



**COUNCIL OF  
THE EUROPEAN UNION**

**Brussels, 26 November 2013  
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**RECH 562  
COMPET 854  
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**NOTE**

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From:	Permanent Representatives Committee (Part I)
To:	Council
No. prev. doc.:	15996/13 RECH 524 COMPET 802 ENV 1046 AVIATION 200
No. Cion doc.:	12347/13 RECH 353 COMPET 572 ENV 708 AVIATION 108 (COM (2013) 505 final)
Subject:	Proposals by the Commission for Joint Technology Initiatives established under Article 187 TFEU Proposal for a Council regulation on the Clean Sky 2 Joint Undertaking - General approach

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**I. INTRODUCTION**

1. On 10 July 2013, the Commission submitted to the European Parliament and to the Council its proposal for a Council regulation on the Clean Sky 2 Joint Undertaking.

2. The objectives of the Clean Sky 2 Joint Undertaking are to contribute to the finalisation of the research activities initiated under Clean Sky (in particular within the context of Horizon 2020 and the "Transport challenge"), and to contribute to improving the environmental impact of the aeronautical technologies as well as to develop a strong and competitive aeronautical industry and supply chain in Europe. Clean Sky 2 is the successor to the current Clean Sky Joint Undertaking under FP7.
3. The European Parliament's Committee on Industry, Research and Energy (ITRE) appointed Mr Christian EHLER (EPP) as the Rapporteur on this proposal. The ITRE Committee is expected to vote on its opinion on 9 January 2014.
4. The opinion of the European Economic and Social Committee is still pending.

## **II. WORK WITHIN THE COUNCIL**

1. Following the work since September 2013 within the Research Working Party, resulting to some amendments to the initial proposal, the Permanent Representatives Committee on 22 November 2013 reached an agreement in principle on the Presidency compromise text included in annex to this note. In comparison with the previous document (15996/13), the new text is indicated in **bold** and deletions in ~~striketrough~~.
2. It should be noted that the Commission has entered a general reservation on the whole text, pending the opinion of the European Parliament. Furthermore, DK has a parliamentary scrutiny reservation on the whole text.

### III. CONCLUSION

In the light of the above, the Council is invited to consider the compromise proposal presented by the Presidency (in Annex) with a view to reaching a General Approach at the Council (Competitiveness) meeting on 2-3 December 2013.

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Proposal for a

**COUNCIL REGULATION**

**on the Clean Sky 2 Joint Undertaking**

(Text with EEA relevance)

THE COUNCIL OF THE EUROPEAN UNION,

Having regard to the Treaty on the Functioning of the European Union, and in particular Article 187 and the first paragraph of Article 188 thereof,

Having regard to the proposal from the European Commission,

Having regard to the opinion of the European Parliament<sup>1</sup>,

Having regard to the opinion of the Economic and Social Committee<sup>2</sup>,

Whereas:

- (1) Public-private partnerships in the form of Joint Technology Initiatives were initially provided for in Decision No 1982/2006/EC of the European Parliament and of the Council of 18 December 2006 concerning the Seventh Framework Programme of the European Community for research, technological development and demonstration activities (2007-2013)<sup>3</sup>.
- (2) Council Decision 2006/971/EC of 19 December 2006 concerning the Specific Programme 'Cooperation' implementing the Seventh Framework Programme of the European Community for research, technological development and demonstration activities (2007-2013)<sup>4</sup> identified specific public-private partnerships to be supported, including a public-private partnership in the specific area of the Clean Sky Joint Technology Initiative.

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<sup>1</sup> OJ ... [EP opinion]

<sup>2</sup> OJ ... [ESC opinion]

<sup>3</sup> OJ L 412 30.12.2006, p. 1.

<sup>4</sup> OJ L 400 30.12.2006, p.86.

- (3) Europe 2020 Strategy<sup>5</sup> underscores the need to develop favourable conditions for investment in knowledge and innovation so as to achieve smart, sustainable and inclusive growth in the Union. Both the European Parliament and the Council have endorsed this strategy.
- (4) Regulation (EU) No .../2013 of the European Parliament and of the Council of ... 2013 establishing Horizon 2020 - the Framework Programme for Research and Innovation (2014-2020)<sup>6</sup> aims to achieve a greater impact on research and innovation by combining Horizon 2020 Framework Programme and private-sector funds in public-private partnerships in key areas where research and innovation can contribute to the Union's wider competitiveness goals and help tackle societal challenges. Union involvement in these partnerships can take the form of financial contributions to joint undertakings established on the basis of Article 187 of the Treaty under Decision No 1982/2006/EC.
- (5) In accordance with Decision (EU) No .../2013 of the Council of ... 2013 establishing the Specific Programme implementing Horizon 2020 (2014-2020)<sup>7</sup> further support should be provided to joint undertakings established under Decision No 1982/2006/EC under the conditions specified in Decision (EU) No .../2013.

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<sup>5</sup> COM(2010)2020 final.

<sup>6</sup> OJ ... [H2020 FP]

<sup>7</sup> OJ ... [H2020 SP]

- (6) The Clean Sky Joint Undertaking set up by Regulation (EC) No 71/2008 of the Council of 20 December 2007 setting up the Clean Sky Joint Undertaking<sup>8</sup> is fulfilling its objectives of stimulating new research within the framework of a public-private partnership which enables long-term cooperation to take place among European aeronautical stakeholders. Small and medium-sized enterprises (SMEs) have participated very extensively in Clean Sky, with approximately 40% of the budget for calls for proposals allocated to them. The interim evaluation<sup>9</sup> of the Clean Sky Joint Undertaking has shown that the Joint Undertaking is successfully stimulating developments towards environmental targets. In addition, it has been highly successful in attracting extensive and wide-ranging participation by all Union key industries and a large number of SMEs. It has led to new collaborations and to the participation of new organisations. Its research area should therefore continue to be supported in order to achieve its objectives as set out in Article 2 of this Regulation.
- (7) Continued support for the Clean Sky research programme should also take into account the experience acquired from the operations of the Clean Sky Joint Undertaking including the results of its interim evaluation and the stakeholders' recommendations<sup>10</sup>. It should be implemented using a more fit-for-purpose structure and rules in order to enhance efficiency and to ensure simplification. To this end, the Clean Sky 2 Joint Undertaking should adopt financial rules specific to its needs in accordance with Article 209 of Regulation (EU, Euratom) No 966/2012 of the European Parliament and the Council of 25 October 2012 on the financial rules applicable to the general budget of the Union<sup>11</sup>.
- (8) The private members of the Clean Sky Joint Undertaking have expressed in writing their agreement for the research activities in the area of the Clean Sky Joint Undertaking to be pursued with a structure better adapted to the nature of a public-private partnership. It is appropriate that the private members of the Clean Sky 2 Joint Undertaking accept the Statutes set out in Annex I to this Regulation by means of a letter of endorsement.

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<sup>8</sup> OJ L 30 4.2.2008, p.1-20

<sup>9</sup> SEC/2011/1072 final

<sup>10</sup> [http://www.cleansky.eu/sites/default/files/news/csjuconsultationreview\\_final.pdf](http://www.cleansky.eu/sites/default/files/news/csjuconsultationreview_final.pdf)

<sup>11</sup> OJ L 298, 26.10.2012, p.1.

