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

## EUROPEAN COMMISSION

**Statutes of the e-Science and Technology European Infrastructure for Biodiversity and Ecosystem  
Research — European Research Infrastructure Consortium 'LifeWatch ERIC'**

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## CHAPTER 1

## GENERAL PROVISIONS

*Article 1***Name, seat, location and working language**

1. There shall be an e-Science and Technology European Infrastructure for Biodiversity and Ecosystem Research — European Research Infrastructure Consortium, hereinafter referred to as 'LifeWatch ERIC', which is set up as a European Research Infrastructure Consortium (ERIC) under Council Regulation (EC) No 723/2009 <sup>(1)</sup>.
2. LifeWatch ERIC shall be a distributed research infrastructure organised in accordance with Articles 2.3 and 2.4.
3. The statutory seat of LifeWatch ERIC shall be in Seville, Kingdom of Spain (hereinafter referred to as Host Member State).
4. The working language of LifeWatch ERIC shall be English.

*Article 2***Task and activities, ERIC Components**

1. The main task of LifeWatch ERIC shall be to establish and operate the infrastructure and information systems necessary to mobilise and integrate data and algorithms for biodiversity and ecosystem research, including enhancing understanding, linkages and synergies with other societal challenges such as climate change adaptation and mitigation, and to provide analytical capabilities.
2. To this end LifeWatch ERIC shall undertake and coordinate a variety of activities, including but not limited to:
  - (a) The operation of a distributed research infrastructure that shall encompass enabling capabilities for demand-driven biodiversity data mobilisation; integrated access to distributed data resources; the provision of services for data discovery, analysis, modelling and visualisation; web-based and site-based support for users; and digital environments for scientific cooperation and experimentation.
  - (b) The support to and cooperation with national and international facilities on the basis of service level agreements, with respect to data mobilisation and data sharing; computational capacity; and development of new infrastructure capabilities — including exploration of a role as a broker coordinating requirements and delivery plans between national and international facilities, institutions and organisations if so requested by them.
  - (c) The building of capacity in order to foster new opportunities for large-scale scientific development; to enable accelerated data capture with new technologies; to support knowledge based decision-making for the management of biodiversity and ecosystems; and to support training programmes.
  - (d) The maintenance of a capacity for the upgrading of the research infrastructure, the innovation and valorisation of knowledge and technology, and the development of new analytical capabilities.
  - (e) The undertaking of any other tasks closely related to the above mentioned activities that the General Assembly may decide.

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

3. LifeWatch ERIC shall comprise:
  - (a) Common Facilities, as supported by the members. The main parts of the Common Facilities shall be located in Spain (Institutional relationships, including organisations acting as data providers and coordinating monitoring sites, LifeWatch ERIC administrative, legal, and financial services, organisation and coordination of ICT core activities and of its distributed construction and operations); in Italy (organisation and coordination of LifeWatch services for the biodiversity community) and in the Netherlands (coordination of virtual laboratories and innovations), without prejudice to the possibility of establishing parts of Common Facilities in the territory of other members.
  - (b) Distributed LifeWatch Centres, other than the Common Facilities, part of LifeWatch ERIC, established under conditions decided by the General Assembly for the member where these are located. Those conditions shall include provisions related to the financial responsibility and liability of the member where the Distributed Centre is located.
4. LifeWatch ERIC shall conclude service level agreements with members, Centres or legal entities for regulating their operations and services for LifeWatch ERIC on a collaborative basis, without prejudice to the possibility of providing these services as in-kind contributions.
5. LifeWatch ERIC shall pursue its principal task on a non-economic basis. LifeWatch ERIC may carry out limited economic activities closely related to its task, provided they do not jeopardise the achievement of its primary objectives on a noneconomic basis.
6. LifeWatch ERIC may foster the exploitation of data and products from Copernicus, the programme of the European Union for monitoring the Earth. Environmental information is of crucial importance to understanding how our planet and its ecosystems are changing.

## CHAPTER 2

### MEMBERSHIP

#### *Article 3*

#### **Membership and representing entity**

1. The following entities may become members of LifeWatch ERIC or observers without voting rights:
  - (a) Member States of the European Union (hereinafter 'Member States');
  - (b) Associated countries;
  - (c) Third countries other than associated countries;
  - (d) Intergovernmental organisations.
2. The list of LifeWatch ERIC members and observers and of the entities representing them is set out in Annex 1. The list of members and observers of Annex 1 shall be updated by the General Assembly and the list of representing entities shall be updated by the CEO after receiving due notice by the appointing member under the requirements established in Implementing Rules. Members and observers may be represented by one or more, but no more than three public entities, including regions, or by private entities with a public service mission. These representing entities shall be appointed according to the member own rules and procedures. The members and observers shall determine the length of term of their representatives, as well as their capability concerning the exercise of specified rights and obligations.
3. The General Assembly shall ensure that Member States or associated countries hold jointly the majority of the voting rights in the General Assembly, as well as the majority of members of the Standing Committee. The General Assembly shall determine any modification of voting rights that are necessary to ensure that LifeWatch ERIC complies at all times with that requirement.
4. The members at the time of the establishment of LifeWatch ERIC shall be referred to as 'founding members'.

