

**COMMISSION IMPLEMENTING DECISION****of 5 May 2014****on setting up Euro-Argo Research Infrastructure as a European Research Infrastructure Consortium (Euro-Argo ERIC)**

(2014/261/EU)

THE EUROPEAN COMMISSION,

Having regard to the Treaty on the Functioning of the European Union,

Having regard to Council Regulation (EC) No 723/2009 of 25 June 2009 on the Community legal framework for a European Research Infrastructure Consortium (ERIC) <sup>(1)</sup>, and in particular point (a) of Article 6(1) thereof,

Whereas:

- (1) The Federal Republic of Germany, the Hellenic Republic, the French Republic, the Italian Republic, the Kingdom of the Netherlands, the Republic of Finland and the United Kingdom of Great Britain and Northern Ireland requested the Commission to set up Euro-Argo Research Infrastructure as a European Research Infrastructure Consortium (Euro-Argo ERIC). The Kingdom of Norway and the Republic of Poland have made known their decision to participate initially in Euro-Argo ERIC as an Observer.
- (2) The French Republic has been chosen by the Federal Republic of Germany, the Hellenic Republic, the Italian Republic, the Kingdom of the Netherlands, the Kingdom of Norway, the Republic of Poland, the Republic of Finland and the United Kingdom of Great Britain and Northern Ireland as the Host Member State of Euro-Argo ERIC.
- (3) The measures provided for in this Decision are in accordance with the opinion of the Committee established by Article 20 of Regulation (EC) No 723/2009,

HAS ADOPTED THIS DECISION:

*Article 1*

1. The Euro-Argo Research Infrastructure as a European Research Infrastructure Consortium (Euro-Argo ERIC) is hereby established.
2. The Statutes of Euro-Argo ERIC are set out in the Annex. The Statutes shall be kept up to date and made publicly available on the website of Euro-Argo ERIC and at its statutory seat.
3. The essential elements of the Statutes for which amendments shall require approval by the Commission in accordance with Article 11(1) of Regulation (EC) No 723/2009 are provided for in Articles 1, 3, 4, 13, 23-31.

*Article 2*

This Decision shall enter into force on the third day following that of its publication in the *Official Journal of the European Union*.

Done at Brussels, 5 May 2014.

*For the Commission*  
*The President*  
José Manuel BARROSO

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<sup>(1)</sup> OJ L 206, 8.8.2009, p. 1.

## ANNEX

## STATUTES OF Euro-Argo ERIC

The Federal Republic of Germany

The Hellenic Republic

The French Republic

The Italian Republic

The Kingdom of the Netherlands

The Republic of Finland

The United Kingdom of Great Britain and Northern Ireland,

Hereinafter referred to individually as 'Founding Member' and collectively as 'Founding Members'

and

The Kingdom of Norway

The Republic of Poland

Hereinafter referred to individually as 'Founding Observer' and collectively as 'Founding Observers'

CONSIDERING THAT climate change is one of the most pressing issues of our century, understanding and predicting changes in both the atmosphere and the ocean are needed to guide international actions and to optimise governments' policies on climate change, this understanding requires global data sets of the highest quality;

CONSIDERING THAT the required *in situ* ocean observations, which must be sustained over long time periods, are beyond the reach of single research teams and countries, the International Argo global ocean observing system has been designed to meet that challenge and is the first-ever global, *in situ* ocean-observing network in the history of oceanography, providing an essential complement to satellite systems;

CONSIDERING THAT success in such a major undertaking could be achieved only through a very high degree of international cooperation, Euro-Argo will develop and consolidate the European component of the global network. Specific European interests also require increased sampling in some regional seas. Overall, the Euro-Argo infrastructure should comprise around 800 floats in operation at any given time. The maintenance of such an array requires Europe to deploy about 250 floats per year;

CONSIDERING THAT the Euro-Argo research infrastructure will strengthen European excellence and expertise in climate research and will establish a high level of cooperation between European partners in all implementation aspects: operation at sea, array monitoring and evolution, technological and scientific developments, improving data access for research and the GMES/Copernicus Marine Service, coordination of the European contribution to the international management of the Argo Programme;

DESIRING THAT the existing cooperative arrangements are transferred into a body with legal personality separate from its Members to enhance cooperation and collaboration, to enable Euro-Argo to enter into contracts on its own behalf including the purchase of floats and other property, goods or services and to complement and strengthen the governance established by the International Argo Programme;

REQUESTING the European Commission to establish the infrastructure Euro-Argo as a European Research Infrastructure Consortium (Euro-Argo ERIC),

HAVE THEREFORE AGREED ON THE FOLLOWING PROVISIONS:

#### CHAPTER 1

### GENERAL PROVISIONS

#### *Article 1*

##### **Name and seat**

1. The name of the consortium shall be Euro-Argo ERIC, incorporated as a European Research Infrastructure Consortium, hereinafter 'Euro-Argo ERIC'.
2. The statutory seat of Euro-Argo ERIC shall be in Plouzané, France ('Statutory Seat').
3. The Council shall consider, at least once every five years, whether the Statutory Seat shall remain in France or be transferred to the territory of another Member.
4. The requirements and procedures for establishing and for transferring the Statutory Seat shall be set out in a separate document entitled 'Internal Working Procedures'.

