



Memorandum of Understanding

on establishing the Euromarine+ legal structure

Preamble

The object of the Euromarine FP7 project is to integrate the three FP6 marine network of Excellence (NoEs) communities : EUR-OCEANS, MarBEF and Marine Genomics Europe into one global platform. EuroMarine + is expected to provide a bottom-up, rich and diverse source of the best expertise and innovation available in European Marine Research, that can respond rapidly to societal needs, environmental demands, well being and sustainability.

The objectives of the EuroMarine project are to:

- develop a roadmap for common programming of research activities;
- create synergies between different scientific fields;
- move towards an integrated research strategy and shared vision for the changing oceans of tomorrow;
- facilitate the long-term integration of data, historical, present and future,
- understanding Marine ecosystemes for healthy oceans,
- building scenarios for changing oceans,
- new concepts, innovation and technology.

Considering that the main challenge is to provide a sustainable platform to link small laboratories and larger institutes together and to voice their common concerns, the beneficiaries to the FP7 EuroMarine project have studied the best way to structure EuroMarine after the coordination action project terminates. They have agreed that a combination of a legal entity and a consortium agreement would appear to provide the flexibility needed to reconcile various members of different dimensions, weights and powers in a single organisation.

In the Grant agreement with the European Commission, the FP7 EuroMarine project beneficiaries have undertaken to reach an agreement on a potential legal framework for EuroMarine+ and to provide the European commission with agreements to put process design and procedures into place by the end of the project.

To comply with said commitment, it has been agreed to the following :



Preliminary article – Definitions

EuroMarine+ shall design the legal framework of Euromarine, which should enforce the scientific vision defined in the Appendix 1 and organized to the business plan guidelines defined in Appendix 2 and the governance scheme of appendix 3.

Partners shall design the signatories to this MoU, whether they sign the MoU according to the timeline defined in Appendix 4, or they sign the Accession document defined APPENDIX 6.

RPO shall design a research performing organization involved in the former marine Networks of Excellence MarBef, MGE, EUR-OCEANS and/or willing to integrate Euromarine+.

Members shall design the signatories to the future Euromarine+ consortium agreement. For any avoidance of doubt, the Partners of this MoU are intended to become Members of the future Euromarine+ consortium.

Article 1 – Principles to Euromarine+ establishment

1.1 Partners of Euromarine+

Euromarine+ is open to the beneficiaries to the FP7 Euromarine project and any University and RPO involved in the former marine Networks of Excellence MarBef, MGE and EUR-OCEANS and which :

- undertake to make their best effort to establish a sustainable legal solution to organise Euromarine+, and
- would enable implementation of the scientific vision of Euromarine+ presented in appendix 1 and the business plan guidelines presented in appendix 2.

The Partners all declare that they have the clear intention to sustain Euromarine+ by entering into negotiations for full membership of Euromarine+.

To do so, they agree on the following principles, subject to unforeseen circumstances or factors beyond their control which would justify another solution.



The Partners suggest to start negotiations on the following basis :

1.2 Design of Euromarine+

Euromarine+ should consist of :

- a. primarily, a consortium agreement, defining Euromarine+ activities and acting as the governance body, and
- b. supplementary, a legal entity, in the form of a non-profit organisation, supporting the functioning of Euromarine+ and providing administrative services.

The Euromarine+ consortium agreement should set up the modalities of collaboration between the consortium and the legal entity.

1.3 Principles for Euromarine+ governance

1.3.1 Membership of Euromarine+

The consortium should comprise members of Euromarine+ RPOs, Universities which contribute financially or in kind (to be agreed) to Euromarine+ on an annual basis, as well as the legal entity. The legal entity should have no voting rights.

1.3.2 Governing bodies of Euromarine+

Appendix 3 describes the respective basic responsibilities and tasks of the governing bodies of Euromarine+. The nature and structure of the governance will be specified in the consortium as well as the articles of association of the legal entity.

1.4 Finances

The budget of Euromarine+ should be managed by the legal entity.

It should comprise membership contributions and potential external funds complying with the business plan guidelines presented in annex 2.

1.5 Effect / result

Euromarine+ should replace the follow up organisations and/or structures, if any, of the former NoEs namely MarBEF, Marine Genomics Europe and Eur-Oceans.

