

# Terms of Reference

December 4, 2006  
(last revised: 14 January, 2010)

## § 1

### GENERAL

(1) *Photronics21* is a *European Technology Platform* as described in the Report EUR 21265 by the *Commission Inter-Service Group on Technology Platforms* of the European Commission<sup>1</sup>. It is a voluntary association of stakeholders in the field of photonics in Europe, primarily industrial enterprises and research institutions working at the industrial-scientific interface.

(2) *Photronics21* has been founded on 1<sup>st</sup> December 2005 in Brussels through the formation of the initial *Board of Stakeholders (BoS)*, at that time composed of 62 individual members from leading organisations directly or indirectly involved with photonics research and development in Europe.<sup>2</sup>

(3) *Photronics21* is not registered as an independent legal entity. No individual, no group of individuals and no legal entity may engage in legal or financial transactions or responsibilities on behalf of *Photronics21*, nor may *Photronics21* or any of its members be held responsible or liable for any such activities. *Photronics21* holds no assets or possessions of any kind.

(4) Members of *Photronics21* or of its bodies act on voluntary basis and are not entitled to financial compensation for their activities.

## § 2

### MISSION

(1) The mission of the *European Technology Platform Photronics21* is the concerted strategic planning, the coordination and the facilitation of photonics industrial and research activities in Europe, encompassing education, basic research, applied research, development, manufacturing and application.

(2) To this end, *Photronics21* will determine common industrial, scientific, technical, political, social and economic objectives and agree on actions to be taken in order to achieve them.

## § 3

### ORGANISATION

(1) *Photronics21* is composed of the following bodies:

- The *Board of Stakeholders (BoS)*
- The *Executive Board (EB)*
- The *Photronics21 Membership*

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<sup>1</sup> ISBN 92-894-8191-9 and published under [cordis.europa.eu/technology-platforms](http://cordis.europa.eu/technology-platforms)

<sup>2</sup> The founding BoS members are listed in the Appendix to the *Terms of Reference*.

## § 4

## BOARD OF STAKEHOLDERS

(1) The *Board of Stakeholders (BoS)* is the main decision-making body of the platform. In particular, the *BoS* bears responsibility for:

- the determination of all matters related to **Photronics21**, unless otherwise stated within these *Terms of Reference*;
- defining, pursuing and implementing the objectives of **Photronics21** according to its mission;
- establishing or discontinuing *Work Groups* and appointing the *Work Group Chairs*;
- electing the *Executive Board* including the *President*;
- appointing or excluding *BoS* members;
- receiving and approving the annual activity report from the *President*, including the activities of the Vice Presidents, the *Executive Board*, the *Work Groups* and the *Photronics21 Secretariat*;
- all necessary decisions on *Photronics21 Membership* issues and
- changing the *Terms of Reference*.

(2) *BoS* membership is granted on a personal basis.

(3) *BoS* members are generally affiliated with organisations or entities concerned with photonics-related industrial or research activities in Europe.

(4) The *BoS* members commit themselves to taking an active part in the endeavours of **Photronics21**, to comply with the responsibilities of the *BoS* and with the *Terms of Reference* and to attend all meetings of the *BoS*. In the case of being unable to attend, a *BoS* member may exceptionally transfer the vote to another *BoS* member or to another qualified replacement representative by written prior notice to the *Photronics21 Secretariat*. Unless circumstances are exceptional, after two sequential missed (not delegated) meetings the member will be assumed to have resigned. The *Executive Board* would have the final arbitration on this.

(5) The initial *BoS* is composed of its founding members<sup>3</sup>. The founding members are ex officio part of the *Photronics21 Membership*.

(6) The *BoS* may appoint additional *BoS* members from amongst the *Photronics21 Membership* under the condition that the majority of the *BoS* members shall, at any time, represent industry or industrial organisations, respectively, and the total size of the *BoS* does not exceed 15% of the *Photronics21 Membership*.

(7) In general, the selection of new members shall be made

- in consideration of the standing of the applicant,
- in consideration of the relevance of the organisation represented by the applicant for pursuing and achieving the objectives of **Photronics21** and
- in view of the overall composition of the *BoS* in terms of topical and geographical coverage
- in consideration of their current and potential future contribution within the platform or working groups, or skills they would bring to enhance the *BoS*.

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<sup>3</sup> The founding *BoS* members are listed in the Appendix to the *Terms of Reference*.

(8) New applications for *BoS* membership can only be entered through a letter of nomination by an existing *BoS* member (including a curriculum vitae of the candidate and information about the added value the candidate would contribute to the *BoS*) and shall be supported by at least two additional *BoS* members in written form, in English. Acceptance of new *BoS* members requires a majority of three quarters of the voting (attending or by proxy, an abstention and an invalid vote are considered as not voting) *BoS* members. Nominations of *BoS* candidates prior to *BoS* meetings are required to be provided to the Secretariat Photonics21 two weeks before the meeting takes place. The nominating *BoS* member may be asked to provide further information on the candidate during the meeting. *BoS* candidates will not generally be invited to attend the *BoS* meetings; however exceptions may be made - for instance, if a *BoS* candidate also applies for an Executive Board position.

(9) *BoS* membership is tenured. It ends by a written notice of resignation by the member to the President. *BoS* membership also ends by death, inability of the member to perform any legal transactions or activities, or by exclusion.

