

## II

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

## EUROPEAN COMMISSION

**Statutes of EU-SOLARIS ERIC**

(2022/C 446/01)

**List of abbreviations**

<b>BNN</b>	Board of National Nodes
<b>CSP/STE</b>	Concentrating Solar Power / Solar Thermal Energy
<b>ERIC</b>	European Research Infrastructure Consortium
<b>GA</b>	General Assembly
<b>IPR</b>	Intellectual property rights
<b>MD</b>	Managing Director
<b>RI</b>	Research Infrastructure
<b>R&amp;D</b>	Research and Development
<b>STC</b>	Scientific & Technical Committee
<b>SLA</b>	Service-level Agreement

**PREAMBLE**

The French Republic,

The Kingdom of Spain,

The Federal Republic of Germany,

and

The Republic of Cyprus,

HEREINAFTER REFERRED TO AS 'THE MEMBERS',

and

The Portuguese Republic,

HEREINAFTER REFERRED TO AS 'THE OBSERVER',

CONSIDERING

that the development of solar energy, in particular using concentrating systems, has a European dimension that demands a strong alliance between the European research teams with a particular focus on the Research Infrastructures (RI) in order to enhance the research efficiency and the technology development;

## RECOGNISING

that the EU SOLARIS initiative aims at strengthening human and scientific links between the signatory countries to promote and stimulate researches and innovations for the sustainable development of Concentrating Solar Power /Solar Thermal energy (CSP/STE) technologies at the European level;

## WHEREAS

the Members have been collaborating for several years in the field of research on CSP/STE systems in order to efficiently transform this energy into electrical power and renewable energy carriers, to store it, to elaborate or to test materials, to study reliable measurement methods and to optimise components and that they have high level skills and operate complementary research infrastructures;

## WHEREAS

the goals of the consortium Members are:

- To become a consortium of distributed research infrastructure (a research infrastructure structured with more than one site) on CSP/STE technologies to provide the most complete, high quality scientific infrastructure portfolio at international level, facilitating researchers from both academia and industry access to highly specialised research infrastructure.
- To link the European scientific, university and industrial communities involved in the CSP/STE sector.
- To provide efficient resources management to avoid unnecessary technological duplication and repetition.
- To maintain Europe at the forefront of CSP/STE technologies development worldwide;

HAVE AGREED AS FOLLOWS:

## CHAPTER I

**ESSENTIAL ELEMENTS AND DATA POLICY***Article 1***Name and seat**

1. A European Research Infrastructure Consortium (ERIC) is created, under the name of 'European Solar Research Infrastructure for Concentrated Solar Power' (hereinafter, 'EU-SOLARIS ERIC'), pursuant to the provisions of 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> (hereinafter 'the ERIC Regulation').
2. The statutory seat of EU-SOLARIS ERIC is established in Almería, Spain.

*Article 2***Vision, mission and strategic objectives**

1. EU-SOLARIS ERIC shall establish and operate a world-class distributed research infrastructure on Concentrated Solar Power / Solar Thermal Energy (CSP/STE) to be set up as a central hub responsible for the coordinated operation of national research centres in CSP/STE technologies, which shall dedicate part of their research and development capacities to EU-SOLARIS ERIC, sharing contents, tools and know-how related to CSP/STE technologies.
2. All research facilities that are part of the ERIC will remain property of their institutions as well as the rights to handle the access to them and the conditions under which it is granted.
3. The relationship between EU-SOLARIS ERIC and the national research centres shall be regulated through signature of specific Service-level Agreements.

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

4. To that end, the following constitute the purposes and objectives of EU-SOLARIS ERIC.
5. *Vision:* To become the European reference research infrastructure in the technological development of CSP/STE and related applications.
6. *Mission:* To offer the best conditions for the development of CSP/STE research activities for the scientific and industrial communities.
7. *Strategic objectives:*
  - a) To coordinate, as a unique infrastructure of distributed character, main existing R&D installations in Europe, providing the most complete and high quality scientific infrastructure portfolio at international level to the CSP/STE sector.
  - b) To establish a single entry point where highly specialised facilities, resources and research services are effectively and optimally offered to users demanding CSP/STE related services.
  - c) To reinforce the collaboration between the scientific institutions, academia and industry, also fostering collaborative research among main European research centres of the sector.
  - d) To identify new requirements for the improvement of the research facilities, and for the construction of new ones (when needed), also optimising and promoting the specialisation of existing ones avoiding unnecessary technological duplication and repetition.
  - e) To identify and establish the best research and experimental practices, leading and coordinating the open dissemination of results and experimental data whenever possible, thus contributing to the reinforcement of the European leadership position at an international level.
  - f) To maintain Europe at the forefront and leadership of CSP/STE technologies development.

### Article 3

#### Tasks and activities

1. In order to fulfil its purposes and objectives, EU-SOLARIS ERIC shall, directly or via third parties, engage in the following activities:
  - a) grant effective access to resources and services made available by the National Nodes, in accordance with the rules established in these Statutes, for the European research and industrial community;
  - b) improve the interoperability between the Research Centres specialised in the field of CSP/STE technologies of the Members and Observers;
  - c) establish and apply technological advances related to resources and services associated to CSP/STE;
  - d) enter into collaboration agreements with third parties;
  - e) provide training and facilitate the mobility of researchers in order to reinforce and structure the European Research Area;
  - f) establish international relations with other organisations and authorities, public or private, European and non-European, interested in its activities and in related fields;
  - g) coordinate activities with other European R&D actors in the field of CSP/STE;
  - h) any other activities required to fulfil EU-SOLARIS ERIC' purposes and objectives.
2. EU-SOLARIS ERIC shall offer access to a portfolio of research facilities and joint research and development activities through a coordinated, long-term development program among National Nodes for non-economic purposes. Nevertheless, EU-SOLARIS ERIC may engage in limited profit-making activities, provided that:
  - a) they are closely linked to its main activities, set out in these Statutes; and
  - b) they do not jeopardise achieving EU-SOLARIS ERIC' purposes or objectives.

