

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

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## PREAMBLE

The Members hereby agree to establish the European Multidisciplinary Seafloor and Water Column Observatory (known as EMSO) - European Research Infrastructure Consortium under Council Regulation (EC) No 723/2009 of 25 June 2009, hereinafter called “the Regulation”, to be governed by these Statutes.

The basic objective of EMSO is to coordinate long-term monitoring of environmental processes using a European-scale distributed Research Infrastructure consisting of ocean observatories and platforms capable of reporting data to shore autonomously. EMSO will underpin research on the interaction between the geosphere, biosphere, and hydrosphere. EMSO will form part of the sub-sea segment of the GMES (Global Monitoring for Environment and Security) and GEOSS (Global Earth Observation System of Systems). EMSO will be managed through the establishment of a European Research Infrastructure Consortium (ERIC).

The EMSO ERIC will 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 geohazards. The EMSO ERIC will stimulate and improve research in interdisciplinary themes including:

- Natural and anthropogenic change;
- Interactions between ecosystem services, biodiversity, biogeochemistry, physics and climate;
- 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; and
- Connecting scientific outcomes to stakeholders and policy makers.

## CHAPTER 1 – Definitions

### Article 1

#### Definitions

In these Statutes, the terms listed below have the meaning given to them in this Article, namely:

**"Applicable Law"** has the meaning provided at Article 33 of these Statutes.

**"Commission"** means the European Commission.

**"Director General"** has the meaning provided at Article 16 of these Statutes.

**"EMSO ERIC"** has the meaning provided at Article 2 paragraph 1.

**"EMSO Infrastructure"** means the facilities owned by the EMSO ERIC together with all facilities made available to the EMSO ERIC by the Members for the EMSO Programme.

**"EMSO Programme"** means the activities carried out by the Members pursuant to the objectives of the EMSO ERIC and the decisions of the Executive Board.

**"Executive Board"** has the meaning provided at Article 15 of these Statutes.

**"GMES"** means Global Monitoring for Environment and Security, a programme of the European Union (to be known as "Copernicus" from 2014).

**"Host Member"** has the meaning provided at Article 2(2) of these Statutes.

**"Implementing Rules"** means the rules adopted to implement specific areas of these Statutes (e.g. the functioning of the Assembly of Members and the Executive Board, and the rights of Observers). The Implementing Rules shall ensure the harmonised application of these Statutes.

**"Intellectual Property Rights"** means all patents, rights to inventions, utility models, copyright and related rights, trade marks, service marks, trade, business and domain names, rights in trade dress or get-up, rights in goodwill or to sue for passing off, unfair competition rights, rights in designs, rights in computer software, database right, topography rights, moral rights, rights in confidential information (including know-how and trade secrets) and any other intellectual property rights, in each case whether registered or unregistered and including all applications for and renewals or extensions of such rights, and all similar or equivalent rights or forms of protection in any part of the world.

**"Member(s)"** has the meaning provided at Article 6 of these Statutes.

**"Observers"** has the meaning provided at Article 7 of these Statutes.

**"Regional Facilities"** means the EMSO ERIC activities in a particular geographical area.

**"Regulation"** means Council Regulation (EC) No 723/2009 of 25 June 2009 on the Community legal framework for a European Research Infrastructure Consortium.

## CHAPTER 2 – GENERAL PROVISIONS

### Article 2

#### Name, Seat and Location

1. The name of the ERIC shall be the European Multidisciplinary Seafloor and Water Column Observatory - European Research Infrastructure Consortium, hereinafter called the “**EMSO ERIC**”.
2. The EMSO ERIC shall have its statutory seat in Italy, hereinafter the “**Host Member**”.

