



# WATERBORNE

By-laws

Version 3.0

07 September 2022

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## Preamble

In the Articles of Association (further referred to as Statutes in this document) as adopted on 19 March 2021, in various articles reference is being made to By-laws. The By-laws further **detail the provisions of the Statutes of the Association**, in accordance with Article 18 of the Statutes. This version of the By-laws has been adopted by the Board of Directors during its meeting of 07 September 2022 and consists of **decisions made during Board meetings or meetings of the General Assembly**, in accordance with the competences of both bodies. In order to provide clarity on the relationship with the Statutes, reference is made to the applicable article in the Statutes wherever appropriate.

Whereas the Statutes are the constitution of the Association, and the By-laws further detail the provisions, the yearly plan includes further detailing of activities to be executed by the various bodies of the Association. As a general principle, the Association functions by the principle of cooperative teams, whereby consensus is the key word, taking into account the competences of the various bodies, as well as the framework conditions to be respected. Wherever in the by-laws an indication is being made of appointment of certain positions by the Board, this either follows a procedure of call for candidates, or a vacancy in case of a reimbursed position.

## 1. Purpose Of By-laws

These By-laws of the Waterborne TP VZW are adopted by the Board of Directors to detail the provisions of the Statutes of the Association and to specify operational procedures of the Association. In case of discrepancies, the Statutes shall prevail.

## 2. Definitions

Terms with a capital letter in the By-laws below have the meaning specified in the Statutes (not repeated here) if present there, otherwise as defined in this By-laws.

Within the context of the By-laws, technical RD&I matters is defined as technical Research, Development and Innovation priorities and topics which form input for the Horizon Europe working programmes.

## 3. Head Office

The head office of the Association is located at Rue de la Loi 67, 1000 Brussels, Belgium.

## 4. Membership

In accordance with the Statutes, all members have to be legal entities, established in European countries. Europe shall be defined as:

- the European Union, and
- the European Economic Area, and
- the countries to which the EU grants the status of candidate countries to the EU and
- other countries that are allowed to participate in programmes on innovation, research, technological development and demonstration.

### a. Categorisation

*(Article 4.2 of the Statutes)*

The membership of the Association consists of – European or national – associations (hereafter “Association”) and other entities (hereafter “Industry” Members), such as companies, research institutes, or academia. The members of the Association need to be active in waterborne related sectors, blue economy activities or ports and logistics.

Application for Industry Membership is open to companies, research and academic entities active in the waterborne sector, blue economy or ports and logistics and registered within Europe (as defined in art. 3.9 of the Statutes).

Application for “Association” Membership is open to trade unions, industrial and research associations, non-governmental organizations, regional research oriented clusters and other stakeholders operating in the European waterborne sector, blue economy or ports & logistics.

Further to the two types of Membership mentioned in the Statutes, the Membership has been subdivided into categories, in order to facilitate the election of delegates to the Partnership Board as well as the election of Board members. This is further described in the relevant sections.

### b. Observers

*(elaborating on Article 4.2.4 of the Statutes)*

According to article 5.3 of the Statutes, application for Observership is open to

- representatives of governments of Europe, as defined in article 3.9, and
- representatives of the European Commission, and
- representatives of the European Parliament, and
- representatives of other public service institutions; and
- legal entities that are considering a possible future membership of the Association.

The rights of observers are laid down in the Statutes.

Legal entities considering a possible future membership can apply for observer status for a maximum of 1 year. The Secretary General will approach these observers once this one-year period has expired and will facilitate the observer in making its final decision.

The observer period for legal entities cannot be renewed. Observer status is granted only once per legal entity.

c. Termination of membership

Resignation must be notified to the Secretary General by registered letter three months before the close of the calendar year, otherwise the contribution will be due fully for the following financial year.

During the notice period, the rights and obligations attached to the quality of member and the obligation to the membership fee remain unchanged.

The member whose membership is terminated by resignation, expulsion or liquidation has no claim whatsoever neither to the assets of the Association nor to the membership fee and other contributions already paid. Any member shall be deemed to have resigned if it has not paid its annual membership fee in full and, after written notice from the Secretary General, fails to comply with its obligations for a period of one month counting from the receipt of the written notice. If such resignation becomes effective during the first six months of the working year, the Association shall be entitled to claim payment of subscription, due up to the date at which the resignation becomes effective and a sum equal to the subscription due up till the end of the current financial year. If the resignation becomes effective during the last two months of the year, the Association shall be entitled to claim payment of subscriptions due up to the date at which the resignation becomes effective, and a sum equal to the subscription due for the following financial year.

## 5. Application For Membership

The Secretary General has prepared an information package for parties interested to become member of the Association.

An applicant for Membership of the Association will be requested to provide the following information:

- Endorsement of the Code of Conduct;
- Adherence to the Statutes and By-laws;
- Description of their Waterborne activities;
- Country of origin and category (see [Membership](#)).