#### *Article 4*

#### **Admission of members and observers**

1. The terms for admission of new members shall be the following:
  - (a) Member States, associated countries, and third countries other than associated countries shall apply for membership in writing to the Chairperson of the General Assembly.
  - (b) The application for membership shall include up to three entities that shall represent the member in the General Assembly.

- (c) The application shall describe how the applicant shall contribute to LifeWatch ERIC objectives and activities provided for in Article 2 and how it shall fulfil its obligations.
  - (d) Associated countries shall be admitted by the General Assembly by a simple majority vote. Third countries other than associated countries shall be admitted by an absolute majority vote of the General Assembly.
  - (e) The admission of a new member may be decided by the General Assembly after having received a report of the Executive Board containing the terms and conditions under which the applicant may join LifeWatch ERIC.
2. An intergovernmental organisation shall apply for membership to the Chairperson of the General Assembly and may be admitted by a qualified majority vote under the conditions decided by the General Assembly after having received the report of the Executive Board mentioned in previous section 1(e).
3. Any new member of LifeWatch ERIC may not withdraw for at least for the remaining time of the five-year period in force in the moment of its accession. If the new member is admitted after the first three years of a five-year period of planning, it shall remain member for at least the remaining time of the five-year period in force in the moment of its accession and the successive five-year planning periods, unless withdrawal is requested for that next five-year period in accordance with Article 5(2).
4. Member States, associated countries, third countries other than associated countries or intergovernmental organisations who are willing to contribute to LifeWatch ERIC, but are not yet in a position to join as members, shall apply for observer status in writing to the Chairperson of the General Assembly
5. The terms for admission of observers shall be the following:
- (a) Observers shall be admitted for a period of two years. This period may be extended for up to two more years. Before the end of the corresponding period, the observer shall apply for becoming a member or leave LifeWatch ERIC. In exceptional cases, the General Assembly may decide by a simple majority vote to extend the status of the observer up to a maximum of another additional two-year period.
  - (b) The admission of observers shall require the approval of the General Assembly by a simple majority vote.

#### Article 5

##### **Withdrawal of a member/Termination of membership or observer status**

1. Membership shall be for periods of at least five years and shall continue during successive five year periods for the whole duration of LifeWatch ERIC. The five-year financial commitment shall be in accordance with the multiannual Work Programme and the Indicative Budget as described in Annex 2.
2. A member may withdraw at the end of the third year of a five-year period if it gives notice of its intention to withdraw before the end of the second year of the five-year period. The members shall be informed of any request for withdrawal within 15 days after receipt of the request.
3. Financial and other obligations of the withdrawing member must be fulfilled before withdrawal can become effective. In case Common Facilities or Distributed Centres or other LifeWatch ERIC assets are situated on the territory of the withdrawing member then that member may reclaim these assets against a fair compensation as agreed by the General Assembly.
4. The General Assembly shall suspend the voting rights of a member when that member's dues are one year in arrears after the start of the financial year.
5. The General Assembly shall have the power to terminate membership or observer status if the following conditions are met:
- (a) The member or observer is in serious breach of one or more of its obligations under these Statutes.
  - (b) The member or observer has failed to rectify such breach within a period of six months after the written notification of the Chairperson of the General Assembly following the adoption of the minutes of the General Assembly that confirmed the breach.

The Executive Board shall inform the General Assembly of a member or observer acting persistently in breach of its duties under the Statutes and shall request that member or observer to fulfil its obligations. If the member or observer does not comply within a six-month period, the Executive Board shall propose the General Assembly to terminate the membership or observership.

The member or observer shall have the right to explain its position to the General Assembly before the General Assembly makes any decision on the issue.

The General Assembly shall decide by qualified majority vote whether or not to terminate the membership or observer status.

#### CHAPTER 3

### RIGHTS AND OBLIGATIONS OF THE MEMBERS AND OBSERVERS

#### Article 6

##### Members

1. Rights of members shall include:
  - (a) To participate and vote in the General Assembly.
  - (b) To access to information and services provided by LifeWatch ERIC; and
  - (c) any other rights mentioned in these Statutes or included in Implementing Rules.
2. Each member shall:
  - (a) support and facilitate the objectives, tasks and governance of LifeWatch ERIC.
  - (b) identify the entities representing the member.
  - (c) set up and maintain a National LifeWatch Support Committee in order to promote adoption of relevant standards in national resource and tools creation projects; promote uptake of services among scientific communities and researchers of different biodiversity-related areas of knowledge, including ecosystem science and bioinformatics, and gather providers and users' inputs and feedbacks.
  - (d) make contributions in accordance with Annex 2; and
  - (e) support any other activity agreed within the framework of LifeWatch ERIC resulting from the Statutes or Implementing Rules.