- (9) In order to achieve its objectives, the Clean Sky 2 Joint Undertaking should provide financial support, mainly in the form of grants to members and grants to participants following open and competitive calls for proposals.
- (9a) Clean Sky 2 Joint Undertaking should operate in a transparent way providing all available information in a timely manner to its appropriate bodies as well as promoting its activities accordingly.
- (10) Contributions from the private members should not only be limited to the administrative costs of the Clean Sky 2 Joint Undertaking and to the co-financing required to carry out research and innovation actions supported by the Clean Sky 2 Joint Undertaking.
- (11) Their contributions should also relate to additional activities previously declared and to be undertaken by the private members as specified in an additional activities plan; in order to get a proper overview of the leverage effect, those additional activities should represent contributions to the broader Clean Sky Joint Technology Initiative.
- (12) Participation in indirect actions funded by the Clean Sky 2 Joint Undertaking should comply with Regulation (EU) No ... /2013 of the European Parliament and of the Council of ... 2013 laying down the rules for the participation and dissemination in Horizon 2020 the Framework Programme for Research and Innovation (2014-2020)<sup>12</sup>.
- (13) The Union financial contribution should be managed in accordance with the principle of sound financial management and with the rules on indirect management set out in Regulation (EU, Euratom) No 966/2012 and Commission delegated Regulation (EU) No 1268/2012 of 29 October 2012 on the rules of application of Regulation (EU, Euratom) No 966/2012<sup>13</sup>.
- (14) Audits of recipients of Union funds under this Regulation should be carried out in such a manner that the administrative burden is reduced, in compliance with Regulation (EU) No .../2013 [the Horizon 2020 Framework Programme].

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<sup>12</sup> OJ ... [H2020 RfP]

<sup>13</sup> OJ L 362 31.12.2012, p.1

- (15) The financial interests of the Union and of the other members of the Clean Sky 2 Joint Undertaking should be protected through proportionate measures throughout the expenditure cycle, including the prevention, detection and investigation of irregularities, the recovery of funds lost, wrongly paid or incorrectly used and, where appropriate, administrative and financial penalties in accordance with Regulation (EU, Euratom) No 966/2012.
- (16) The Commission's internal auditor should exercise the same powers over the Clean Sky 2 Joint Undertaking as those exercised in respect of the Commission.
- (17) In accordance with Article 287(1) of the Treaty, the constituent instrument of bodies, offices or agencies set up by the Union may preclude the examination of the accounts of all revenue and expenditure of those bodies, offices or agencies by the Court of Auditors. In accordance with Article 60(5) of Regulation (EU, Euratom) No 966/2012, the accounts of the bodies set up under Article 209 of Regulation (EU, Euratom) No 966/2012 are to be examined by an independent audit body which is to give an opinion *inter alia* on the reliability of the accounts and the legality and regularity of the underlying transactions. Avoidance of duplication of the examination of the accounts justifies that the accounts of the Clean Sky 2 Joint Undertaking should not be subject to examination by the Court of Auditors.
- (18) To implement the Union financial support for large-scale actions phased over several years, it is advisable to provide for the possibility to split multiannual budgetary commitments by the Union and the Clean Sky 2 Joint Undertaking into annual instalments. Commitments binding on the Union and the Clean Sky 2 Joint Undertaking over the long term should make it possible to reduce the uncertainties connected with the completion of such large-scale actions.
- (19) In accordance with the principles of subsidiarity and proportionality as set out in Article 5 of the Treaty on the European Union, the objectives of the Clean Sky 2 Joint Undertaking in strengthening industrial research and innovation across the Union cannot be sufficiently achieved by the Member States and can therefore, by reason of avoiding duplication, retaining critical mass and ensuring that public financing is used in an optimal way, be better achieved by the Union; this Regulation confines itself to the minimum required in order to achieve those objectives and does not go beyond what is necessary for that purpose.



(20) The Clean Sky Joint Undertaking was set up for a period up to 31 December 2017. The Clean Sky 2 Joint Undertaking should provide continued support to the Clean Sky research programme by enlarging the scope of the activities under a modified set of rules. The transition from the Clean Sky Joint Undertaking to the Clean Sky 2 Joint Undertaking should be aligned and synchronized with the transition from the Seventh Framework Programme to the Horizon 2020 Framework Programme to ensure optimal use of the funding available for research. In the interest of legal certainty and clarity, Council Regulation (EC) No 71/2008 should therefore be repealed and transitional provisions should be set out.

(20a) It is appropriate to ensure a smooth transition without interruption to align the duration of this Joint Undertaking with the Council Regulation laying down the multiannual financial framework for the years 2014-2020<sup>14</sup>. Therefore, the Clean Sky 2 Joint Undertaking should apply as from 1 January 2014.

HAS ADOPTED THIS REGULATION:

*Article 1*

*Establishment*

1. For the implementation of the Joint Technology Initiative in aeronautics, a joint undertaking within the meaning of Article 187 of the Treaty (hereinafter 'Clean Sky 2 Joint Undertaking'), is established for a period from 1 January 2014 until 31 December 2024.
2. The Clean Sky 2 Joint Undertaking shall replace and succeed the Clean Sky Joint Undertaking as established by Council Regulation (EC) No 71/2008.
3. The Clean Sky 2 Joint Undertaking shall constitute a body entrusted with the implementation of a public-private partnership referred to in Article 209 of Regulation (EU, Euratom) No 966/2012 of the European Parliament and the Council<sup>15</sup>.

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<sup>14</sup> OJ ... [MFF]

<sup>15</sup> OJ L 298, 26.10.2012, p. 1.

4. The Clean Sky 2 Joint Undertaking shall have legal personality. In each of the Member States, it shall enjoy the most extensive legal capacity granted to legal persons under the laws of those States. It may acquire or dispose of movable and immovable property and may be party to legal proceedings.
5. The seat of the Clean Sky 2 Joint Undertaking shall be located in Brussels, Belgium.
6. The Statutes of the Clean Sky 2 Joint Undertaking are set out in Annex I.

## *Article 2*

### *Objectives*

The Clean Sky 2 Joint Undertaking shall have the following objectives:

1. To contribute to the finalisation of research activities initiated under Regulation (EC) No 71/2008 and to the implementation of Regulation (EU) No .../2013 of the European Parliament and of the Council of ... 2013 establishing the Horizon 2020 Framework Programme, and in particular the Smart, Green and Integrated Transport Challenge under the Societal Challenges pillar... of Decision (EU) No .../2013/EU [of the Council of ... 2013 establishing the Horizon 2020 Specific Programme];
2. To contribute to improving the environmental impact of the aeronautical technologies, including those relating to small aviation, as well as to developing a strong and globally competitive aeronautical industry and supply chain in Europe.

This should be realised through speeding up the development of cleaner air transport technologies for earliest possible deployment, and in particular the integration, demonstration and validation of technologies capable of:

- a) increasing aircraft fuel efficiency thus reducing CO<sub>2</sub> emissions by 20 to 30 % compared to "state-of-the-art" aircraft entering into service as from 2014;
- b) reducing aircraft NO<sub>x</sub> and noise emissions by 20 to 30 % compared to "state-of-the-art" aircraft entering into service as from 2014.

### *Article 3*

#### *Union financial contribution*

1. The maximum Union contribution, including EFTA appropriations, to the Clean Sky 2 Joint Undertaking, to cover administrative costs and operational costs, shall be ~~EUR 1,8~~ 1,71 billion. The contribution shall be paid from the appropriations in the general budget of the Union allocated to the Horizon 2020 Specific Programme implementing the Horizon 2020 Framework Programme in accordance with Article 58(1)(c)(iv), Article 60 and Article 61 of Regulation (EU, Euratom) No 966/2012 for bodies referred to in Article 209 of that Regulation.
2. The arrangements for the Union financial contribution shall be set out in a delegation agreement and annual transfer of funds agreements to be concluded between the Commission, on behalf of the Union, and the Clean Sky 2 Joint Undertaking.
3. The delegation agreement referred to in paragraph 2 shall cover the aspects set out in Article 58(3), Article 60 and Article 61 of Regulation (EU, Euratom) No 966/2012 and in Article 40 of Commission delegated Regulation (EU) No 1268/2012, as well as *inter alia* the following:
  - a) the requirements for the Clean Sky 2 Joint Undertaking's contribution regarding the relevant performance indicators referred to in Annex II to Decision No .../EU [the Specific Programme implementing the Horizon 2020 Framework Programme];

- b) the requirements for the Clean Sky 2 Joint Undertaking's contribution in view of the monitoring referred to in Annex III to Decision No .../EU [the Specific Programme implementing the Horizon 2020 Framework Programme];
- c) the specific performance indicators related to the functioning of the Clean Sky 2 Joint Undertaking;
- d) the arrangements regarding the provision of data necessary to ensure that the Commission is able to meet its dissemination and reporting obligations;
- e) the use of and changes to human resources, in particular recruitment by function group, grade and category, the reclassification exercise and any changes to the number of staff members.