### **Article 3**

#### **Purpose**

1. EMSO ERIC shall coordinate, facilitate and optimize the use of available infrastructure and sea operation resources in order to ensure maximum benefit to the ocean observation community. It will facilitate and coordinate access to ocean observatory infrastructures and data. It will coordinate and manage contributions in kind. EMSO ERIC aims to integrate the existing fixed point ocean observatories around Europe, to help coordinate the extension of these facilities, and to facilitate the planning and deployment of new ones. EMSO will be devoted to deepsea processes and water column investigation and will collaborate and complement to coastal observation initiatives.
2. EMSO-ERIC will make and sustain connections with international initiatives relevant to ocean observation. EMSO ERIC will promote cooperation in these areas.
3. EMSO ERIC shall pursue the majority of its tasks on a non-economic basis. The EMSO ERIC may carry out limited ancillary economic activities, either directly or indirectly, so long as these limited ancillary economic activities are compatible with the principles of the EMSO ERIC and with the activities necessary for achieving these principles. Any income generated by these limited ancillary economic activities shall be used by the EMSO ERIC to further its principles.

### **Article 4**

#### **Activities**

1. The activities tasks of the EMSO ERIC will be as follows:
  - a) the development and provision of the EMSO Infrastructure at European level to allow scientific communities and other interested stakeholders access to 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 contributed to the EMSO ERIC for agreed periods of time for use by the 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 rationalization of access to the EMSO Infrastructure by qualified European and international scientific communities, whose projects will be evaluated for such purpose. EMSO ERIC will employ selection criteria that will be developed in accordance with the advice of the relevant scientific user community;
  - e) the integration of research, training, and information dissemination activities. The EMSO-ERIC will 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; and

- f) 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.

2. In the furtherance of the purposes of the EMSO ERIC it shall:

a) Ensure the high-quality of its scientific services, including by:

- defining an overall scientific strategy through the adoption of a periodically updated long-term strategic plan;
- outlining future scientific developments and assessing the achievement of scientific objectives;
- evaluating experiments proposed by users;
- reviewing site scientific objectives; and
- managing the communication with scientific community/users.

b) Enable access to the distributed research infrastructure, which will include:

- managing integrated access to ocean observatories around Europe;
- managing standardization issues and defining guidelines for calibration and registration of instruments according to pre-defined requirements;
- working to enable long-term data series acquisition on the deep-sea floor and throughout the water column; and
- 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, operational oceanography.

c) Capacity-build 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.

f) Carry out any other activity in accordance with the present Statutes and agreed by the General Assembly

## **Article 5**

### **Legal Personality**

1. The EMSO ERIC will have a full legal personality, distinct from that of its individual Members, in accordance with the Regulation, as of the date that the Commission decision to set up the EMSO ERIC takes effect.
2. The EMSO ERIC may acquire, own and dispose of movable, immovable and intellectual property, conclude contracts and be party to legal proceedings.
3. The EMSO ERIC shall be liable for its debts.

## CHAPTER 3 – MEMBERSHIP

### Article 6

#### Membership and admission of new Members

1. Membership of EMSO ERIC shall be open to the following entities:
  - (a) Member States;
  - (b) Associated Countries;
  - (c) Third Countries other than Associated Countries;
  - (d) intergovernmental organisations.
2. The EMSO ERIC is comprised of Members and Observers. They shall be bound by the Implementing Rules, as approved by the Assembly of Members.
3. Without prejudice to other rights set out in these Statutes, Implementing Rules, a resolution of the Assembly of Members or Applicable Laws, the Members have a right to:
  - (a) participate in the activities of the EMSO ERIC, notably in its Assembly of Members' meetings, with the right to vote;
  - (b) elect and be elected for the bodies of the EMSO ERIC through their representatives whenever the case may be;
  - (c) propose the admission of new Members or Observers;
  - (d) examine the accounts, documents and books concerning the activities of the EMSO ERIC, as well as request and obtain from the Executive Board of the EMSO ERIC information on the development of such activities; and
  - (e) withdraw from the EMSO ERIC, on the terms set out in Article 8, paragraph 1 of these Statutes.
4. Any Member State or Third Country being a Member of the 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 the EMSO ERIC.
5. A Member of the 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 of any changes to the representing entity, termination of its mandate, or of any changes to the specific rights and obligations delegated to the representing entity.
6. The Director General shall maintain at the disposal of the EMSO ERIC Members a list of the current representative entities and of the specific rights and obligations that have been delegated to them.
7. The Members of EMSO ERIC at the time of submission of the application to set up the EMSO ERIC are listed in Appendix 1.
8. The EMSO ERIC shall at all times have at least three Member States as Members. The Member States 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 the EMSO ERIC who are



Member States and one of those Member States serves notice of intention to withdraw from the EMSO ERIC (under Article 8) then the EMSO ERIC shall be wound up in accordance with Article 31.