#### Article 7

##### Observers

1. Rights of observers shall include:
  - (a) To attend the General Assembly without a vote.
  - (b) To let its research community participate in LifeWatch ERIC events, such as workshops, conferences, training courses at preferential rates, space permitting.
  - (c) To let its research community have access to support from LifeWatch ERIC in developing relevant systems, processes and services.
2. Each observer shall appoint a representing entity.

#### CHAPTER 4

### GOVERNANCE

#### Article 8

##### General Assembly

1. The highest governing body of LifeWatch ERIC shall be the General Assembly.
2. The General Assembly shall be responsible for the overall direction and supervision of LifeWatch ERIC.
3. The General Assembly shall decide on:
  - (a) service level agreements and any other agreement with a third party.
  - (b) admission and revocation of membership and observer status.
  - (c) approval of Implementing Rules, Guidelines or other decisions required to ensure the performance of the task and activities of LifeWatch ERIC.
  - (d) approval of the annual report.

- (e) approval of Implementing Rules on in-kind contributions.
- (f) approval, every five years, of a multiannual Work Program and the Indicative Budget, and of their revision and/or adaptation if the change of membership contributions is significant enough to make legitimate the re-planning of both.
- (g) approval of the annual budget.
- (h) appointment of the members of the Standing Committee.
- (i) appointment and motions of censure of the members of the Executive Board, including the Chief Executive Officer.
- (j) establishment of subsidiary bodies as required for the proper functioning of LifeWatch ERIC.
- (k) approval of Guidelines on elements of common interest concerning the LifeWatch national Support Committees.
- (l) terms for cooperation with international organisations and networks with which it shares goals and tasks and the terms under which the Executive Board may establish working relations with governments and organisations, whether national or international, governmental or non-governmental.
- (m) location of the Common Facilities.
- (n) proposals for the amendment of the Statutes.
- (o) termination of LifeWatch ERIC.
- (p) any other matter attributed to the General Assembly by these Statutes or by Implementing Rules; and
- (q) any other matter necessary for LifeWatch ERIC to fulfil its tasks and activities.

4. The General Assembly shall be composed of representatives of the members and observers. Observers shall be allowed to speak with the permission of the General Assembly Chairperson. Without prejudice to the majority required under Article 3(3), each member shall have one vote in the General Assembly. The member shall appoint a head of delegation with the right to vote for all the representative entities designated by it.

5. The General Assembly shall meet at least once a year. The Executive Board and the Standing Committee may call an extraordinary General Assembly meeting if issues of importance arise that cannot be delayed until the next scheduled General Assembly meeting. An extraordinary General Assembly meeting may be convened by a qualified majority vote of all the members. In extraordinary General Assembly meetings, votes can also be taken by mail ballot or via telecommunication according to Implementing Rules of procedure of the General Assembly.

6. The General Assembly shall elect a Chairperson, and a Vice-Chairperson who shall substitute the Chairperson in his/her absence and in case of conflict of interest, from the delegations of the members for a period of two years, renewable for two years. The Chairperson shall determine the place, time and agenda of the General Assembly meeting which shall be notified to the members three months in advance. General Assembly members may submit proposals for the agenda in accordance with the Implementing Rules of Procedure of the General Assembly.

7. The quorum for a valid General Assembly meeting shall be the presence of 50 % of members, representing more than 50 % of the cash contributions. If this quorum is not met, the Chairperson may convene a new meeting, which shall be notified in writing to the members one month in advance of the new meeting which will need the same quorum to be valid.

8. A member may be represented by another member if notified in writing to the Chairperson prior to any meeting of the General Assembly.

9. The General Assembly shall strive to reach decisions by consensus. If consensus cannot be reached, decisions shall be taken by vote according to the type of majority required by Implementing Rules on the rules of procedure of the General Assembly. These Implementing Rules shall determine the majority required without prejudice to Article 3(3) and specific majorities required under the provisions of the Statutes.

Qualified majority will be required for the adoption of the following decisions:

- (a) Acceptance of intergovernmental organisations as members, in accordance with Article 4(2).
- (b) Termination of membership or observer status, in accordance with Article 5(5).
- (c) Call for an Extraordinary General Assembly meeting, in accordance with Article 8(5).
- (d) Winding-up of the LifeWatch ERIC, in accordance with Article 19(1).