The Board of Directors can admit a new member provisionally by unanimous decision through a written (e-mail) vote. Following a due diligence check by the Secretary General, he/she informs the Board of Directors of a new application and provides the necessary information about the applicant to enable the Board of Directors to make a decision. The Directors will then make their personal decision known to the Secretary General within one (1) week. No

response within this period is considered an approval. The Secretary General will inform the applicant of the result once the week has passed, or a decision has been reached. From that moment onwards, the member concerned is eligible to participate in the activities of the Association. However, a new member can only propose candidates for key positions following the approval of the membership application by the General Assembly. This approval is proposed to the first meeting of the General Assembly following the approval of the application for membership by the Board of Directors.

## 6. Membership Fee

There is no calculation method for the membership fee of the Association. At the moment, the fee is set at a fixed rate for all members. The resulting budget is used for financing the activities of the Association. Currently, the fixed fee is set at € 3,000.

Membership fees will be invoiced once per year after the approval of the fee by the General Assembly. Members shall pay the membership fee within sixty (60) calendar days after having received the invoice.

The amount of membership fees to be paid by a member who has joined the Association during the financial year will be determined by the period of joining the membership:

- In case the member has joined in the first 6 months of the financial year, the member will pay 100% of membership fee;
- In case the member has joined in months 7 to 9 of the financial year, the member will only have to pay 50% of membership fee for the remainder of the financial year;
- In case the member has joined in months 10 or 11 of the financial year, the member will only have to pay 25% of membership fee for the remainder of the financial year;
- In case the member has joined in month 12 of the financial year, the member will pay no membership fee for the remainder of the financial year.

The amount of membership fee as well as the payment terms thereof are decided annually by the General Assembly upon proposal from the Board of Directors.

## 7. Outline of organisation

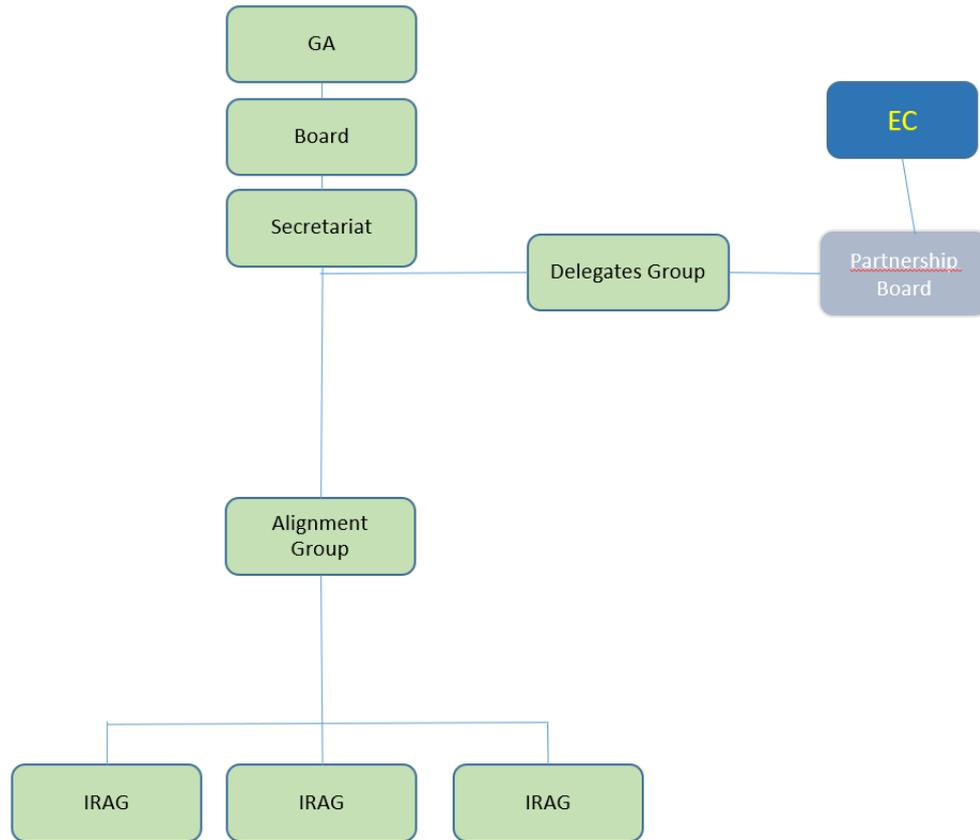


Figure 1: organisational structure Waterborne Technology Platform

The General Assembly (GA) is the highest decision-making body of the Association, and is a statutory body. Its competences are listed in the Statutes of the Association. Section [General Assembly](#) details the working procedures of the General Assembly.

The Board of Directors (Board) is a collegial **governing** body that manages the Association, and is a statutory body. Its competences are listed in the Statutes of the Association. Section [Board Of Directors](#) details the working procedures of the Board of Directors.