9. If at any time the withdrawal of one or more Member States who are Members will result in the Member States who are Members ceasing to jointly hold the majority of votes in the Assembly of Members then the EMSO ERIC shall be wound up in accordance with Article 31 unless the Members agree to a prioritisation of the votes of the Member States who are Members so that the Member States who are Members continue to jointly hold the majority of votes in the Assembly of Members.
10. Entities as listed in Article 6.1 wishing to become a Member of the EMSO ERIC shall issue a written request to be admitted as a Member in English not later than two months prior to the next meeting of the Assembly of Members. The admission of new Members shall be subject to a decision by the Assembly of Members.
11. Before a decision of admittance is formally taken by the Assembly of Members, a dialogue process will be established between the applicant and at least three Members of the EMSO ERIC, appointed by the Executive Board, in order to establish the applicant's ability to contribute to the EMSO ERIC.
12. The Chair of the Assembly of Members will inform the applicant in writing about admittance or refusal. Any new Member of the EMSO ERIC shall recognise that the EMSO ERIC shall have legal personality and capacity and that it shall be subject to the Statutes and their Implementing Rules.

## Article 7

### Observers and admission of new Observers

1. An entity that is a Member State, a Third Country, or an intergovernmental organisation may qualify as an Observer for a certain time period determined by resolution of the Assembly of Members. Observers are not Members of the EMSO ERIC and have only the rights and obligations as set out in these Statutes and/or the Implementing Rules.
2. Observers have the right to participate, without voting rights, in the Assembly of Members' meetings and in the other governing bodies of the EMSO ERIC according to the conditions decided by the Assembly of Members. Observers have no right to participate at the Executive Board meetings. The rights and obligations of the Observers defined in the Statutes and/or the Implementing Rules can be amended without their consent.
3. Each Observer shall make an annual contribution to the EMSO ERIC. The contribution to be made by each Observer shall be established annually at the Assembly of Members' meeting with a years' advance notice (i.e. decisions taken in year  $n$  apply to year  $n+1$ ). This is without prejudice to the initial contributions of the Observers.
4. Any Observer of the 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.
5. The Observers of EMSO ERIC at the time of submission of the application to set up the EMSO ERIC are listed in Appendix 2.
6. Member States, Third Countries or intergovernmental organisations wishing to become an Observer of the EMSO ERIC shall issue a written request to be admitted as an Observer

in English not later than two months prior to the next meeting of the Assembly of Members. The admission of Observers shall be subject to a decision by the Assembly of Members.

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

## **Article 8**

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

1. Subject to Article 30(3), any Member or Observer of the EMSO ERIC may withdraw, on its own initiative, at the end of each Financial Year (as defined at Article 19) from the 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 formally in writing the withdrawal and its consequences for the EMSO ERIC.
3. A Member of the EMSO ERIC who, in whatever manner, ceases to be a Member of the EMSO ERIC, is not entitled to claim back the contributions that it has provided to the EMSO ERIC and shall remain liable to make all the contributions that were due while it was a Member of the EMSO ERIC.
4. The Assembly of Members shall determine if the withdrawing Member is entitled to any sums upon withdrawal. If the Member is so entitled, then the Assembly of Members shall determine the value of the rights and obligations of such Member taking into account the assets and liabilities of the EMSO ERIC as they stand at the date on which such Member ceases to be part of the EMSO ERIC.
5. In no event shall a Member's entitlement upon withdrawal exceed the contributions made by that Member in the previous five years.

## **Article 9**

### **Expulsion of Members and Observers**

1. Any Member or Observer of the EMSO ERIC may be expelled if it is in material breach of its obligations under these Statutes and has failed to rectify such breach within thirty (30) days of having received written notice, or if it causes, or threatens to cause, a serious disruption in the operation of the EMSO ERIC (as determined by the Assembly of Members).
2. A decision to expel a Member shall be taken by the Assembly of Members in accordance with Article 14, after the relevant Member has been given an opportunity to contest such decision and to present its defence to the Assembly of Members.
3. The Assembly of Members shall determine if the Member is entitled to any sum upon expulsion under the same rules and procedures of Article 8.

