



# **The Statutes of the European Marine Biological Resource Centre – European Research Infrastructure (EMBRC-ERIC Statutes)**

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## INTRODUCTION

The EMBRC concept originated in the Network of Excellence (NoE) “Marine Genomics Europe” funded under the 6<sup>th</sup> European Framework Programme for Research and Technology Development (FP6), where the necessity of uniting the community of marine biologists through sharing of omics technologies and infrastructure was first underlined. The FP7 Integrated Infrastructure Initiative (I3) project ASSEMBLE (2009-2014) was the first step towards formalizing this concept. Five of the 9 countries in the EMBRC consortium (France, Israel, Italy, Portugal and the United Kingdom) participated in this I3 project. Transnational Access activities in ASSEMBLE were very successful, with topics covering a wide range of disciplines from marine biology/oceanography to chemical ecology and biotechnology.

EMBRC was integrated into the European Strategy Forum for Research Infrastructures (ESFRI) roadmap in 2008 and was granted a Preparatory Phase contract under the 7<sup>th</sup> European Framework Programme for Research and Development (FP7). A business plan was presented to the project participants and EMBRC stakeholders in December 2013.

The Memorandum of Understanding (MoU) for preparing the establishment of a legal structure to operate the European research infrastructure EMBRC came into force on 10<sup>th</sup> December 2013. It has since been endorsed by nine countries convening the EMBRC Implementation Board, which stated their intent to take steps towards the establishment of EMBRC in the form of a European Research Infrastructure Consortium (ERIC).

Following a negotiation led by the EMBRC Implementation Board, the signatories of these statutes agreed on the following provisions to jointly operate the EMBRC-ERIC:

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The Kingdom of Belgium

The French Republic

The Hellenic Republic

The State of Israel

The Italian Republic

The Kingdom of Norway

The Portuguese Republic

The Kingdom of Spain

And

The United Kingdom of Great Britain and Northern Ireland

Hereinafter referred to as ‘the Founding Members’

## RECITALS

1. WORKING to strengthen Europe’s and the Members’ position in accessing and exploring the wealth of marine biological resources;
2. WHEREAS EMBRC-ERIC is aiming to be a key platform for European leadership in marine biology and blue biotechnology by coordinating and consolidating distributed national facilities, located in renowned Marine Biological Stations and Institutes across Europe, establishing a distributed and centrally organized marine biology and ecology research infrastructure;
3. BUILDING on the European Strategy Forum for Research Infrastructures (ESFRI) roadmap, which identified EMBRC as the distributed European Research Infrastructure for supporting the study of marine ecosystems and biodiversity through the organized action of Nodes and Operators hosted in renowned Marine Biological Stations and Institutes across Europe and closely coordinated by a central administration;
4. CONSIDERING that long term integrated planning between the Members is required to address scientific challenges and to increase the European leadership in marine biology and blue biotechnology;
5. DESIRING to promote fundamental and applied marine biological sciences in Europe by providing a critical infrastructure, tools and support to reach its true potential;
6. RECOGNISING that, for each Member country participating, EMBRC-ERIC will enable them to coordinate and mutualize a comprehensive and complementary set of resources and

services for the benefit of the European Research & Innovation ERA and its scientific community;

7. WHEREAS a Memorandum of Understanding (MoU) to establish EMBRC entered into force on the 10<sup>th</sup> of December 2013;
8. FOSTERING the development of new tools and methodologies and providing access to critical components of national facilities necessary for marine biological research, further advising and guiding on the use of marine bio-resources, marine bio-resources knowledge and technology transfer;
9. CONTRIBUTING to the structuring of the European research infrastructure landscape, to reach an efficient, synergistic and coordinated operation and sharing of resources, with transnationally harmonized practices oriented to scientific-excellence for the benefit of the marine biology research community, industrial innovation and society at large;
10. ACKNOWLEDGING that the governance and operations of EMBRC-ERIC will address the existing challenges of EMBRC-ERIC and to seek for formal collaboration agreements with similar initiatives in the marine bio-resources research field;
11. RECOGNIZING the ability of EMBRC-ERIC for coordinated observational strategies with ample geographic coverage and standardized methodologies, which can support the long-term implementation goals of the Marine Strategy Framework Directive and Water Framework Directive;
12. CONSIDERING that long term integrated planning among the Members is required to address scientific and technical challenges to increase the European leadership in marine biology and blue bio-technology, and also to support the societal goals of the Blue Growth Strategy and the EU Action Plan on the Circular Economy;
13. EXPECTING additional countries to participate in the activities undertaken together under the following Statutes;
14. THE STATUTES vesting the establishment of EMBRC as a European Research Infrastructure Consortium (ERIC) according to the Council Regulation (EC) No 723/2009 of 25<sup>th</sup> of June 2009, amended by Council Regulation (EU) No 1261/2013 of the 2<sup>nd</sup> of December 2013, amended by Council Regulation (EC) No 1525/2007 of 17 December 2007;

**HAVE AGREED AS FOLLOWS**

## CHAPTER 1 – GENERAL PROVISIONS

### Article 1

#### Definitions

In the present document, hereinafter referred to as the “**Statutes**”, the terms listed below have the meaning given to them in this Article, namely:

“**Budgetary Cycle**” means a five-year budgetary plan, which is approved by the General Assembly under Article 15.9.

“**Committee of Nodes**” means a non-executive body representing the Nodes as provided by Article 17 of the Statutes.

“**Contribution(s)**” means monetary and in-kind contributions to the EMBRC-ERIC as decided by the General Assembly in conformity with Article 15.9.

“**Executive Director**” means the director of EMBRC-ERIC as provided for under Article 16 of the Statutes.

“**Ethical Board**” means the Advisory Body focusing on ethical issues associated with EMBRC-ERIC's activities, including the monitoring of research involving marine organisms or parts thereof.

“**General Assembly**” means the assembly of Members of EMBRC-ERIC, as provided for under Article 15 of the Statutes.

“**Headquarters (HQ)**” means the Executive Director and Secretariat located in the Host Member.