3. EU-SOLARIS ERIC shall record the costs and revenues of these economic activities separately and shall charge market prices for them. Any income generated by these economic activities shall be used to further its purposes.

#### Article 4

### Duration and commencement of operations

Without prejudice to the provisions of these Statutes on the winding-up and liquidation of EU-SOLARIS ERIC, it shall exist for an indefinite period of time.

#### Article 5

### Liability and insurance

1. EU-SOLARIS ERIC shall be responsible for its debts generated as a result of its activity.
2. The financial liability of the members for the debts of the ERIC shall be limited to their respective contributions provided to the ERIC.
3. EU-SOLARIS ERIC shall take out and maintain appropriate insurance to cover any risk relating to the operation of the ERIC.

#### Article 6

### Procedure for winding-up and liquidation of EU-SOLARIS ERIC

1. EU-SOLARIS ERIC shall inform the European Commission, via the Managing Director, of any facts which might seriously undermine the purpose of EU-SOLARIS ERIC or obstruct its capacity to fulfil the conditions established in the ERIC Regulation.
2. In particular, EU-SOLARIS ERIC shall be wound up and liquidated in any of the following events:
  - a) as a result of a resolution adopted by the General Assembly, by the majority established in these Statutes; or
  - b) as a result of a decision given by the European Commission, in the terms provided for in the ERIC Regulation.
3. The procedure will be as follows:
  - a) EU-SOLARIS ERIC's Managing Director shall inform the European Commission of the General Assembly's decision to wind-up and liquidate EU-SOLARIS ERIC, within ten (10) days subsequent to the date on which the resolution is adopted;
  - b) without prejudice to Article 5 of the Statutes, any assets and liabilities remaining after payment of the EU-SOLARIS ERIC's debts shall be apportioned among the Members in proportion to their accumulated contribution to EU-SOLARIS ERIC at the time of dissolution;
  - c) EU-SOLARIS ERIC's Managing Director shall inform the European Commission of the completion of the process to wind-up and liquidate EU-SOLARIS ERIC, within ten (10) days as of the completion of such process;
  - d) EU-SOLARIS 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*;
  - e) if at any time during its existence, EU-SOLARIS ERIC is unable to pay its debts, it shall immediately notify the European Commission in accordance with Article 16(4) of Regulation (EC) No 723/2009.

*Article 7***User access policy**

1. EU-SOLARIS ERIC shall promote scientific merit-based access to the services and infrastructures that support and encourage excellence in research in the field of activity of EU-SOLARIS ERIC, as well as a culture of practical improvements through training activities.
2. Access to EU-SOLARIS ERIC shall be open to all types of users, including from all European and non-European countries, not necessarily for free. Requests will undergo a streamlined process involving eligibility and feasibility checks according to the procedures and evaluation criteria.
3. The procedures and evaluation criteria that grant or limit access to the data and tools of EU-SOLARIS ERIC' infrastructure, and the cost of such access, shall be defined in the access rules or in the internal regulations which shall be drawn up by the Managing Director and approved by the General Assembly, having consulted the Scientific & Technical Committee (STC) and the Board of National Nodes (BNN).
4. Procedures and evaluation criteria shall be made publicly available on the website of EU-SOLARIS ERIC.
5. EU-SOLARIS ERIC shall provide the users of the infrastructure of EU-SOLARIS ERIC with access rules and guidelines to guarantee that the research undertaken using EU-SOLARIS ERIC' infrastructure resources belonging to Research Centres of Member countries (as stated in Article 2 of the Statutes), recognises and honours the property rights, privacy, ethics and protection of the owner's research infrastructure and data, as well as the obligations on secrecy and confidentiality, and that users comply with the conditions for access, the security measures and the management of the information of the research institutions that participate in EU-SOLARIS ERIC infrastructure.

*Article 8***Scientific evaluation policy**

The procedure for the scientific assessment of the projects that seek access to the infrastructure of EU-SOLARIS ERIC shall take into account the scientific merit, the unmet needs of the sector and the potential use and impact in the sector, and shall be based on the principles of transparency, equity and impartiality. Such procedure shall be defined in internal regulations, which shall be drawn up by the Managing Director and approved by the General Assembly, having consulted the STC and the BNN.

*Article 9***Dissemination policy**

1. EU-SOLARIS ERIC shall take appropriate measures to promote its infrastructure and its use in research and in any service related to EU-SOLARIS ERIC' objectives.
2. EU-SOLARIS ERIC shall promote the dissemination and exchange of the results obtained through use of its research infrastructure.
3. Without prejudice to potential Intellectual Property Rights, EU-SOLARIS ERIC shall ensure that its users make available to the public the results of the research carried out at the ERIC infrastructures and that they do so via EU-SOLARIS ERIC, in accordance with European and national grant terms and conditions. This will not apply to R&D activities carried out by the Research Centres when using their own infrastructures out of the scope of the ERIC.
4. The dissemination policy shall define the different groups of targets and EU-SOLARIS ERIC shall use all of the channels within its scope to ensure maximum dissemination amongst them.

