

# Internal Regulation of BONUS – Baltic Organisations Network for Funding Science EEIG

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## **Definitions:**

**Accelerated Decision Mechanism** – A procedure or a set of procedures determined in Art. 8 of the BONUS EEIG Statutes for decision making by the BONUS EEIG Steering Committee between the formal Steering Committee meetings. The Accelerated Decision Mechanism may be implemented in written, by e-mail, telephone or by other communication channels.

**Annual meeting** – A meeting of the Steering Committee deciding the mandatory budgetary issues of the EEIG according to the Article 10 (2) of the Statutes.

**BONUS Data Policy** – Is defined in the BONUS Science and Implementation Plan. The BONUS Data Policy encourages all projects towards open access of all programme data.

**Delegate** – A physical person authorised by a member of the EEIG to represent its interests at the BONUS EEIG Steering Committee.

**Joint Baltic Sea Research Programme (BONUS-169 Programme)** – A joint RTD activity addressing the aims and objectives of the BONUS Science Plan and implemented in accordance with this Plan by the BONUS EEIG and its members. The BONUS Programme is funded jointly by the countries represented at the EEIG, the European Commission and other sources as determined by Art. 16 of the BONUS EEIG Statutes.

**Member** – Means both full members and associated members of the EEIG. The full members are legal persons that have signed the Agreement on Statutes of the BONUS – Baltic Organisations Network for Funding Science EEIG (BONUS EEIG Statutes); the associate members are legal persons with whom the EEIG has concluded an association agreement.

**Sequence of countries** – Alphabetic sequence of countries names in English within the context of these Internal Regulations is following: Denmark, Estonia, Finland, Germany, Latvia, Lithuania, Poland, and Sweden.

**Statutes** – The Agreement on the Statutes of the BONUS – Baltic Organisations Network for Funding Science EEIG (BONUS EEIG Statutes) signed in Helsinki on 19 April 2007.

**Steering Committee (SC)** – The General Assembly of the EEIG Members. As the highest cooperation organ of the members it determines policies, guides activities and approves outcomes of the EEIG.

## **Article 1 – Steering Committee**

### **1) Composition**

Each full and associated member authorises one representative to the Steering Committee (hereinafter called “Delegate”) by a letter or a fax to be sent to the Executive Director who informs the Chair of the Steering Committee without delay. Substitute members may also be appointed.

## 2) Chair

The responsibilities of the Chair shall be **to**:

- Ensure that the Steering Committee remains focussed on the mission of the EEIG;
- Promote respect for diversity of partners and support genuine partnership;
- Promote high ethical and scientific standards and the efficient use of the funds of the EEIG;
- Direct meetings in order to ensure high quality of the Steering Committee meetings and an effective decision making process; and
- Address the Steering Committee on matters which are not the responsibility of the Executive Director or concerning the relationship between the Steering Committee and the Executive Director.

## 3) Meetings

Meetings shall be held and convened at the initiative of the Chair of the Steering Committee or the Executive Director (hereinafter called "ED"), or at the initiative of at least a third of the members.

The ED shall announce the meeting by e-mail with a read receipt for the message or in other written form at least 4 weeks before the planned meeting.

## 4) Agenda

A draft agenda is prepared by the ED and approved by the Chair of the Steering Committee.

The agenda and the necessary working documents shall be circulated to the members at least with 10 calendar days notice. If the matter is urgent, the members may, by way of exception, waive this rule.

The Steering Committee may decide by a simple majority vote to add an item on the agenda or to withdraw an item from the agenda.

Agenda of the Annual meeting shall include following mandatory items:

- Presentation and approval of the financial accounts consisting of an income statement, and a balance sheet;
- Presentation and approval of the annual report;
- Presentation on the auditor's report;
- Decision upon the measures regarding the approved balance sheet;
- Election of the auditor(s) for the ongoing financial period; and
- Discussion on the budget of the next financial period.

## 5) Attendance list of a meeting

The attendance list of a meeting shall state the names, the address and the legal denomination of the Delegate. The attendance list should be signed by the Delegates present at the meeting and certified by the ED.

Any other person may be heard at the discretion of the Steering Committee.

## 6) Minutes

Minutes shall be taken for all meetings of the Steering Committee.

The minutes shall be signed by the ED and distributed to the delegates shortly after a meeting. The minutes shall be considered as accepted if no objections have been communicated to the ED within three weeks. Thereafter, the minutes are signed by the Chair. One copy of the final minutes

shall be kept by the ED at the official address of the EEIG together with the attendance list and one copy shall be sent to each Delegate.

#### *7) Representation*

When exercising their rights, as resulting from their membership, the full members as well as the associated members may give an authorisation to exercise their respective rights to another member. The Chair of the Steering Committee and the ED shall be informed on this authorisation in writing.