“**Host Member**” means the Member in which the EMBRC-ERIC statutory seat is located, as provided for under Article 2(2) of the Statutes.

“**Host Premium**” means the yearly support, provided by the Host Member, partly cash and partly In-Kind, for the functioning of the EMBRC Headquarters.

“**Liaison Officer(s)**” The Liaison Officers are part of the operative structure of EMBRC-ERIC and will ensure the effective operability and provision of the Nodes' services, constituting a functional link between Headquarters and the Nodes and/or Operators, as provided for under Article 17 of the Statutes.

“**Member(s)**” means the member(s) of EMBRC-ERIC, as provided for under Article 5 of the Statutes.

“**Node(s)**” means the research facilities, resources and services organised nationally, not necessarily as an entity with legal capacity, in a Member and operated by legal entities referred to as “**Operators**”, at which EMBRC-ERIC related activities are carried out.

“**Observer(s)**” means a non-Member of EMBRC-ERIC that participate and contribute to EMBRC-ERIC activities as provided for under Article 10 of the Statutes.

“**Operators**” means legal entities, i.e.: Universities and research performing organisations, comprising the Node(s).

**“Rules of Operation”** means the rules voted by the General Assembly to implement the provisions of the Statutes.

**“Science & Innovation Advisory Board”** means the Advisory Body for scientific matters and strategic planning, including Intellectual Property management and technology transfer matters, as provided for in Article 19.

**“Subsidiary Bodies”** means the advisory bodies established by the General Assembly to advise EMBRC-ERIC, as set out in Article 19 of these Statutes.

**“Secretariat”** means the operational secretariat of EMBRC-ERIC as provided for under Article 18 of the Statutes.

**“Service Level Agreement(s) (SLA)”** means agreements between EMBRC-ERIC and legal entities operating the Nodes regulating the provision of services and resources to support the high-level ambitions of the Research Infrastructure.

In these EMBRC-ERIC statutes, the terms **“Associated Country”**, **“Research Infrastructure”** and **“Third Country”** shall have the meanings set out in the Regulation.

## Article 2

### Name, Seat and Location

- 2.1 The name of the research infrastructure shall be the European Marine Biological Resource Centre, hereinafter called “EMBRC-ERIC”.
- 2.2 EMBRC-ERIC shall have its statutory seat in the host Member France, located in Paris on the territory of the French Republic.

## Article 3

### Mission

- 3.1. The EMBRC-ERIC mission is:
  - a. to promote and deliver on new scientific discoveries and deepen knowledge of marine organisms and ecosystems;
  - b. to promote the use of marine experimental models in mainstream science and raise the profile of marine biological sciences;
  - c. to promote the sustainable utilization of marine biological resources;
  - d. to promote the European blue bio-economy.
- 3.2. EMBRC-ERIC shall operate on a non-economic basis. EMBRC-ERIC may carry out limited economic activities, provided that they are closely related to its principal task and they do not jeopardise the achievement thereof. EMBRC-ERIC shall record the costs and revenues of its economic activities separately. Any income generated by these economic activities shall be used to further its purposes.



- 3.3. EMBRC-ERIC shall promote fair and equitable access to its services, open access to scientific results and data, transparency, equal treatment and non-discrimination.

## Article 4

### Tasks and Activities

- 4.1. EMBRC-ERIC shall operate on the basis of a central organization as a distributed operation of individual Nodes in a coordinated way as defined in a Service Level Agreement (SLA) , managed by an Executive Director supported by the Secretariat, the Committee of Nodes and Liaison Officers. The relations between the Headquarters and the Nodes and/or Operators, and their resources, are regulated through the Service Level Agreements for the provision of services, products and activities to support the high-level ambitions of this research infrastructure.
- 4.2. EMBRC-ERIC shall provide a single access entry point to a comprehensive portfolio of services and research platforms, marine ecosystems, biological resources, E-infrastructure and metadata.
- 4.3. The services offered and the activities undertaken by EMBRC-ERIC shall include, but are not limited to:
- a. Access to a portfolio of research platforms, biological resources, analytical services and data;
  - b. Joint research and development activities through a coordinated, long-term development programme among national Nodes;
  - c. Support of access to marine biological material, including genetic material, and advice and guidance on the use of marine bioresources;
  - d. Integrated workflows of high quality services for access to biological, analytical and data resources by deploying common underpinning technologies and practices;
  - e. Strengthening of the connection of science with industry through a coordinated knowledge and technology transfer service;
  - f. Training facilities and courses for researchers and technical personnel;
  - g. Collaboration with research infrastructures in related and/or complementary fields;
  - h. Engagement with relevant stakeholders of the European maritime regions, to support their environmental policies and blue bioeconomy.
- 4.4. The activities will be implemented in accordance with the policies set out in Articles 21 to 26 that will be appended to the Rules of Operations and made available to users.

## CHAPTER 2 – MEMBERS AND OBSERVERS

### Article 5

#### Membership

- 5.1. The following entities can become a Member of EMBRC-ERIC:
  - a. Member States;
  - b. Associated Countries;
  - c. Third Countries other than Associated Countries;
  - d. Intergovernmental organizations.
- 5.2. EMBRC-ERIC shall at all times have at least one Member State as a Member and at least two others Members that are Member States or Associated Countries. The Member States and Associated Countries who are Members, shall jointly hold the majority of votes in the General Assembly.
- 5.3. A Member State, Associated Country or Third Country being a Member of EMBRC-ERIC may be represented by a public entity, including regions or private entities with a public service mission.
- 5.4. A Member of EMBRC-ERIC may appoint its representing entity according to its own rules and procedures. Said Member shall inform the General Assembly of any changes in the representing entity. The Executive Director shall maintain at the disposal of the EMBRC-ERIC Members a list of the representative entities and of their mandate with respect to EMBRC-ERIC.
- 5.5. The Members, and their representing entities are listed in Annex I, which shall be regularly updated by EMBRC-ERIC.