The Board of Directors has assigned the daily management and representation of the Association to the Secretary General. His/her mandate is listed in the Statutes of the Association, and elaborated in section [Secretary General](#).

The Alignment group coordinates the technical RD&I matters of the Association. The Alignment Group is not a statutory body. Section [Alignment Group](#) details the working procedures of the Alignment group.

The Industrial Research Advisory Groups (IRAGs) give advice to the Alignment group on technical RD&I matters. The number of IRAGs may vary; the Board can establish or dismantle

IRAGs. Section [Industrial Research Advisory Groups \(IRAGs\)](#) details the working procedures of the IRAGs.

The Secretary General is supported in his/her work by three groups:

- Secretariat
  - The tasks of the Secretariat are detailed in the Section [Secretariat](#);
- Public Affairs Group
  - This group is responsible for developing and executing the communication strategy (including participation to exhibitions, like the Transport Research Arena) of the Association, and drafting material needed for that. Section [Public Affairs Group](#) details the working procedures of the Public Affairs group.
- Advisory Group
  - The Secretary General can ask relevant parties to support and give guidance to the Association. The tasks of the Advisory Group are laid down in the Section [Advisory Group](#)

The Alignment group is supported in its tasks by two groups:

- Implementation Review Group, see section [Implementation Review Group](#)
- Liaison officers, see section [Spokesperson For Association](#)

The work of these groups also supports the discussions in the IRAGs.

To **govern** the Co-Programmed Partnership on Zero-Emission Waterborne Transport (ZEWT) together with the European Commission, the Association has established a Delegates Group to the Partnership Board. Although the Delegates Group is incorporated in the current version of the Statutes, it is not mandatory to include the Delegates Group in the Statutes, since it is not a body enshrined in the applicable regulation(s). The mandate of this group is given in [Delegates to the Partnership Board](#); their task will be defined by the European Commission.

The Partnership Board will establish an Advisory Committee as well as a States Representatives Group. It is envisaged that some academic or research members of the Association can participate in the Advisory Committee. If and when it is set up, the mandate and tasks of these Delegates will be defined following the role of the Advisory Committee as stipulated in the MoU of the cPP on Zero-Emission Waterborne Transport, [Delegates to the Advisory Committee](#). The role of the States Representatives Group is defined in the applicable section.

## 8. General Assembly

*(elaboration of article 5 of the statutes)*

The mandate of the General Assembly is enshrined in the applicable Belgian law. The General Assembly is the forum of all members of the Association and it is the Association's **highest decision-making body**. The agenda items for the General Assembly are prepared by the

Board, for information, for discussion and ultimate decision-making amongst the members of the Association at the meetings of the General Assembly.

The General Assembly sets the Association's policies and approves the Association's annual budget, as prepared by the Board with the support from the Secretary General.

The General Assembly holds one meeting per year but more meetings can be held, either after a collegial decision of the Board of Directors or at the request of at least one third of the members.

The Convocation for the meetings of the General Assembly will be sent by the Secretary General on behalf of the Chairperson. The invitation and draft agenda for a meeting of the General Assembly will be circulated 8 (eight) weeks in advance, and members will have the opportunity to add agenda items until 6 (six) weeks before the meeting. The final agenda and meeting documents for a meeting of the General Assembly will be sent to the membership 1 month before the meeting.

For reasons of convenience, the members will have the opportunity to submit written questions until 2 days (48 hours) before the meeting. These questions submitted will be dealt with by the Chairperson in the General Assembly meeting. Voting at the General Assembly meeting is performed in an electronic way.

The Bureau of the General Assembly is defined as the Chairperson, the Secretary of the General Assembly, and a vote taker.

Each member is represented at the General Assembly by one delegate and each member has one vote. Proxy votes are limited to maximum three per attending member.

The minutes of meeting are drafted by the Secretary General. The Secretary General will, after approval of the minutes by the Chairperson, circulate the minutes in English to all members for comments within two (2) weeks after the meeting. If comments are received, these comments will be discussed and, if they are agreeable, the minutes will be revised accordingly and, if need be, circulated again but only if the meaning of the minutes has changed. If no changes are requested by the members present at that meeting after two (2) weeks since circulation of the minutes, the decisions described in the minutes are considered as agreed and applicable. From that point onwards, the execution of actions mandatory by law are set in motion (e.g. registering new Board members, depositing the financial report). The minutes are then formally endorsed by the following meeting of the General Assembly.

Voting on the applications for membership submitted is done per application, not for a whole group at once. New members have the right to vote during a meeting, following the approval of their application by the membership.

## 9. Board Of Directors

*(elaborating on article 7 of the statutes)*

The mandate of the Board is enshrined in the applicable Belgian law. The Board is the body of the Association that **governs** the Association.

In preparation of the General Assembly, the Board agrees on all agenda items to be discussed and decided upon by the General Assembly. The Board thereafter mandates the Secretary General to implement all policies and decisions from the General Assembly.