#### *8) Accelerated Decision Mechanism*

In case of necessity, the Steering Committee may take a decision by a written procedure. To this end, the ED shall communicate the Members the proposed measures on which their opinion is sought in accordance with the Article 12 of the Statutes. This communication shall include all relevant background information and shall require a return receipt. Any Member having received the message who does not express his or her opposition or intention to abstain before the deadline laid down in the letter is considered to have given his or her tacit agreement to the proposal; the response period must not be less than 10 calendar days.

However, if a third of the Members request that the proposed measures should be examined at a Steering Committee meeting, the Accelerated Decision Mechanism shall be terminated without result; in a case of emergency questions, the Chair of the Steering Committee, or ED shall then call a meeting within 3 weeks.

#### *9) Conflicts of interests and transparency*

A conflict of interests may arise in particular from economic or professional interest, political or national affinities, organisational, family or emotional ties or any other common interests that are liable to influence the impartial and objective performance of the tasks.

Delegates representing EEIG Members at the Steering Committee shall take any action to avoid situations of conflict of interests. They shall inform the Chair of the Steering Committee and the ED timely of any situation constituting or likely to lead to a conflict of interests. As a consequence they shall abstain to take part in any discussion and decision for which a conflict of interests may occur, such as appointments of managers, individual funding decisions, and membership agreements.

### **Article 2 – The Executive Director, the Financial Manager and the Secretariat**

#### *1) General principle*

The joint responsibilities of the ED and the Financial Manager (hereafter “FM”) are to ensure that:

- All of the work needed for the EEIG and the BONUS Programme is carried out in conformity to the applicable laws, the provisions of the Statutes, Liability Agreement and the Internal Regulation as well as the decisions and resolutions of the Steering Committee;
- Steering Committee decisions are implemented in proper and timely manner;
- In every area of BONUS work, the flow of information, review processes, checks and controls as well as agreements reflect fully the objectives and the responsibilities of the BONUS Programme;
- The risks and liabilities for the EEIG and its Members are minimised; and
- The resolutions passed and measures taken by the Steering Committee.

#### *2) ED and FM functions*

In practice, the ED duties are related to overall coordinating and monitoring of the BONUS activities while the FM duties focus on managing of the EEIG budget.

Specific functions of the ED are to:

- Provide support for the work of the Steering Committee in general and for the organisation of meetings of the Steering Committee in particular;
- Draft an overall management scheme of the EEIG Secretariat for the Steering Committee approval, and determine terms of reference for the Secretariat staff;
- Recruit the Secretariat staff;
- Manage everyday work of the EEIG Secretariat;
- Prepare the calls for proposals, organise the independent evaluation of projects and draft the proposals for project funding;
- Negotiate EEIG contracts; and
- Monitor and follow up the projects of the BONUS Programme.

Specific functions of the FM are to:

- Prepare the annual accounts of the EEIG, draw the annual budget and jointly with ED present financial information for the approval by the Steering Committee;
- Properly administrate the funds and accounts held by the EEIG;
- Develop of fundraising activities and submit the appropriate plans to the Steering Committee; and
- Be responsible for tax compliance of the EEIG.

### ***Article 3 - Appointment and dismissal of the two managers***

#### *1) Appointment procedure for the ED*

The Steering Committee shall adopt a job description, required qualifications and terms of employment for the ED.

The position shall be advertised in the relevant media in the BONUS Member States and EU.

The Steering Committee shall elect a temporary (or an Ad Hoc) Selection Committee which is composed of three members. The committee should have one representative of the seat country, one of the 'old' EU member states (Denmark, Sweden and Germany) and one of the 'new' member states (Estonia, Latvia, Lithuania and Poland). The Selection Committee provides the Steering Committee with a ranked and annotated list of the three most appropriate candidates after interviewing.

For that purpose, the Selection Committee may be assisted by a private recruitment agency. The Steering Committee makes the decision of person to be elected in accordance with provisions of Art. 12(2) of the Statutes.

#### *2) Appointment of the ED*

The nomination decision of the ED shall mention the duration of the mandate, which is three years and may be renewed in accordance of Article 13 (5) of the Statutes, as well as specify the terms of reference, salary, duties of confidentiality and procedures for assessing and managing his/her performance.

He/she shall work in a personal capacity and shall not represent any other organisation.

The ED shall sign a declaration of confidentiality and impartiality concerning his/her tasks.

### *3) Appointment procedure and appointment of the FM*

The FM will be elected by the Steering Committee, after a selection process involving same procedure as in case of the ED. For the purpose of the FM selection, the Selection Committee mentioned in Art.3(1) is complemented by the ED. The contract will follow the model in paragraph 2 of this Article.