### Article 6

#### Rights and obligations of Members

- 6.1. The Members shall support the Nodes in their respective country in their activities, by facilitating integration of relevant infrastructures, adopting standards, and supporting the necessary technical upgrades. The relationship between EMBRC-ERIC and the Operators shall be defined through Service Level Agreements.
- 6.2. Notwithstanding other rights set out in the EMBRC-ERIC statutes, or the resolutions of the General Assembly, or applicable laws, the Members have a right to:
  - a. Participate in the governance of EMBRC-ERIC, notably in the General Assembly meetings, with the right to vote;
  - b. Propose and elect the members of the bodies of EMBRC-ERIC through their representatives when called to do so;
  - c. Withdraw from EMBRC-ERIC, on the terms set out in Article 8.1 of the Statutes.

- 6.2. Each Member shall make a Contribution as specified in Article 12.
- 6.3. Each Member shall carry one vote for decisions of the General Assembly and shall empower its representatives with the full authority to vote on all issues raised during a meeting of the General Assembly.

## **Article 7**

### **Admission of new Members**

- 7.1 Any entity listed in Article 5.1 wishing to become a Member of EMBRC-ERIC shall issue a written request to the Executive Director, in English, describing how it would contribute to EMBRC-ERIC mission and activities as defined in Articles 3 and 4. The application shall be examined by the General Assembly. The admission shall be subject to a decision by the General Assembly in accordance with Article 15.9.
- 7.2 The Executive Director shall inform the applicant in writing about admission (including the conditions attached to it) or refusal.

## **Article 8**

### **Withdrawal of Members and Termination of Membership**

- 8.1 Each Member commits to the approved five-year Budgetary Cycle as defined under Article 12. Any Member may withdraw from EMBRC-ERIC, after the initial Budgetary Cycle, giving a 24-month advance written notice to the Chair of the General Assembly and the Executive Director. Said date of withdrawal shall coincide with the end of a Financial Year.
- 8.2 A Member may be expelled if it is in material breach of its obligations under these Statutes and has failed to rectify such breach within 60 (sixty) days of having received written notice from the Executive Director or if it causes, or threatens to cause, a serious disruption in the operation of EMBRC-ERIC as defined by a resolution from the General Assembly according to Article 15.10.
- 8.3 A decision to expel a Member shall be taken after the relevant Member has been given an opportunity to contest such decision and to present its defense to the General Assembly. The General Assembly shall detail the modalities for the implementation of the present provision in the Rules of Operation.
- 8.4 The decision to terminate membership can only take effect after the Commission has been notified according to Article 20 and the corresponding amendment to the Statutes has entered into force in accordance with Article 29.
- 8.5 Members who withdraw or have their membership terminated shall neither have the right to restitution, nor reimbursement of any Contributions made, nor the right to lay any claim to the assets of EMBRC-ERIC.
- 8.6 The General Assembly shall determine if a Member is liable to any sum upon expulsion according to Article 15.10.

- 8.7 If at any time the withdrawal or termination of membership of one or more Members results in the Member States and Associated Countries ceasing to jointly hold the majority of votes in the General Assembly, then EMBRC-ERIC shall be wound up in accordance with Article 28, unless the Members agree otherwise unanimously to prioritize the vote of the Member States and/or Associated Countries so that they continue to jointly hold the majority of votes in the General Assembly.

## Article 9

### Liability of Members

- 9.1 EMBRC-ERIC shall be liable for its debts.
- 9.2 Each Members' liability towards the EMBRC-ERIC's debts and liabilities, of whatever nature, shall be limited to the value of each Member's annual Contribution of the year in which the liability occurs"
- 9.3 EMBRC-ERIC shall insure against risks specific to its activities.

## Article 10

### Observers

- 10.1 A Member State, Associated Country, Third Country, or an Intergovernmental organisation, which is willing to contribute to EMBRC-ERIC, but is not yet in a position to join as a Member, may qualify as an Observer for a period of one year, renewable up to two times upon a decision by the General Assembly under Article 15.9.
- 10.2 Observers have the right to participate, without voting rights, in the General Assembly meetings according to Article 15.3 and conditions decided by the General Assembly. The rights and obligations of the Observers defined in the Statutes and the Rules of Operation may be amended without their consent after their consultation. Member States, Associate Countries, Third Countries or Intergovernmental organizations willing to apply for Observer status may attend a General Assembly meeting before the admittance of their Observer status by agreement of the General Assembly.
- 10.3 Observers are subject to an annual fee as defined in Article 12.6 and set out in Annex 4.
- 10.4 An Observer may be represented by a public entity, including regions, or private entities with a public service mission.
- 10.5 The Observers, and their representing entities are listed in Annex 2, which shall be updated by EMBRC-ERIC.
- 10.6 Member States, Associate Countries, Third Countries or Intergovernmental organizations wishing to apply for Observer status shall issue a written request to the Executive Director in English. The admission of Observers shall be subject to a decision by the General Assembly in accordance with Article 15.9.

- 10.7 The Executive Director shall inform the applicant in writing about admittance (including the conditions attached to it) or refusal.
- 10.8 The Observer status terminates after the period set out in Article 10.1, upon the admission as a Member, under Article 7.
- 10.9 An Observer may be expelled if it is in material breach of its obligations under these Statutes and has failed to rectify such breach within 60 (sixty) days of having received written notice from the Executive Director or if it causes, or threatens to cause, a serious disruption in the operation of EMBRC-ERIC as defined by a resolution from the General Assembly according to Article 15.10.
- 10.10 A decision to expel an Observer shall be taken after the relevant Observer has been given an opportunity to contest such decisions and to present its defense to the General Assembly. The General Assembly shall detail the modalities for the implementation of the present provision in the Rules of Operation.
- 10.11 Observers who withdraw or have their Observer status terminated shall neither have the right to restitution, nor reimbursement of any Contribution made, nor the right to lay any claim to the assets of EMBRC-ERIC.
- 10.12 The Observer status can be renewed twice subject to a written request and decision as set out in Article 10.6.