Article 2 - Agenda and entry into force

(1) An entity becomes a Partner to this MoU upon signature of this MoU or accession document by a duly authorised representative.



(2) This MoU shall have effect from the February 1st 2013 and shall remain into force until December 31st 2013.

(3) The process of establishing the Euromarine+ legal structure should be led by a coordination team, consisting of Euromarine Executive Committee, as defined in Euromarine FP7 project consortium, and the members of the 2nd work package of Euromarine FP7 project consortium.

(4) The University of Gothenburg should carry on the coordination role until the setting up of the EuroMarine+ consortium and legal entity according to the proposed timeline defined in appendix 4. During the interim period, all Partners of this MoU agree to contribute to the negotiation with their own resources.

(5) During the period between the expiration of the Grant Agreement and the entry into force of Euromarine+ consortium, the Partners will decide on the coordination and location of EuroMarine+ according to the procedure and criteria defined in Appendix 5.

(6) A new Partner may enter the MoU upon signature of the accession document presented in Appendix 6 by the new Partner and the Coordinator, ie. University of Gothenburg, according to the following section 7. Such accession shall have effect from the date identified in the accession document.

(7) The Partners delegate to the University of Gothenburg legal representative, as Euromarine FP7 project Coordinator, the right to sign the accession document with any University and RPO involved in the former marine Networks of Excellence MarBef, MGE, EUR-OCEANS and/or willing to integrate Euromarine+. For any other candidate to Euromarine+, the Partners agree that University of Gothenburg should obtain the agreement of the majority of the Euromarine Executive Committee to be entitled to sign the accession documents with this new candidate.

(8) This Memorandum of Understanding shall be renewable once by the signatories by written addendum. It shall terminate upon signature of the Euromarine+ consortium agreement if this signature arises prior to the end of this Memorandum of Understanding.

Article 3 - Miscellaneous

(1) This Memorandum of Understanding may be amended by written agreement of all the signatories.

(2) This Memorandum of Understanding is prepared in the English language only, in one original which should be kept by the University of Gothenburg (Göteborgs Universitet). University of Gothenburg shall deliver to each Partner one copy of this Memorandum of Understanding.



(3) This Memorandum of Understanding is governed by the laws of Belgium.

(4) No affectio societatis : Nothing in this Memorandum of Understanding shall be deemed to constitute a joint venture, agency, partnership, interest grouping or any other kind of formal business grouping or entity between the Partners.

(5) Except the section 7 of Article 2 of this Memorandum of Understanding, the Partners shall not be entitled to act or to make legally binding declarations on behalf of any other Partner.

Signature (1 page / member organization) :

For GÖTEBORGS UNIVERSITET (coordinator)

In Göteborg, upon:

Signature:

Name:

Title :



For CENTRO DE CIENCIAS DO MAR DO ALGARVE

In _____ ,
upon:

Signature:

Name:

Title :



For CENTRO INTERDISCIPLINAR DE INVESTIGAÇÃO MARINHA E AMBIENTAL (CIIMAR)

In _____ ,
upon:

Signature:

Name:
Title :



For CENTRE NATIONAL DE LA RECHERCHE SCIENTIFIQUE

In _____ ,
upon:

Signature:

Name:

Title :



For DANMARKS TEKNISKE UNIVERSITET

In _____ ,
upon:

Signature:

Name:

Title :



For INSTITUT FRANCAIS DE RECHERCHE POUR L'EXPLOITATION DE LA MER
(IFREMER)

In _____ ,
upon:

Signature:

Name:

Title :



For INSTITUT DE RECHERCHE POUR LE DEVELOPPEMENT

In _____ ,
upon:

Signature:

Name:

Title :



For STICHTING KONINKLIJK NEDERLANDS INSTITUUT VOOR ZEEONDERZOEK
(NIOZ)

In _____ ,
upon:

Signature:

Name:

Title:



For MARINE BIOLOGICAL ASSOCIATION OF THE UNITED KINGDOM

In _____ ,
upon:

Signature:

Name:
Title :



For STAZIONE ZOOLOGICA ANTON DOHRN

In _____ ,
upon:

Signature:

Name:

Title:



For THE MAX PLANCK GESELLSCHAFT ZUR FOERDERUNG DER WISSENSCHAFTEN
E.V.