#### *Article 2*

##### **Description of the infrastructure**

1. Euro-Argo is made up of a central infrastructure which is owned and controlled by Euro-Argo ERIC (the 'Central Infrastructure'). The Central Infrastructure shall coordinate Euro-Argo activities under arrangements with independent distributed national legal entities and facilities.
2. The Statutes shall solely apply to the Central Infrastructure.

#### *Article 3*

##### **Objectives and tasks**

1. The goal of Euro-Argo ERIC shall be to develop a long-term global ocean monitoring system to better understand and predict the ocean and its role in the climate system.
2. Euro-Argo ERIC shall coordinate and strengthen the European contribution to the international Argo Programme as endorsed by the Intergovernmental Oceanographic Commission (IOC) of the United Nations Educational, Scientific and Cultural Organisation (Unesco) and by the World Meteorological Organisation (WMO). The specific objectives of Euro-Argo ERIC shall be:
  - (a) to provide, deploy and operate an array of around 800 floats contributing to the global array (a European contribution of 1/4 of the global array);
  - (b) to provide additional coverage in the European regional seas;
  - (c) to develop further the infrastructure (e.g. improving float technology and adding new sensors, improving the data processing and distribution system); and,
  - (d) to provide quality controlled data and access to the data sets and data products to the research (climate and oceanography) and operational (e.g. Global Monitoring for Environment and Security (GMES)/Copernicus Marine Service) communities.

#### *Article 4*

##### **Activities**

1. Euro-Argo ERIC shall:
  - (a) supervise the operation of the infrastructure and ensure that it evolves in accordance with the requirements set forth by the research and operational communities;
  - (b) coordinate and supervise float deployments to ensure that International Argo and Euro-Argo objectives are fulfilled (e.g. contribution to the International Argo global array, filling gaps, improved regional coverage in the European regional and marginal seas, open data access);

- (c) supervise and organise data processing, quality control, and access to ensure easy and timely availability to all users;
  - (d) monitor the operation of the infrastructure (e.g. array performance monitoring);
  - (e) decide on the evolution of the Euro-Argo infrastructure (e.g. data system, products, technology and new sensors, number of floats deployed per year);
  - (f) share expertise on all scientific/technological developments and use of International Argo data;
  - (g) organise float procurement at the European level;
  - (h) carry out continuous research and development required for the evolution of the observing array (e.g. float technology) and of the data delivery system;
  - (i) maintain the links with the research and operational (including GMES/Copernicus Marine Service) user communities; and
  - (j) liaise with the International Argo infrastructure (Argo Project Office, international Argo Steering Team, Argo Information Centre). The European infrastructure will complement and strengthen the international one; it will consolidate and make more efficient the European contributions to International Argo and develop a leading European role in International Argo and its future evolution.
2. As part of its activities, Euro-Argo ERIC shall:
    - (a) support access to Euro-Argo ERIC by the European and international scientific and operational communities;
    - (b) contribute to the development of scientific research; and,
    - (c) address scientific topics of relevance to International Argo.
  3. Euro-Argo ERIC may carry out some limited economic activities as long as they are closely related to its tasks and activities listed in this Article and do not jeopardise their achievement.
  4. Euro-Argo ERIC may delegate any of its activities to Members, Observers or third parties.
  5. Euro-Argo ERIC activities shall be without prejudice to the activities and missions of its Members and Observers and its tasks and activities shall not preclude similar activities being conducted by a Member or Observer either independently or in bi-lateral or multi-lateral cooperation

## CHAPTER 2

### MEMBERS AND OBSERVERS

#### *Article 5*

#### **Members and Observers**

1. Euro-Argo ERIC shall be comprised of Members and Observers. They shall be bound by the Internal Working Procedures, approved by the Council. The founding Members and founding Observers of Euro-Argo ERIC as at the date of the entry into force of these Statutes are listed in the Annex.
2. The Annex shall be updated by the Euro-Argo ERIC Programme Manager after revocation or withdrawal of membership or observership or after admission of Members or Observers by the Council. No changes in the list of Members and Observers of Euro-Argo ERIC shall require formal amendment of the Statutes.

#### *Article 6*

#### **Members**

1. Members are States and intergovernmental organisations. They may be represented by one or more public entities, 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 Euro-Argo ERIC. Each Member shall speak with a single voice.
2. A Member shall inform the Council of the appointment of any entity that represents it, as well as of the rights that the entity will have or the obligations it will assume. The Member shall immediately inform the Council of any change.