## **CHAPTER 3 - FINANCIAL PROVISIONS**

### **Article 11**

#### **Resources of EMBRC-ERIC**

- 11.1 The resources of EMBRC-ERIC are decided by the General Assembly and may be comprised of:
- a. Member and Observer Contributions according to Article 12;
  - b. Income deriving from services and Intellectual Property Rights;
  - c. Grants and other resources within limits and under terms approved by the General Assembly; and
  - d. Any other contributions, such as donations, which are agreed by the General Assembly.
- 11.2 The Host Member shall provide the Host Premium as set out in Annex 5.

### **Article 12**

#### **Principles for Contributions of Members and Observers**

- 12.1 The Members and Observers and Intergovernmental organisations shall make annual Contributions to EMBRC-ERIC.
- 12.2 The level of Contribution of the Members, Observers and Intergovernmental organizations shall be established for a five-year Budgetary Cycle and approved by the General Assembly, according to the procedures set out in Article 15.9c and 15.9d and Annex 4.
- 12.3 In-kind Contributions shall be considered only when in the form of effective and quantifiable contribution to the EMBRC-ERIC, including seconded personnel to EMBRC-ERIC, and agreed by the General Assembly. The General Assembly shall agree according to Article 15.10 on an accounting system, rules for the acceptance of in-kind Contributions and the assessment of their value.
- 12.4 Contributions shall be made in the currency of the Host Member.
- 12.5 The value of any in-kind Contributions shall be taken into account when calculating the monetary contributions provided during the same period of time, in order to calculate (i) the total amount of Contributions provided during the year in question; and (ii) the specific proportions contributed by each Member to the total amount of Contributions.
- 12.6 The Observers shall be subject to 50% of the annual Member's fee in the form of a monetary contribution based on the principles and the method of calculation provided in Annex 4. The level of an Observer's Contribution may not be modified unilaterally by EMBRC-ERIC.

## Article 13

### Budgetary principles, accounts and audit

- 13.1. The financial year of EMBRC-ERIC shall begin on 1<sup>st</sup> of January and shall end on 31<sup>st</sup> of December of each year ('Financial Year').
- 13.2. All items of revenue and expenditure of EMBRC-ERIC shall be included in estimates to be drawn up for each Financial Year and shall be shown in the budget.
- 13.3. The General Assembly shall ensure that the EMBRC-ERIC resources are used in accordance with the principles of sound financial management.
- 13.4. The budget shall be established and implemented and the accounts presented in compliance with the principles of transparency.
- 13.5. The accounts of EMBRC-ERIC shall be audited annually and accompanied by a report on the budgetary and financial management for the preceding Financial Year. The General Assembly shall approve the appointment and duration of an external auditor and shall approve the audited accounts and report on budgetary and financial management for the preceding Financial Year within six months of the end of each Financial Year.
- 13.6. EMBRC-ERIC shall be subject to the requirements of applicable law as regards preparation, filing, auditing and publication of accounts.

## Article 14

### Taxes

- 14.1 VAT exemptions based on Articles 143(1)(g) and 151(1)(b) of Council Directive 2006/112/EC and in accordance with Articles 50 and 51 of Council Implementing Regulation (EU) No 282/2011, shall be limited to purchases by EMBRC-ERIC and its Members which are for the official and exclusive use by EMBRC-ERIC provided that such purchases are made solely for the non-economic activities of EMBRC-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, shall be limited to purchases by EMBRC-ERIC which are for the official and exclusive use by EMBRC-ERIC provided that such purchases are made solely for the non-economic activities of EMBRC-ERIC in line with its activities and that the purchase exceeds the value of EUR 300.

## CHAPTER 4 – GOVERNANCE & MANAGEMENT

### Article 15

#### The General Assembly

- 15.1 The General Assembly shall be the governing body of EMBRC-ERIC and is composed of delegates of Members and Observers. Observers' delegates shall not have the right to vote. The General Assembly shall decide on any matters which are necessary to fulfill the mission of EMBRC-ERIC.
- 15.2 The General Assembly shall meet at least once a year, and shall be responsible for the overall supervision of EMBRC-ERIC strategy, governance and scientific development. The Chair of the General Assembly shall convene the General Assembly. A meeting of the General Assembly may be requested by a majority of the Members.
- 15.3 Each Member and Observers of EMBRC-ERIC shall participate in the meetings of the General Assembly with up to two delegates, duly and previously authorized for such purpose through a letter addressed to the Chair of the General Assembly. Each Member and Observer shall nominate two delegates: one scientist, one administrator, on the terms which are decided by said Member or Observer. Each delegate shall be appointed for a period of time (as set out in the Rules of Operation), rescindable by the relevant Member or Observer through a letter addressed to the Chair of the General Assembly.
- 15.4 The General Assembly shall elect a Chair and two Vice-Chairs, from the delegations of the Members. A Vice-Chair shall substitute the Chair in his/her absence and in case of conflict of interest. The Chair and the Vice-Chairs shall be elected for a period of office not exceeding two years. Re-election shall be permitted once for a second term not exceeding two years.
- 15.5 The General Assembly may establish Subsidiary Bodies, of which the occurrence and responsibilities shall be set out in the Rules of Operation.
- 15.6 Meetings of the General Assembly shall be quorate if 2/3 (two-thirds) of the Members are represented at the meeting i.e. attending in person, by telephone, by videoconference or other practical means as determined in the Rules of Operation.
- 15.7 Members may be represented and vote by proxy, subject to a duly written power of attorney, limited to two represented Members per Member present.
- 15.8 The General Assembly shall use its best efforts to achieve consensus on all decisions. Failing consensus, a simple majority of Members present or represented shall be required to pass a decision, except for decisions referred in Article 15.9 and 15.10.
- 15.9 The following matters must be decided unanimously by Members, present or represented:
  - a. The winding-up of EMBRC-ERIC;
  - b. Proposals for admission, refusal and termination of Members and Observers and Intergovernmental organizations, subject to the provisions laid down in Articles 9 and