In _____ ,
upon:

Signature:

Name:

Title:



For RIJKSUNIVERSITEIT GRONINGEN

In _____ ,
upon:

Signature:

Name:

Title:



For UNIVERSITEIT GENT

In _____ ,
upon:

Signature:

Name:

Title:



For VLAAMS INSTITUUT VOOR DE ZEE VZW (VLIZ)

In _____ ,
upon:

Signature:

Name:
Title:



For UNIVERSITAET BREMEN

In _____ ,
upon:

Signature:

Name:

Title:



For

In
upon: ,

Signature:

Name: Dr. Johanna B. Wesnigk
Title:



For KONINKLIJKE NEDERLANDSE AKADEMIE VAN WETENSCHAPPEN

In _____ ,
upon:

Signature:

Name:

Title:



APPENDIX 1 : scientific vision of Euromarine+

The Euromarine+ Vision is to integrate research from genes to marine ecosystems; to better understand how marine organisms and marine ecosystems function; and to support the sustainable use of the seas and oceans for the increasing needs of society.

EuroMarine project is a FP7 coordination and support action designed to bring together the three FP6 marine Networks of Excellence (NoE) communities; EUR-OCEANS, MarBEF and Marine Genomics Europe. In doing so, Euromarine+ aim is to provide a rich and diverse source of the best expertise and innovation available in European Marine Research, that can respond rapidly to societal needs, environmental demands, well-being and sustainability.

The Challenge

As the last frontier on planet Earth our seas and oceans are still relatively unexplored, but are being increasingly exploited for their oil, gas, mineral and biological resources. Exploration and sustainable exploitation of the marine environment are enormous challenges that require new knowledge from the natural sciences together with good management approaches based on social, economic and political sciences. Many questions in marine research can only be answered using multidisciplinary methodologies, from the molecular level with genomics and other new emerging technologies integrated together with an ecological, physical and biogeochemical ecosystem approach. This will allow us to address novel questions in marine research, paving the way to new and more integrated knowledge systems that impact the way human society deals with the oceans. The challenge of Euromarine+ will be to bring marine sciences into the multidisciplinary perspectives of the 21st century. The scientific theme of Euromarine+ *“From Genes to Ecosystems in changing oceans”* reflects this dynamic development based on the emergence of systems biology, new observational, analytical and modelling tools, new learning environments and better integration of the natural and social sciences. The Euromarine+ will build and strengthen a community of marine scientists from several hundred marine laboratories at institutes and universities in Europe, building the academic foundation for marine research that is the base for innovation.

In the European context this can only be achieved by collaborations between other marine and maritime initiatives currently under development, including ESFRI projects, and relevant ERA-Nets such as Seas-era and MarineBiotech.

Project Objectives

The Euromarine+ objectives are to :

- develop a roadmap for common programming of research activities;
- create synergies between different scientific fields;
- move towards an integrated research strategy and shared vision for the oceans of tomorrow;
- facilitate the long-term integration of data, historical, present and future;
- understanding Marine ecosystemes for healthy oceans;
- building scenarios for changing oceans;
- new concepts, innovation and technology.

Our goal is to exploit the knowledge created within the EuroMarine+ to address questions related to the function and sustainability of marine ecosystems and organisms and the needs of society. Euromarine+ aims to create 21st century marine scientists, with deep knowledge in one discipline and a basic “fluency” in several others, as well as a natural ability and desire to work as part of a team.



The EuroMarine+ should be a flexible, responsive organization able to assemble teams of dedicated marine scientists from around Europe (and beyond in emergent and developing countries). These teams will be able to address current and emerging issues and challenges in the marine domain. The EuroMarine+ anticipates working closely with ESF Marine Board since this organization has a strong track record in providing assessments, identifying challenges and producing excellent vision documents that identify key areas for attention. EuroMarine+ also expects to work closely with the new Joint Programming Initiative “Healthy and Productive Seas and Oceans”, as well as leading National and International funding agencies taking into consideration the need for avoiding duplication and inducing competition. In this way, EuroMarine+ should play a key role in structuring and driving forward marine scientific research and technical development in Europe and globally. Such a dynamic consortium that includes world-class scientists from fields as diverse as genomics and physical oceanography will provide unique and innovative teams to ensure the sustainable development and exploitation of our fragile marine ecosystems, as well as expert advice for environmental managers and policy makers.