*Article 7***Observers**

1. Observers are States and intergovernmental organisations. They may be represented by one or more public entities, including regions or private entities with a public service mission, as regards the exercise of specified rights and the discharge of specified obligations as an Observer of Euro-Argo ERIC.
2. An Observer shall inform the Council of the appointment of any entity that represents it, as well as of the rights that the entity will have or the obligations it will assume. The Observer shall immediately inform the Council of any change.
3. Observers are entitled to attend all Euro-Argo ERIC meetings without a right to vote.
4. Observers are entitled to participate in and contribute to Euro-Argo ERIC. They shall have access to, and support from, the services and expertise of Euro-Argo ERIC.
5. Any Member State, associated country, third country and inter-governmental organisation wishing to be admitted as an Observer shall adhere to the Statutes by entering into a written adherence agreement.
6. The admission and expulsion of Observers shall be subject to a decision of the Council.
7. An Observer may withdraw at the end of each Financial Year, as defined in Article 20, from Euro-Argo ERIC by written notice sent to the Programme Manager at least one year in advance of the date of the proposed withdrawal. The Council shall record formally the withdrawal and its consequences for Euro-Argo ERIC.

*Article 8***Admission of a Member**

Members of Euro-Argo ERIC must be European Union Member States, non-European Union Member States (associated or third countries) or inter-governmental organisations, and at all times there shall be at least one European Union Member State and two other countries that are either Member States or associated countries as Members. Any Member State, associated country or third country or inter-governmental organisation wishing to be admitted as a Member shall adhere to the Statutes by entering into a written adherence agreement. The admission of new Members shall be subject to a decision by the Council.

*Article 9***Withdrawal of a Member**

1. After a period of four years from the date of the entry into force of the Statutes, any Member of Euro-Argo ERIC may submit a written notice to the Programme Manager indicating that Member's intention to withdraw from Euro-Argo ERIC. The withdrawal date must coincide with the end of a Financial Year as defined in Article 20 and the written notice must be received by the Programme Manager at least one year in advance of the proposed date of withdrawal.
2. The Council shall record formally the withdrawal and its consequences for Euro-Argo ERIC.
3. The Council shall determine if the Member is entitled to any sums upon withdrawal. If the Member is so entitled, the Council shall determine the value of the rights and obligations of such Member taking into account the assets and liabilities of Euro-Argo ERIC as they stand on the date on which such Member ceases to be part of Euro-Argo ERIC.
4. In no case shall the Member's entitlement upon withdrawal exceed the contribution made by the Member in the previous five years excluding subscription fees.
5. No withdrawing Member from Euro-Argo ERIC can claim any amount in respect of subscription fee and goodwill.

*Article 10***Expulsion of a Member**

1. Any Member of Euro-Argo ERIC may be expelled if it is in material breach of its obligations under the Statutes, or causes or threatens to cause a serious disruption in the operation of Euro-Argo ERIC as determined by the Council. A decision to expel a Member shall be taken by the Council, after the concerned Member has been given an opportunity to respond to the proposed decision and present its position to the Council.
2. The Council shall determine, in accordance with Article 9, the Member's entitlement until the date it ceases to be a Member of Euro-Argo ERIC.

## CHAPTER 3

**RIGHTS AND OBLIGATIONS OF THE MEMBERS***Article 11***Voting rights**

1. Without prejudice to paragraph 2, each Member shall have at least six votes. Each Member shall have one additional vote for each float procured and deployed by it or on its behalf over a period of three calendar years preceding the Financial Year during which the meeting is held, irrespective of membership of Euro-Argo ERIC. The number of floats shall be determined from official float notifications made through the IOC Argo Information Centre, and shall include the procurement and deployment of floats during the three financial years preceding the establishment of Euro-Argo ERIC. During the first three Financial Years of the operation of Euro-Argo ERIC, the period of three years preceding the Financial Year during which the meeting is held shall include calendar years prior to the establishment of Euro-Argo ERIC.

2. Member States or associated countries shall hold jointly the majority of the voting rights in the Council. The Council shall determine any modification of voting rights that is required to ensure that Euro-Argo ERIC complies with this requirement.

*Article 12***Contributions**

1. The resources necessary to achieve the objectives of Euro-Argo ERIC and to ensure the sustainability of Euro-Argo ERIC shall be borne by the Members and Observers in accordance with the provisions of these Statutes and as determined by the Council. The contributions for the first five years of Euro-Argo ERIC after the Statutes enter into force are set out in a Technical and Scientific Description of the Euro-Argo ERIC which shall be attached to these Statutes and not be integral part of them.