*Article 10***Intellectual Property Rights policy**

1. Any and all Intellectual Property Rights (hereinafter 'IPR'), which are created, obtained or developed by EU-SOLARIS ERIC shall vest in and be owned absolutely by EU-SOLARIS ERIC. Nevertheless, limited Data Proprietary periods can be awarded to users.
2. Without prejudice to the conditions established in the contracts entered into between EU-SOLARIS ERIC and Members or Observers, all of the IPR created, arising, obtained or developed by the staff of a Member or Observer shall belong to that Member or Observer.
3. With respect to questions of IPR, the relations between the Members and Observers of EU-SOLARIS ERIC shall be governed by the respective national legislation of Members and Observers and by international agreements to which the Members and Observers are parties.
4. The provisions of these Statutes and the internal regulations shall be without prejudice to the background IPR owned by Members and Observers.
5. The Members of EU-SOLARIS ERIC shall agree and approve, through the General Assembly, the EU-SOLARIS' IPR policy and regulations, under proposal of the Managing Director and having consulted the STC and the BNN. The IPR regulation shall determine the rules of EU-SOLARIS ERIC relating to the identification, protection, management and maintenance of IPR of EU-SOLARIS ERIC, including access to those rights.
6. The BNN may recommend to the Managing Director agreements with the national infrastructure centres and consortiums with regard to the research infrastructure of EU-SOLARIS ERIC in order to guarantee that such entities, and third parties, have access to the scientific knowledge of EU-SOLARIS ERIC research infrastructure.

*Article 11***Employment policy**

1. EU-SOLARIS ERIC shall comply with the principle of equality and non-discrimination.
2. Consequently, in its policy to recruit personnel, EU-SOLARIS ERIC shall offer equal opportunities and shall refrain from discriminating against persons based on gender, race, beliefs, ideology, disability, sexual orientation or for any other criterion which is deemed to be discriminatory in accordance with Community Law.
3. The Managing Director may propose modifications of internal employment regulations, always under the approval of the General Assembly.

*Article 12***Procurement policy**

1. EU-SOLARIS ERIC shall apply in its procurement fair and non-discriminatory treatment for all the bidders, persons offering goods and persons rendering services. The EU-SOLARIS ERIC procurement policy shall comply with the principles of transparency, non-discrimination and competition.
2. The Managing Director shall establish detailed internal regulations and criteria to ensure transparency, equality and non-discrimination when awarding contracts. Such rules must be approved by the General Assembly.
3. The Managing Director shall be responsible for all of EU-SOLARIS ERIC procurement. To this end, the Managing Director shall comply with the national and European procurement regulations applicable at the time. All of the bids should be published on the website of EU-SOLARIS ERIC. The decision to award a contract should be published and should include full justification.

*Article 13***Data policy**

1. Open Source and Open Access principles shall be favoured, following the FAIR principles (Findability, Accessibility, Interoperability and Reusability).
2. EU-SOLARIS ERIC shall provide guidance (including via website) to users to ensure that research undertaken using material made accessible through EU-SOLARIS ERIC shall be undertaken within a framework that recognises the rights of data owners and privacy of individuals.
3. EU-SOLARIS 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.
4. EU-SOLARIS ERIC shall define arrangements for investigating allegations of security breaches and confidentiality disclosures regarding research data.
5. The Managing Director shall submit for the approval of the General Assembly, the internal regulations on Data Policy with regard to users of EU-SOLARIS ERIC' infrastructure, the national nodes and third parties such as universities, research centres and industry, without prejudice of existing IPR.

## CHAPTER II

**MEMBERS AND OBSERVERS***Article 14***Members and Observers**

1. The following entities may be Members or Observers of EU-SOLARIS ERIC:
  - a) Member States of the European Union;
  - b) Associated Countries, as defined in the ERIC Regulation;
  - c) Third countries, different from the Associated Countries; and
  - d) Intergovernmental organisations.
2. Observers shall be admitted for a maximum period of 2 years, unless an extension is agreed by the General Assembly.
3. The countries listed in Annex I of these Statutes are the Members and the Observers of EU-SOLARIS ERIC.

*Article 15***Representation of Members and Observers**

1. Each Member or Observer shall be represented at the General Assembly by up to 2 Representatives, who shall exercise the rights and obligations of each Member or Observer in the terms provided for in these Statutes. The Representative bearing the Member's voting rights must be duly identified. National or regional public institutions or private entities performing a public service may be Representatives of the Members and Observers.
2. Each Member or Observer shall inform the Managing Director of and officially identify the body or bodies that will represent it in EU-SOLARIS ERIC.
3. The Managing Director must be informed by the Member or Observer in question of any modification of the official Representatives through official channels.

*Article 16***Members' and Observers' Rights**

1. The following constitute the rights of EU-SOLARIS ERIC' Members, without prejudice to the development thereof in other provisions of these Statutes:

- a) each Member has a single vote, following the provisions of Article 26 of these Statutes when the Member States of the European Union and the Associated Countries do not jointly hold the majority of the voting rights;
- b) right to attend the General Assembly meetings;
- c) right to vote in the procedures for the General Assembly to adopt resolutions, as provided for in these Statutes;
- d) right to be represented by another Member at the General Assembly meetings;
- e) right to designate Representatives, as provided for in these Statutes;
- f) right to propose and elect the members of the bodies of EU-SOLARIS ERIC;
- g) right to information for the correct monitoring of the evolution of EU-SOLARIS ERIC;
- h) right to challenge resolutions adopted by EU-SOLARIS ERIC' governing bodies, when such resolutions have been adopted in breach of the applicable law, these Statutes or any other internal regulations developing the same. This right shall be exercised within the following three months to the date that the resolution has been adopted;
- i) right to make voluntary contributions in addition to the mandatory contributions (in-kind or in cash) in favour of EU-SOLARIS ERIC;
- j) right to participate actively in the acts and events that EU-SOLARIS ERIC organises or in which it participates;
- k) right of withdrawal in the terms established in Article 19 of these Statutes; and
- l) right to receive the liquidation quota that might correspond to it as a result of EU-SOLARIS ERIC winding up and going into liquidation.