### *4) Replacement of the managers*

In case of non-availability of one of the two managers the other one shall replace him/her, under the title of Acting Executive Director respectively Acting Financial Manager.

### *5) Dismissal and resignation of the managers*

Without prejudice to the paragraphs 2 and 3 of this Article, the ED's functions and the FM's functions cease by his/her death, legal or physical incapacity and by the pronounced ban on managing any (un)specified company or any legal entity of private law.

They also cease by his/her revocation or his/her resignation.

They may resign with a notice to the Chair of the Steering Committee. The letter of resignation shall be sent to the Chair by registered letter with acknowledgement of a receipt and, the other manager shall be informed about the decision to resign.

The terms and conditions for the dismissal and resignation of the managers shall be defined in the contract between the EEIG and the two managers.

## **Article 4 - Financial provisions**

### *1) Bank account*

The ED shall open bank account in the name of the EEIG in the country where the Secretariat is located, and shall inform the Members on this account. This bank shall be secured or insured against insolvency and shall be rated as safe by an acknowledged rating agency.

All monies received by the EEIG shall be paid into the EEIG's account.

The ED shall issue instructions to the staff members of the Secretariat for the control of cash money, necessary for small purchases, foreign currencies etc.

### *2) Incoming resources*

The Steering Committee is informed about any incoming resources accepted by the EEIG in accordance to Art. 16 (2) of the Statutes.

### *3) Expenditures and custody of funds*

Authorisation of payments shall be made on the basis of an supporting invoice or any other document as necessary to ensure that either respective services or goods have been received, that contract or Programme conditions have been observed, and that payment has not been previously made.

The ED, FM and the person(s) authorised by the Steering Committee shall refuse to sign a payment order or to act as co-signatory, in case she/he is of the opinion that the relevant payment is incorrect. If such case cannot be solved in working order, it shall be brought to the immediate attention of the Steering Committee.

#### *4) Budget*

The ED and the FM shall present to the Steering Committee a draft of the annual budget for the coming year together with a proposal for the yearly action plan not later than two months before the beginning of each calendar year.

The annual budget, as approved by the Steering Committee, shall be forwarded to the members.

The budget shall be drawn up in Euros. It shall contain detailed estimates of incomes, expenses as well as explanatory notes and shall identify all items above 10 000 €.

The explanatory notes shall separately detail the estimated development of incomes and expenses used for funding of BONUS-169 projects as well as general administrative funding and costs.

#### *5) Accounting*

The annual accounts and the books of accounts shall be in accordance with generally accepted national accounting principles and statutory provisions of the seat state and shall record accurately EEIG assets, incomes, expenses, liability as well as receipt and disbursement of cash.

The annual accounts, consisting of a balance sheet, profit and loss account, and detailed explanatory notes, shall be prepared by the ED and the FM, and submitted to the auditor not later than 4 months after end of the financial year.

Auditor shall present its report not later than one month after receipt of the audit documents. Thereafter, the annual accounts and the auditor's report are approved by the Steering Committee. These documents shall be sent to the Delegates, not later than two weeks before the Annual SC meeting.

A copy of the annual accounts and a copy of the auditor report shall be submitted to the registration authority within 6 months after the end of the financial year.

#### *6) Additional Audits*

Any Member or their national audit bodies can instigate an additional audit of the EEIG at any time. The European Community may also instigate an additional audit of the EEIG in accordance with the provisions related to its grant.

The ED shall provide such auditor access to the books and accounts during normal working hours. If a two-third majority of the members have requested an additional audit, the costs shall be supported by the EEIG.

### **Article 5 - General rules of conduct**

The Delegates, the ED, the FM and the staff of the Secretariat shall undertake not to disclose to third parties confidential information brought to their attention in the course of their duties.

The Delegates, the ED, the FM and the staff of the Secretariat shall undertake not to disclose opinions that have been expressed during discussions within meetings further than needed to fulfil their functions.

It is forbidden to the Delegates, the ED, the FM and the staff of the Secretariat to accept significant gifts or other benefits and services from the third parties in the exercise of their duties.

#### ***Article 6 - Procurement policy***

For the acquisition of goods and procurement of services of an amount equal or above 15 000 €, at least three offers shall be obtained from competitive sources on the basis of a clear description of the good or service requested.

The most competitive bid offer in terms of specifications of goods, services and price will be chosen. The principles of transparency and equal treatment of potential contractors shall be applied and situations of conflicts of interest shall be avoided.

#### ***Article 7 - Intellectual property rights***

IPR arising from projects supported by the EEIG shall follow the provisions of the BONUS Data Policy.

#### ***Article 8 - Tax and labour law***

Tax and labour laws depend on the respective national regulations applicable in the place of legal registration of the EEIG.

#### ***Article 9 – Entry in force***

This Internal Regulation shall enter in force immediately after its approval by the Steering Committee.