2. The Council shall decide annually on the minimum contribution required for Members and for Observers, with a two year advance notice (i.e. decisions taken in year  $n$  apply for year  $n+2$ ). All contributions shall be made in euro.

3. The contributions of the Members and Observers related to the operating cost shall not be subject to VAT.

4. If the Council determines that there is a lasting and significant imbalance between the proportional use made of the facility by the scientific community of a Member and the contribution of that Member, the Council shall be entitled to limit that use, unless the Member agrees to an appropriate re-adjustment of the contribution rates as set out in the second paragraph of this Article.

*Article 13***Liability of the Members**

1. The Members' liability towards Euro-Argo ERIC's debts and liabilities, of whatever nature, shall be limited to each individual Member's annual contribution.

2. Euro-Argo ERIC shall take out and maintain appropriate insurance to cover the risks relating to the operation of Euro-Argo ERIC.

## CHAPTER 4

**GOVERNANCE AND MANAGEMENT OF Euro-Argo ERIC***Article 14***Governance**

The governance structure of Euro-Argo ERIC shall comprise the following bodies, having the powers as set out in points (a)-(d):

- (a) the Council as the body having ultimate decision-making authority;
- (b) the Management Board to supervise the operation of Euro-Argo ERIC and to ensure that it operates and evolves in accordance with the strategic direction set by the Council, and the requirements set forth by the research and operational communities;

- (c) the Programme Manager appointed by the Council, as the executive officer and legal representative of Euro-Argo ERIC; and
- (d) the Scientific and Technical Advisory Group (STAG) to give advice to the Council on scientific and technical matters.

#### Article 15

### The Council

1. The Council shall be the only body of Euro-Argo ERIC that has the power to discontinue Euro-Argo ERIC.
2. The Council shall define the broad strategic direction for Euro-Argo ERIC, and its evolution. It shall consider and approve the annual work plan and proposals, from the Management Board, on the allocation of funds received from the European Union and from Members, Observers and third parties. It shall take all decisions concerning major investments such as buildings and large equipment at European level. It shall decide on the opening of staff positions, or on the designation of seconded personnel, for the Programme Office.
3. The Council shall decide on membership in Euro-Argo ERIC including the admission of Members and the withdrawal or the exclusion of Members.
4. The Council shall appoint the Programme Manager upon proposition by the Management Board.
5. The Council shall appoint the members of the Scientific and Technical Advisory Group (STAG), and establish the terms of reference for their work upon proposition by the Management Board.
6. Key stakeholders may be invited to the Council meetings by the Chair.
7. Each Member shall be represented by one delegate. Observers may attend Council meetings and shall be represented by one delegate. Each delegate may be accompanied by appropriate experts.
8. The Council shall elect its Chair for a duration of three years, renewable once for a further period of three years, from its Members by a qualified majority of the Members. The vice-Chair of the Council shall be elected by qualified majority to carry out the duties of the Chair in case of her/his absence.
9. The Council shall take decisions by simple majority, qualified majority or unanimity as follows:
  - (a) Decision by simple majority of those present:
    - (i) Approval of the annual accounts;
    - (ii) Approval of the Programme Manager annual report of activities;
    - (iii) Appointment of financial auditors;
    - (iv) Appointment of the Management Board;
    - (v) Appointment of the STAG; and
    - (vi) All other decisions which are not expressly required to be taken by qualified majority or by unanimity.
  - (b) Decision by two-thirds majority of those with voting rights present or represented, and representing two-thirds of the voting rights (qualified majority):
    - (i) Approval of the annual budget;
    - (ii) Proposal for amending the Statutes;
    - (iii) Election of the Chair of the Council;
    - (iv) Appointment of the Programme Manager;
    - (v) Determination of the adherence terms and procedure for new Members and Observers;
    - (vi) Admission of Members;
    - (vii) Admission of Observers;
    - (viii) Establishing, amending, and approving the Internal Working Procedures;
    - (ix) Deciding and amending the minimum contributions due by Members and Observers;

- (x) Determining the modification of voting rights required to ensure that Euro-Argo ERIC complies with the second paragraph of Article 11;
  - (xi) Establishing and amending the methods and licensing regarding the exploitation of intellectual property rights;
  - (xii) Transferring the official address and the Statutory Seat and registered office address of Euro-Argo ERIC to another Member State of the European Union or associated country;
  - (xiii) Winding-up of Euro-Argo ERIC; and
  - (xiv) Continuation or termination of Euro-Argo ERIC.
- (c) Decision by unanimity less the voice of the Member concerned concerning the expulsion of a Member.
10. The Members agree to be bound by the provisions of the Internal Working Procedures concerning vote by proxy, representation at meetings, and quorum requirements.
11. The Council shall ordinarily be convened once a year by the Chair at the place where Euro-Argo ERIC is registered, or at another place determined by the Chair.
12. The Council shall be held no more than two months after the annual accounts of the preceding Financial Year are sent to the Members.
13. The Chair may decide, if necessary, to convene extraordinary meetings at any other time, or if the Chair receives in writing such a request from the Programme Manager, or from at least one third of the Members.
14. The Members agree to be bound by the provisions of the Internal Working Procedures concerning notification and organisation of meetings, agenda, minutes and other dispositions therein.