- (e) Proposal for amendments of the Statutes, in accordance with Article 23(1).
  - (f) Change of the location of the statutory seat, in accordance with Article 23(2)
  - (g) Work Programme and budget.
  - (h) Basic financial contributions of the members.
  - (i) Approval of the annual report and annual accounts.
  - (j) Appointment or dismissal of the Chief Executive Officer and any other member of the Executive Board.
  - (k) Election of Chairperson and Vice-Chairperson of the General Assembly.
  - (l) Adoption and amendments of the Implementing Rules.
10. The following understanding shall apply to the determination of voting majorities required by the Statutes or the Implementing Rules:
- (a) 'consensus' shall mean approval by all members without any formal objection and without any need to vote on the proposal, notwithstanding the right to reflect non-binding reservations or understandings in the minutes of the meeting. If any member formulates an objection, the General Assembly shall proceed to vote formally under the particular majority voting rules established for the different matters to be decided.
  - (b) 'simple majority' shall mean majority of the votes of the members present at the meeting.
  - (c) 'absolute majority' shall mean more than 1/2 of the votes of the members present or represented by proxy at the meeting, representing more than 50 % of the in-cash contributions.
  - (d) 'qualified majority' means at least 2/3 of the votes of the members present or represented by proxy at the meeting, representing more than 50 % of the in-cash contributions.

#### *Article 9*

##### **Executive Board**

1. The Executive Board of LifeWatch ERIC shall be responsible for the day-to-day management.
2. The Executive Board shall prepare the meetings of the General Assembly, implement its decisions, and coordinate and manage the overall activities of LifeWatch ERIC.
3. The Executive Board shall ensure consistency, coherence and stability of infrastructure services through decisions on implementation as well as coordination between the Common Facilities and Distributed Centres.
4. The members of the Executive Board shall be appointed by the General Assembly. The Executive Board shall be composed of a maximum of five members and a minimum of three: the Chief Executive Officer (CEO), the Chief Financial Officer (CFO) and the Director of Information and Communication Technologies (CTO), the three of which shall be employees of the LifeWatch ERIC. The CEO shall be the Chair of the Executive Board. The term of office of the members of the Executive Board, shall be 5 years and renewable. The General Assembly shall approve protocols on conflicts of interests for the members of the Executive Board. The CEO shall be the legal representative of LifeWatch ERIC.
5. The General Assembly may set up the terms of reference for the tasks of the Executive Board.
6. The Executive Board shall be collectively accountable before the General Assembly for all its activities. If a motion of censure is approved, the CEO and all the members of the Executive Board shall resign, unless the motion is addressed to specific members of the Executive Board, in which case the resignation shall be mandatory for those members.
7. During the period of the first five years after the establishment of the LifeWatch ERIC and pending its full operational functionality, the General Assembly may decide to attribute whole or part of the powers of the Executive Board to the CEO.

#### *Article 10*

##### **Subsidiary Bodies**

1. The General Assembly shall establish the Standing Committee, the Financial Committee, the Scientific and Technical Advisory Board, the Ethics Committee, as well as any other Committees required for the proper functioning of LifeWatch ERIC. The General Assembly shall approve Implementing Rules and Guidelines, including Implementing Rules on the procedures for their adequate establishment and functioning.

The Standing Committee shall be composed of the heads of the delegations of the Member States under Article 8(4), shall have up to ten members. They shall be elected by the General Assembly for periods of three years renewable. The Chairpersons of the General Assembly and of the Financial Committee shall be members *ex officio* of the Standing Committee. The Standing Committee shall meet at least three times per year with the Executive Board as provided for by the Implementing Rules.

2. The Standing Committee, shall:

- (a) be in charge of the supervision and control of the management of LifeWatch ERIC by the Executive Board during the inter-sessional periods of the General Assembly under Article 8(5).
- (b) be informed on all matters concerning the management of LifeWatch ERIC as requested by any of its members and report to the General Assembly, and in particular on any substantial budgetary and technical deviations from annual and pluri-annual programmed budget and activities.
- (c) make recommendations to the CFO on the elaboration of the drafts of the budgets under Article 14.

3. The Implementing Rules shall regulate the appointment of members and the terms under which the Ethics Committee will exercise its functions. The General Assembly, the Standing Committee or the Executive Board may invite the Ethics Committee to make recommendations on specific issues concerning the policies of LifeWatch ERIC described in Articles 9(4), 12, 13, 15 and 17.

## CHAPTER 5

### REPORTING TO THE COMMISSION

#### *Article 11*

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

1. LifeWatch 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 European Commission and relevant public authorities within six months from the end of the corresponding financial year. The report shall be made publicly available.
2. LifeWatch ERIC shall inform the Commission of any circumstances which threaten to seriously jeopardise the achievement of its tasks or hinder LifeWatch ERIC from fulfilling requirements laid down in Regulation (EC) No 723/2009.