The Board defines the Waterborne budget, to be approved by the General Assembly. Following approval of the budget, the Secretary General will manage the Association within the budget defined.

The Board can set-up permanent or ad-hoc groups, when appropriate.

### a. Composition

According to the Statutes, the Board of Directors should consist of at least 5 members; no maximum number of Board members is set. Currently, the Board of Directors is composed as follows:

- Two seats are available for ship owners' representatives;
- One seat is available for class societies' representatives;
- One seat is available for the inland shipping sector;
- Three seats are available for research institutes' representatives (including academia);
- Three seats are available for shipyards and maritime equipment representatives;
- One seat is available for members representing the Blue Growth sector;
- One seat is available for members representing the ports sectors.

It should be noted that any type of organisation fitting in a certain category can apply for a Board membership in that category (e.g. an association or platform representing a certain category).

#### Election process

Upfront elections, the Secretariat provides the membership an overview of the classification of each individual member in a certain sub-sector. At a first stage, members are recommended to discuss among themselves in their sub-sector which candidates they would like to propose. If there are more candidates than available seats in a sub-sector, all members of the General Assembly will vote and elect the Board members in that sub-sector. For instance, if two class societies would each propose a candidate Board member, all members together will vote on which candidate they prefer.

If the number of candidates in a sub-sector matches the numbers of seats, the General Assembly will be requested to vote on the approval of the candidates, as this is legally required.

Candidates should also indicate whether they would like to serve as Chair or vice-Chair of the General Assembly / Board. If needed, a separate vote on these positions will be held in the General Assembly. The Chairperson of the Association is also the Chairperson of the Board of Directors.

New members of the Board will have to sign the legal documents required by Belgian law to be officially registered. This concerns a translation in Dutch of the excerpt of the minutes of meeting of the respective meeting of the General Assembly.

## b. Mandate and representation

Membership of the Board is personal. Therefore, a Board member cannot be replaced at a meeting by an alternate. The position of Board member is also exclusive, therefore, a Board member can not have another positions or function in the association. However, a Board member can be a regular member of an IRAG.

The position of Board member is on a voluntarily basis, therefore not-reimbursed.

Board members cannot be accompanied by assistants or colleagues in the Board meetings.

**The Board is the body that, in the interest of all its members, oversees the proper functioning and legality of the Association and defines its strategies.**

### c. Meetings and minutes

The Board of the Association will meet 4 times per year. The Chairperson may call for more meetings.

The draft agenda for a Board meeting shall be sent to the Board members 1 (one) month before the meeting. The final agenda for a Board meeting shall be sent to the Board members 2 (two) weeks before the meeting. Additional documentation for the Board meeting shall also be sent preferably 2 weeks in advance. Items outside the agenda cannot be decided upon in the meeting and can only be discussed under the topic of “information matters”

The minutes of meeting are drafted by the Secretary General. The Secretary General will circulate the minutes in English to all Directors for comments within two (2) weeks after the meeting. If comments are received, these comments will be discussed and, if they are agreeable, the minutes will be revised accordingly and, if need be, circulated again but only if the meaning of the minutes has changed. If no changes are requested by the Directors present at that meeting after two (2) weeks since circulation of the minutes, the decisions described in the minutes are considered as agreed and applicable. The minutes are then formally endorsed by the following meeting of the Board of Directors.

## 10. Secretary General

*(elaborating on article 8 of the statutes)*

The Board of Directors has assigned the daily management and representation of the Association in this respect to the Secretary General. This position is a permanent position, and the Secretary General is appointed by the Board of Directors. The position of Secretary General is reimbursed. The Secretary General executes activities according to plan and budget as approved by the General Assembly, with support of the Secretariat.

### a. Responsibilities of the Secretary-General

The Secretary General is responsible for the daily management and representation of the Association. In addition, the Secretary General manages the Secretariat, and functions as secretary to various internal bodies. A further detailing of the responsibilities of the Secretary General is included in the yearly plan. The yearly plan and budget will be drafted by the Secretary General for approval by the Board.

### b. Secretariat

The Secretariat runs the Association on a daily basis and provides all necessary organisational and administrative support. A further detailing of the tasks of the Secretariat is included in the yearly plan.

The Secretariat is composed of one or more staff members, directly contracted by the Association and financed via the annual budget of the Association.

## 11. Chairperson

*(elaborating on article 6 of the statutes)*

The Chairperson is in charge of chairing the Association, the meetings of the General Assembly and the Board of Directors as well as representing the Association. In case, in between meetings of the Board of Directors, exceptional decision making by the Board of Directors is required, the Chairperson will liaise with the two vice-chairs of the Board.

## 12. Alignment Group

The Alignment group coordinates the technical RD&I matters of the Association, including the cPP on ZEWT, and thereby coordinates the activities of the IRAGs. In addition, the Alignment Group collects and distributes information internally when relevant to the above, in consultation with the Secretary General.

The Alignment Group meets on invitation by the Coordinator minimum quarterly. The Alignment Group adopts its decisions by consensus.