2. The following constitute the rights of EU-SOLARIS ERIC' Observers, without prejudice to the development thereof in other provisions of these Statutes:

- a) right to attend, but not vote, at the General Assembly meetings;
- b) right to designate up to 2 Representatives at the General Assembly, under the terms provided for in these Statutes;
- c) right to make voluntary contributions to EU-SOLARIS ERIC;
- d) right to withdraw in the terms established in the Article 19 of these Statutes.

*Article 17***Members' and Observers' Obligations**

1. Obligations incumbent on the Members of EU-SOLARIS ERIC:

- a) pay annually the financial contribution corresponding to each Member, pursuant to the provisions of these Statutes;
- b) designate up to 2 Representatives so that the Member in question can be represented at the General Assembly;
- c) confer full powers on their Representatives to vote at the meetings held by the General Assembly of EU-SOLARIS ERIC, binding each Member with their decisions and vote;
- d) promote and facilitate access for their scientific community to EU-SOLARIS ERIC' services and infrastructure, under the terms provided for in these Statutes and other internal regulations developing the same;
- e) protect and use correctly the IPR generated within the framework of EU-SOLARIS ERIC according to its IPR policy;



- f) keep confidentiality of the information to which the Members and their Research Centres may have access when the information shared is declared as confidential or internal information.
2. In addition, each Member shall, within available means, take such measures as may be necessary to:
- a) encourage a climate of collaboration and strengthen links between EU-SOLARIS ERIC and its different groups of interest, such as the scientific community, the Industry and the Society;
  - b) promote EU-SOLARIS ERIC as a research infrastructure of reference in the sector;
  - c) cooperate and participate in the different events and acts of communication and publicity that EU-SOLARIS ERIC organises.
3. Obligations incumbent on the Observers of EU-SOLARIS ERIC:
- a) designate up to 2 Representatives so that the Observer in question can attend the General Assembly;
  - b) promote and facilitate access for their scientific community to EU-SOLARIS ERIC' services and infrastructure, under the terms provided for in these Statutes and other internal regulations developing the same;
  - c) keep confidentiality of the information to which the Observers and their Research Centres may have access when the information shared is declared as confidential or internal information.
4. In addition, each Observer shall, within available means, take such measures as may be necessary to:
- a) encourage a climate of collaboration and strengthen links between EU-SOLARIS ERIC and its different groups of interest, such as the scientific community, the industry and the society; and
  - b) cooperate and participate in the different events and acts of communication and publicity that EU-SOLARIS ERIC organises;
  - c) promote EU-SOLARIS ERIC as a research infrastructure of reference in the sector.

#### *Article 18*

#### **Incorporation of new Members and Observers**

1. The entities that meet the prerequisites established in Article 14 of these Statutes may join EU-SOLARIS ERIC as new Members or Observers.
2. The procedure shall be initiated at the request of the applicant by way of submitting a letter addressed to the Managing Director.
3. The Managing Director shall submit to the Members' all of the information and documentation provided by the Applicant, the extension or clarification of which may be required from the Applicant.
4. If the Applicant refuses to submit such information or documentation, or unjustifiably delays in submitting the same, that shall be construed as a waiver of the Applicant's application to join EU-SOLARIS ERIC.
5. When the information procedure has been concluded, the General Assembly shall pronounce by unanimity on whether or not the Applicant's application to become a Member or Observer has been approved.

*Article 19***Voluntary withdrawal of Members and Observers**

1. For a Member, a request to withdraw has to be submitted at least 12 months prior to the envisaged withdrawal. Said withdrawal shall only take effect from the end of a financial year.
2. After two years elapse as of their incorporation to EU-SOLARIS ERIC, Observers may withdraw at the end of a financial year, following a request submitted 12 months prior to the withdrawal.
3. Members and Observers shall fulfil financial and other obligations before their withdrawal can become effective.

*Article 20***Termination of Members and Observers**

1. A breach of any of the following obligations shall be good grounds for termination of Members or Observers:
  - a) non-payment of the annual financial contributions or a repeated and unjustified delay in the payment of the said annual financial contributions;
  - b) any other breach of the obligations under these Statutes affecting the accomplishment of EU-SOLARIS ERIC' purposes and objectives.
2. At the request of the Managing Director or the Members representing one third (1/3) of the voting rights of EU-SOLARIS ERIC, the General Assembly shall be called to pronounce on the exclusion of the allegedly breaching Member or Observer.
3. The General Assembly shall agree whether or not to exclude the Member or Observer in question, in accordance with the regime of majorities established in these Statutes.
4. In any case, the right of remedy, hearing and defence shall be guaranteed for the allegedly breaching Member or Observer, prior to the General Assembly adopting the corresponding resolution.
5. Notwithstanding the provisions set out in the previous sections, any Member or Observer of EU-SOLARIS ERIC shall cease to hold that status immediately and automatically if the prerequisites established in Article 5 of these Statutes are no longer met.
6. Under no circumstances shall the termination, in the terms provided for in the regulations applying to EU-SOLARIS ERIC, generate in favour of the excluded Member or Observer any right to compensation for damages.