(10) Exclusion from *BoS* membership is possible on the basis of severe cause. This includes, but is not restricted to violation of the regulations of the *Terms of Reference*, activities against the mission of **Photronics21**, and any actions or activities which violate the public standing of **Photronics21** in an unjustified manner. Exclusion may be decided by *BoS* with a majority of three quarters of the voting (attending or by proxy) *BoS* members upon request by the *President*.

(11) Each *BoS* member has one vote.

(12) Meetings of the *Board of Stakeholders* will at least be held once a year upon invitation of the *President*. Decisions of the *BoS* are made at these meetings and require the presence or representation (c.f. (4)) of more than the half of the *BoS* members. Decisions of the *BoS* are taken by majority vote unless otherwise stated.

(13) Where appropriate, decisions may be also put to the *BoS* membership between meetings, with voting by on-line methods.

## § 5

### EXECUTIVE BOARD

(1) The *Executive Board (EB)* is the managing body of the platform. The *EB* is responsible for the coordination and execution of the platform operations, for the preparation and the implementation of the decisions of the *BoS* and for the external representation of the platform.

(2) The *EB* is composed of the *President*, up to four *Vice-Presidents* and the *Work Group(WG) Chairs*. The *EB* will be elected by the *BoS* from amongst its own members. At least one representative of the Secretariat will be delegated as non-voting member of the *EB*.

(3) The members of the *EB* shall be elected for a period of two years, with immediate re-election being possible.

(4) The *EB* reports to the *BoS* at least once a year during a *BoS* meeting.

(5) The *EB* is chaired by the *President*. The *President* is the official representative of **Photronics21**. He or she acts in this capacity in accordance with the rules set by the *BoS* and reports regularly to the *BoS* about his/her activities. The *President* may appoint one of the Vice Presidents as his/her substitute on single occasions.

(6) The *EB* will establish its own rules and procedures.

## § 6

### PHOTONICS21 MEMBERSHIP

- (1) The *Photronics21 Membership* forms the basis of the Technology Platform. Membership in **Photronics21** is open to all individuals concerned with research and innovation in the field of photonics in Europe on a professional basis.
- (2) Membership can be obtained by submitting an application<sup>4</sup> which will be internally reviewed.
- (3) Membership is tenured. It ends by a written notice of resignation by the member to the *Photronics21 Secretariat* or to the *President*. Membership also ends by death, inability of the member to perform any legal transactions or activities, or by exclusion.
- (4) Exclusion from membership is possible on the basis of severe cause.<sup>5</sup>
- (5) Membership is free of charge. Members shall bear their own expenses arising from their participation in **Photronics21** activities.
- (6) Members contribute to the mission and to the activities of the Technology Platform. This is done particularly by participating in the *Work Groups*. Each member is assigned to one *Work Group* according to his/her preference. In addition, members gain access to the restricted member area of the **Photronics21** website and receive relevant information on strategies, collaboration projects, funding opportunities, and others.
- (7) Assemblies of the *Photronics21 Membership* will generally be held at least once a year upon invitation by the *President*.
- (8) A complete list of the *Photronics21 Membership* will be publicly available on the **Photronics21** website [www.photonics21.org](http://www.photonics21.org). When submitting their membership application the members agree to have their names and affiliation listed in such way.

## § 7

### WORK GROUPS

- (1) The *Work Groups (WGs)* of **Photronics21** are the main centres of activities within the *Technology Platform*. They focus on application-oriented, cross-disciplinary issues or on specific tasks. *Work Groups* can be established or discontinued by the *Board of Stakeholders*.
- (2) The composition of a *Work Group* will be established under the responsibility of its Chairperson (*WG Chair*), who will report to the *Executive Board*.

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<sup>4</sup> e.g. using the online form on the **Photronics21** website [www.photonics21.org](http://www.photonics21.org).

<sup>5</sup> according to § 4 (10)

§ 8

**PHOTONICS21 SECRETARIAT**

- (1) The *BoS* will establish a platform office, the *Photonics21 Secretariat*, that shall provide organisational and operational support to the *BoS*, to the *EB* and to the *WGs*. The *Photonics21 Secretariat* acts on behalf of and reports to the *EB*.
- (2) The *Photonics21 Secretariat* shall, in particular, provide the following support and services
  - § managing all matters related to membership and administration of the platform,
  - § organising platform meetings,
  - § collecting and distributing information,
  - § conducting and coordinating publications of the platform,
  - § acting as an internal and external contact point and
  - § maintaining a platform website.
- (3) The *Photonics21 Secretariat* shall have access to all necessary information related to its operation. The *Photonics21 Secretariat* will set up its own rules and regulations which have to be approved by the *Executive Board*.
- (4) The person(s) or the entity operating the *Photonics21 Secretariat* shall be appointed by the *BoS* every two years.

§ 9

**MIRROR GROUP**

- (1) A *Mirror Group (MG)* composed of representatives from relevant public authorities may be established.
- (2) The *Mirror Group* shall inform and advise the *BoS* and the *EB* regarding political issues and objectives and governmental activities at national and European level. Moreover, the *Mirror Group* may take up recommendations developed by Photronics21 and support their implementation.
- (3) The *Mirror Group* establishes its own rules and procedures.

§ 10

**CONCLUDING CLAUSE**

- (1) The present *Terms of Reference* have been decided by the *Board of Stakeholders* during its regular meeting on 4 December 2006 in Brussels and are in effect from that date on.
- (2) Decisions affecting the *Terms of Reference* of **Photronics21** shall be made with a majority of two-third of the voting (attending or by proxy) *BoS* members.