The EuroMarine+ aims to contribute to organize science through activities such as foresight workshops, conferences, flagship programmes and the bottom-up identification of themes and priorities.

Methodology

EuroMarine+ will be based on a memorandum of understanding signed by the partner institutes. Among the integration priorities EuroMarine+ aims at facilitating the process by providing frameworks, scientific conferences and strategic workshops for the involved parties as well as the major education objective of establishing a common European PhD programme in Marine Sciences. Moreover, EuroMarine+ intends to create a long lasting and dynamic Science & Policy Advisory Board that will hold meetings annually with stakeholders to embed EuroMarine+ into the wider community.

To achieve this, EuroMarine+ needs to consolidate the partners’ commitment using a simple, flexible and transparent consortium agreement to be adopted by all partners and stakeholders in order to launch the establishment of the “EuroMarine+ Consortium”.

The EuroMarine+ vision for the operational phase includes:

1. **Research and research infrastructure:** to create an integrated yet flexible common strategic framework for identification of marine research and research infrastructure priorities, development and funding streams, particularly at the level of RPOs (Research Performing Organizations) and their funding partners.
2. **Access to infrastructure and mobility:** to enable cross fertilization and the best fit for purpose experimental protocols together with the development and application of state of the art technologies.
3. **Transfer of knowledge:** to develop new interdisciplinary education programs to train the next generation of marine scientists, a mobility scheme for doctoral candidates and post-docs. EuroMarine+ will transfer knowledge through cross-disciplined web-based seminar series (Webinars), including for colleagues in developing countries. EuroMarine+ will also endorse summer schools and workshops including high-level training programmes for technicians and support staff essential for smooth operations and access to infrastructure services.
4. **Policy advice priorities:** a much better proactive representation of the academic scientific community in policy and decision making at national and international levels will be promoted by creating and contributing to efficient Science-Policy Interfaces.
5. **Information priorities:** to maintain our website (www.euromarineconsortium.eu) with features that include data acquisition, project information, job opportunities, an events calendar, a database of contacts, and a news and jobs section.



Deliverables

The impact of EuroMarine+ will be the improved utilization, development and management of European marine scientific research potential (above all Europe's scientists in academia), including: increased shared use of expensive infrastructures at the European level (ships, experimental facilities, mesocosms, high tech instrumentation etc), availability of data and the potential for creating integrated but flexible (responding to needs) centers of learning, research and education at the highest international level taking into account mobility schemes. These kind of developments and their generation of added value will ensure Europe remains competitive and at the leading edge in marine sciences worldwide. By bringing together the partners of the three major marine FP6 NoEs into a common consortium, as well as providing a common shared platform for existing core activities of the three NoEs, EuroMarine+ will also facilitate many exciting and new opportunities at the highest level. It will also bring added value by promoting the development of new and innovative activities in the "trading zones" between these three former NoEs. In this respect EuroMarine+ will take a leading role in contributing to the IPBES (Intergovernmental Science-Policy Platform on Biodiversity and Ecosystem Services) initiative to build scenarios for marine ecosystems in the context of Global Change and will contribute to current initiatives to build European and global observation systems (e.g., GEOBON).



APPENDIX 2 : Business plan guidelines

The EuroMarine+ Business Plan (BP) aims to define targeted activities with sustainable income streams necessary to operationalise/implement the main integrating measures as defined by the EuroMarine consortium:

- Dissemination and outreach;
- Foresight workshops programs and conferences;
- Strategic research agendas;
- Data and infrastructures;
- Capacity building, training and mobility.

The forthcoming BP will be developed along the following chapters:

- 1- General introduction to the Business Plan: the EuroMarine vision, mission and values
- 2- The EuroMarine+ positioning within the European marine and maritime research landscape
- 3- EM+ products and services
- 4- EuroMarine+ Action Plan
- 5- Fund-raising plan for future EM+ products and services

The BP will be developed as an Action Plan (item 4, above) expressing how the procedures for the integrative measures will be put in place and work on a continuous basis to manage funding, resourcing, responsibilities, partnerships, IPR and access rights.