#### Article 16

#### **Management Board**

1. The Management Board shall supervise the operation of Euro-Argo ERIC and ensure that it operates and evolves in accordance with the strategic direction set by the Council, and the requirements set forth by the research and operational communities.
2. The Management Board shall validate the annual work plan prepared by the Programme Manager and shall submit it to the Council for approval. It will prepare and submit to the Council proposals for the annual budget and on the allocation of funds received from the European Union and funds or subscriptions received from Members, Observers and third parties.
3. The Management Board shall validate all necessary actions taken by the Programme Manager relating to the implementation of the annual work plan, to the operation of Euro-Argo ERIC, in particular float procurement and deployment strategy, its relations with the International Argo Programme and relevant European institutions.
4. The Management Board shall be composed of delegates designated by the Members. Each Member shall be entitled to designate one delegate and one substitute.
5. The Programme Manager and the Chair of the STAG shall be entitled to attend in a consultative capacity the Management Board meetings.
6. Observers shall be entitled to attend or be represented on the Management Board, without voting rights.
7. Experts and other persons particularly qualified in matters which are to be discussed may be invited by the Chair, without voting rights.
8. The Management Board shall elect its Chair for a term of three years, renewable once for a further period of three years, from its Members by a qualified majority of the Members. The vice-Chair shall be elected by qualified majority of the Management Board to carry out the duties of the Chair in case of her/his absence.
9. Each Member shall have the voting rights as set out in Article 11.



10. The Members shall be bound by the provisions of the Internal Working Procedures concerning vote by proxy, representation at meeting, and quorum requirements.
11. The Management Board meetings shall ordinarily be convened once a year by the Chair at the place where Euro-Argo ERIC is registered, or at another place determined by the Chair.
12. The Chair may decide, if necessary, to convene extraordinary meetings at any other time; or on the request from the Programme Manager, or on the request from at least one third of the Members.
13. The Management Board shall be held within two months after the annual accounts of the preceding Financial Year are sent to the Members.
14. The Members shall be bound by the provisions of the Internal Working Procedures concerning notification and organisation of meetings, agenda, minutes and other dispositions therein.

#### *Article 17*

#### **Programme Manager**

1. The Programme Manager shall be responsible for the implementation of the decisions and Programmes validated by the Management Board and approved by the Council. The Programme Manager shall be appointed by and accountable to the Council.
2. The Programme Manager shall take all necessary actions for the execution of the annual work plan and the day-to-day administration and management of Euro-Argo ERIC. This includes, in particular:
  - (a) facilitation of access to Euro-Argo ERIC and its data by the research and operational communities;
  - (b) planning, coordination and supervision of float deployments;
  - (c) organisation of float procurement at European level;
  - (d) the day-to-day administration of Euro-Argo ERIC;
  - (e) the preparation of an annual activity report, and of an annual management report;
  - (f) overseeing all budget matters and approving expenses;
  - (g) preparing annual budget report and proposing budget plans;
  - (h) coordinating the activities of Euro-Argo ERIC staff and of persons seconded to Euro-Argo ERIC;
  - (i) over-seeing the Programme Office; and
  - (j) establishing and maintaining links with the research and operational (GMES/Copernicus) user communities.
3. The Programme Manager shall represent Euro-Argo ERIC in the International Argo governance structure (International Argo Steering Team) without precluding national representation from Members.
4. The Programme Manager shall be entitled to sign legally binding contracts and agreements on behalf of Euro-Argo ERIC with third parties.
5. The Programme Manager shall assist the Chair of the Management Board in the preparation of the meetings of the Management Board.
6. A Programme Office shall be set-up to assist the Programme Manager and support the day-to-day management of Euro-Argo ERIC including, without limitation, filing of mail and correspondence, archiving of documents, travel arrangements, organising meetings, preparing reports and financial documents.

*Article 18***Scientific and Technical Advisory Group (STAG)**

1. The STAG, acting as a consultative body composed of independent experts, shall be established to advise the Council on any scientific or technical matters, including data management and instrumentation, relevant to the operation, development, and evolution of Euro-Argo ERIC, and access to its data by research and operational users. The Management Board may request through the Council the STAG to consider, and make recommendations on issues that it needs to address. The terms of reference of the STAG, proposed by the Management Board and approved by the Council shall be set out in the Internal Working Procedures.
2. The STAG shall make recommendations to the Council on scientific and technical aspects and the direction of Euro-Argo ERIC, taking into account the European and international context.