#### *Article 4*

##### *Contributions of members other than the Union*

1. Each Leader and Core Partner of the Clean Sky 2 Joint Undertaking shall make or arrange for its affiliated entities to make its respective contribution. The total contribution from all members shall be of at least {EUR 2,25 billion} over the period defined in Article 1.
2. The contribution referred to in paragraph 1 shall consist of the following:
  - a) contributions to the Clean Sky 2 Joint Undertaking as laid down in clause 15(2) and clause 15(3)(b) of the Statutes set out in Annex I.

- b) in-kind contributions of at least {EUR 990 million} over the period defined in Article 1 by the Leaders and Core Partners or their affiliated entities, consisting of the costs incurred by them in implementing additional activities outside the work plan of the Clean Sky 2 Joint Undertaking contributing to the objectives of the Clean Sky Joint Technology Initiative. Other Union funding programmes may support those costs in compliance with the applicable rules and procedures. In such cases, Union financing shall not substitute for the in-kind contributions from the Leaders and Core Partners or their affiliated entities.

The costs referred to in point (b) shall not be eligible for financial support by the Clean Sky 2 Joint Undertaking. The corresponding activities shall be set out in an additional activities plan that shall indicate the estimated value of those contributions.

3. The Leaders and Core Partners of the Clean Sky 2 Joint Undertaking shall declare each year by 31 January to the Governing Board of the Clean Sky 2 Joint Undertaking on the value of the contributions referred to in paragraph 2 made in each of the previous financial years. The States Representative Group shall also be informed.

4. For the purpose of valuing the contributions referred to in point (b) of paragraph 2 and clause 15(3)(b) of the Statutes set out in Annex I, the costs shall be determined according to the usual cost accounting practices of the entities concerned, to the applicable accounting standards of the country where each entity is established, and to the applicable International Accounting Standards / International Financial Reporting Standards. The costs shall be certified by an independent external auditor appointed by the entity concerned. The valuation method may be verified by the Clean Sky 2 Joint Undertaking should there be any uncertainty arising from the certification content. The costs incurred in additional activities shall not be audited by the Clean Sky 2 Joint Undertaking or any Union body.
5. The Commission may terminate, proportionally reduce or suspend the Union financial contribution to the Clean Sky 2 Joint Undertaking or trigger the winding up procedure referred to in clause 24(2) of the Statutes set out in Annex I if those members or their affiliated entities do not contribute, contribute only partially or contribute late with regard to the contributions referred to in paragraph 2. The Commission decision shall not hinder the reimbursement of costs already incurred or committed by the Members or the Clean Sky 2 Joint Undertaking by the time of the notification of the aforesaid decision.

## *Article 5*

### *Financial rules*

The Clean Sky 2 Joint Undertaking shall adopt its specific financial rules in accordance with Article 209 of Regulation (EU, Euratom) No 966/2012 and Regulation (EU) No ... [Delegated Regulation on the model Financial Regulation for PPPs].

## *Article 6*

### *Staff*

1. The Staff Regulations of Officials and the Conditions of Employment of Other Servants of the European Union as laid down by Council Regulation (EEC, Euratom, ECSC) No 259/68<sup>16</sup> and the rules adopted by agreement between the institutions of the Union for giving effect to those Staff Regulations and those Conditions of Employment of Other Servants shall apply to the staff employed by the Clean Sky 2 Joint Undertaking.
2. The Governing Board shall exercise, with respect to the staff of the Clean Sky 2 Joint Undertaking, the powers conferred by the Staff Regulations on the Appointing Authority and by the Conditions of Employment of Other Servants on the Authority Empowered to Conclude Contracts of Employment (hereinafter 'the appointing authority powers').

The Governing Board shall adopt, in accordance with Article 110 of the Staff Regulations, a decision based on Article 2(1) of the Staff Regulations and Article 6 of the Conditions of Employment of Other Servants delegating the relevant appointing authority powers to the Executive Director and defining the conditions under which this delegation of powers can be suspended. The Executive Director is authorised to sub-delegate those powers.

Where exceptional circumstances so require, the Governing Board may by way of a decision temporarily suspend the delegation of the appointing authority powers to the Executive Director and those sub-delegated by the latter and exercise them itself or delegate them to one of its members or to a staff member of the Joint Undertaking other than the Executive Director.

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<sup>16</sup> OJ 56, 4.3.1968, p.1

3. The Governing Board shall adopt implementing rules to the Staff Regulations and the Conditions of Employment of Other Servants in accordance with Article 110 of the Staff Regulations.
4. The staff resources shall be determined by the staff establishment plan of the Clean Sky 2 Joint Undertaking indicating the number of temporary posts by function group and by grade and the number of contract staff expressed in full-time equivalents, in line with its annual budget.
5. The staff of the Clean Sky 2 Joint Undertaking shall consist of temporary staff and contract staff.
6. All costs related to staff shall be borne by the Clean Sky 2 Joint Undertaking.

#### *Article 7*

##### *Seconded national experts and trainees*

1. The Clean Sky 2 Joint Undertaking may make use of seconded national experts and trainees not employed by the Joint Undertaking. The number of seconded national experts expressed in full-time equivalents shall be added to information on staff as referred to in Article 6(4) of this Regulation in line with the annual budget.
2. The Governing Board shall adopt a decision laying down rules on the secondment of national experts to the Clean Sky 2 Joint Undertaking and on the use of trainees.



## *Article 8*

### *Privileges and immunities*

The Protocol on the Privileges and Immunities of the Union shall apply to the Clean Sky 2 Joint Undertaking and its staff.

## *Article 9*

### *Liability of the Clean Sky 2 Joint Undertaking*

1. The contractual liability of the Clean Sky 2 Joint Undertaking shall be governed by the contractual provisions and by the law applicable to the agreement, decision or contract in question.
2. In the event of non-contractual liability, the Clean Sky 2 Joint Undertaking shall make good any damage caused by its staff in the performance of their duties, in accordance with the general principles common to the laws of the Member States.
3. Any payment by the Clean Sky 2 Joint Undertaking in respect of the liability referred to in paragraphs 1 and 2 and the costs and expenses incurred in that connection shall be considered as expenditure of the Clean Sky 2 Joint Undertaking and shall be covered by the resources of the Clean Sky 2 Joint Undertaking.
4. The Clean Sky 2 Joint Undertaking shall be solely responsible for meeting its obligations.

## *Article 10*

### *Jurisdiction of the Court of Justice and applicable law*

1. The Court of Justice shall have jurisdiction:
  - a) pursuant to any arbitration clause contained in agreements, decisions or contracts concluded by the Clean Sky 2 Joint Undertaking;
  - b) in disputes relating to compensation for damage caused by the staff of the Clean Sky 2 Joint Undertaking in the performance of their duties;
  - c) in any dispute between the Clean Sky 2 Joint Undertaking and its staff within the limits and under the conditions laid down in the Staff Regulations of Officials and the Conditions of Employment of Other Servants of the European Union.
2. Regarding any matter not covered by this Regulation or by other acts of Union law, the law of the State where the seat of the Clean Sky 2 Joint Undertaking is located shall apply.

## *Article 11*

### *Evaluation*

1. By 31 December 2017 the Commission shall conduct an interim evaluation of the Clean Sky 2 Joint Undertaking. The Commission shall send the conclusions of the evaluation, and its observations, to the European Parliament and to the Council by 30 June 2018.
2. On the basis of the conclusions of the interim evaluation referred to in paragraph 1, the Commission may act in accordance with Article 4(5) or take any other appropriate actions.

3. Within six months of the winding up of the Clean Sky 2 Joint Undertaking, but in any event no later than two years after the triggering of the winding-up procedure referred to in clause 24 of the Statutes set out in Annex I, the Commission shall conduct a final evaluation of the Clean Sky 2 Joint Undertaking. The results of that final evaluation shall be sent to the European Parliament and to the Council.