*Article 21***Suspension of Members' and Observers' rights**

1. Notwithstanding the provisions of the previous article, and for the same reasons, the General Assembly may agree, by the majority provided for in the Statutes, to suspend the voting rights of the Members, their Representatives and any other persons appointed by them on the different governing and advisory bodies of EU-SOLARIS ERIC.
2. With regard to Observers, the suspension shall consist of depriving the Observers, their Representatives and any other persons appointed by them, of their right to attend the meetings of the different governing and advisory bodies of EU-SOLARIS ERIC.
3. The suspension of the Member or Observer shall also entail the suspension of the privileges conferred in these Statutes on the user communities of the Member and/or Observer in question, with regard to using the services offered by EU-SOLARIS ERIC and access to the infrastructures operated by EU-SOLARIS ERIC. Consequently, and whilst the suspension of the Member and/or Observer persists, access of their respective scientific and industrial communities to EU-SOLARIS ERIC' services and infrastructures shall be the same as those offered to any third party outside EU-SOLARIS ERIC.

4. By the same majority, the General Assembly may agree to lift the said suspension, after the Managing Director has verified that the suspended Member or Observer has remedied the breaches that gave rise to such suspension.
5. In any case, the right of remedy, hearing and defence shall be guaranteed for the allegedly breaching Member or Observer, prior to the General Assembly adopting the corresponding resolution.
6. The suspension of the Member or Observer in question shall not prevent the General Assembly from finally deciding to terminate it, in the terms provided for in Article 20 above.
7. Under no circumstances shall the suspension, in the terms provided for in the regulations applying to EU-SOLARIS ERIC, generate in favour of the suspended Member or Observer any right to compensation for damages.

### CHAPTER III

#### GOVERNANCE OF EU-SOLARIS ERIC

##### *Article 22*

#### **EU-SOLARIS ERIC' governing bodies**

1. The ERIC shall be governed and administered by the General Assembly, which shall be composed of representatives of the Members and Observers of the EU-SOLARIS ERIC.
2. The Managing Director shall be the chief executive officer and legal representative of EU-SOLARIS ERIC and will be appointed by the General Assembly.

##### *Article 23*

#### **EU-SOLARIS ERIC' advisory bodies and support committees**

1. EU-SOLARIS ERIC' governing bodies shall be assisted by, at least, the following advisory bodies:
  - a) the Scientific & Technical Committee shall assist the General Assembly; and
  - b) the Board of National Nodes shall support the Managing Director.
2. It is possible to create other advisory bodies, either permanently or for a specific project or subject, in a resolution adopted by the General Assembly with the corresponding majority.

##### *Article 24*

#### **Role of the General Assembly**

The General Assembly is the EU-SOLARIS ERIC' supreme governing body, deciding on the matters required to accomplish EU-SOLARIS ERIC' purposes and objectives and also on any matters specifically reserved for the General Assembly in these Statutes.

##### *Article 25*

#### **Functioning of the General Assembly**

1. Unless expressly provided for in these Statutes, the regime on the functioning of the General Assembly shall be governed by the internal regulations specifically defined for it.
2. The General Assembly shall elect a Chair and one Vice-Chair from the delegations of the Members and through a qualified majority. The Vice-Chair shall substitute the Chair in his/her absence and in case of conflict of interest. The Chair and the Vice-Chair shall be elected for a period of office not exceeding 3 years. Re-election shall be permitted once for a second term not exceeding 3 years.

3. Meetings of the General Assembly shall either be ordinary or extraordinary meetings. Ordinary meetings shall take place at least twice a year, at times of the year which will be agreed in its Internal Regulation, and one of these meetings shall be no later than two months after the annual accounts of the preceding Financial Year are sent to the Members. All other meetings are extraordinary.
4. Meetings of the General Assembly will be quorate if two thirds (2/3) of the Members are in attendance or formally represented at the meeting.
5. The Chair of the General Assembly may decide after providing a notice period to the Members of at least 14 days to convene extraordinary meetings at any time, or if she/he receives in writing such a request from the Managing Director, or from at least one quarter (1/4) of the Members.
6. The General Assembly shall, at its second meeting, adopt the Strategic Plan, which shall be prepared by the Managing Director in consultation with the Scientific & Technical Committee and the Board of National Nodes. The Strategic Plan shall define the overall scientific strategy for EU-SOLARIS ERIC. The General Assembly shall adopt biannual updates to the Strategic Plan.

#### Article 26

#### **The adoption of resolutions by the General Assembly**

1. Pursuant to the provisions of the ERIC Regulation, the Member States of the European Union and the Associated Countries should jointly hold, at least, the majority of the voting rights at the General Assembly. Consequently, if less than half of the Members of EU-SOLARIS ERIC are Member States of the European Union or Associated Countries, they shall jointly maintain 51 % of the votes and each Member State of the European Union or Associated Country shall hold the same participation quota in that 51 % of the votes. The rest of the votes shall be distributed equally amongst all of the other Members.
2. The General Assembly shall use its best efforts to achieve consensus on all decisions. If consensus is not achieved, the resolutions shall be adopted by simple majority of the votes of the Members present or represented at the meeting, unless otherwise specified in the following paragraphs of this article.
3. Notwithstanding the foregoing, the following resolutions should be adopted by absolute majority of the Members of EU-SOLARIS ERIC:
  - a) suspension of a Member or Observer's rights, and the lifting of that suspension;
  - b) creation, modification or elimination of advisory bodies of EU-SOLARIS ERIC, other than those identified in Article 23;
  - c) determination of the number of members, appointment and dismissal of the members of the Scientific & Technical Committee;
  - d) approval of the designation of EU-SOLARIS ERIC' auditor;
  - e) approval of EU-SOLARIS ERIC' Work Plan for each year;
  - f) approval of the Annual Report on the Managing Director's budget and financial management; and
  - g) approval of the Annual Report on EU-SOLARIS ERIC' activities to be submitted to the European Commission.
4. In addition, the following resolutions should be adopted by qualified majority of two thirds (2/3) of the Members of EU-SOLARIS ERIC:
  - a) incorporation, extension or termination of Observers;
  - b) approval of EU-SOLARIS ERIC' Budget for each financial year;
  - c) approval of the annual accounts for each financial year and the Managing Director's entity management;
  - d) appointment and dismissal of Managing Director and determining his annual remuneration, if any;