## CHAPTER 5

**FINANCE***Article 19***Resources**

The resources of Euro-Argo ERIC shall be decided by the Council in accordance with Article 15(2) and may be comprised of:

- (a) Annual Member and Observer subscriptions;
- (b) Additional contributions from the Members or Observers;
- (c) Remuneration for services provided by Euro-Argo ERIC to third parties and by royalties or income derived from the exploitation by third parties of intellectual property rights owned and/or licensed by Euro-Argo ERIC;
- (d) Grants for specific Euro-Argo ERIC activities in accordance with Title VI of Regulation (EU, Euratom) No 966/2012 of the European Parliament and of the Council <sup>(1)</sup>;
- (e) Other Grants; and
- (f) Additional resources received either in kind or in cash within limits and under terms approved by the Council.

*Article 20***Budgetary principles, accounts and audit**

1. The financial year of Euro-Argo ERIC shall begin on 1 January and shall end on 31 December of each year ('Financial Year').
2. All items of revenue and expenditure of Euro-Argo ERIC shall be presented in estimated figures to be drawn up for each Financial Year and shown in the budget.
3. Euro-Argo ERIC shall record the costs and revenues of its limited economic activities separately and shall charge market prices for them, or, if these cannot be ascertained, full costs plus a reasonable margin.
4. The Council shall ensure that the contributions are used in accordance with the principles of sound financial management.
5. The budget shall be established and implemented and the accounts presented in compliance with the principle of transparency.
6. The accounts of Euro-Argo ERIC shall be accompanied by a report on budgetary and financial management of the preceding Financial Year.

<sup>(1)</sup> OJ L 298, 26.10.2012, p. 1.

7. Euro-Argo ERIC shall be subject to the requirements of the host national laws and regulations as regards preparation, filing, auditing and publication of accounts.

#### Article 21

##### **Taxes**

VAT exemption based on Articles 143(1)(g) and 151(1)(b) of Council Directive 2006/112/EC <sup>(1)</sup> shall apply to purchases made by Euro-Argo ERIC for its non-economic activities, not for economic activities undertaken. The VAT exemption shall be applied for purchases made for the scientific, technical and administrative operations undertaken by Euro-Argo ERIC in line with its objectives. This shall include expenses for the housing of Euro-Argo ERIC for official use and expenses for conferences, workshops and meetings held by Euro-Argo ERIC and directly linked to its non-economic activities. However travel and accommodation expenses shall not be covered by the VAT exemption, and purchases below EUR 300 will not be considered for VAT exemption.

#### CHAPTER 6

##### **RELATIONSHIP WITH THE EUROPEAN COMMISSION**

#### Article 22

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

1. Euro-Argo ERIC shall prepare an annual activity report, containing in particular the scientific, operational and financial aspects of its activities. It shall be approved by the Council and transmitted to the European Commission and relevant public authorities within six months from the end of the corresponding Financial Year. This report shall be made publicly available.
2. Euro-Argo ERIC and the Member States concerned shall inform the European Commission of any circumstances which threaten to seriously jeopardise the achievement of the task of Euro-Argo ERIC or to hinder Euro-Argo ERIC from fulfilling the requirements laid down in the Regulation.
3. If at any time during its existence, Euro-Argo ERIC is unable to pay its debts, it shall immediately notify the European Commission.

#### Article 23

##### **Amendments of the Statutes**

1. Any proposals for amendments of the Statutes shall be decided by the Council.
2. In accordance with the procedure set out in Article 11 of the Regulation, the Council shall submit to the European Commission any proposed amendment to the Statutes.
3. The Statutes shall at all times comply with the Regulation and all other relevant acts of European Union law.

#### CHAPTER 7

##### **POLICIES**

#### Article 24

##### **Intellectual Property Rights**

1. All Intellectual Property Rights created, arisen, obtained or developed by Euro-Argo ERIC in the course of its activities shall be owned by Euro-Argo ERIC.
2. Subject to the terms of any contracts or sub-contracts between Euro-Argo ERIC and Members or Observers or representing entities of Members or Observers, all Intellectual Property Rights which are created, arisen, obtained or developed by a Member or Observer or representing entity shall be owned by that Member or Observer or representing entity.

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

3. Euro-Argo ERIC grants to the Members a perpetual, irrevocable, non-exclusive, royalty-free and fully paid-up world-wide right and licence to use, publish, develop, copy or adapt any Intellectual Property Rights owned by Euro-Argo ERIC for any purpose for the full duration of such rights, such right and licence to include the right to sub-licence or otherwise transfer any and all of the aforesaid rights to any third party.
4. Intellectual Property Rights owned by Euro-Argo ERIC shall be identified, protected, managed and maintained by the Programme Manager.
5. With respect to questions of Intellectual Property, the relations between the Members will be governed by the national legislation of the Members and by international agreements to which the Members are parties.