- 11 of the Regulation in coherence with Article 12.1 and 12.2. The list of its Members and Observers in Annexes 1 and 2 shall be updated by the Executive Director;
- c. Proposals for admission, refusal and termination of Intergovernmental organizations and their Contributions, which shall be decided upon on a case-by-case basis in coherence with Article 12.1 and 12;
  - d. A Budgetary Cycle with Contributions by Members and Observers and Intergovernmental organisations. When a decision on Budgetary Cycle and Contribution cannot be reached at two consecutive ballots, at separate meetings, the decision shall be taken at 3/4 (three quarters) majority at a third ballot organised at a consecutive meeting;
  - e. Defining the general EMBRC-ERIC strategy;
  - f. Amendments of the Statutes.
- 15.10 The following matters are subject to a majority of 2/3 (two thirds) of the Members, present or represented:
- a. Elections for the Chair and the Vice-Chairs of the General Assembly;
  - b. Appointment and termination of the appointment of the Executive Director;
  - c. Adoption of the scientific program periodic review, according to Article 23;
  - d. Adoption of the annual financial statement according to Article 13;
  - e. Adoption of an accounting system, annual budget, and medium-term financial review;
  - f. Adoption of the financial administration principles of EMBRC-ERIC (including the in-kind Contribution accounting, acceptance and assessment of in-kind contribution) within the framework of Article 13 and 14;
  - g. Adoption of Rules of Operation;
  - h. Adoption of policies, including data and dissemination policies in accordance with Articles 21, 22, 23, 24, 25 and 26;
  - i. Adoption of the decision to engage into projects and endorse initiatives under the name of EMBRC-ERIC;
  - j. Intellectual Property policies in accordance with Article 21;
  - k. Adoption of a decision of the definition of a serious disruption as referred to in Article 8.2;
  - l. Adoption of the decisions of the definition of the terms of reference and appointment of members of the Subsidiary Bodies referred to in Article 19.

## Article 16

### The Executive Director

- 16.1. The Executive Director shall be the chief executive officer and legal representative of EMBRC-ERIC.

16.2. The Executive Director shall be appointed and mandated by the General Assembly. The terms and conditions of the appointment are detailed in the Rules of Operation.

16.3. The role of the Executive Director shall include:

- a. Representing EMBRC-ERIC;
- b. Proposing strategic, technical, scientific, legal, budgetary and administrative decisions to the General Assembly;
- c. Responsibility for the leadership and administration of EMBRC-ERIC;
- d. Responsibility for the preparation and implementation of the decisions of and programmes adopted by the General Assembly;
- e. Responsibility for the day-to-day administration and management of EMBRC-ERIC, including leading the Secretariat and appointing its staff;
- f. Responsibility for coordinating the portfolio of projects and initiatives;
- g. Responsibility to ensure that the Committee of Nodes, the Nodes and/or Operators operate according to the terms of reference set in the SLAs, the Rules of Operation and Article 18;
- h. Proposing items for the agenda for the meetings of the General Assembly;
- i. Preparing and submitting the annual activity report, to the approval by the General Assembly, as described in Articles 13 and 20;
- j. Proposing and organizing the meetings of the EMBRC-ERIC Scientific & Innovation Advisory Board for evaluation of the scientific programme according to Article 23;
- k. Proposing and organizing the meetings of the EMBRC-ERIC Ethical Board for the Ethical Policy according to Article 26;
- l. Organizing and developing the EMBRC-ERIC strategy on the collaboration with other research infrastructures;
- m. Evaluating and interviewing the aspiring new Members or Observers in order to propose admission to EMBRC-ERIC;
- n. Chairing the Committee of Nodes and delegating the Committee of Node representatives to ensure the implementation of the EMBRC-ERIC decisions in each EMBRC Node;
- o. Following the strategy and development objectives as defined by the General Assembly, the implementation of projects and project execution in line with the EMBRC-ERIC mission;

16.4. The Executive Director shall, in particular, provide to the General Assembly within the first quarter of each Financial Year with a statement of the accounts of the previous Financial Year, audited in accordance with Article 13. The details of such statement can be found in the Rules of Operation.

16.5. The Executive Director shall provide the General Assembly by the end of November as set in the Rules of Operation with:

- a. a report on the work carried out during the year;
- b. the draft work programme for the following year;

- c. the forecast budget for the following Financial Year.
- 16.6. The Executive Director shall at any time be entitled to establish working groups to support the activities of the Executive Director in accordance with the Rules of Operation.

## Article 17

### The Committee of Nodes

- 17.1. The Committee of Nodes shall consist of one representative per Node, appointed by their Operators.
- 17.2. The Committee of the Nodes shall be chaired by the Executive Director, supported by a vice chair elected by simple majority among its members
- 17.3. The Committee of Nodes will be delegated by the Executive Director to ensure the implementation of the EMBRC-ERIC decisions in each EMBRC Node, with regard to consistency, coherence and stability of infrastructure services, with regard to coordination, the procedures, tools and practices in the Nodes, and to make proposals to improve the quality and efficiency of the services delivered at the Nodes.
- 17.4. The Committee of Nodes shall operate according to the terms of reference set in the Rules of Operation.
- 17.5. The Committee of Nodes has a supporting role - without executive power - to the Executive Director.
- 17.6. The Liaison Officers will act under the responsibility of the Node directors; their role will be fully described in the Rules of Operation, and their services bound by Service Level Agreements.
- 17.7. The Liaison Officers will act under the responsibility of the Node directors; their role will be fully described in the Rules of Operation, and their services bound by Service Level Agreement.

## Article 18

### The Secretariat

- 18.1. The Secretariat shall provide under the responsibility of the Executive Director, the general management and administration of EMBRC-ERIC, including the following support services:
- a. Assistance to the Executive Director in the implementation of the EMBRC-ERIC work programme;
  - b. A central point for communication with stakeholders and coordination of Nodes;
  - c. Coordination of multi-Node activities, including joint development activities and staff exchanges;
  - d. Organisation of all governance and management meetings;
  - e. Administration and management of the User access portal;
  - f. Management of EMBRC-ERIC activities, including e-infrastructure;
  - g. Promotion, communication and marketing for EMBRC-ERIC.