## CHAPTER 4 – RIGHTS AND OBLIGATIONS OF THE MEMBERS

### Article 10

#### Voting rights

1. Each Member of the EMSO ERIC shall have a single vote.

### Article 11

#### Financial Resources

1. The Members shall make contributions to the EMSO ERIC. The contributions of the Members to the EMSO ERIC may be grouped into (i) monetary contributions; and (ii) contributions in goods or services other than monetary contributions, also known as in kind contributions.
2. The minimum contribution to be made by each Member shall be established annually at the Assembly of Members' meeting with a year's advance notice (i.e. decisions taken in year  $n$  apply to year  $n+1$ ). This is without prejudice to the initial contributions of Members during the Set-up Phase. A preliminary estimate of the Member's contributions during the Set-up Phase is set out in Annex 3.
3. The monetary contributions shall be made in Euro (€). 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 11am (local time) on the payment date.
4. The Assembly of Members shall, at the start of each calendar year, evaluate the monetary value of the in kind contributions provided by each Member during the previous year to the EMSO ERIC, based on the evaluation criteria set out in the Implementing Rules.
5. The value of the in kind contributions 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.

### Article 12

#### Liability of Members

1. The Members' liability towards the EMSO ERIC's debts and liabilities, of whatever nature, shall be limited to the value of each Member's contribution.
2. The EMSO ERIC shall take out and maintain appropriate insurance to cover any risks relating to the operation of the EMSO ERIC.

## CHAPTER 5 – MANAGEMENT/GOVERNANCE OF THE EMSO ERIC

### Article 13

#### Governing bodies and operational level

1. The governing bodies of the EMSO ERIC are the Assembly of Members (Article 14) and the Executive Board (Articles 15). The decisions of these governing bodies will legally bind the EMSO ERIC.
2. In order to meet specific needs the Assembly of Members may create committees. The Scientific and Technical Advisory Committee shall be established as set out in Article 17. Additional committees shall be established by a resolution (simply majority) of the Assembly of Members.
3. The operational activities of the EMSO ERIC will be carried out through Regional Facilities and its various service functions. The Regional Facilities and service functions will be created by the Assembly of Members and will be managed by the Executive Board.

### Article 14

#### The Assembly of Members

1. The Assembly of Members is the highest decision-making body of EMSO-ERIC and it is composed of delegates of all the Members.
2. The Assembly of Members shall approve the Implementing Rules, subject to the Articles as well as Applicable Law.
3. Each Member of the EMSO ERIC shall participate in the meetings of the Assembly of Members and shall vote through one delegate, duly authorized 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 three years (renewable upon request), rescindable by the relevant Member through a letter addressed to the Chair of the Assembly of Members.
4. 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 (2) 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 1/3 (one third) of the Members.
5. The Assembly of Members shall elect the Chair of the Assembly of Members, a Vice-Chair and a Secretary by a majority of 2/3 (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.
6. The Chair shall be responsible for directing and conducting each meeting of Assembly of Members, in accordance with these Statutes, the Implementing Rules and Applicable Laws. The

Secretary is responsible for assisting the Chair during the course of each meeting and for preparing the minutes of each meeting.

7. In the event that the Chair is unable to attend a meeting of 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.
8. Resolutions of the Assembly of Members will generally be passed by a simple majority of the votes of the Members in attendance, except for those matters that the Implementing Rules specify that a resolution must be passed by a 2/3 (two-thirds) majority vote of the Members in attendance, which shall include any amendment to these Statutes, any extension of the duration of this EMSO ERIC and the winding-up of the EMSO ERIC.
9. Attendance at the meetings of the Assembly of Members will be restricted to the relevant delegates of the Members and Observers together with the Executive Board (including the Director General); such participation may however be prohibited by resolution of the Assembly of Members, on a case by case basis.
10. Observers have the right to participate, without voting rights, in the Assembly of Members' meetings