### a. Composition

The members of the Alignment Group consist of the Coordinator, the IRAG chairpersons (chairs and vice-chairs), the Chair of the Delegates Group, the liaison officer(s) and the Secretary General. The Secretariat provides organisational support and the Chairperson of the Board can be invited to the meetings.

### b. Alignment group - The Coordinator

The Coordinator has a renewable mandate of 2 years. The Coordinator will be nominated by the Board of Directors, and appointed by the General Assembly. The Coordinator leads the work of the alignment group in consultation with the Secretary General. The Coordinator can on occasion be invited to present specific topics at the board meeting. However, the Coordinator is not part of the Board and is an exclusive position. Therefore, the Coordinator cannot have another position or function in the association, except as a regular member of the IRAGs. The position of the Coordinator is on a voluntarily basis, and therefore not reimbursed.

The responsibilities of the Coordinator include, but are not limited to:

- Developing the technical RD&I matters of the SRIAs;
- Representing the Association on technical RD&I matters;
- Acting as internal and external contact point for implementation, technical parts of the SRIAs and RD&I coordination matters;

- Ensuring information flows regarding technical RD&I matters between IRAGs and Delegates Group
- Collecting and distributing information internally and externally when relevant to the above.

### 13. Public Affairs Group

*(Elaborating on Article 10 of the Statutes and Decision General Assembly January 2020)*

The Public Affairs Group has two main tasks, i.e. public relations and public affairs.

In terms of public relations, the Public Affairs Group assists and cooperates with the Secretary General on the communication of the work, activities and success of the Association towards the relevant EU Institutions and Agencies, Member States, stakeholders, and other ETPs, especially in – but not limited to – the field of transport. Furthermore, the Public Affairs Group is responsible for the preparation of and contribution from the Association to the bi-annual TRA, the SMM and any other relevant events and conferences. This task includes the nomination of people for the various TRA committees (such as the Management, Programme and Organisational committees) for approval by the Board of Directors, and the set-up of the booth at the event itself. Finally, the Public Affairs Group initiates the issue of press release and other publications.

In terms of public affairs, thus of maximizing the influence and impact of the Association in terms of content of the framework programmes, the Public Affairs Group assists and cooperates with the Secretary General in terms of taking initiatives towards the European Institutions, Member States and Members of European Parliament, where and when necessary.

The members of the Public Affairs Group consist of the Chairperson of the Public Affairs Group, the Secretary General and a rotating group of communication and public affairs professionals (approximately 10). The position of Chairperson or member of the Public Affairs Group concerns a voluntarily basis, therefore not-reimbursed. The Secretariat provides organisational support. The Chairpersons and members have a renewable mandate of 2 years. The Chairperson and members of the Public Affairs Group will be appointed by the Board.

### 14. Advisory Group

The Secretary General can call for meetings of the Advisory Group to support and give guidance to the Association. The Advisory Group can have different compositions, according to the topic to be discussed, notably: European waterborne associations or CEO's of the members of the Association. The meetings are chaired by the Secretary General.

## 15. Implementation Review Group

*(elaborating on article 10 of the statutes)*

The Implementation Review Group monitors answers to calls, evaluation results and selection of calls, in particular on topics prepared by the Association (including the calls in the framework of the Partnership ZEWT). In addition, the Implementation Review Group, monitors industrial research as well as research supported by national and/or regional schemes. The Implementation Review Group also monitors the progress and results of EU-funded projects in which Association members are participating in, and prepares success stories.

With regards to the monitoring of the projects in the framework of the Partnership, the information gathered by the Implementation Review Group will be essential for the monitoring and reporting of the Partnership.

The Implementation Review Group also establishes communication with successful consortia to ensure feedback on progress, and creates an administration of the data collected so as to form a permanent record on success and relevance of R&D projects in the waterborne area. In addition, members of the Implementation Review Group will participate in the advisory boards of EU-funded projects.

The Implementation Review Group reports to the Alignment Group and Public Affairs Group on the results of its monitoring. The Implementation Review Group is supported by the Secretariat.

The members of the Implementation Review Group consist of the Chairperson and approximately 5 members. The position of Chairperson or member of the Implementation Review Group concerns a voluntarily basis, therefore not-reimbursed. The Chairpersons and members have a renewable mandate of 2 years. The Chairperson and members of the Implementation Review Group will be appointed by the Board.

## 16. Industrial Research Advisory Groups (IRAGs)

*(elaborating on article 10 of the statutes, and decision General Assembly 2018)*

The Board has agreed to use the IRAGs as main discussion groups on technical RD&I matters, and that all members can be a member of an IRAG. Each member of the Association is expected to contribute actively to at least one IRAG.

At the moment, we have three IRAGs:

- Ships & Shipping;
- Blue Growth;
- Ports & Logistics.