- 18.2. The Secretariat shall report to the Executive Director.
- 18.3. The activities carried out by the Secretariat and its *modus operandi* are detailed in the Rules of Operation.

## Article 19

### The Subsidiary Bodies

- 19.1. The Subsidiary Bodies of EMBRC-ERIC consist of a Science & Innovation Board, an Ethical Board, and other Subsidiary Bodies that may be established by the General Assembly.
- 19.2. The composition and terms of reference of the Subsidiary Bodies shall be approved by the General Assembly in accordance with Article 15.10. and further detailed in the Rules of Operation.
- 19.3. Each Subsidiary Body shall meet at least once per year. The General Assembly may request the chair of the Subsidiary Body to convene meetings to consider and make recommendations on issues that it needs to resolve.

## CHAPTER 5 – REPORTING TO THE COMMISSION

### Article 20

#### Reporting to the Commission

- 20.1 EMBRC-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 General Assembly 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.
- 20.2 EMBRC-ERIC shall inform the Commission of any circumstances which threaten to seriously jeopardize the existence of EMBRC-ERIC or to seriously impair the achievement of the tasks of EMBRC-ERIC or to hinder EMBRC-ERIC from fulfilling the requirements laid down in the Regulation.

## CHAPTER 6 – POLICIES

### Article 21

#### Intellectual Property Rights

- 21.1. The Executive Director proposes - with advice from the Science and Innovation Advisory Board -, the EMBRC-ERIC Intellectual Property Policy relating to identification, allocation, protection, management and maintenance of Intellectual Property Rights as well as technology transfer activities resulting from these Intellectual Property Rights and submit it for approval to the General Assembly.
- 21.2. The EMBRC-ERIC Intellectual Property Policy will regulate the rights of ownership and use within EMBRC-ERIC and toward third parties and contractual partners, securing a compliant and fair use with fair compensation models for the intellectual input and ownership of any EMBRC-ERIC participants.
- 21.3. No provision in these Statutes shall be understood as having effect on Intellectual Property Rights and Intellectual Property policies of the Operators as determined under relevant laws and regulations of the Members and international agreements to which they are a party.
- 21.4. Intellectual Property Rights which arise, are created, obtained or developed by EMBRC-ERIC Staff shall vest and be owned by EMBRC-ERIC.
- 21.5. The EMBRC-ERIC Intellectual Property Policy shall be adopted in accordance with Article 15.10 and appended to Rules of Operation.

### Article 22

#### Access Policy, Data Policy and Dissemination

- 22.1. The EMBRC-ERIC policies for access, data and dissemination on how EMBRC-ERIC provides access to portfolio of services and research platforms, marine ecosystems, biological resources, E-infrastructure will be submitted for approval by the Executive Director to the General Assembly.
- 22.2. Access to EMBRC-ERIC will be open to all types of users, including from all European and non-European countries, not necessarily for free. Requests will undergo a streamlined process involving eligibility and feasibility checks. The EMBRC-ERIC technical and scientific description provides further details regarding the conditions for users' access.
- 22.3. Access will be monitored and user satisfaction measured with a feedback mechanism as part of quality assurance for continuous improvement of access and services.
- 22.4. EMBRC-ERIC will promote e-infrastructure interoperability and standardization in order to deal with large volumes of different types of generated data, and develop or adopt community endorsed data handling protocols, tools and expertise.

- 22.5. EMBRC-ERIC will promote open source and open access principles of for data and will foster knowledge transfer and the dissemination of data and information by liaising with existing European initiatives of relevance for environmental and biological data and bioinformatics, such as ELIXIR and Lifewatch, and recognized data repositories such as EurOBIS, Emodnet, PANGAEA, GEOSS and COPERNICUS.
- 22.6. The EMBRC-ERIC Access Policy, Data Policy and Dissemination Policy shall be adopted in accordance with Article 15.10 and appended to Rules of Operation.

### Article 23

#### Scientific Evaluation Policy

- 23.1. A scientific review of the EMBRC-ERIC activities, services and platforms shall take place every three years coordinated by the Executive Director and shall be presented to the General Assembly.
- 23.2. The EMBRC-ERIC Scientific Evaluation Policy shall be adopted in accordance with Article 15.10 and appended to the Rules of Operation.

### Article 24

#### Employment Policy

- 24.1. EMBRC-ERIC shall be an equal opportunity employer. The selection procedures of applicants for EMBRC-ERIC staff positions shall be transparent, non-discriminatory and respect equal opportunities.
- 24.2. Employment contracts shall comply with applicable national laws and regulations of the countries in which staff carry out their activities.
- 24.3. EMBRC-ERIC shall advertise all vacancies and shall set an adequate time-period for the receipt of applications.
- 24.4. EMBRC-ERIC shall not offer any position to any applicant before the lapse of the above-mentioned time period.
- 24.5. The Employment Policy shall be adopted and appended in the Rules of Operation and published on the website of EMBRC-ERIC.
- 24.6. The Employment Policy is governed by the laws of the Host Member.

### Article 25

#### Procurement Policy

- 25.1 The Executive Director shall present for approval to the General Assembly in accordance with Article 15.10 detailed rules on procurement procedures and criteria which EMBRC-ERIC shall be obliged to follow.

- 25.2 The EMBRC-ERIC Procurement Policy shall respect the principles of transparency, proportionality, mutual recognition, equal treatment, competition and non-discrimination.
- 25.3 Under the EMBRC-ERIC Procurement Policy, EMBRC-ERIC will make its procedures for tendering for products and services, procurement and publication of tenders according to EU legislation available at the EMBRC website ([www.EMBRC.eu](http://www.EMBRC.eu).....).
- 25.4 The EMBRC-ERIC Procurement Policy shall be adopted in accordance with Article 15.10 and appended to Rules of Operation.