#### *Article 12*

##### *Discharge*

1. The discharge of the budget implementation with regard to the Union contribution to the Clean Sky 2 Joint Undertaking shall be part of the discharge given by the European Parliament, upon recommendation of the Council, to the Commission in accordance with the procedure provided for in Article 319 of the Treaty.
2. The Clean Sky 2 Joint Undertaking shall fully cooperate with the institutions involved in the discharge procedure and provide, as appropriate, any necessary additional information. In this context, it may be requested to be represented in meetings with the institutions or bodies and assist the Commission authorising officer by delegation.

#### *Article 13*

##### *Ex-post audits*

1. Ex-post audits of expenditure on indirect actions shall be carried out by the Clean Sky 2 Joint Undertaking in accordance with Article [23] of Regulation (EU) No ... [the Horizon 2020 Framework Programme] as part of the Horizon 2020 Framework Programme indirect actions.
2. To ensure consistency, the Commission may decide to carry out the audits referred to in paragraph 1. The Commission shall only do so in duly justified cases.

## *Article 14*

### *Protection of the financial interests of the members*

1. Without prejudice to clause 20(4) of the Statutes set out in Annex I, the Clean Sky 2 Joint Undertaking shall grant Commission staff and other persons authorised by the Commission or the Joint Undertaking, as well as the Court of Auditors, access to its sites and premises and to all the information, including information in electronic format, needed in order to conduct their audits.
2. The European Anti-fraud Office (OLAF) may carry out investigations, including on-the-spot checks and inspections, in accordance with the provisions and procedures laid down in Regulation (EU, Euratom) No 883/2013 of the European Parliament and of the Council<sup>17</sup> and Council Regulation (Euratom, EC) No 2185/96 of 11 November 1996<sup>18</sup> with a view to establishing whether there has been fraud, corruption or any other illegal activity affecting the financial interests of the Union in connection with an agreement or decision or a contract funded under this Regulation.
3. Without prejudice to paragraphs 1 and 2, contracts, agreements and decisions, resulting from the implementation of this Regulation shall contain provisions expressly empowering the Commission, the Clean Sky 2 Joint Undertaking, the Court of Auditors and OLAF to conduct such audits and investigations, according to their respective competences.
4. The Clean Sky 2 Joint Undertaking shall ensure that the financial interests of its members are adequately protected by carrying out or commissioning appropriate internal and external controls.

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<sup>17</sup> OJ L 248, 18.9.2013, p.1.

<sup>18</sup> OJ L 292, 15.11.1996, p. 2-5.

5. The Clean Sky 2 Joint Undertaking shall accede to the Interinstitutional Agreement of 25 May 1999 between the European Parliament, the Council and the Commission concerning internal investigations by OLAF<sup>19</sup>. The Clean Sky 2 Joint Undertaking shall adopt the necessary measures needed to facilitate internal investigations conducted by OLAF.

### *Article 15*

#### *Confidentiality*

Without prejudice to Article 16, the Clean Sky 2 Joint Undertaking shall ensure the protection of sensitive information whose disclosure could damage the interests of its members or of participants in the activities of the Clean Sky 2 Joint Undertaking.

### *Article 16*

#### *Transparency*

1. Regulation (EC) No 1049/2001 of the European Parliament and of the Council regarding public access to European Parliament, Council and Commission documents<sup>20</sup> shall apply to documents held by the Clean Sky 2 Joint Undertaking.
2. The Governing Board may adopt practical arrangements for implementing Regulation (EC) No 1049/2001.
3. Without prejudice to Article 10, decisions taken by the Clean Sky 2 Joint Undertaking pursuant to Article 8 of Regulation (EC) No 1049/2001 may form the subject of a complaint to the Ombudsman under the conditions laid down in Article 228 of the Treaty.

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<sup>19</sup> OJ L 136, 31.5.1999, p. 15.

<sup>20</sup> OJ L 145, 31.5.2001, p. 43.

4. The Clean Sky 2 Joint Undertaking shall adopt practical arrangements for implementing Regulation (EC) No 1367/2006 of the European Parliament and of the Council of 6 September 2006 on the application of the provisions of the Aarhus Convention on Access to Information, Public Participation in Decision-making and Access to Justice in Environmental Matters to Community institutions and bodies<sup>21</sup>.

#### *Article 17*

##### *Rules for participation and dissemination*

Regulation (EU) No ... [Rules for the participation and dissemination in Horizon 2020] shall apply to the actions funded by the Clean Sky 2 Joint Undertaking. In accordance with that Regulation, the Clean Sky 2 Joint Undertaking shall be considered a funding body and shall provide financial support to indirect actions as set out in clause 2 of the Statutes set out in Annex I.

#### *Article 18*

##### *Support from the host State*

An administrative agreement may be concluded between the Clean Sky 2 Joint Undertaking and the State where its seat is located concerning privileges and immunities and other support to be provided by that State to the Clean Sky 2 Joint Undertaking.

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<sup>21</sup> OJ L 264, 25.9.2006, p. 13-19.

## *Article 19*

### *Repeal and transitional provisions*

1. Regulation (EC) No 71/2008 is repealed with effect from 1 January 2014
2. Without prejudice to paragraph 1, actions initiated under Regulation (EC) No 71/2008, and financial obligations related to those actions shall continue to be governed by that Regulation until their completion.

Actions arising from calls for proposals provided for in Annual Implementation Plans adopted under Regulation (EC) No 71/2008 shall also be regarded as actions initiated under that Regulation.

The interim evaluation referred to in Article 11(1) shall include a final evaluation of the Clean Sky Joint Undertaking operations under Regulation (EC) No 71/2008.

3. This Regulation shall not affect the rights and obligations of staff engaged under Regulation (EC) No 71/2008.

The employment contracts of staff referred to in the first subparagraph may be renewed under this Regulation in accordance with the Staff Regulations.

In particular, the Executive Director appointed under Regulation (EC) No 71/2008 shall, for the remaining period of term of office, be assigned to the functions of Executive Director as provided for in this Regulation with effect from 1 January 2014. The other conditions of contract shall remain unchanged.

4. Unless otherwise agreed between members pursuant to Regulation (EC) No 71/2008, all rights and obligations including assets, debts or liabilities of the members pursuant to that Regulation are transferred to the members pursuant to this Regulation.
5. Any unused appropriations under Regulation (EC) No 71/2008 shall be transferred to the Clean Sky 2 Joint Undertaking.

*Article 20*

*Entry into force*

This Regulation shall enter into force on the day following that of its publication in the Official Journal of the European Union.

It shall apply from 1 January 2014.

This Regulation shall be binding in its entirety and directly applicable in all Member States.

Done at Brussels,

For the Council

The President



**STATUTES OF THE CLEAN SKY 2 JOINT UNDERTAKING**

*1- Definitions*

- (a) 'Associate' means a legal entity that has been selected under Regulation (EC) No 71/2008 and has accepted the present Statutes by signing a letter of endorsement and whose membership shall be terminated as soon as the actions initiated under Regulation (EC) No 71/2008 in which it is involved end, and at the latest on 31 December 2017;
- (b) 'Core Partner' means a legal entity participating in an ITD or IADP or in Transverse Activities that has been selected following a call as set out in clause 4(2) and has accepted the present Statutes by signing a letter of endorsement;
- (c) 'IADP' means one of the Innovative Aircraft Demonstration Platforms identified in Clause 11;
- (d) 'ITD' means an Integrated Technology Demonstrator identified in Clause 11;
- (e) 'Leader' means a co-leader of one of the ITDs or IADPs or Transverse Activities;
- (f) 'Participating affiliate' means an affiliated entity as defined in Article 2(1) of Regulation ... [the Horizon 2020 Rules for Participation] performing activities of the relevant Leader, Associate or Core Partner in accordance with the terms and conditions set out in the relevant grant agreements or decisions;
- (g) 'Transverse Activities' (TAs) means actions with relevance across several ITDs and/or IADPs and requiring coordination and management across the ITDs and/or IADPs for the optimal delivery of the overall objectives of Clean Sky;
- (h) 'TE' means Technology Evaluator.