## Article 15

### The Executive Board

1. The Executive Board shall be the executive body of the EMSO ERIC. The Executive Board shall implement the strategies adopted by the Assembly of Members and shall:
  - a) supervise the operation of the EMSO ERIC;
  - b) ensure collaboration between those entities providing the EMSO Infrastructure;
  - c) validate the work programmes of the EMSO ERIC, the estimates of resources needed, the work to be carried out, the staff hired by the EMSO ERIC 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 and the Scientific and Technical Advisory Committee;
  - f) ensuring the existence of a sound management and financial internal control system; and
  - g) prepare the rules on the policies of the EMSO ERIC for approval by the Assembly of Members.
2. The Director General leads the Executive Board
3. In addition to the Director General, the members of the Executive Board shall consist of one representative for each EMSO node and one person responsible for each of the EMSO ERIC services. The Director General shall propose each such member of the Executive Board to the Assembly of Members and their appointment shall be ratified by a simple majority of the Assembly of Members..
4. The Chair of the Assembly of Members (or in his absence the Vice Chairman) shall be entitled to attend meetings of the Executive Board as an observer.
5. The Chair of the Scientific and Technical Advisory Committee shall participate in the meetings of the Executive Board as an adviser.

## Article 16

### The Director General

1. The Director General shall be appointed by the Assembly of Members for a period of up to 3 (three) years and shall be eligible for re-appointment for one further term. The appointment of the Director-General shall be terminable by a decision accepted by 2/3 (two-thirds) of the members of the Assembly of Members.
2. The Director General shall be the legal representative of the EMSO ERIC.
3. The Director General shall be responsible for the proper preparation and implementation of the decisions and programmes adopted by the Assembly of Members and validated by the Executive Board.
4. The Director General shall take all necessary decisions for the execution of the annual work plan and the day-to-day administration and management of the EMSO ERIC.
5. The Director General shall, in particular, provide to the Assembly of Members at the start of each fiscal 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 fiscal year, which shall include, in the form of a balance sheet all revenues and expense items, even if only based on estimates;
  - c) the multi-annual programme, the budget estimates and respective updates; and
  - d) a report on the work carried out during the previous year.
6. The Director General will represent the EMSO ERIC in international meetings, projects or initiatives. This does not preclude national representation from Members.

## Article 17

### The Scientific and Technical Advisory Committee

1. The Scientific and Technical Advisory Committee will be responsible for giving opinions on all matters of a scientific and technical nature which may influence the scientific work carried out by the EMSO ERIC, and on the evolution of the EMSO ERIC, and access to its data by research and operational users.
2. The Assembly of Members may request the Scientific and Technical Advisory Committee to consider, and make recommendations on, issues that it needs to resolve. The terms of reference of the Scientific and Technical Advisory Committee, defined by the Assembly of Members are given in the Implementing Rules. The Scientific and Technical Advisory Committee formulates recommendations on scientific and technical aspects and direction of the EMSO ERIC, taking into account the European and international context.
3. The Scientific and Technical Advisory Committee will be composed of an odd number of independent experts, of whom one shall be appointed Chair. The duration of the term of the appointment of the members of the Scientific and Technical Advisory Committee will be two years, and may be renewed twice consecutively for the same period of time. If

any member of the Scientific and Technical Advisory Committee seeks further re-appointment then such re-appointment shall be subject to ratification by the Executive Board.

4. The initial members of the Scientific and Technical Advisory Committee are appointed by the Assembly of Members. After the initial appointment of the members of the Scientific and Technical Advisory Committee, the appointment of new members by the Assembly of Members will be made based on a list of candidates prepared by the Scientific and Technical Advisory Committee.
5. The Scientific and Technical Advisory Committee shall meet whenever necessary and, at least, once per year. Meetings of the Scientific and Technical Advisory Committee shall be called by its Chair.
6. The resolutions of the Scientific and Technical 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 and Technical Advisory Committee as an observer.
8. Members of the EMSO ERIC may, where invited, attend meetings of the Scientific and Technical Advisory Committee as observers.

## **CHAPTER 6 – FINANCE**

### **Article 18**

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

1. The resources of the EMSO ERIC are decided by the Assembly of Members and may be comprised of:
  - a) annual Member and Observer monetary and in kind contributions;
  - b) additional contributions from the Members or Observers;
  - c) remuneration for services provided by the EMSO ERIC to third parties and by income derived from the exploitation by third parties of intellectual property rights owned and/or licensed by the EMSO ERIC;
  - d) community funding. Community funding to an EMSO ERIC may be awarded solely in accordance with Title VI of Council Regulation 1605/2002 (Financial Regulation on the general budget of the Commission); and
  - e) grants and any other contributions, such as gifts, which are agreed by the Assembly of Members.