- e) approval or amendment of General Assembly's internal regulations;
  - f) winding-up of EU-SOLARIS ERIC and approving its final liquidation balance sheet;
  - g) approval of the ERIC policies.
5. Unanimity will be necessary to adopt the following resolutions by the GA:
- a) incorporation or expulsion of Members;
  - b) approval and modification of the Members' and Observers' annual financial contributions;
  - c) approval of Business Plan and Strategy Plan prepared by the Managing Director;
  - d) amendment of the Statutes.
6. The General Assembly may at any time pronounce on dismissing the Managing Director and consequently appointing a substitute to fill the vacancy, without this item of business expressly appearing on the Agenda of the meeting.

#### Article 27

##### **Adoption of resolutions by the General Assembly affecting a Member**

1. No Member shall exercise its voting right in the event of adopting a resolution, the subject-matter of which is to exclude it from EU-SOLARIS ERIC, release it from an obligation or grant it a right.
2. The voting rights corresponding to the Member in conflict, pursuant to the provisions of these Statutes, shall be deducted from the total number of votes attributable to all of the Members of EU-SOLARIS ERIC in order to calculate the majority of the votes required in each case.

#### Article 28

##### **Managing Director**

1. The Managing Director will be the chief executive officer and the legal representative of EU-SOLARIS ERIC.
2. Except for those duties and matters expressly assigned in these Statutes to other body, the Managing Director shall be responsible of the day-to-day operation of EU-SOLARIS ERIC and for executing the resolutions adopted by the General Assembly.
3. The Managing Director's representation shall extend to all of the acts comprised in the subject-matter delimited in Article 2 of these Statutes. With regard to duties and powers, as well as EU-SOLARIS ERIC representation *vis-à-vis* third parties, in and out of Court, the Managing Director will be in charge of the following duties:
  - a) draw up the annual accounts;
  - b) draw up the Budget for each financial year;
  - c) draw up the Work Plan for each year;
  - d) draw up the Annual Report on EU-SOLARIS ERIC' activities, to be submitted to the European Commission;
  - e) prepare the Business Plan and the Strategic Plan, as well as any amendments thereto, to be approved by the General Assembly;
  - f) propose the appointment and dismissal of the members of the committees in EU-SOLARIS ERIC, to be considered by the General Assembly;
  - g) put proposals to the General Assembly on new financial contributions by the Members;
  - h) propose the admission and termination of Members and, if appropriate, Observers;
  - i) propose the amendment of the Statutes and, if appropriate, the internal regulations of the General Assembly and the Board of National Nodes;

- j) keeping an updated register of the Representatives of EU-SOLARIS ERIC' Members and Observers;
- k) propose the winding-up and liquidation of EU-SOLARIS ERIC and propose the procedure to implement the same, unless expressly provided for in the statutes;
- l) support the General Assembly with the Secretariat.

#### Article 29

### **Appointment and term of the Managing Director**

1. The Managing Director shall be appointed and dismissed by the General Assembly by the majority established in these Statutes.
2. The Managing Director shall hold the post for a period of 5 years, and can be eligible for re-election once.

#### Article 30

### **Scientific & Technical Committee**

1. A Scientific & Technical Committee (STC) shall be created, being the General Assembly responsible for fixing the number of members of the STC and for appointing and dismissing its members and approving its Internal Regulation, all in resolutions adopted by absolute majority.
2. The Scientific & Technical Committee shall have the following duties:
  - a) supervise any report prepared by the Managing Director and his/her office on technical and scientific matters of interest for EU-SOLARIS ERIC, for the scientific community, for the industry and for society in general, in the framework of CSP/STE technologies;
  - b) carry out a scientific evaluation of EU-SOLARIS ERIC' activities on a regular basis;
  - c) periodically inform on EU-SOLARIS ERIC' evolution from a technical and scientific perspective, reporting directly to the General Assembly;
  - d) make proposals for repairs, refurbishment or improvements that it deems appropriate, to the Managing Director, to be analysed by the General Assembly.

#### Article 31

### **Board of National Nodes**

1. The Board of National Nodes (BNN) shall be comprised of a representative per National Node, appointed by the Member.
2. The BNN shall support and assist the Managing Director in coordinating the application of the strategies approved by the General Assembly on a technical and scientific level, supervising the national scientific activities related to EU-SOLARIS ERIC and, in coordination with the Managing Director, should maintain coherence in EU-SOLARIS activities and collaboration amongst all of the involved CSP/STE research centres.
3. The Managing Director shall chair the Meetings held by the Board of National Nodes, but with no vote.
4. The BNN shall operate according to the terms of reference set in its internal regulations.
5. Without prejudice to the contractual content of the collaboration agreements entered into between EU-SOLARIS ERIC and the different research centres, the Board of National Nodes has a supporting role, without executive power, to the Managing Director.