## 2 - Tasks

The Clean Sky 2 Joint Undertaking shall carry out the following tasks:

- (a) supporting financially research and innovation indirect actions mainly in the form of grants;
- (b) bringing together a range of ITDs and IADPs supported by Transverse Activities, with the emphasis on innovative technologies and development of full-scale demonstrators;
- (c) focusing efforts within ITDs, IADPs and Transverse Activities on key deliverables that can help meet the Union's environmental and competitiveness goals, as also outlined in the Commission's White Paper from 2011<sup>22</sup>;
- (d) enhancing the technology verification process in order to identify and remove obstacles to future market penetration;
- (e) pooling user requirements to guide investment in research and development towards operational and marketable solutions;
- (f) ensuring the provision of procurement contracts, where appropriate, through calls for tender;
- (g) mobilising the public and private-sector funds needed;
- (h) liaising with national and international activities in the Clean Sky 2 Joint Undertaking technical domain, in particular with the SESAR Joint Undertaking<sup>23</sup>;
- (i) stimulating the involvement of SMEs in its activities, in line with the objectives of the Seventh Framework Programme and of Horizon 2020;
- (j) developing close cooperation and ensuring coordination with related European (in particular under the Framework Programmes), national and transnational activities;

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<sup>22</sup> COM(2011) 144 final: 'Roadmap to a Single European Transport Area – Towards a competitive and resource efficient transport system'.

<sup>23</sup> OJ L 64, 2.3.2007, p. 1.

- (k) information, communication, exploitation and dissemination activities by applying *mutatis mutandis* the provisions of Article [22] of Regulation (EU) No .../2013 [the Horizon 2020 Framework Programme], including making the detailed information on results from calls for proposals available and accessible in a common H2020 e-database.
- (l) any other task needed to achieve the objectives set out in Article 2 of this Regulation.

### *3 - Members*

1. The members of the Clean Sky 2 Joint Undertaking shall be the following:
  - (a) the Union, represented by the Commission,
  - (b) upon acceptance of these Statutes by means of a letter of endorsement, the Leaders and the Associates as listed in Annex II to this Regulation, and the Core Partners to be selected in accordance with clause 4(2).
2. The members other than the Union shall be referred to as the 'private members' of the Clean Sky 2 Joint Undertaking.

#### *4 - Changes to membership*

1. Provided that it contributes to the funding referred to in clause 15 to achieve the objectives of the Clean Sky 2 Joint Undertaking set out in Article 2 of this Regulation and accepts the Statutes of the Clean Sky 2 Joint Undertaking, any legal entity established in a Member State or in a country associated to the Horizon 2020 Framework Programme may apply to become a Core Partner of the Clean Sky 2 Joint Undertaking in accordance with paragraph 2.
2. The Core Partners of the Clean Sky 2 Joint Undertaking and their relevant affiliates shall be selected through an open, non-discriminatory and competitive call and subject to an independent evaluation. Calls shall be driven by the need for key capabilities to implement the programme. They shall be published on the Clean Sky website and communicated through the States Representatives Group and other channels in order to ensure the widest possible participation.
3. Any member may terminate its membership to the Clean Sky 2 Joint Undertaking. The termination shall become effective and irrevocable six months after notification to the other members. As of then, the former member shall be discharged from any obligations other than those approved or incurred by the Clean Sky 2 Joint Undertaking prior to terminating the membership.
4. Membership of the Clean Sky 2 Joint Undertaking may not be transferred to a third party without prior agreement of the Governing Board.
5. The Clean Sky 2 Joint Undertaking shall publish on its website immediately upon any change to membership pursuant to this clause, an updated list of members of the Clean Sky 2 Joint Undertaking together with the date when such change takes effect.
6. The membership of Associates shall be automatically terminated as soon as the actions initiated under Regulation (EC) No 71/2008 in which they are involved end and at the latest on 31 December 2017.

## *5 - Organisation of the Clean Sky 2 Joint Undertaking*

1. The bodies of the Clean Sky 2 Joint Undertaking shall be:
  - (a) the Governing Board;
  - (b) the Executive Director;
  - (c) the Steering Committees;
  - (d) the Scientific Committee;
  - (e) the States Representatives Group.
2. The Scientific Committee and the States Representatives Group shall be advisory bodies to the Clean Sky 2 Joint Undertaking.

## *6 – Composition of the Governing Board*

The Governing Board shall be composed of the following:

- (a) one representative of the Commission;
- (b) one representative of each Leader;
- (c) one representative of Core Partners per ITD;
- (ca) one representative of Associates per ITD;
- (d) one representative of Core Partners per IADP.

## *7 – Functioning of the Governing Board*

1. The Commission representative shall hold 50 % of the voting rights. The vote of the Commission shall be indivisible. Each other representative shall hold an equal number of votes. The representatives shall use their best endeavours to achieve consensus. Failing consensus, the Governing Board shall take decisions by a majority of at least 80 % of all votes, including the votes of those who are not in attendance.
2. The Governing Board shall elect its chairperson for a period of two years.
3. The Governing Board shall hold its ordinary meetings at least twice a year. It may hold extraordinary meetings at the request of the Commission or of a majority of the representatives of the private members, or at the request of the chairperson. Meetings of the Governing Board shall be convened by its chairperson and shall usually take place at the seat of the Clean Sky 2 Joint Undertaking.

The Executive Director shall have the right to take part in the deliberations, but shall have no voting rights.

The chairperson or the vice-chair person of the States Representatives Group shall have the right to attend meetings of the Governing Board as an observer.

The Governing Board may invite other persons to attend its meetings as observers, in particular representatives of regional authorities of the Union.

The representatives of the members shall not be personally liable for actions they have taken in their capacity as representatives on the Governing Board.

The Governing Board shall adopt its own rules of procedure.

The Governing Board shall adopt transitional measures as appropriate.

## *8 – Tasks of the Governing Board*

1. The Governing Board shall have overall responsibility for the strategic orientation and the operations of the Clean Sky 2 Joint Undertaking and shall supervise the implementation of its activities.
2. The Governing Board shall in particular carry out the following tasks:
  - (a) assess, accept or reject applications for new membership in accordance with clause 4;
  - (b) decide on the termination of the membership in the Clean Sky 2 Joint Undertaking of any member that does not fulfil its obligations;
  - (c) adopt the financial rules of the Clean Sky 2 Joint Undertaking in accordance with Article 5 of this Regulation;
  - (d) adopt the annual budget of the Clean Sky 2 Joint Undertaking, including the staff establishment plan indicating the number of temporary posts by function group and by grade and the number of contract staff and seconded national experts expressed in full-time equivalents;
  - (e) exercise the appointing authority powers with respect to the staff, in accordance with Article 6(2) of this Regulation;
  - (f) appoint, dismiss, extend the term of office of, provide guidance to and monitor the performance of the Executive Director;
  - (g) approve the organisational structure of the Programme Office referred to in clause 10(5), based on a recommendation by the Executive Director;
  - (h) adopt the work plan and the corresponding expenditure estimates, as proposed by the Executive Director after having consulted the Scientific Committee and the States Representatives Group;

- (i) approve the additional activities plan referred to in Article 4(2)(b) of this Regulation on the basis of a proposal from the private members and after having consulted, where appropriate, an ad hoc advisory group;
- (i bis) receive and provide opinion on the declaration referred to in the Article 4.3.
- (j) approve the annual accounts;
- (k) approve the annual activity report, including the corresponding expenditure;
- (l) arrange, as appropriate, for the establishment of an internal audit capability of the Clean Sky 2 Joint Undertaking;
- (m) ensure procedures for open and transparent calls and approve the calls as well as, where appropriate, the related rules for submission, evaluation, selection, award and review procedures;
- (n) approve the list of proposals and tenders selected for funding on the basis of the ranking list produced by a panel of independent experts;
- (o) establish the Clean Sky 2 Joint Undertaking's communications policy upon recommendation by the Executive Director;
- (p) where appropriate, establish implementing rules in line with Article 6(3) of this Regulation;
- (q) where appropriate, establish rules on the secondment of national experts to the Clean Sky 2 Joint Undertaking and on the use of trainees in line with Article 7 of this Regulation;
- (r) where appropriate, set up advisory groups in addition to the bodies of the Clean Sky 2 Joint Undertaking;



- (s) where appropriate, submit to the Commission any request to amend this Regulation proposed by any member of the Clean Sky 2 Joint Undertaking.
- (t) be responsible for any task that is not specifically allocated to one of the bodies of the Clean Sky 2 Joint Undertaking which it may assign to one of those bodies.