## Article 26

### Ethical Policy

- 26.1. EMBRC-ERIC shall adopt an Ethical Policy, which shall be followed during its activities.
- 26.2. EMBRC-ERIC shall strive to facilitate access to and supply of marine biological and genetic material to users collected within the European Union countries' sovereignty or outside EU territories and in compliance with international, European and national legal frameworks regarding access and benefit sharing and ethical use of animals for scientific experimentation, and following its Intellectual Property Rights Policy. EMBRC-ERIC will support strive to assist users and Nodes in complying with the various legally binding frameworks and its Intellectual Property Rights Policy.
- 26.3. The EMBRC-ERIC Ethical Policy shall be adopted in accordance with Article 15.10 and appended to Rules of Operation.



## CHAPTER 7 – MISCELLANEOUS

### Article 27

#### Duration

- 27.1. EMBRC-ERIC shall be established for an initial period ending on 31<sup>st</sup> of December 2040 and shall continue to exist after that date subject to a decision of the General Assembly under Article 15.9.
- 27.2. Notwithstanding Article 8, it may remain in force for successive five year periods after the first period subject to a decision of the General Assembly under Article 15.9.

### Article 28

#### Winding up

- 28.1 The winding up of EMBRC-ERIC shall follow a decision by the General Assembly under Article 15.9.
- 28.2 The Commission shall be notified in writing by the Executive Director of:
- a. the General Assembly's 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.
- 28.3 Any assets and liabilities remaining after payment of the EMBRC-ERIC's assets or debts shall be apportioned among the Members in proportion to their accumulated contribution to EMBRC-ERIC at the time of dissolution. This paragraph is subject to Article 9.
- 28.4 EMBRC-ERIC shall cease to exist on the day on which the Commission publishes the appropriate notice in the *Official Journal of the European Union*.

### Article 29

#### Amendments to the Statutes

- 29.1 Proposals for amendments to the Statutes adopted by the Assembly of Members shall be submitted to the Commission in accordance with Article 11 of the Regulation.
- 29.2 The Statutes shall be kept up to date by the Executive Director. The Statutes shall be made available on the website of EMBRC-ERIC and at its statutory seat.

## Article 30

### Language

- 31.1. The English language shall be the EMBRC-ERIC working language and 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. The Host Member language may be used between its administration and EMBRC-ERIC.
- 31.2. The Statutes shall be deemed authentic in all the languages of the Members and in all other official European Union languages. No linguistic version shall prevail. The English version, together with a version in the Host member language, shall be kept up-to-date and publicly available on EMBRC-ERIC website and at the statutory seat.

## Article 31

### Disputes

- 32.1. The Members and the Observers shall as far as possible try to settle by amicable means any disputes, that may arise from the interpretation or application of these Statutes.
- 32.2. The Court of Justice of the European Union shall have jurisdiction over all litigation among the Members and the Observers in relation to EMBRC-ERIC, between Members, Observers and EMBRC-ERIC and over any litigation to which the European Union is a party.
- 32.3. European Union law on jurisdiction shall apply to disputes between EMBRC-ERIC and Third Parties. In cases not covered by European Union law, the law of the Host Member shall determine the competent jurisdiction for the resolution of such disputes.

## Annex 1

## List of Members

| Country (or intergovernmental or international organization) | Represented by  | Node's representing entity                                   | Node's Operators   |
|--|---|--|--|
| <b>Belgium</b>   | Service Public Fédéral de Programmation Politique Scientifique (BELSPO);<br>Departement Économie, Wetenschap en innovatie (EWI);<br><br>Service public de Wallonie- Direction générale opérationnelle de l'Économie, de l'Emploi & de la Recherche (DG06) | Not applicable   | Ghent University;<br>Flanders Marine institute vzw;<br>Hasselt University;<br>Royal Belgian Institute of Natural Sciences  |
| <b>France</b>  | Sorbonne Université (SU)  | Sorbonne Université (SU)                                     | Sorbonne Université (SU);<br>Centre National de la Recherche Scientifique (CNRS)   |
| <b>Greece</b>  | Hellenic Center for Marine Research (HCMR)  | Hellenic Center for Marine Research (HCMR)                   | Hellenic Center for Marine Research (HCMR)   |
| <b>Israel</b>  | Ministry of Science and Technology  | Interuniversity Institute for Marine Sciences in Eilat (IUI) | Interuniversity Institute for Marine Sciences in Eilat (IUI),<br>Hebrew University of Jerusalem (HUJI)   |
| <b>Italy</b>   | Stazione Zoologica Anton Dohrn (SZN)  | Stazione Zoologica Anton Dohrn (SZN)                         | Stazione Zoologica Anton Dohrn (SZN);<br><br>Consorzio Nazionale Interuniversitario per le Scienze del Mare (CoNISMa);<br><br>Institute of Marine Science (ISMAR-CNR);<br><br>Institute for Coastal Marine Environment (IAMC-CNR); |

|                       |  |  |   |
|-----------------------|--|--|---|
|                       |  |  | National Institute of Oceanography and Experimental Geophysics (OGS)  |
| <b>Norway</b>         | The Research Council of Norway                           | Not Applicable   | University of Bergen (UiB);<br>Norwegian University of Sciences and Technology (NTNU);<br>Arctic University of Norway – Tromsø;<br>University of Oslo   |
| <b>Portugal</b>       | Centro de Ciências do Mar (CCMAR), University of Algarve | Centro de Ciências do Mar (CCMAR), University of Algarve | Centro de Ciências do Mar (CCMAR), University of Algarve;<br>Coimbra Collection of Algae (ACOI), University of Coimbra;<br>Institute of Marine Research (IMAR), University of Azores;<br>Interdisciplinary Centre of Marine and Environmental Research (CIIMAR), University of Porto  |
| <b>Spain</b>          | The Ministry of Science, Innovation and Universities     | Not applicable   | Universidade de Vigo (UVIGO);<br>Universidad del País Vasco/Euskal Herriko Unibertsitatea (UPV/EHU)   |
| <b>United Kingdom</b> | Marine Scotland  | Scottish Association for Marine Science (SAMS)           | Scottish Association for Marine Science (SAMS);<br>The Scottish Ministers - Marine Scotland Science;<br>Natural Environment Research Council - British Antarctic Survey (NERC-BAS);<br>The University Court of the University of St Andrews - Scottish Oceans Institute (SOI);<br>Marine Biological Association of the United Kingdom (MBA);<br>MAST-Scotland |