## CHAPTER IV

**ECONOMIC REGIME***Article 32***EU-SOLARIS ERIC' resources**

1. EU-SOLARIS ERIC' resources to develop its purposes, objectives and activities shall consist of:
  - a) the annual financial contributions of the Members (the fee);
  - b) the voluntary contributions of the Members, Observers and third parties, both public and private entities;
  - c) national and international grant programs and public aid to which EU-SOLARIS ERIC may apply;
  - d) the revenues derived from the limited economic activities in which EU-SOLARIS ERIC engages; and
  - e) any other revenues, such as donations, which are agreed by the General Assembly.

*Article 33***Members' obligatory financial contribution**

1. Each Member shall contribute to EU-SOLARIS ERIC' annual budget through an Annual Fee. The contribution to be made annually by each Member shall be in accordance to the provisions set out in the table attached hereto as Annex II.
2. Annual Fee will be the same for all Members. The criteria to determine the Members' obligatory financial contribution may be modified only in a resolution unanimously adopted by the General Assembly.
3. Any amendment of the Annex II shall only come into force on 1 January of the year subsequent to the year in which the amendment is approved by the General Assembly.
4. The Members' financial contributions shall be made in cash and in euros. In exceptional cases the GA can consider and approve the use of in-kind contributions.
5. For contributions in-kind, a specific agreement setting out the conditions for the contribution shall be concluded between EU-SOLARIS ERIC and the Member in question, which should be approved by the General Assembly by the majority established to that end in these Statutes.

*Article 34***Voluntary contributions to EU-SOLARIS ERIC**

The Members and Observers of EU-SOLARIS ERIC and other third parties may at any time make voluntary contributions to EU-SOLARIS ERIC.

*Article 35***Budget and Work Plan**

1. Within the two (2) months immediately prior to each financial year's end, the Managing Director shall submit to the General Assembly the EU-SOLARIS ERIC' budget and Work Plan for the following year.
2. The budget shall be prepared, executed and subject to the rendering of accounts in accordance with the principle of transparency.

3. All of EU-SOLARIS ERIC' income and expenditure entries shall be recorded in the budget, which should necessarily be balanced between income and expenditure.
4. The Work Plan shall be prepared in accordance to the budget and objectives of EU-SOLARIS ERIC.
5. In drawing up the Work Plan, the Managing Director shall rely on the assistance and advice of the Scientific & Technical Committee and the Board of National Nodes. To that end, the Chairmen of the STC and the BNN, having been invited by the Managing Director, shall attend the General Assembly meeting at which the Work Plan should be approved.
6. The annual budget and Work Plan for each financial year shall be approved by the General Assembly, in the terms referred to in its own regulation.

#### *Article 36*

#### **Financial Year**

1. EU-SOLARIS ERIC' financial year shall begin on 1 January and end on 31 December each year.
2. As an exception, the first financial year shall begin on the day on which the resolution adopted by the European Commission to create EU-SOLARIS ERIC takes effect, and shall end on 31 December that same year.

#### *Article 37*

#### **Accounts**

1. With the support of the concerned administrative bodies, the Managing Director shall be responsible for the ordinary keeping of EU-SOLARIS ERIC' accounts in accordance with generally accepted accounting principles and subject to the accounting regulations applying in the State in which EU-SOLARIS ERIC has its registered office.
2. In any case, EU-SOLARIS ERIC' accounts shall be kept by way of recording in a separate register the income and expenditure derived from its economic activities.
3. Based on the accounting information prepared by the Managing Director, within three (3) months subsequent to each financial year end, she/he shall draw up the annual accounts in compliance with the principle of transparency for the said financial year so that, once verified by EU-SOLARIS ERIC' auditor, they can be submitted and, if appropriate, approved by the General Assembly.
4. In addition, the Managing Director shall draw up a report on the budget and financial management for the financial year referring to the annual accounts.
5. Both the annual accounts and the budget management report shall be made available to the GA within ten (10) days subsequent to the date on which EU-SOLARIS ERIC' auditor delivers the Audit Report, which shall also be made available to the Members.
6. Within six (6) months subsequent to the end of the financial year in question, the General Assembly shall examine and approve, if appropriate and through the regime of majorities provided for in these Statutes, EU-SOLARIS ERIC' annual accounts, the Report on the budget and financial management and the Annual Report on the ERIC's activities referred to in Article 40 drawn up by the Managing Director.
7. Once approved, the documents referred to above shall be submitted to the European Commission and to the appropriate public authorities, and shall be made available on EU-SOLARIS ERIC' website.
8. Any subject not provided for in these Statutes and the regulations developing the same, shall be subject to the provisions on preparing, filing, auditing and publishing accounts of the national legislation of the State in which EU-SOLARIS ERIC has its statutory seat.



*Article 38***Internal control**

1. The Managing Director shall assume the tasks of the financial and budget control of EU- SOLARIS, reviewing EU-SOLARIS ERIC' accounts and economic and budget documentation informing the General Assembly thereof, all in accordance with its duties.
2. In addition, the Managing Director shall collaborate and assist EU-SOLARIS ERIC' auditor as so required for the correct performance of its duties.

*Article 39***Audit**

1. EU-SOLARIS ERIC shall be under the obligation to have its annual accounts audited by an auditor.
2. The Audit Report shall be made available to the Members when the annual accounts for the financial year are approved and, together with them, shall be submitted annually to the European Commission, in the terms provided for in these Statutes and in the ERIC Regulation.