### **Article 19**

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

1. The financial year of the EMSO ERIC shall begin on the 1<sup>st</sup> of January and shall end on the 31<sup>st</sup> of December of each year ("**Financial Year**").
2. All items of revenue and expenditure of the 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 the EMSO ERIC shall be accompanied by a report on budgetary and financial management for the preceding Financial Year.
6. The EMSO ERIC shall be subject to the requirements of the Applicable L as regards preparation, filing, auditing and publication of accounts.

## **Article 20**

### **Taxes**

1. VAT exemption shall apply to non-economic activities, not to economic activities. VAT exemption will be applied for the scientific, technical and administrative operations in line with the objectives of the EMSO ERIC. This also includes housing expenses for official use of the EMSO ERIC, expenses for conferences, workshops and meetings directly linked to the official activities of the EMSO ERIC. However, purchases below €300 and/or travel and accommodation expenses will not be covered by the VAT exemption.

## **CHAPTER 7 – REPORTING TO THE COMMISSION**

### **Article 21**

#### **Reporting to the Commission**

1. The EMSO ERIC shall produce 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. The EMSO ERIC and the Member States concerned shall inform the Commission of any circumstances which threaten to seriously jeopardise the existence of the EMSO ERIC or to seriously impair the achievement of the tasks of the EMSO ERIC or to hinder the EMSO ERIC from fulfilling the requirements laid down in the Regulation.
3. If at any time during its existence, the EMSO ERIC is unable to pay its debts, it shall immediately notify the European Commission in accordance with Article 17 of the Regulation.

### **Article 22**

#### **Amendments to the Statutes**

1. Any amendments to the Statutes must be decided by the Assembly of Members in accordance with Article 14. The date of any amendments to these Statutes shall be recorded in the minutes of the meeting at which they were approved. Article 11 of the Regulation relating to Commission approval of any amendments shall apply to any such amendment of the Statutes.



2. No signature by the Members of an addendum is required.

## **CHAPTER 7 – POLICIES**

### **Article 23**

#### **Intellectual Property Rights**

1. Any and all Intellectual Property Rights which are created, arise, obtained or developed by the EMSO ERIC shall vest in and be owned absolutely by the EMSO ERIC. Unless determined to the contrary by the Executive Board, the EMSO ERIC shall make all such Intellectual Property Rights available under appropriate “open” license terms (eg. Open source in the case of computer software and Creative Commons license terms in the case of other copyright materials).
2. Subject to the express terms of any contracts or sub-contracts between the EMSO ERIC and Members or Observers or representing entities of Members or Observers, any and all Intellectual Property Rights which are created, arise, obtained or developed in the course of activities relating to the operation of the EMSO ERIC by a Member or Observer or representing entity shall vest in and be owned absolutely by that Member or Observer or representing entity.
3. The Assembly of Members shall determine the policies of the EMSO ERIC relating to the identification, protection, management and maintenance of all Intellectual Property Rights owned by the EMSO ERIC. The Executive Board shall implement these policies.

### **Article 24**

#### **Data Access Policy and Dissemination Policy**

1. Access to data produced by the EMSO ERIC will, wherever possible (taking into account third party licences and any pre-existing arrangements), be available free of charge for all scientific institutions and other stakeholders and will be openly accessible to any scientific person or agency. Use and collection of data is subject to the relevant statutory provisions of data privacy.
2. The EMSO ERIC may, at its discretion, disseminate collected data to users (other than those identified in Article 24(1)) in exchange for a financial contribution to be determined by the Executive Board and in compliance with 2003/4/EC Directive 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. Members shall make reasonable efforts to host visiting scientists, engineers and technicians for collaborations with those directly involved in the EMSO ERIC activities in their laboratories.
4. All EMSO ERIC users will 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 without limitation the general public, the press, citizen groups, education).