*9 – Appointment, dismissal or extension of the term of office of the Executive Director*

1. The Executive Director shall be appointed by the Governing Board from a list of candidates proposed by the Commission following an open and transparent selection procedure. The Commission shall associate the representation from the other members of the Clean Sky 2 Joint Undertaking in the selection procedure as appropriate.

In particular, an appropriate representation from the other members of the Clean Sky 2 Joint Undertaking shall be ensured at the pre-selection stage of the selection procedure. For that purpose, the private members shall appoint by common accord a representative as well as an observer on behalf of the Governing Board.

2. The Executive Director is a member of staff and shall be employed as a temporary agent of the Clean Sky 2 Joint Undertaking under point (a) of Article 2 of the Conditions of Employment of Other Servants of the Union.

For the purpose of concluding the contract with the Executive Director, the Clean Sky 2 Joint Undertaking shall be represented by the chairperson of the Governing Board.

3. The term of office of the Executive Director shall be three years. By the end of that period, the Commission associating the private members as appropriate shall undertake an assessment of the performance of the Executive Director and the Clean Sky 2 Joint Undertaking's future tasks and challenges.

4. The Governing Board, acting on a proposal from the Commission which takes into account the assessment referred to in paragraph 3, may extend the term of office of the Executive Director once, for no more than five years.
5. An Executive Director whose term of office has been extended may not participate in another selection procedure for the same post at the end of the overall period.
6. The Executive Director may be dismissed only upon a decision of the Governing Board acting on a proposal from the Commission associating the private members as appropriate.

#### *10 – Tasks of the Executive Director*

1. The Executive Director shall be the chief executive responsible for the day-to-day management of the Clean Sky 2 Joint Undertaking in accordance with the decisions of the Governing Board.
2. The Executive Director shall be the legal representative of the Clean Sky 2 Joint Undertaking. He/she shall be accountable to the Governing Board.
3. The Executive Director shall implement the budget of the Clean Sky 2 Joint Undertaking.
4. The Executive Director shall in particular carry out the following tasks in an independent manner:
  - (a) prepare and submit for adoption to the Governing Board the draft annual budget, including the corresponding staff establishment plan indicating the number of temporary posts in each grade and function group and the number of contract staff and seconded national experts expressed in full-time equivalents;
  - (b) prepare and submit for adoption to the Governing Board the work plan and the corresponding expenditure estimates;

- (c) submit for approval to the Governing Board the annual accounts;
- (d) prepare and submit for approval to the Governing Board the annual activity report, including the corresponding expenditure;
- (e) handle second-instance settlement of disputes within ITDs or IADPs or TAs;
- (f) handle first-instance settlement of disputes across ITDs or IADPs or TAs;
- (g) oversee the calls for proposals based on the content and topics proposed by the relevant ITD/IADP Steering Committee and in line with the programme objectives and submit for approval to the Governing Board the list of actions selected for funding;
- (h) sign individual agreements or decisions;
- (i) sign procurement contracts;
- (j) implement the Clean Sky 2 Joint Undertaking's communications policy;
- (k) organise, direct and supervise the operations and the staff of the Clean Sky 2 Joint Undertaking within the constraints of the delegation by the Governing Board as provided for in Article 6(2) of this Regulation;
- (l) establish and ensure the functioning of an effective and efficient internal control system and report any significant change to it to the Governing Board;
- (m) ensure that risk assessment and risk management are performed;
- (n) take any other measures needed to assess the progress made by the Clean Sky 2 Joint Undertaking towards achieving its objectives;
- (o) perform any other tasks entrusted or delegated to the Executive Director by the Governing Board;

- (p) ensure the coordination between the different ITDs, IADPs and TAs and take appropriate action to manage interfaces, avoid undue overlaps between projects and favour synergies across ITD, IADP and TAs;
  - (q) propose to the Governing Board adaptations of the technical content and budget allocations between ITDs, IADPs and TAs;
  - (r) ensure effective communication between the Technology Evaluator, IADPs and ITDs and ensure that deadlines are met for the transmission of necessary data to the Technology Evaluator;
  - (s) chair the governing body of the Technology Evaluator and ensure that all appropriate measures are taken to enable the Technology Evaluator to perform its tasks as described in clause 12;
  - (t) ensure that the planned objectives and the schedules are met, coordinate and follow-up the ITD and IADP activities and propose any appropriate evolution of the objectives and related schedule;
  - (u) monitor the progress made by the ITDs and IADPs towards achieving the objectives, based in particular on the assessments of the Technology Evaluator;
  - (v) approve any budget transfers below 10% of the annual budget allocations between and within ITDs/IADPs;
  - (w) organise the information exchange with the States Representatives Group (SRG).
5. The Executive Director shall set up a Programme Office for the execution, under his/her responsibility, of all support tasks arising from this Regulation. The Programme Office shall be composed of the staff of the Clean Sky 2 Joint Undertaking and shall, in particular, carry out the following tasks:

- (a) provide support in establishing and managing an appropriate accounting system in accordance with the financial rules of the Clean Sky 2 Joint Undertaking;
- (b) manage the calls as provided for in the work plan and administer the agreements or decisions, including their coordination;
- (c) provide the members and the other bodies of the Clean Sky 2 Joint Undertaking all information and support needed for them to perform their duties and responding to their specific requests;
- (d) act as the secretariat of the bodies of the Clean Sky 2 Joint Undertaking and provide support to any advisory group set up by the Governing Board.

### *11 - Steering Committees*

1. Steering Committees shall be established for the following ITDs and IADPs:

- (a) Large Passenger Aircraft IADP,
- (b) Regional Aircraft IADP,
- (c) Rotorcraft IADP,
- (d) Airframe ITD,
- (e) Engines ITD,
- (f) Systems ITD.

The Steering Committees for the following ITDs of the Clean Sky Joint Undertaking shall continue to exist and function under their existing rules (as regards their composition, meetings, tasks and rules of procedure) as defined under Regulation (EC) No 71/2008 until actions arising under Regulation (EC) No 71/2008 come to an end:

- (g) Smart Fixed-Wing Aircraft ITD,
- (h) Green Regional Aircraft ITD,
- (i) Green Rotorcraft ITD,
- (j) Systems for Green Operations ITD,
- (k) Sustainable and Green Engines ITD,
- (l) Eco-Design ITD.

## 2. Composition:

Each Steering Committee shall be composed of:

- (a) a chairperson — a senior representative of the ITD or IADP Leader(s);
- (b) a representative of each Core Partner of the ITD or IADP; representatives of the leaders of other ITDs or IADPs may also participate;
- (c) one or more representatives of the programme office, as designated by the Executive Director;

## 3. Meetings

Each Steering Committee shall meet at least every three months. Extraordinary meetings shall be convened at the request of the chairperson or of the Executive Director.

A representative of the Commission may participate, as an observer.

Other members with an interest in the results of the ITD or IADP may be invited to attend.

## 4. Tasks:

Each Steering Committee shall be responsible for:

- (a) guiding and monitoring the technical functions of its ITD or IADP and taking decisions on behalf of the Clean Sky 2 Joint Undertaking on technical matters specific to the relevant ITD or IADP in line with the grant agreements or decisions;
- (b) reporting to the Executive Director on the basis of reporting indicators to be defined by the Clean Sky 2 Joint Undertaking;
- (c) providing all necessary data to the Technology Evaluator in a format that shall be agreed with the Technology Evaluator on the basis of the terms and conditions of the mandate given by the Governing Board to the Technology Evaluator for its assessment;
- (d) establishing the detailed annual implementation plans for the ITD/IADP in line with the work plan;
- (e) proposing the contents of the calls for proposals;
- (f) advising on the contents of the calls for tenders to be launched by the Joint Undertaking in conjunction and cooperation with the members concerned;
- (g) establishing the order of rotation of Core Partners' representatives in the Governing Board. The decisions on this matter shall be taken by the representatives of the Core Partners only. The representatives of the Leaders shall not have the right to vote;
- (h) handling disputes within the ITD/IADP;
- (i) proposing to the Executive Director changes of the budget allocation within its ITD/IADP.