## CHAPTER 6

### POLICIES

#### *Article 12*

#### **Employment Policies**

1. LifeWatch ERIC shall not discriminate on the basis of race, ethnicity, religion, gender, age, physical or mental disability, sexual orientation, or because of marital or parental status. This policy shall extend to all rights, privileges and activities of staff. LifeWatch ERIC may engage in policies of affirmative action concerning female staff for which purpose the General Assembly shall approve an affirmative action plan before any staff contract is announced.
2. The CEO shall have management authority over the staff and shall be responsible for the conditions of employment and for each position announced for recruitment, subject to budgetary limits approved by the General Assembly, Implementing Rules, Guidelines and policy decisions taken by the General Assembly. The CEO, unless otherwise stated, may delegate specific functions to one or more members of the Executive Board.
3. LifeWatch ERIC's recruiting, interviewing, hiring and promotion/demotion activities shall be carried out in a manner consistent with the principles of paragraph 1 and shall abide by the principles and restrictions on employment set out in Implementing Rules, Guidelines or general mandates or policies approved by the General Assembly.
4. The employment policies set out in the Implementing Rules shall be based on the principles and conditions approved by the General Assembly and be subject to applicable laws and regulations of the Host Member State or the laws of the country where the activities of LifeWatch ERIC are conducted.

*Article 13***Procurement policies and tax exemptions**

1. All tenders shall be published on the LifeWatch ERIC website and in the members' and observers' territories. LifeWatch ERIC shall include a declaration of tendered procurements in the annual activity report.
2. The General Assembly shall approve Implementing Rules on public procurement that shall determine the minimum amount beyond which contracts shall only be awarded after advice from the Scientific and Technical Advisory Board.
3. The procurement policy of LifeWatch ERIC shall be based on the principles of transparency, non-discrimination, and competition, taking into account the need of ensuring that bids fulfil the best technical, financial and delivery requirements, while providing advanced notification to industry and service providers about required specifications.

Tax exemptions according to the Article 5(1)(d) of Regulation (EC) No 723/2009 shall be limited to the acquisition by LifeWatch ERIC, including the Common Facilities as defined in Article 2(3), of goods and services needed for its official use and non-economic activities, being of a substantial value, understanding by such when the taxable amount of the operation documented in the corresponding invoice is equal or higher than EUR 300,50, and is wholly paid by LifeWatch ERIC. No further limits shall apply.

*Article 14***Resources, Budgetary Principles, Liability and Insurance**

1. The resources of LifeWatch ERIC shall consist of membership contributions, grants, donations, contracts, and any other source related with its non-economic activity, without prejudice to paragraphs 2 and 3. The economic activities shall be closely related to its task and activities and should not jeopardise their achievement. Revenues from the economic activities shall be recorded separately on the basis of charged market price, or, if these cannot be ascertained, full costs plus a reasonable margin.
2. The budget of LifeWatch ERIC shall be prepared for the Executive Board by the CFO, following the recommendations of the Standing Committee, and submitted to the approval of the General Assembly by the Executive Board, following the recommendations of the Standing Committee. It shall be managed by the Executive Board, subject to the advice of the Financial Committee, in accordance with the principles of sound financial management, budgetary balance and transparency. The Financial Committee shall be composed by representatives of the members appointed following the procedure set out in Implementing Rules approved by the General Assembly.

In order to comply with these principles, the Executive Board shall:

- (a) ensure that true and accurate accounts are kept of all income and expenditure.
  - (b) establish internal controls, including internal audits, to enhance the effective and efficient use of the resources.
  - (c) have the accounts of LifeWatch ERIC examined every year by auditors appointed by the General Assembly and their written report circulated to all members accompanied by comments of the CEO and by any of the members of the Executive Board.
3. LifeWatch ERIC shall be liable for its debts. The members shall not be jointly liable for the debts of LifeWatch ERIC. The liability of the members for the debts of LifeWatch ERIC shall be limited to their respective contributions.
  4. The Executive Board shall take appropriate insurance to cover the risks specific to the construction and operation of LifeWatch ERIC.

*Article 15***Access to LifeWatch ERIC Facilities and Dissemination Policy**

1. LifeWatch ERIC shall be a facilitator of research and learning and shall not restrict access to available data and algorithms unless these are in conflict with any conditions of use agreed in advance with their owner(s).
2. LifeWatch shall establish and operate its infrastructure for biodiversity and ecosystem research at the European level. The services provided shall be determined by a decision of the General Assembly which may distinguish between the services provided to members and non-members and their researchers.