The IRAGs shall be tasked to define the technical RD&I priorities of the waterborne sector in the areas for which they are competent (*a bottom-up approach*) and prepare the technological roadmap for these areas and priorities falling within the scope of their competence. In principle,

decisions are taken by consensus. In case of voting, decisions need a two-third majority of members present or represented.

The IRAG chairs and vice-chairs are appointed by the Board, for a renewable period of 2 years. The position of (vice-) chair is a voluntarily position, and not reimbursed. To ensure a proper balance within the governing bodies of the Association, the Board may solicit candidates independently from those that were proposed.

The members of the Association can participate in as many IRAGs or working groups as they deem necessary.

## 17. Representation

*(elaborating on article 9 of the statutes, and the decision of the General Assembly of January 2020)*

### a. Spokesperson For Association

According to the Statutes, only the Secretary General and the Chairman of the Board of Directors can legally represent the Association. For non-legally binding activities, it is not specified who can represent the Association. Therefore, the Board of Directors and the General Assembly decided to appoint the following representation:

- The Chairperson of the Board can delegate all Board members to represent the Association with regards to all its dealings in all relevant meetings;
- The Coordinator of the Alignment Group can represent the Association with regards to all technical RD&I matters in all relevant meetings;
- The Chairpersons of the IRAGs can represent the Association with regards to technical RD&I matters relevant for their IRAG in all relevant meetings;
- The Chairperson of the Delegates Group can represent the Association with regards to technical RD&I matters related to the Co-Programmed Partnership on Zero-Emission Waterborne Transport, as well as the development of the Partnership in a broader perspective, in all relevant meetings;
- Dedicated liaison officers, to be appointed by the Board, can represent the Association with regards to dedicated technical RD&I matters in dedicated meetings. ToR for liaison officers are given in [Appendix 1: ToR Liaison officers](#).

To maintain an overview of communications with external stakeholders, all spokespersons are required to Cc the Secretary General in their communications.

These appointments are personal, and not transferable to other employees of the same organization.

The representatives of the Association will adhere to the decisions of the General Assembly, the Board, the Code of Conduct, the By-laws and to the technical documents approved by the Association.

## 18. Delegates to the Partnership Board

*(decision General Assembly April 2021)*

The Delegates to the Partnership Board form the Delegates Group. The Delegates Group is thus the Waterborne part of the ZEWT Partnership board. The Partnership Board is the governing body of the Partnership and the official communication channel between the private side and the European Commission. Delegates are elected for a two year term. Delegates have to represent a Waterborne member with direct representation (not a member of a member). The position of Chairperson or member of the Delegates Group is on a voluntarily basis, therefore not-reimbursed. The Secretariat provides organisational support. The Chairperson and members have a renewable mandate of 2 years. The Chairpersons and members of the Delegates Group will be nominated by the General Assembly, and appointed by the European Commission Services.

### a. Composition

The Delegates Group will have 15 seats. To safeguard a geographical balance, maximal three (3) Delegates can be from the same country. The nationality of the Delegates is to be understood as the nationality of the legal entities they are representing, and not their individual nationality. EU is considered a nationality for Association members representing the European interest of a certain category.

For the different categories within the Association, a fixed number of seats are available in the Delegates Group:

- Shipyards 2
- Equipments 1
- Shipowner 1
- Classification Society 1
- Ports 1
- Association, academia 3
- Research 1

Furthermore, 5 open seats are available, of which at least 3 are for members in the category industry, and 2 are for members in the categories research, academia or associations.

It is understood that of the 2 seats for shipyards, 1 is for a large new-building yard and the other for a smaller yard or a repair yard.

The Delegates Group elects its own Chairperson who also acts as co-chair of the ZEWT Partnership board. Membership of the Delegates Group is an exclusive position, implying that he/she cannot have a formal role in another group in the Association, except membership of (an) IRAG(s). It is preferred that the Chairperson represents an Industrial Member.

The MoU with the Commission on the ZEWT Partnership requires that the Delegates Group observes an adequate balance on gender, geography and SMEs.

The Delegates group can invite the Association's Chairperson and the Coordinator of the Alignment Group to be present in their meetings (without voting rights).

## b. Nomination

Each Member of the Association has the right to present one - and only one - candidate. In case that an association, which is a Member of Waterborne, has among its own members one or more legal entities that are also Members of Waterborne, the Association has the right to present one candidate on its own behalf.

Each candidate should apply by providing:

- the CV of the person representing the Member;
- the motivation for the candidature, and
- the definition of the level of commitment to the Partnership.

The commitment refers to the commitment of the member to the objectives of the Partnership, as well as a commitment in time regarding the position as a member of the Partnership Board. It does not directly link to the commitment of in-kind additional activities, as defined in the SRIA and MoU.

The candidate should have relevant experience and should be capable of providing policy advice.

## c. Election procedure

The Delegates are elected through the procedure as elaborated in [Appendix 2](#).

## d. Replacing after resignation

In case an elected Delegate leaves the legal entity that is Member of Waterborne, he/she is deemed to have resigned from the Partnership Board.