5. Rules:

Each Steering Committee shall adopt its rules of procedure, based on a model common to all Steering Committees.

*12 - Technology Evaluator and other transverse activities*

1. An independent Technology Evaluator, as a Transverse Activity, shall exist for the entire duration of the Clean Sky 2 Joint Undertaking.

The Technology Evaluator shall have the following tasks:

- (a) monitoring and assessing the environmental and societal impact of the technological results arising from individual ITDs and IADPs across all Clean Sky activities, specifically quantifying the expected improvements on the overall noise, greenhouse gas and air pollutants emissions from the aviation sector in future scenarios in comparison to baseline scenarios;
  - (b) providing feedback to ITDs and IADPs in order to enable the optimisation of their performance against their respective goals and objectives;
  - (c) providing input, through the Executive Director to the Governing Board on environmental and societal impacts across Clean Sky activities to enable the Governing Board to take all actions necessary to optimise benefits across all Clean Sky programmes, against the respective programmes' high-level goals and objectives;
  - (d) providing regular information, through the members, the Executive Director and other bodies of the Joint Undertaking, on the impact of the technological results of the ITDs and IADPs.
2. The governing body of the Technology Evaluator shall be chaired by the Executive Director. Its composition and rules of procedure shall be adopted by the Governing Board, based on a proposal from the Executive Director.



3. Eco-Design and Small Air Transport Transverse Activities shall each have a Coordination Committee that shall be in charge of the coordination of their activities in cooperation with ITDs and IADPs. The Coordination Committee shall be chaired by the respective Leader(s). Its composition and rules of procedure shall be adopted by the Governing Board, based on a proposal from the Executive Director.

### *13 - Scientific Committee*

1. The Scientific Committee shall consist of no more than 12 members. It shall elect a chairperson from amongst its members.
2. The members shall reflect a balanced representation of world-wide recognised experts from academia, industry and regulatory bodies. Collectively, the Scientific Committee members shall have the necessary scientific competencies and expertise covering the technical domain needed to make science-based recommendations to the Clean Sky 2 Joint Undertaking.
3. The Governing Board shall set the criteria and selection process for the composition of the Scientific Committee and appoint its members. The Governing Board shall take into consideration the potential candidates proposed by States Representatives Group.
4. The Scientific Committee shall carry out the following tasks:
  - (a) advise on the scientific priorities to be addressed in the work plans;
  - (b) advise on the scientific achievements described in the annual activity report.
5. The Scientific Committee shall meet at least once a year. The meetings shall be convened by its chairperson.
6. The Scientific Committee may, with the agreement of the chairperson, invite other persons to attend its meetings.

7. The Scientific Committee shall adopt its own rules of procedure.

#### *14 - States Representatives Group*

1. The States Representatives Group shall consist of one representative of each Member State and of each country associated to the Horizon 2020 Framework Programme. It shall elect a chairperson and a vice-chair person among its members.
2. The States Representatives Group shall meet at least twice a year. The meetings shall be convened by its chairperson. The Executive Director and the chairperson of the Governing Board or their representatives shall attend the meetings.

The chairperson of the States Representatives Group may invite other persons to attend its meetings as observers, in particular representatives of regional authorities of the Union and representatives of SME associations.

3. The States Representatives Group shall be consulted and, in particular, review information and provide opinions on the following matters:
  - (a) progress made in the programme of the Clean Sky 2 Joint Undertaking and towards achievement of its targets;
  - (b) updates of strategic orientation;
  - (c) links to the Horizon 2020 Framework Programme;
  - (d) work plans;
  - (e) involvement of SMEs.
4. The States Representatives Group shall also provide information to and act as an interface with the Clean Sky 2 Joint Undertaking on the following matters:

- (a) the status of relevant national or regional research and innovation programmes and identification of potential areas of cooperation, including deployment of aeronautical technologies;
  - (b) specific measures taken at national or regional level with regard to dissemination events, dedicated technical workshops and communication activities.
5. The States Representatives Group may issue, on its own initiative, recommendations or proposals to the Governing Board on technical, managerial and financial matters as well as on annual plans, in particular when those matters affect national or regional interests.
- The Governing Board shall inform without undue delay the States Representatives Group of the follow-up it has given to such recommendations or proposals, including the reasoning if they are not followed up.
- (5a). The States Representatives Group shall receive information on a regular basis, among others on the participation in actions funded by the Clean Sky 2 Joint Undertaking, on the outcome of each call and project implementation, on synergies with other relevant Union programmes, on the execution of the Clean Sky 2 budget.
6. The States Representatives Group shall adopt its own rules of procedure.

#### *15 - Sources of financing*

1. The Clean Sky 2 Joint Undertaking shall be jointly funded by the Union and the private members and their affiliated entities through financial contributions paid in instalments and contributions consisting of the costs incurred by them in implementing indirect actions that are not reimbursed by the Clean Sky 2 Joint Undertaking.

2. The administrative costs of the Clean Sky 2 Joint Undertaking shall not exceed EUR 80 million and shall be covered through financial contributions divided equally on an annual basis between the Union and the private members of the Clean Sky 2 Joint Undertaking. If part of the contribution for administrative costs is not used, it may be made available to cover the operational costs of the Clean Sky 2 Joint Undertaking.
3. The operational costs of the Clean Sky 2 Joint Undertaking shall be covered through:
  - (a) a financial contribution by the Union;
  - (b) in-kind contributions by Leaders and Core Partners and their affiliated entities consisting of the costs incurred by them in implementing indirect actions less the contribution of the Clean Sky 2 Joint Undertaking and any other Union contribution to those costs.
4. The resources of the Clean Sky 2 Joint Undertaking entered to its budget shall be composed of the following contributions:
  - (a) members' financial contributions to the administrative costs;
  - (b) Union financial contribution to the operational costs;
  - (c) any revenue generated by the Clean Sky 2 Joint Undertaking;
  - (d) any other financial contributions, resources and revenues.

Any interest yielded by the contributions paid to the Clean Sky 2 Joint Undertaking by its members shall be considered to be its revenue.
5. All resources of the Clean Sky 2 Joint Undertaking and its activities shall be devoted to the objectives set out in Article 2 of this Regulation.

6. The Clean Sky 2 Joint Undertaking shall own all assets generated by it or transferred to it for the fulfilment of its objectives set out in Article 2 of this Regulation.
7. Except when the Clean Sky 2 Joint Undertaking is wound up pursuant to clause 24, any excess revenue over expenditure shall not be paid to the members of the Clean Sky 2 Joint Undertaking.

#### *16 - Allocation of the Union contribution*

1. The Union contribution dedicated to operational costs shall be allocated as follows:
  - (a) up to 40% of the total Union funding, shall be allocated to Leaders and their participating affiliates.
  - (b) up to 30% of the total Union funding, shall be allocated to Core Partners and their participating affiliates.
  - (c) at least 30% of the total Union funding, shall be allocated by way of competitive calls for proposals and calls for tenders. Particular attention shall be paid to ensuring adequate participation of SMEs.
2. Funding under paragraph 1 shall be allocated following evaluation of proposals by independent experts.
3. An indicative breakdown of the allocation of the Union contribution to the ITDs/IADPs/TAs is provided in Annex III to this Regulation.

#### *17 - Financial commitments*

1. Financial commitments of the Clean Sky 2 Joint Undertaking shall not exceed the amount of financial resources available or committed to its budget by its members.

2. Budgetary commitments may be divided into annual instalments. Each year the Commission and the Clean Sky 2 Joint Undertaking shall commit the annual instalments taking into account the progress of the actions receiving financial support, the estimated needs and the budget available.

