



# Memorandum of Understanding

## On the management rules of the European Interferometry Initiative

Between

- **The Institutes and Laboratories**  
Hereafter referred to as “the parties”.

### Scope

- The European Interferometry Initiative started at Heidelberg on January 30, 2002, by a meeting between the French (JMMC), German (Fringe) and Dutch (Nova) national networks for optical/infrared astronomical interferometry. The initial goal was to trigger collaboration and coordination between the national networks, to build up a European group to promote long baseline interferometry, to enlarge this group to more European countries and to seek support from the EU Commission in the 6<sup>th</sup> framework program.;
- It appeared necessary to have a structure, hereafter called the European Interferometry Initiative (EII), which provides management oversight and helps different activities, such as Network Activities (NA) and Joint Research Activities (JRA), to maintain convergent goals and strategies;
- The EII is a confederation of Institutes and Laboratories who freely agree to collaborate on its goals. It has neither official responsibility nor power on the EU Commission Instruments;
- The scope of the present Memorandum of Understanding (MoU) between the parties of the EII is to define a structure and governing rules allowing the proper and timely delivery of the goals of on-going and planned activities making use of EU Commission Instruments.

### Article 1

**Definition** of the European Interferometry Initiative (EII):

- The EII is an open association of Institutes and Laboratories willing to collaborate on the exploitation and development of long baseline interferometry in optical/infrared astronomy;
- The EII confederates Activities included in the R&D EU Commission instruments. The scientific goals and strategy of the EII are defined and controlled by a Scientific Council (EII\_SC);
- The Bureau of the EII\_SC manages all actions necessary to achieve the EII goals.

### Article 2

The European Interferometry Initiative has the **mission** to:

1. Exploit synergy within Europe in order to produce world-leading science in the field of optical and infrared long-baseline interferometry;
2. Facilitate communications and collaborations between European scientists and institutes working on optical and infrared long-baseline interferometry for astronomy;
3. Work toward integration of interferometric educational activities on a European scale;
4. Work toward a European vision on the long term future of optical and infrared long-baseline interferometry;
5. Work towards new initiatives, making use of EU Commission Instruments, to support the development of optical/infrared interferometry.

### Article 3 – Governance of the EII

The European Interferometry Initiative shall be **governed** by a Scientific Council (EII\_SC), representing all participating countries and all the approved and candidate Activities, and by its Bureau.

### Article 4 – Membership of the EII

All the Institutes and Laboratories participating in the approved or candidate EII activities are members of the EII. Within each participating country, the members shall designate a single national representative. The European Southern Observatory and the European Space Agency shall have the status of countries.

### Article 5 – Membership of the Scientific Council (EII\_SC)

The EII Scientific Council shall be formed by

1. The national representatives (defined in article 4) of each country;
2. The representative of ESO and the representative of ESA;

More than one representative per country can participate in the Scientific Council meetings, though funds (if available) shall only be provided for a single attendee. Only one representative per country shall have voting



rights. The name of the representative with voting rights must be known at all times, and cannot change more than once per calendar year.

#### **Article 6 – Responsibilities of the EII\_SC**

The **responsibilities** of the Scientific Council will be:

1. To define the general strategy and scientific orientation of EII activities;
2. To initiate subsidiary activities (within the scope of existing tasks) consistent with the mission statements;
3. To accept or reject any such new subsidiary activities, their goals and/or structure in the EII.
4. To provide long-term strategic and scientific leadership to the on-going activities;
5. To monitor long-term progress within on-going activities;

#### **Article 7 – Schedule for meetings of the EII\_SC**

The Scientific Council shall have a face-to-face **meeting** at least once every 24 months to reconsider the general strategy.

#### **Article 8 – President of the EII\_SC**

The Scientific Council shall select a **president** through a process that obeys the following rules:

1. The president is elected among the Scientific Council voting members;
2. The president is elected for a duration of 2 years;
3. Any individual can only once be president for a maximum duration of 4 consecutive years, after which he is not eligible for the next 2 year period.

The Council shall designate the vice-president and the secretary of the EII\_SC. The selection procedures should follow the same rules as the selection for the president of the EII\_SC.