In case that an elected Delegate is leaving before his/her term expires:

- If he/she was elected for a dedicated seat a new election with the same procedure will take place;
- If he/she was elected for an open seat the first of non-elected in the list of round 3 will take his/her position;

- In any case the fairness clauses will not be applied when replacing the resigning delegate<sup>1</sup>;
- The replacing Delegate will remain in office for the remaining part of the term, only.

### e. Mandate

The Mandate of the Delegates Group is to discuss and agree on all topics that are put on the agenda of the Partnership Board by the European Commission. These topics will include:

- Approval of the update of the Strategic Research Agenda;
- Approval of the call topics for Horizon Europe calls;
- Approval of the funding rates per call topic;
- Reporting on the fixed elements of the annual and biennial monitoring reports of the Partnership.

The Delegates are not mandated to:

- Put additional topics on the agenda of the Partnership Board outside the scope of the mandated list;
- Discuss with the European Commission on other topics than research, innovation, demonstration and uptake of RD&I results;
- Discuss with the European Commission on research, innovation & demonstration outside of the scope as laid down in the Partnership proposal document;
- Put forward call topics that have not been discussed and agreed within the scope of the Waterborne IRAGs and Alignment Group.

Mandates for such items should be given by the Board of Directors on a case-per-case basis. The Partnership Board adopted “Rules of Procedure”, which are attached in Appendix 4, which further lay down the specificities of the Partnership Board.

### f. Conflict resolution

In case of any conflicts arising between members of the Delegates Group, the Dispute Settlement in Article 21 applies.

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<sup>1</sup> It should be noted, that the European Commission Services, as indicated in the MoU, expect an adequate gender balance, geographical coverage and representation of SMEs in the Partnership Board

## 19. Member States Reference Group

In order to inform EU Member States regarding priorities and topics for collaborative research, and to receive guidance, a Member States Reference Group can be set-up. The members of this group are the observers from EU Member States and Associated Countries, and the group is headed by a Chair. The Chair is appointed by the Board, for a renewable period of 2 years. The position of Chair is a voluntarily position, and not reimbursed. This is a different group than the States Representative Group in the framework of the cPP ZEWT, although synergies can be established by organising meetings back-to-back.

## 20. Code of Conduct

*(decision General Assembly February 2021)*

The Association has adopted a Code of Conduct. The Code of Conduct applies to all meetings and all members. The Code of Conduct is included in [Appendix 3](#), and new members should declare adherence to the Code of Conduct.

## 21. Dispute settlement

In case of internal disputes between members, the member(s) concerned are requested to notify the Secretary General of the dispute. Following the notification, the Secretary General will investigate the causes of the dispute and will bring the parties involved together for a first exchange of views. This exchange of views will be facilitated by a Board member acting as moderator.

In cases of dispute regarding the Secretariat the concerned party is to notify the Chairperson in writing. The Chairperson together with another board member conducts the review.

## 22. Liabilities of Board Members and Members of the Association

*(decision General Assembly January 2020, and Board meetings 2020)*

According the Belgian law for the VZW (not for profit association):

- Members of the association cannot be held liable for the dealings of the Association;
- Representatives of the Association, such as the Liaison Officers, can also not be held liable for their personal dealings within the Association, as long as they remain within their terms of reference;
- Board members and the Secretary General can be held liable for the dealings of the Association, until the General Assembly has approved their work and the finances of the Association (discharge of the Secretary General and Board of Directors). This is why this item is always specifically on the agenda of the General Assembly.

The Board of Directors has concluded a liability insurance.

All board members will have to sign an understanding of the Association's Code of Conduct for the period of their mandate, including the applicable regulations regarding integrity, compliance, confidentiality and competition.

## **23. Financial Matters**

*(updated during Board meeting December 2021)*

### **a. Mandate**

The Board has decided to mandate the Secretary General for expenses as foreseen in the approved plan and budget. Any contract with an amount higher than € 25.000 will have to be approved by the Board of Directors (in writing or during a board meeting).

### **b. Audit & Financial Report**

The auditing of the financial affairs, and drafting a financial report is subcontracted to an external auditor. Therefore, the Association did not establish the role of internal auditor or treasurer.

## **24. Support Letters**

*(decision Board October 2019)*

A letter of support for a project proposal in the framework of Horizon 2020 or Horizon Europe will be granted, if a member of the Association is involved in the consortium. A member of the Implementation Review Group will be nominated to participate in an advisory group in case a project is granted, based on the conditions that the travelling and subsistence costs will be reimbursed by the project.

## **25. Graphical Identity**

*(decision Board January 2019)*

The Association has developed a graphical identity (in short, brand) for communication purposes, both for the Waterborne TP as well as for the cPP on Zero-Emission Waterborne Transport. This brand should be used in all communications, being on social media, on the website, in presentations, or in writing.

