Centre Southampton (NOC)

**Observers**

Countries	Representing Entities