#### **Article 25**

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

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

#### **Article 26**

##### **Employment Policy**

- 1) EMSO ERIC is an equal opportunity employer. Employment contracts shall follow the national laws and regulations of the country in which staff are employed.
- 2) Subject to the requirements of national legislation, each contracting party 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.
- 3) The employment policy of the EMSO ERIC is governed by the laws of the Host State.

#### **Article 27**

##### **Procurement Policy**

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

#### **Article 28**

##### **Ethical Policy**

1. The EMSO ERIC shall adopt appropriate ethical policies which shall be followed in the activities of the EMSO ERIC.
2. The ethical policies will be defined in detail in the Implementing Rules.

#### **Article 29**

##### **Amendment to the Policies**

1. The Director General shall take all necessary steps for the implementation of the aforementioned policies and for maintaining the policies.

2. The Assembly of Members shall be responsible for considering and deciding on amendments to the policies which are proposed by a Member or the Director General.

## **CHAPTER 9 – DURATION, WINDING UP, DISPUTES**

### **Article 30**

#### **Duration**

1. The EMSO-ERIC is established for an initial period ending on 31 December 2024 and shall remain in force after that date subject to a decision of the Assembly of Members.
2. The work of the EMSO ERIC shall be divided into two phases:
  - a) the initial set-up-phase of three years has the following structural elements, namely establishment of a basic technical infrastructure, staffing of the organisation, integration of the existing ocean fixed point subsea infrastructures around Europe
  - b) the senior phase, will be implemented following a review process of the set-up-phase and will pursue the objectives of EMSO- for broader scopes and long term period
3. A Member may withdraw from the EMSO ERIC after the set-up-phase has been completed.

### **Article 31**

#### **Winding up**

1. The winding up of EMSO ERIC shall follow a decision to wind up the EMSO ERIC by the Assembly of Members.
2. The Commission shall be notified in writing by the Director General of: (a) the Assembly of Members' decision to wind up; and (b) the closure of the winding-up procedure, within ten days of such decision or closure (as applicable) in accordance with Article 17 of the Regulation.
3. Any assets and liabilities remaining after payment of the EMSO ERIC's debts shall be apportioned among the Members in proportion to their accumulated contribution to the EMSO ERIC at the time of dissolution. This paragraph is subject to Article 12 (limited liability).
4. The Members will arrange the dismantling of all the EMSO ERIC and finance the relevant costs in proportion to their voting rights at the time of dissolution. This paragraph is subject to Article 12 (limited liability).
5. The 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*.

### **Article 32**

#### **Language**

1. The English language shall be used for all official dealings, for all official internal communication and, as far as possible and unless otherwise practicable, for all day-to-day correspondence.
2. These Statutes may be translated into other languages for purposes of facilitating matters among Members of different nationalities. However, the English language version shall be the only version valid for registration, and shall take precedence over all other languages in case of interpretation, and disputes, whether solved amicably or submitted to the courts in the agreed jurisdiction or any other form of dispute settlement.

### **Article 33**

#### **Applicable Law**

1. The EMSO ERIC shall be governed by “**Applicable Law**” defined below in order of precedence:
  - a) by Community law, in particular the Regulation;
  - b) by the law of the Hosting State in case of matters not covered (or partly covered) by such Community law;
  - c) by these Statutes, adopted in conformity with the abovementioned sources of law; and
  - d) by the Implementing Rules .

### **Article 34**

#### **Disputes**

1. The Court of Justice of the European Communities 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 EU is a party.
2. EU legislation on jurisdiction shall apply to disputes between EMSO ERIC and third parties. In cases not covered by EU legislation, the law of the Host State shall determine the competent jurisdiction for the resolution of such disputes.

## Annex 1

### List of Members

France

Germany

Greece

Italy

Spain

Portugal

United Kingdom

03 December 2013

## Annex 2

### List of Observers

Ireland

The Netherland

Romania

## Annex 3

### **Preliminary Estimate of the Member's Contribution during the Set-Up Phase**

For the first 3 years of EMSO operation a flat contribution has been established for Member States (progressively increasing from 15 k€ for the first year, 20 k€ for year 2 and 35 k€ for year 3) and Observer (5 k€ for the first 2 years and 10 for year 3 onward): in this configuration the hosting country will carry most of the costs for running EMSO Central Management Office.