3. Decisions on the prioritisation of the specific services provided by LifeWatch ERIC shall be adopted by the General Assembly, taking into consideration the outcome of an independent evaluation process lead by the Scientific and Technical Advisory Board.
4. In case the capacity to provide access is limited for financial and/or technical reasons, the General Assembly shall establish, within its available resources, competitive grant programmes to allow successful applicants to benefit from the proposed capabilities. Applications from any country over the world shall be assessed by independent Evaluation Committees nominated by the Executive Board, following suggestions from the Scientific and Technical Advisory Board. The grant programmes, the evaluation procedure and terms of reference that the General Assembly may establish shall meet generic requirements of scientific excellence and fair practices.
5. The Executive Board may propose to the General Assembly policies on requirements concerning general or ad hoc legal relationships with data users. Access for the general public shall be granted unless the services or resources are constrained by licensing conditions imposed by the owners. LifeWatch ERIC shall follow relevant European Union policies and regulations.
6. The General Assembly, subject to Article 3(2) of the Regulation (EC) No 723/2009, by an absolute majority vote may decide to charge fees for general access to specific communities or to all of them concerning specific services provided by LifeWatch ERIC, as well as to license its own tools or products either as commons or submitted to licensing.
7. The data access and dissemination policy of LifeWatch ERIC shall follow the best international practices with respect to public data, such as those established by the European Union, and shall recognise the rights of the owners of data and algorithms and shall take full account of any related ethical or legal issues. LifeWatch ERIC shall promote excellence in research, teaching and learning and support a culture of 'best practice' through promotional and training activities.
8. LifeWatch ERIC shall encourage researchers using LifeWatch ERIC to make their research results publicly available and shall request researchers of members to make results available through LifeWatch ERIC.
9. The dissemination policy shall identify the various target groups, and LifeWatch ERIC shall use several channels to reach these groups, such as web portal, newsletter, workshops, presence in conferences, articles in magazines and daily newspapers.

#### Article 16

##### **Scientific and Technical Evaluations**

1. LifeWatch ERIC shall establish a Scientific and Technical Advisory Board as an independent body of qualified scientists and experts. Its terms of reference shall be proposed by the Executive Board to the General Assembly for approval. The members of the Scientific and Technical Advisory Board shall be appointed for a term of four years' renewable. The Scientific and Technical Advisory Board may issue recommendations to the Executive Board. These recommendations shall be fully disclosed to the General Assembly which may issue Implementing Rules or Guidelines for further guidance to the Executive Board.
2. The General Assembly may approve appropriate compensation for the tasks undertaken by the members of the Scientific and Technical Advisory Board and Evaluation Committees.
3. An Ad-hoc Evaluation Committee shall be established at the fourth year of each five-year period of planning to assess the overall scientific and technical performance of LifeWatch ERIC and to make strategic recommendations for the next five-year period. Its members shall be appointed by the General Assembly, taking into account the recommendations of the Scientific and Technical Advisory Board. They shall be appointed on a personal basis, not representing any particular country or institution.

#### Article 17

##### **Data Access and Intellectual Property Rights Policies**

1. LifeWatch ERIC acknowledges that part of its value as an infrastructure is based on the enhancement of the benefits of knowledge which is in the public domain. Open Source and Open Access principles shall be favoured.
2. LifeWatch ERIC shall provide guidance to researchers to ensure that research using material made accessible through LifeWatch ERIC shall be undertaken within a framework that recognises the rights of data owners and privacy of individuals. Provenance of data shall be ensured and the data policy of LifeWatch ERIC, when depending on contributing external data resources and/or other infrastructures, shall be subject to agreements with these partners in accordance with this Article, and shall be managed by one of the members of the Executive Board determined by the General Assembly.

3. Users and service providers, having access to data, know-how or other intellectual property rights resources in the custody of, or generated by LifeWatch ERIC, shall acknowledge the intellectual property rights and other rights of owners vested in the submission information protocols or agreements and memoranda of understanding. LifeWatch ERIC data users and service providers must demonstrate due diligence in ensuring that rights in the data within their custody are appropriately managed.
4. LifeWatch ERIC shall ensure that users agree to the terms and conditions governing access, and that suitable security arrangements are in place regarding internal storage and handling.
5. LifeWatch ERIC shall publish the arrangements for investigating and resolving allegations of internal professional misconduct, security breaches or confidentiality disclosure regarding data and services in its custody.

#### CHAPTER 7

### DURATION, WINDING-UP, DISPUTES, APPLICABLE LAW, AND AMENDMENT PROVISIONS

#### Article 18

##### **Duration**

LifeWatch ERIC shall be established for an indefinite period of time.