APPENDIX 3 : EUROMARINE+ Governing bodies

1. General Assembly
2. Governing Board
3. Coordinator
4. Steering committee (*if any*)
5. Advisory committee
6. Legal entity management board

The General assembly

- consists of the community of scientific actors amongst the Members acting as the forum of the EuroMarine+ community designed to provide input for the scientific strategy approved by the Governing board
- Prepares and proposes the strategic program of EuroMarine+
- Approves the members of the Advisory board

The Governing board

- Approves the strategic program of EuroMarine+
- Approves the budget of EuroMarine+
- Ensures that the legal entity designated as manager of the Euromarine+ in the consortium agreement respects its commitments
- Approves the entry of a new consortium member
- Takes the decision to expel a consortium partner
- Appoints and removes the members of the steering committee (if any)
- Appoints and removes the SC chair person (if any)
- Approves or refuses the activity report of EuroMarine+
- Approves bylaws of the legal entity
- Selects members of the Advisory board and proposes them to the General assembly

The Coordinator

- Consists of a the chair person, chosen amongst the Governing board, and should rotate amongst the Governing board members on a 2 yearly basis.
- In charge of representing Euromarine+
- In charge of supervising of the relations between the legal entity management board and the CA GB

The Steering committee (if any)

- Formulates and submits to the GB the EuroMarine+ the budget
- Delivers implementation objectives of EuroMarine+ strategic program to the legal entity management board
- Convenes and consults the Advisory Board



The Advisory Board

- Consists of a group of international renowned marine scientists
- Acts as the peer-reviewers for EuroMarine+ applications and calls
- Assesses the overall scientific realization regarding the EuroMarine+ strategic program
- Advises on future goals, needs and opportunities taking into account the global context

The Legal entity management board

- Is member of the Euromarine+ consortium agreement
- Implements the decisions of Governing Board
- Manages the Euromarine+ annual budget
- Capacity to conclude contracts, acquire and dispose of property, in accordance of GB
- Capacity to hire staff, in accordance of GB
- Provides the management services : financial management, accountancy, staff management
- Facilitates interactions between users and providers
- Manages the communication and outreach with academics, founders
- Manages the access and training activities
- Signs and implement appropriate agreements



APPENDIX 4 : Timeline

⇒ **December 2012**

Endorsement of the MoU (with annexes) by the EuroMarine GA and agreement on content by EuroMarine Executive Committee

⇒ **March - April 2013**

Signature of a Memorandum of Understanding between the members of the FP7 Euromarine project (deliverable) open to the other members of EuroMarine

⇒ **2013**

Drafting of the Consortium Agreement and establishment of the legal entity, in the form of a non-profit organisation (articles of association)

⇒ **April 2013**

Open call for Euromarine+ HQ / office / coordination

⇒ **July & December 2013**

Future funding members' meetings

⇒ **December 2013**

Signing of the EuroMarine+ consortium agreement

⇒ **January 2014**

1st EuroMarine+ General Assembly
Starting of funded activities



APPENDIX 5 : Procedure for the choice of the EuroMarine+ coordination and secretariat

- Call for candidates and bidding books

- Assessment by the Advisory Board of EuroMarine
 - Location of headquarters
 - In kind contribution (office / personnel)
 - Commitment in former NoEs and EuroMarine
 - Integration into the scientific and industrial environment
 - Working conditions
 - Country commitment in marine sciences

- Assessment report

- Presentations to the Partners and voting (anonymous)



APPENDIX 6 : Accession document

ACCESSION of a new Party to Euromarine Memorandum of Understanding

OFFICIAL NAME OF THE NEW PARTY :

hereby consents to become a Party to the Memorandum of Understanding identified above and accepts its terms starting upon .

UNIVERSITY OF GOTHENBURG, as coordinator, hereby certifies that the EuroMarine Consortium has accepted the accession of to the EuroMarine MoU starting on the abovementioned date.

This Accession document has been done in 2 originals to be duly signed by the undersigned authorised representatives.

In

Upon

For :
Signature(s)
Name(s)
Title(s)

In Gothenburg

Upon

For : GÖTEBORGS UNIVERSITET
Signature(s)
Name(s)
Title(s)