#### Article 25

### Data and Access Policy for Users

1. In conformity with International Argo data policy, access to Euro-Argo ERIC data shall be free and open to any person or agency.
2. Agencies in Member States shall make reasonable efforts to host visiting scientists, engineers and technicians for collaborations with those directly involved in Euro-Argo ERIC activities in their laboratories.

#### Article 26

### Scientific Evaluation Policy

1. Scientific evaluation of the annual activities shall be the responsibility of the STAG.
2. A review of the activities and operation of Euro-Argo ERIC shall be conducted every five years by the STAG, who may involve other independent experts in the review as necessary, reporting to the Council.

#### Article 27

### Dissemination Policy

1. Dissemination of the data shall be undertaken either in the '*pull mode*', i.e. by downloading from the data centres web sites; or in the '*push mode*', whereby regular data files will be provided to the World Meteorological Organisation (WMO) Global Telecommunication System (GTS), to the International Argo Data Centres, to the European Marine Observation and Data Network (EMODnet), to the Copernicus Marine Service and to specific users upon request.
2. All users are encouraged to publish their results in 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.
3. The Euro-Argo ERIC Programme Manager shall develop a communication plan to target appropriate audiences.
4. Use and collection of the Euro-Argo ERIC data is subject to European Union and national laws on data privacy.

#### Article 28

### Employment Policy

Employment policy shall be governed by the laws of the State where Euro-Argo ERIC has its Statutory Seat. All employment and recruitment shall be on a strictly non-discriminatory basis.

*Article 29***Procurement Policy**

1. The Euro-Argo ERIC procurement policy shall be transparent, non-discriminatory and open to competition.
2. The procurement policy shall be defined in detail in the Internal Working Procedures, approved by the Council.

## CHAPTER 8

**DURATION, WINDING UP, DISPUTES***Article 30***Duration**

Euro-Argo ERIC shall be established for an initial period ending on 31 December 2020 and shall continue to exist after that date subject to decisions of the Council.

*Article 31***Winding up**

1. The Council may decide at any time to discontinue and wind up Euro-Argo ERIC, or to transfer its activities to another legal entity.
2. Without undue delay after the adoption of the decision by the Council to wind up and in any event within 10 days after such adoption, Euro-Argo ERIC shall notify the European Commission thereof. The European Commission shall publish an appropriate notice in the C series of the *Official Journal of the European Union*.
3. Without undue delay after the closure of the winding-up procedure, and in any event within 10 days after such closure, Euro-Argo ERIC shall notify the European Commission thereof. The European Commission shall publish an appropriate notice in the C series of the *Official Journal of the European Union*.
4. At any time, in the event that Euro-Argo ERIC is unable to pay its debts, it shall immediately notify the European Commission thereof. The European Commission shall publish an appropriate notice in the C series of the *Official Journal of the European Union*.
5. Any assets and liabilities remaining after payment of Euro-Argo ERIC's debts shall be apportioned among the Members in proportion to their voting rights at the time of dissolution.
6. The Members undertake to arrange the dismantling of Euro-Argo ERIC and to finance the relevant costs in proportion to their voting rights at the time of dissolution without prejudice to Article 13.
7. Euro-Argo 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 working language of Euro-Argo ERIC shall be English.
2. Where required, an official language of the Euro-Argo ERIC host country will be used for the relationship with the host country's authorities.
3. These statutes shall be deemed authentic in English, French and in all other official languages of the European Union. No linguistic version shall prevail.

*Article 33***Applicable Law**

Euro-Argo ERIC shall be governed in order of precedence:

- (a) by European Union law, in particular the ERIC Regulation (EC) No 723/2009;
- (b) by the law of the Hosting State in case of matters not covered (or partly covered) by such European Union law;
- (c) by these Statutes, adopted in conformity with the abovementioned sources of law; and,
- (d) by the implementing rules complying with the Statutes.

*Article 34***Disputes**

1. Save as set out in any other Articles of the Statutes, in the event of a dispute or difference between the Members arising out of or in connection with the Statutes, including the operation or performance of Euro-Argo ERIC or the performance by the Members of their obligations under the Statutes, the Council shall meet as soon as reasonably practicable to consult in good faith and seek to settle the dispute.
2. The Court of Justice of the European Union shall have jurisdiction over litigation among the Members in relation to Euro-Argo ERIC, between the Members and Euro-Argo ERIC and over any litigation to which the Union is a party.
3. In cases not covered by European Union legislation, the law of the State where Euro-Argo ERIC has its statutory seat shall determine the competent jurisdiction for the resolution of such disputes.