The indicative timetable for the commitment of the individual annual instalments shall be communicated to the concerned recipients of Union funds.

#### *18 - Financial year*

The financial year shall run from 1 January to 31 December.

#### *19 - Operational and financial planning*

1. The Executive Director shall submit for adoption to the Governing Board a draft multiannual or annual work plan which shall include a detailed plan of the research and innovation activities, the administrative activities and the corresponding expenditure estimates. The draft work plan shall also include the estimated value of the contributions to be made in accordance with clause 15(3)(b).
2. The work plan shall be adopted by the end of the year prior to its implementation. The work plan shall be made publicly available.
3. The Executive Director shall prepare the draft annual budget for the following year and submit it to the Governing Board for adoption.
4. The annual budget for a particular year shall be adopted by the Governing Board by the end of the previous year.

5. The annual budget shall be adapted in order to take into account the amount of the Union contribution as set out in the Union budget.

*20 - Operational and financial reporting*

1. The Executive Director shall report annually to the Governing Board on the performance of his/her duties in accordance with the financial rules of the Clean Sky 2 Joint Undertaking.

By 15 February each year, the Executive Director shall submit to the Governing Board for approval an annual activity report on the progress made by the Clean Sky 2 Joint Undertaking in the previous calendar year, in particular in relation to the work plan. That report shall include inter alia information on the following matters:

- (a) research, innovation and other actions carried out and the corresponding expenditure;
  - (b) the actions submitted, including a breakdown by participant type, including SMEs, and by country;
  - (c) the actions selected for funding, including a breakdown by participant type, including SMEs, and by country and indicating the contribution of the Clean Sky 2 Joint Undertaking to the individual participants and actions.
2. Once approved by the Governing Board, the annual activity report shall be made publicly available.
  3. The Clean Sky 2 Joint Undertaking shall report annually to the Commission in accordance with Article 60(5) of Regulation (EU, Euratom) No 966/2012.
  4. The accounts of Clean Sky 2 Joint Undertaking shall be examined by an independent audit body as laid down in Article 60(5) of Regulation (EU, Euratom) No 966/2012.

The accounts of Clean Sky 2 Joint Undertaking shall not be subject to examination by the Court of Auditors.

#### *21 - Internal audit*

The Commission's internal auditor shall exercise the same powers over the Clean Sky 2 Joint Undertaking as those exercised in respect of the Commission.

#### *22 - Liability of members and insurance*

1. The financial liability of the members for the debts of the Clean Sky 2 Joint Undertaking shall be limited to their contribution already made for the administrative costs.
2. The Clean Sky 2 Joint Undertaking shall take out and maintain appropriate insurance.

#### *23 - Conflict of interest*

1. The Clean Sky 2 Joint Undertaking, its bodies and staff shall avoid any conflict of interest in implementing their activities.
2. The Governing Board may adopt rules to prevent and manage conflicts of interest applicable to its members, bodies and staff. In those rules, provision shall be made to avoid a conflict of interest for the representatives of the members serving in the Governing Board.



## *24 - Winding up*

1. The Clean Sky 2 Joint Undertaking shall be wound up at the end of the period defined in Article 1 of this Regulation.
2. The winding up procedure shall be automatically triggered if the Commission or all private members withdraw from the Clean Sky 2 Joint Undertaking.
3. For the purpose of conducting the proceedings to wind up the Clean Sky 2 Joint Undertaking, the Governing Board shall appoint one or more liquidators, who shall comply with the decisions of the Governing Board.
4. When the Clean Sky 2 Joint Undertaking is being wound up, its assets shall be used to cover its liabilities and the expenditure relating to its winding up. Any surplus shall be distributed among the members at the time of the winding up in proportion to their financial contribution to the Clean Sky 2 Joint Undertaking. Any such surplus distributed to the Union shall be returned to the Union budget.
5. An ad hoc procedure shall be set up to ensure the appropriate management of any agreement concluded or decision adopted by the Clean Sky 2 Joint Undertaking as well as any procurement contract with a longer duration than the Clean Sky 2 Joint Undertaking.

**PRIVATE MEMBERS OF THE CLEAN SKY 2 JOINT UNDERTAKING**

**1. LEADERS:**

1. AgustaWestland SpA and AgustaWestland Limited
2. Airbus SAS
3. Alenia Aermacchi SpA
4. Dassault Aviation SA
5. Deutsches Zentrum für Luft- und Raumfahrt (DLR) e.V.
6. EADS-CASA
7. Eurocopter SAS
8. Evektor
9. Fraunhofer Gesellschaft zur Förderung der angewandten Forschung e.V
10. Liebherr-Aerospace Lindenberg GmbH
11. MTU Aero Engines AG
12. Piaggio Aero Industries
13. Rolls-Royce Plc.
14. SAAB AB
15. Safran SA
16. Thales Avionics SAS

## 2. ASSOCIATES

List of Associates of the Clean Sky Joint Undertaking under Regulation (EC) No 71/2008 that shall also be members of the Clean Sky 2 Joint Undertaking under this Regulation until completion of their actions initiated under Regulation (EC) 71/2008<sup>24</sup>.

1. LMS International NV
2. Micromega Dynamics
3. EPFL Ecole Polytechnique Lausanne
4. ETH Zurich
5. Huntsman Advanced Materials
6. RUAG Schweiz AG
7. University of Applied Sciences NW Switzerland (FHNW)
8. DIEHL Aerospace
9. DLR
10. EADS Deutschland GmbH
11. HADEG Recycling GmbH
12. MTU Aero Engines
13. Aeronova Aerospace SAU

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<sup>24</sup> This list is based on Annex II of Regulation (EC) No 71/2008, updated on the basis of the existing grant agreements signed by the Clean Sky Joint Undertaking.

14. Aeronova Engineering Solutions
15. Aeronova Manufacturing Engineering
16. ITP
17. EADS France
18. ONERA
19. Zodiac ECE
20. Zodiac Intertechnique
21. Zodiac Aerazur
22. HAI
23. IAI
24. Aerosoft
25. Avio
26. CIRA
27. CSM
28. DEMA
29. FOX BIT
30. IMAST
31. Piaggio Aero Industries
32. Politecnico di Torino

33. Università degli Studi Di Napoli “Federico II” Polo delle Scienze e della Tecnologia
34. Selex ES
35. SICAMB SPA
36. Univesità di Bologna
37. Università degli Studi di Pisa
38. ATR
39. ELSIS
40. University of Malta
41. Aeronamic
42. Airborne Technology Centre
43. KIN Machinebouw B.V.
44. Eurocarbon
45. Fokker Aerostructures B.V.25
46. Fokker Elmo
47. Green Systems for Aircraft Foundation (GSAF)
48. Igor Stichting IGOR
49. Microflown Technologies
50. NLR

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<sup>25</sup> Previously Stork Aerospace

51. Stichting NL Cluster for ED
52. Stichting NL Cluster for SFWA
53. Sergem Engineering
54. GKN Aerospace Norway<sup>26</sup>
55. TU Delft
56. Universiteit Twente
57. PZL - Świdnik
58. Avioane Craiova
59. INCAS
60. Romaero
61. Straero
62. GKN Aerospace Sweden AB<sup>27</sup>
63. CYTEC<sup>28</sup>
64. Cranfield University
65. QinetiQ
66. University of Nottingham

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<sup>26</sup> Previously Volvo Aero Norge AS

<sup>27</sup> Previously Volvo Aero Corporation

<sup>28</sup> Previously UMECO Structural Materials (DERBY) Limited; Previously Advanced Composites Group (ACG)

## Indicative allocation of the Union contribution to ITDs/IADPs/TAs

	<b>100%</b>
<b>IADPs</b>	
Large passenger aircraft	32%
Regional aircraft	6%
Rotorcraft	12%
<b>ITDs</b>	
Airframes	19%
Engines	17%
Systems	14%
<b>Transverse activities</b>	
Technology Evaluator	1% of the above IADP/ITD values
Eco-DESIGN Transverse Activity	2% of the above IADP/ITD values
Small Air Transport Transverse Activity	<del>3</del> <b>4</b> % of the above IADP/ITD values