#### Article 19

##### **Winding-up and Insolvency**

1. The winding up of LifeWatch ERIC shall be decided by a qualified majority vote of the General Assembly.
2. Without undue delay and in any event within 10 days after adoption of the decision to wind up LifeWatch ERIC, LifeWatch ERIC shall notify the European Commission about the decision.
3. Upon adoption of the decision to wind up LifeWatch ERIC, its Executive Board, acting in accordance with the laws of the jurisdiction of the Host Member State, shall arrange for the liquidation of its assets and activities, under the following principles:
  - (a) Any physical support item made available by the member hosting a Common Facility or Distributed Centre shall be returned.
  - (b) Any further assets shall be used to cover the liabilities of LifeWatch ERIC and the costs relating to its winding up. Any financial surplus shall be distributed among the members at the time of the winding up in proportion to their total basic financial contributions made from the beginning of the operation of LifeWatch ERIC.
  - (c) Concerning in-kind and other contributions, the Executive Board after approval by the General Assembly and as far as practicable, may transfer LifeWatch ERIC activities and know-how to institutions with similar objectives. In case that there are no equivalent institutions, the assets other than financial surplus remaining after payment of LifeWatch ERIC debts shall be apportioned among the members in proportion to their accumulated annual contributions unless otherwise provided for under service level agreements. Where possible, allocation of assets will be made to the members who have contributed them.
4. The winding-up leading to the decommissioning of LifeWatch shall be subject to the deadlines applicable to the withdrawal and termination of membership provided for under Articles 5(1), 5(2), and 5(6).
5. LifeWatch 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 20

##### **Applicable law**

LifeWatch ERIC shall be governed, by precedence:

- (a) By European Union law, in particular Regulation (EC) No 723/2009 and the decisions referred to in Articles 6(1)(a) and 11(1) of the Regulation.
- (b) By the law of the Host Member State in case of a matter not covered (or only partly covered) by European Union law.
- (c) By the Statutes and their Implementing Rules.

*Article 21***Disputes**

1. The Court of Justice of the European Union shall have jurisdiction over litigation among the members in relation to LifeWatch ERIC, between members and LifeWatch ERIC and over any litigation to which the European Union is a party.
2. European Union law on jurisdiction shall apply to disputes between LifeWatch ERIC and third parties. In cases not covered by European Union law, the law of the Host Member State shall determine the competent jurisdiction for the resolution of such disputes.

*Article 22***Availability of the Statutes**

The Statutes shall be updated and made publicly available at LifeWatch ERIC website and at the statutory seat as well as in the premises of the Common Facilities and every Distributed LifeWatch Centre.

*Article 23***Amendments to the Statutes**

1. Without prejudice to Article 3(3), proposals for amendments to the Statutes, including Annex 2, shall be adopted by a qualified majority vote of the members of LifeWatch ERIC. Members voting against the proposed amendment may withdraw from LifeWatch ERIC after settling their outstanding obligations.
2. Proposals for amendments may be submitted by any member supported by at least two other members. Proposed amendments shall be submitted to the Chairperson of the General Assembly not less than three months before the regular annual meeting, or before an extraordinary meeting called for that purpose, proposed amendments shall be communicated to the members at least two months in advance of the General Assembly meeting.
3. Change of the location of the statutory seat shall be approved by a qualified majority vote taking into account investments made by the Host Member State.

## CHAPTER 8

**SETTING-UP AND TRANSITIONAL PROVISIONS***Article 24***Setting-up provisions**

No later than 45 calendar days after the Decision of the Commission to set-up LifeWatch ERIC takes effect, a constitutional meeting of the General Assembly shall be called by the Host Member State. The Host Member State shall notify the founding members of any specific urgent action that needs to be taken before the constitutional meeting is held. Unless a founding member objects within five working days after being notified, the aforementioned action shall be carried out by a person duly authorised by the Host Member State.

*Article 25***Transitional Provision**

Agreed and certified contributions for the implementation of LifeWatch Research Infrastructure made by the members during the transition phase after February 11, 2011 and prior to the establishment of LifeWatch ERIC shall be taken into account as cash or in-kind contributions to LifeWatch ERIC for the first five-year period, following the rules on valuation of in-kind contributions approved by the General Assembly under Article 8(3.e) and section A2.I.6 of Annex 2.

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## ANNEX 1

**LIST OF MEMBERS, OBSERVERS AND REPRESENTING ENTITIES**

Countries	Representing Entities
Belgium	Belgium Science Policy Office (BELSPO) Department of Economy, Science and Innovation (EWI) Directorate-General of Non-compulsory Education and Scientific Research (DGENORS)
Greece	Hellenic Centre for Marine Research (HCMR)
Spain	Ministry of Economy, Industry and Competitiveness (MINECO) Ministry of Agriculture & Fishing, Food & Environment (MAPAMA) Regional Government of Andalusia (Junta de Andalucía)
Italian Republic	National Research Council (CNR)
The Netherlands	Netherlands Organisation for Scientific Research (NWO)
Portugal	
Romania	
Slovenia	Ministry of Science, Education and Sport (MIZS)
<b>Observers</b>	
Countries	Representing Entities

## ANNEX 2

**FINANCIAL AND IN-KIND CONTRIBUTIONS****A2.I. Basic Financial Contributions of the members.**

A2.I.1. The contribution of each country as member of LifeWatch ERIC for every period of five years shall be adopted by the General Assembly, taking into account the corresponding multiannual Work Programme and its related Indicative Budget. Decisions on the five-year periods contributions shall be adopted by consensus, and when consensus is not reached, by qualified majority vote of the General Assembly. The proposed contributions for the different members during the first five years are presented in paragraph A2.V of this Annex.

