

WP2 : Legal structure

This workpackage involves collecting and analyzing the different possible legal organization models giving a legal entity to COPAL. It also involves negotiating and obtaining the mutual agreement of countries and funding agencies upon the legal entity of COPAL.

Work package number	2	Start date or starting event:					M1							
Work package title	Support action : Legal structure													
Activity Type	SUPP													
Participant id	1	2	3	4	5	6	7	8	9	10	11	12	Total	
Pmonths per beneficiary	30	4	4	4	5	4	5	5	0	0	1	11	73	

Objectives:

Define a clear step by step process through which

- 1) organization models and their implications will be examined by each participating country,
- 2) define and set up one model for a pan-European legal structure for long-term management of the infrastructure,
- 3) a formal mutual agreement will be negotiated on the basis of this model.

Prove alternative solutions (risk analysis) in case of failure or delays in reaching mutual agreement. Obtain the mutual agreement of countries and funding agencies on an organization model.

Description of work:

The different possible legal organization models need to be collected and analyzed independently of any of the mother institutions, in order to provide the best chances to reach the scientific objectives within the pre-determined budget and schedule.

Once the possible organization models upon which the COPAL facilities will be built and managed at the European level have been analyzed, the mutual agreement of countries and funding agencies has to be negotiated and obtained. One must distinguish between:

- The organization between the countries which jointly undertake the construction of COPAL during the Preparatory Phase.
- The organization within each country for implementing COPAL National Branches, for the development of research instruments to be integrated in the COPAL aircraft.

At the moment of proposal submission, 10 national organizations are directly supporting the COPAL Preparatory Phase. The European level and the national level organization need to be highly coordinated and complementary to each other.

As part of the Consortium SJ Berwin will coordinate all necessary legal work to find out the best legal vehicle and governance model for the COPAL pan-European structure. This model

COPAL WP2

shall take into account the structure of how facilities for aircraft and data management operation shall be created and organized at a European level, but also how the European network of airborne instruments shall be operated and upgraded. Furthermore, the possibility of cooperation with the US operator of community aircraft must be foreseen.

Several options for setting up the legal organization of COPAL will be analyzed, and a clear step-by-step timing provided for reaching mutual agreement on a legal organization and governance model. We target to obtain a mutual agreement on a legal organization and governance model by Month 40, in conjunction with secure commitments on funding.

Task 2.1 Consortium Agreement

The consortium agreement shall be obtained at the beginning of the project on month 2. This agreement shall be signed by the participating countries and designed to act as a provisional governance model for building the COPAL project and making it operational. A provisional legal entity (among the mother institutions of COPAL) will be designated.

Task 2.2 Analysis of legal organization models

First, an analysis (taxation, finance, infrastructure, etc.) of all different possible legal organization and governance models for the COPAL consortium shall be conducted, including issues that are specific to airborne activities. SJ Berwin can rely on its own corporate and commercial experience, but also on its experience in negotiating and working closely together with the European Commission within the field of research infrastructures. In addition hereto, SJ Berwin shall provide sufficient alternatives, when taking into account all possible factors that may delay the creation of the initially chosen corporate model.

A complete overview of the most suitable legal organization and governance model shall be set out in a recommendation report. This will describe the step by step process towards reaching a common consensus, together with risk analysis in the event of any delay. The overview shall set out the organizational models, and their implications, and shall make recommendations on an optimal legal organization model for building the central facilities, the coordination of the national branches of the COPAL network, and associating new partners.

Task 2.3 Negotiation and countries mutual agreement on legal organization/governance model

A presentation of all the information regarding the prospective legal vehicle, as well as possible alternatives and any relevant information shall be transmitted to the host countries of the central facilities. This will include all secondary conventions to set-up between COPAL and all mother institutions, as well as between COPAL and other Associated Partners or funding bodies other than the share holders of the legal entity.

The main topics to be negotiated probably include the duration of the legal entity, the governance and internal management system, method of designation of managers, liability of partners with regards to third parties, procurement rules, withdrawal or acceptance rules of partners, staff rules (fixed term contracts, level of salaries, income tax, allowances etc...), intellectual property rights, and dismantling rules

COPAL WP2

Together with the host countries, and its members, SJ Berwin shall negotiate the legal organization and governance model that is most suitable for the COPAL consortium. SJ Berwin will seek to preserve the different interests of its members, whilst striving to further ensure the general interests of the consortium.

After round table discussions, an agreement shall be reached by the involved countries and sponsors.

Once a specific model adapted to the specific needs of COPAL is selected, the organization and governance model shall then be set out in an agreement signed by all the parties as well as in the form of Articles of Association.

As a last step during the Preparatory Phase, the chosen organization and governance model shall be incorporated and the legal vehicle for COPAL shall be implemented.