#### **Article 9 – Responsibilities of the President of the EII\_SC**

The **responsibilities** of the president of the Scientific Council shall be:

1. To organize meetings of the Scientific Council;
2. To chair meetings of the Scientific Council;
3. To represent the scientific strategy and goals of the EII at official occasions.
4. To provide draft minutes of the Scientific Council meetings within one week of any such meeting, and minutes ready for distribution within three weeks.

The president of the EII\_SC will be assisted by the secretary.

#### **Article 10 – The EII\_SC Bureau**

The EII\_SC Bureau shall be formed by

1. The president of the Scientific Council
2. The vice-president of the Scientific Council
3. The secretary of the Scientific Council
4. The ESO representative
5. Project/Activity Coordinators

#### **Article 11 – Decision making in the EII\_SC**

The **decision making process** in the EII Scientific Council shall obey the following rules:

1. Motions/questions can be proposed up to two weeks before any decision is requested.
2. The motion/question to be addressed must be presented in written form with a supporting paper.
3. Motions/questions shall benefit from presentations of equal time. The president shall define an appropriate duration for presentations.
4. Informal, but otherwise open and public discussion to try to reach an agreement shall be encouraged.
5. If several motions or candidates are in competition, a vote shall be organized.
6. A vote will only become valid if a sufficient quorum of the group is represented (at least 66%).
7. Vote by proxy is authorized. Proxies have to be sent in written/electronic form to the president of the voting body before the vote.
8. If a motion or a candidate obtains an absolute majority (i.e. 50%+1) , it shall be accepted.
9. If not, a second vote shall be organized between the two motions or candidates with the most votes in the first ballot.
10. In the case of a split decision, the president of the EII\_SC shall have a casting vote.
11. The outcome of any vote should be presented in written form in the minutes of the meeting.



#### **Article 12 – Procedure for new activities**

The **procedure** for proposing a new subsidiary activity shall be as follows:

1. The initiative to work towards a new activity may come from the SC, who will then issue a call for proposals within the EII, or it may come from existing parties.
2. The preferred route forward is for a leader for the new activity to be agreed on, together with a management structure and a scientific plan. This activity would then be presented to the EII SC for comments/advice on its management structure and its co-ordination with existing activities, and for their assessment of its scientific merit.
3. If the Scientific Council supports its goals, it should be charged with assisting in establishing a management structure that it is happy with.
4. The acceptance of any subsidiary activity must be agreed by the Scientific Council, who should assess proposals based on their merit as related to scientific compatibility with the EII mission and objective management metrics and practice.

#### **Article 13 – Accountability of the Activity Coordinators**

The Activity Coordinators of approved activities should report to the EII Scientific Council at each face to face meeting. The SC shall be allowed to hold closed sessions without the activity coordinators to discuss the progress of these activities.

#### **Article 14 – Conflict resolution**

1. One of the goals of the EII is to solve all conflicts within the activities or between the activities before they are exposed to the OPTICON or EU Commission instrument level. It remains that these European bodies are the single ones with a legal definition and having the power to treat conflicts as a last resort.
2. Conflicts should be treated and limited at the appropriate level. Appeals to the higher level are possible only in the cases specified below.
3. Personnel conflicts (or conflicts between parties within one activity) should be treated at activity level. Day-to-day management shall be the responsibility of the activity PI or PM. If the decision of the PI (or PM as appropriate) is not accepted or enforced, the PI or 50% of the activity board can call an activity board meeting. The involvement of the EII\_SC can only be called upon if there is a persistent disagreement between the PI (or PM) and the activity board.
4. Conflicts between Activities will be treated by the EII SC as appropriate. The SC shall assess scientific disputes and managerial ones.

#### **Article 15 – Changes to this document**

**Changes** to this Memorandum of Understanding should follow the procedure below:

1. A written proposal for an amendment must be presented to each member of the Scientific Council two weeks before the Scientific Council meeting that decides on a change;
2. The one that proposes the amendment will be given the opportunity to support his amendment to the Scientific Council;
3. Those objecting to the amendment shall be allowed to make presentations at the relevant Scientific Council meeting;
4. Voting shall be anonymous and proxy voting shall be allowed;
5. Changes to this treaty can only be made by a 66% majority vote of the members of the Scientific Council with voting rights;
6. At least 66% of the Scientific Council members with voting rights should be present at the Scientific Council meeting.

**Signed by: the parties.**