*Article 35***Consolidated version of the Statutes**

The Statutes shall be kept up to date and made publicly available on the website of Euro-Argo ERIC and at its statutory seat. Any amendment to the Statutes shall be clearly indicated with a note specifying whether the amendment concerns an essential or non-essential element of the Statutes in accordance with Article 11 of Regulation (EC) No 723/2009 and the procedure followed for its adoption.

**Annex — List of Members and Observers**

Members and their representing entities are the following:

1. The Federal Republic of Germany is represented by the Federal Maritime and Hydrographic Agency hereinafter referred to as BSH whose registered office is at Bernhard-Nocht-Strasse 78, 20359 Hamburg, Germany;
2. The Hellenic Republic is represented by the Hellenic Centre for Marine Research whose registered office is at 46,7 km Athens-Sounio Ave. PO Box 712 Anavyssos, Attica GR-190 13, Greece;
3. The French Republic is represented by the Research Institute for Exploitation of the Sea — (Ifremer) — whose registered office is at 155 rue Jean Jacques Rousseau, 92138 Issy-les-Moulineaux, France;
4. The Italian Republic is represented by the National Institute of Oceanography and Experimental Geophysics (OGS) whose registered office is at Borgo Grotta Gigante, 42/c 34010 Sgonico (Trieste), Italy;
5. The Netherlands is represented by the Royal Netherlands Meteorological Institute (KNMI), whose registered office is at Wilhelminalaan 10, NL-3732 GK De Bilt, Netherlands;

6. The Republic of Finland is represented by the Ministry of Transport and Communications, whose registered office is at PO Box 31, FI-00023 Government, Finland;
7. The United Kingdom of Great Britain and Northern Ireland is represented by the Met Office, for and on behalf of the Secretary of State for the Department for Business, Innovation and Skills of the United Kingdom of Great Britain and Northern Ireland, having its principal place of business at Fitzroy Road, Exeter EX1 3PB;

Observers and their representing entities are the following:

1. The Kingdom of Norway is represented by the Institute of Marine Research (IMR) whose registered office is at Nordnesgaten 50, 5005 Bergen, Norway.
2. The Republic of Poland is represented by the Ministry of Science and Higher Education (MSHE), 20 Hoża Street 1/3 Wspólna Street 00-529 Warsaw, Poland.

#### GLOSSARY

|                                     |  |
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| <b>Council</b>                      | The Council is composed of the Members or one (1) duly appointed representing entity or delegate for each Member.  |
| <b>Qualified majority</b>           | a decision can be adopted only if 2/3 of those present are in favour and if they represent 2/3 of the voting rights.   |
| <b>EEA</b>                          | European Environment Agency.   |
| <b>ERIC</b>                         | European Research Infrastructure Consortium, as defined by the Regulation.   |
| <b>Euro-Argo ERIC</b>               | the legal entity, object of the ERIC statutes, set-up to coordinate the Euro-Argo Programme.   |
| <b>Euro-Argo Infrastructure</b>     | the European facilities contributing to the Euro-Argo Programme.   |
| <b>Euro-Argo Programme</b>          | the activities carried out by the Members and Observers pursuant to the objectives of Argo and the decisions and Programmes validated by the Management Board and approved by the Council of Euro-Argo ERIC.   |
| <b>GMES/Copernicus</b>              | Global Monitoring for Environment and Security, a Programme of the EU.   |
| <b>Intellectual Property Rights</b> | all patents, rights to inventions, utility models, copyright and related rights, trademarks, 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. |
| <b>Internal Working Procedures</b>  | a document approved by the Council that sets out the internal working rules for Euro-Argo ERIC.  |
| <b>Management Board</b>             | The board appointed by the Council and responsible for supervising the operation of Euro-Argo ERIC.  |
| <b>Member States</b>                | Member States of the European Union.   |
| <b>Members</b>                      | Members of Euro-Argo ERIC on the conditions set out in Article 6.  |

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| <b>Observers</b>         | Observers of Euro-Argo ERIC on the conditions set out in Article 7.  |
| <b>Programme Manager</b> | the Euro-Argo ERIC person appointed by the Council and responsible for the proper preparation and implementation of the decisions and Programmes validated by the Management Board and approved by the Council as set out in Article 15. |
| <b>Programme Office</b>  | the office set-up to assist the Programme Manager and support the day to day management of Euro-Argo ERIC.   |
| <b>Regulation</b>        | The Council Regulation (EC) No 723/2009 of 25 June 2009 on the Community legal framework for a European Research Infrastructure Consortium (ERIC) (OJ L 206, 8.8.2009, p. 1).  |
| <b>Simple majority</b>   | a majority of those with voting rights present or represented.   |
| <b>STAG</b>              | The Scientific and Technical Advisory Group of Euro-Argo ERIC. It formulates recommendations on scientific and technical aspects and direction of Euro-Argo ERIC.  |

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