**Annex 2****List of Observers**

| <b>Country (or Intergovernmental or international organization)</b> | <b>Represented by</b> | <b>Node's representing entity</b> |
|---|-----------------------|-----------------------------------|
| N.N.  |                       |                                   |
|   |                       |                                   |
|   |                       |                                   |

## Annex 3

Budget and Contributions of Members and Observers<sup>1</sup>

## for the initial Budgetary Cycle

|                     | 2018             | 2019             | 2020             | 2021             | 2022             | Total            |
|---------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| France <sup>2</sup> | 649 128 €        | 649 128 €        | 649 128 €        | 649 128 €        | 649 128 €        | 3 245 640 €      |
| UK                  | 92 136 €         | 92 136 €         | 92 136 €         | 92 136 €         | 92 136 €         | 460 680 €        |
| Italy               | 78 787 €         | 78 787 €         | 78 787 €         | 78 787 €         | 78 787 €         | 393 935 €        |
| Spain               | 68 275 €         | 68 275 €         | 68 275 €         | 68 275 €         | 68 275 €         | 341 375 €        |
| Israel              | 59 868 €         | 59 868 €         | 59 868 €         | 59 868 €         | 59 868 €         | 299 340 €        |
| Belgium             | 64 398 €         | 64 398 €         | 64 398 €         | 64 398 €         | 64 398 €         | 321 990 €        |
| Norway              | 80 610 €         | 80 610 €         | 80 610 €         | 80 610 €         | 80 610 €         | 403 050 €        |
| Greece              | 52 523 €         | 52 523 €         | 52 523 €         | 52 523 €         | 52 523 €         | 262 615 €        |
| Portugal            | 52 592 €         | 52 592 €         | 52 592 €         | 52 592 €         | 52 592 €         | 262 960 €        |
| <b>Total</b>        | <b>1 198 317</b> | <b>1 198 317</b> | <b>1 198 317</b> | <b>1 198 317</b> | <b>1 198 317</b> | <b>5 991 585</b> |

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<sup>1</sup> Observer's' contribution is 50% of a Members' contribution

<sup>2</sup> Including the Host Premium

#### Annex 4

##### Principles for the calculation of annual monetary contribution for EMBRC Members joining at the beginning of a budgetary cycle

The EMBRC-ERIC annual budget shall be covered by the contribution of EMBRC-ERIC Members. For Members supporting the ERIC at the moment of calculation of contributions for an upcoming budgetary cycle, Member Annual Contributions are calculated based on a mixed flat-rate/GDP-based/GDP per capita-based model. The following formula is used

$$Membership(i) = \frac{\alpha}{N} T + (\beta) \frac{GDP(i)}{\sum_{i=1}^n GDP(i)} T + (\gamma) \frac{GDP/Capita(i)}{\sum_{i=1}^n GDP/capita(i)} T$$

Where:

$\alpha$ : % of flat rate (60%)

$\beta$ : % of GDP-based rate (20%)

$\gamma$ : % of GDP/Capita-based rate (20%)

N: number of EMBRC ERIC members at the moment of calculation of contributions for the Budgetary Cycle in question.

T: Total Budget minus Host Premium

GDP data for Eurostat-rated countries obtained from the previous year's Eurostat yearly data

GDP/Capita for Eurostat-rated countries calculated from Eurostat yearly GDP data and Eurostat Population data.

GDP data for Eurostat non rated countries obtained from the previous year's World Bank yearly data

GDP/Capita Eurostat non rated countries calculated from World Bank yearly GDP data and World Bank Population data

Currency Exchange obtained from European Central Bank Exchange rates from the 31<sup>st</sup> of December of the previous year.

##### Principles for the calculation of annual monetary contribution for EMBRC Members joining during an ongoing budgetary cycle

For Members joining during an ongoing budgetary cycle, Member Annual Contributions are calculated based on the same principle used for members joining at the beginning of a budgetary cycle with the following particularity.

The contribution by a Member joining during an ongoing budgetary cycle will be an addition to the EMBRC-ERIC Budget and will not affect the other Member's Contributions.

### **Principles for the calculation of annual monetary contribution for Observer countries**

Observer countries shall be subject to 50 % of the annual Member's fee in the form of a monetary contribution which will be calculated based on the same principle used for members joining during an ongoing budgetary cycle.

The contribution by Observers will be an addition to the EMBRC-ERIC Budget and will not affect the Member's Contributions.

The principles included in this Annex are not intended for the calculation of contributions by intergovernmental, which shall be decided upon on a case-by case base by the EMBRC-ERIC General Assembly.



## Annex 5

## Host Premium according to Article 11.2

| <b>Host<br/>Premium</b> | <b>EMBRC-ERIC HQ<br/>PERSONNEL<br/>(€)</b> | <b>HQ FUNCTIONING INCLUDING<br/>HQ's PREMISES OVERHEADS<br/>AND HOST'S BACK-OFFICE<br/>(€)</b> | <b>OTHER STAFF<br/>SUPPORTING THE<br/>EMBRC-ERIC HQ<br/>(€)</b> | <b>TOTAL<br/>(€)</b> |
|-------------------------|--|--|---|----------------------|
| <b>In-kind</b>          |  | <b>140,000</b>   | <b>120,000</b>  | <b>260,000</b>       |
| <b>Cash</b>             | <b>240,000</b>                             | <b>60,000</b>  |   | <b>300,000</b>       |
| <b>TOTAL</b>            | <b>240,000</b>                             | <b>200,000</b>   | <b>120,000</b>  | <b>560,000</b>       |