A2.I.2. The country contributions shall be based on the linear GDP-scale, provided that there shall always be a minimum threshold contribution for countries with smaller economies and that there shall always be a maximum amount, under objective rules, for each of the countries with larger economies.

The contributions of intergovernmental organisations becoming full members of LifeWatch ERIC shall be subject to the General Assembly decision by consensus, and when consensus cannot be, by qualified majority vote of the General Assembly.

A2.I.3. The calculation of the linear GDP scale shall be based on the share of the GDP in the total GDP of the members, using the Eurostat statistics as the basis for the calculation. An average over the three previous years shall be used to determine the GDP amount for each member. For countries outside Europe, World Bank statistics over the same period shall be used.

A2.I.4. The contributions shall be allocated to the operating costs. During the first five years, reasonable consideration shall be given to the needs of initial or subsequent construction investments on the Common Facilities and the initial LifeWatch Centre or Centres established under paragraph A2.II.

A2.I.5. The contribution may be provided in cash or in-kind. The maximum percentage of the in-kind contribution shall not be more than 85 % of the national contribution. The annual 15 % in cash contribution shall be allocated to the costs of common operations of LifeWatch ERIC.

Members may decide to allocate part or all of their in-kind contributions to their Distributed LifeWatch Centres, as soon as the financial management of the Common Facilities is ensured, and the 15 % minimum in cash contribution is transferred to the bank account of LifeWatch ERIC, and both circumstances have been duly certified by the Chief Financial Officer.

A2.I.6. The valuation of in-kind contributions shall follow rules as approved by the General Assembly as part of the Implementing Rules on these contributions in accordance with Article 8(3)(e).

**A2.II. Additional investment contributions or assumption of a larger quota of the operating costs.**

Members may decide to further contribute to LifeWatch development by contributing to the original investment on the first Common Facilities of LifeWatch ERIC, or their subsequent upgrade or by developing new Distributed LifeWatch Centres or performing large improvement of common services. Such contributions could also consist of additional contributions to the Basic Financial Contribution of paragraph A.2.I.

**A2.III. New members' contributions.**

A2.III.1. The Basic Financial Contributions of new members of LifeWatch ERIC shall be in accordance with the rules established in paragraph A2.I of this Annex.

A2.III.2. Countries that do not enter LifeWatch ERIC upon its establishment, but at a later stage during a five-year period, shall pay their established initial share corresponding to the remaining time of the five-year period in force at the moment of their accession.

**A2.IV. Other principles concerning contributions of members.**

A2.IV.1. The contributions listed in the previous paragraphs may be allocated by the members to the representing entities. In such case, the representing entity shall be responsible of the contribution, without prejudice to the members' ultimate responsibility for the contribution in case of a failure.

A2.IV.2. The members and representative entities shall agree sharing the data under their control, which the General Assembly might decide that is of interest to the objective and tasks of LifeWatch ERIC, unless such data is not in the public domain or under their control, and without prejudice to the allocation to LifeWatch ERIC of the costs of making them interoperable, unless these costs are included as in-kind contribution of the member.

A2.V. Members' contributions during the first five years <sup>(1)</sup>.

Country	GDP average 2010-2012 (EUR million)	Contribution to LifeWatch ERIC (15 %) in cash	Valuation of in kind projects to be realised
BE Belgium	367 426	959 644	5 437 980
EL Greece	208 144	543 631	3 080 576
ES Spain	1 053 921	2 423 250	13 731 749
IT Italy	1 565 433	3 599 354	20 396 342
NL Netherlands	595 058	1 554 172	8 806 972
PT Portugal	169 720	443 274	2 511 888
RO Romania	129 134	375 000	2 125 000
SI Slovenia	35 748	375 000	2 125 000

The activities of LifeWatch ERIC undertaken with the resources described in Article 14(1) shall not entail an increase of the contributions of the States member of LifeWatch ERIC listed in the previous paragraph, including the 15 % in cash annual contribution, increased as other States become members, without prejudice of the eventual revision and/or adaptation under Article 8(3)(f).

When joining LifeWatch ERIC, States commit themselves to the annual payment of the 15 % cash contribution to LifeWatch ERIC. The value of the 85 % in-kind contributions shall be adjusted to the calculation of their functionality for the tasks and activities of LifeWatch ERIC.

<sup>(1)</sup> Amounts are calculated based on the data of the years 2010, 2011, and 2012. Expected annual contributions from members to LifeWatch ERIC result from dividing by five their corresponding figures presented as 'Contribution to LifeWatch ERIC' in the table included in this Annex. The valuation of in-kind projects to be realised during the overall five-year period will be performed according to the costs of particular projects identified in the cost book of LifeWatch ERIC as prepared during its preparatory phase.