## CHAPTER V

**REPORTING TO THE EUROPEAN COMMISSION***Article 40***Monitoring activities**

1. Every year the Managing Director shall draw up an Annual Report on EU-SOLARIS ERIC' activities, in which it shall state, in particular, the scientific, operative and financial aspects of EU-SOLARIS ERIC' activity.
2. In order to draw up such Annual Report the Managing Director shall rely on the assistance and advice of Scientific & Technical Committee and the Board of National Nodes.
3. The Report shall be approved by the General Assembly, by the majority established in these Statutes, and submitted to the Commission and to the relevant public authorities within six (6) months subsequent to the end of the financial year to which such Report refers.
4. In addition to the Annual Report, the Managing Director shall transmit to the Commission any information about circumstances threatening to seriously jeopardise the achievement of EU- SOLARIS' tasks.
5. The Annual Report on EU-SOLARIS ERIC's activities shall be of public knowledge and shall be made available to users on EU-SOLARIS ERIC' website.

## CHAPTER VI

**TAX EXEMPTIONS***Article 41***Tax exemptions**

1. VAT exemptions based on Articles 143(1)(g) and 151(1)(b) of Council Directive 2006/112/EC and in accordance with Articles 50 and 51 of Council Implementing Regulation (EU) No 282/2011, shall be limited to purchases by the EU-SOLARIS ERIC and by Members of the EU-SOLARIS ERIC which are for the official and exclusive use by the EU-SOLARIS ERIC provided that such purchase is made solely for the non-economic activities of the EU-SOLARIS ERIC in line with its activities. VAT exemptions shall be limited to purchases exceeding the value of EUR 250.

2. Excise Duty exemptions based on Article 11 of Council Directive 2020/262/EC, shall be limited to purchases by the EU-SOLARIS ERIC which are for the official and exclusive use by the EU-SOLARIS ERIC provided that such purchase is made solely for the non-economic activities of the EU-SOLARIS ERIC in line with its activities and that the purchase exceeds the value of EUR 250.
3. The costs incurred by EU-SOLARIS ERIC and its Members in conferences, seminars and meetings directly related to EU-SOLARIS ERIC official activities shall also be included. Notwithstanding the foregoing, travelling expenses and costs shall not enjoy tax exemptions.
4. EU-SOLARIS ERIC shall record the costs and revenues of its economic activities separately and shall charge market prices for them, or, if these cannot be ascertained, full costs plus a reasonable margin. These activities shall not be covered by tax exemptions.
5. Purchases by staff members are not covered by exemptions.

## CHAPTER VII

### FINAL PROVISIONS

#### *Article 42*

#### **Regulatory development of the Statutes**

1. These Statutes shall be developed through the different internal regulations of EU-SOLARIS ERIC' governing and advisory bodies, approved by the General Assembly, where appropriate, pursuant to the provisions of these Statutes.
2. In the case of a discrepancy between any of the developing internal regulations and these Statutes, the latter shall prevail.

#### *Article 43*

#### **Amendment of the Statutes**

1. Any proposal for amendment of the Statutes shall be approved unanimously by the GA and submitted to the European Commission in accordance with Article 11 of the ERIC Regulation.
2. The Statutes shall be kept up to date by the Managing Director. The Statutes shall be made available on the website of EU-SOLARIS ERIC and at its statutory seat.

#### *Article 44*

#### **Applicable law**

1. The internal functioning of EU-SOLARIS ERIC shall be governed by the following rules and in the order of priority cited hereunder:
  - a) the rules of Community law, in particular the ERIC Regulation, the Decision of the European Commission to create EU-SOLARIS ERIC and, if appropriate, the Decisions to amend EU-SOLARIS ERIC' Statutes;
  - b) any subject not regulated or partially regulated by the said Community rules shall be governed by the Law in the country acting as the Host Member; and
  - c) these Statutes and any other internal regulations implementing or developing the same.

*Article 45***Dispute settlement and jurisdiction**

1. The Court of Justice of the European Communities shall have jurisdiction to settle the lawsuits that might arise between EU-SOLARIS ERIC and its Members and/or Observers, between the Members and/or Observers themselves, provided that they are derived from their participation in EU-SOLARIS ERIC, and over any lawsuits to which the European Union is party.
2. With regard to the lawsuits that might arise between EU-SOLARIS ERIC and third parties the following jurisdiction shall apply:
  - a) first, the jurisdiction determined by Community law; and, in the absence of express regulation in that respect;
  - b) the jurisdiction determined by the law applying to the Host Member on jurisdiction.

*Article 46***Working language**

The working language of EU-SOLARIS ERIC shall be English.

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## ANNEX I

**MEMBERS AND OBSERVERS****Members**

Country or Intergovernmental Organisation	Representing Entity
The French Republic	Centre National de la Recherche Scientifique (CNRS)
The Kingdom of Spain	Centro de Investigaciones Energéticas, Medioambientales y Tecnológicas (CIEMAT)
The Republic of Cyprus	The Cyprus Institute (CyI)
The Federal Republic of Germany	Deutsches Zentrum für Luft-und Raumfahrt (DLR)

**Observers**

Country or Intergovernmental Organisation	Representing Entity
The Portuguese Republic	Laboratorio Nacional de Energia e Geologia (LNEG) / Universidade de Évora

## ANNEX II

**Financial Contributions of EU-SOLARIS ERIC Members and Observers for the Initial Budgetary Cycle**

	Year 1	Year 2	Year 3 (*)	Year 4
The French Republic	20 000	20 000	20 000	20 000
The Kingdom of Spain (**)	20 000	20 000	20 000	20 000
The Republic of Cyprus	20 000	20 000	20 000	20 000
The Federal Republic of Germany	20 000	20 000	20 000	20 000

(\*) A revision of the Annual Fee is to be carried out by the General Assembly during Year 3.

(\*\*) Host Premium is worth 95 000 EUR/year. It is fully described at the Business Plan document.