## **26. Approval of documents and texts**

*(decisions Board 2018 and 2019)*

In case a quick approval for short term information like press releases, news items, etc. is needed, the Chairperson, in cooperation with the Secretary General, and the Public Affairs Group will be contacted. For technical documents, the approval should be done by the Coordinator, in cooperation with the relevant IRAGs.

Any form of communication or cooperation with or towards any countries outside Europe, as defined in Article 4, should be agreed upon by the Board of Directors before officially concluded.

## Appendix 1: ToR Liaison officers

### Goal

*Creating synergy and warn about any unnecessary duplication between the Association and any other relevant EU program or partnership*

### Position and Appointment

- Is appointed by the Board of Directors, based on proposals by IRAGs and or the Alignment Group, and reports to the Association's Board of Directors or the Alignment group (to be decided by the Board of Directors), with a renewable mandate for two years. The position is on a voluntary basis, and thereby not reimbursed. The list of liaison officers is communicated to all members on a regular basis;
- Closely interacts with the Alignment group of the Association and keeps the Secretary-General informed on his/her activities.

### Tasks and responsibilities

- Mapping and determining interaction and potential synergies of the Association with other EU programmes or partnerships
  - Receiving information (strategic agenda's relevant outcomes etc), disseminating information by the Association, attracting (project) partners as required by the Association and which are likely to be found in other partnerships and generating leads for partner roles in activities/calls of other partnerships
- Acting as a point of contact for other EU programmes and partnerships
- Representing the Association's interests and positions in these other EU programs and partnerships, in close contact with the Coordinator and the Secretary-General.
- Validating these positions with the Alignment Group of the Association

### Profile

- If possible both a member of the Association as well as the TP or cPP the liaison is to be established with.
- Sufficient knowledge and familiarity with plans, activities and results of those parts of the Association and the TP/PPP to interact with, insofar these are relevant
- Familiarity with EC and MS policies insofar these are relevant
- The ability to assess the relevance and impact of potential interaction with other TP, cPPs or JUs.
- The ability to interface with the relevant staff in any other relevant EU program or partnership.

## Appendix 2: Election procedure for the Delegates to the Partnership Board

### Preamble by the Waterborne Board

On the following pages, you will find the proposed procedure to elect members to the Partnership Board (the delegates) as proposed by working group 2 to the Board of Waterborne. This proposal was discussed in a Board meeting together with the Chairman of Working group 2.

Following these discussion the following observations were deemed important:

- The Board thanks working group 2 and its members for all the time dedicated to the discussions, in this case regarding the procedure to elect members to the Partnership Board;
- The Board noted that the proposal received indicates a way forward regarding the first election round;
- The term “industry” as included in the proposed election procedure, is not defined, also not in the composition of the delegates (Annex 5b). The documents suggest a definition that is most probably not in line with the definition used in the Articles of Association. The Articles of Association include two types of membership, notably “industry” and “association”. The current proposal contains a different classification: research, academia and associations are separately clustered into “non-industry”. (see also Annex 5a and 5b);
- The definition of “commitment to the Partnership” is not clear from the document. The proposal states that candidates have to indicate their level of commitment to the Partnership. It was clarified, that the commitment refers to the commitment of the organisation involved to the *objectives* of the Partnership, as well as a commitment in *time* regarding the position as member of the Partnership Board. It does not directly link to the commitment in in-kind additional activities, as defined in the SRIA and MoU;
- Another item regarding possible candidates to the Partnership Board, is the fact that the European Commission expects *senior* representatives of the waterborne transport sector. Although the Board understand that *senior* might have different definitions within different organisation, the Board considers it relevant to include this term in the call for applicants. The Partnership is a joint initiative of both the European Commission and the Waterborne Technology Platform, and therefore expectations from the side of the European Commission should be accounted for as far as possible;
- Regarding the gender balance, it should be noted that the Commission has indicated a target of 30%, which would mean 4 to 5 seats for the lesser represented gender. The Board acknowledges that this will be difficult to reach given the current gender (un)balance in our sector. The members are encouraged to strive for more than 2 seats for the lesser represented gender.

- Regarding a proper representation of SMEs in the Partnership Board, the Board is concerned that the number of SMEs applying for a position in the Partnership Board may not be sufficient to meet the Commission's requirement (which has not been quantified);
- In order to be able to organise the elections for members to the Partnership Board timely, the Board proposes the following:
  - o *For the first election*
    - o To launch a call for candidates shortly after the General Assembly of 14 April 2021;
    - o To adopt the categorisation although deviating from the definitions in the Articles of Association;
    - o To mandate the Secretary-General to foster, stimulate and facilitate additional candidatures to ensure a wide representation, gender balance, etc.;
    - o To organise round 1 and round 2 as proposed below, however outside of and prior to the General Assembly to circumvent violation of the Articles of Association. Dedicated meetings will be organised by the Board and elections will be supervised by that same Board;
    - o To organise round 3 and the final adoption of the list of delegates to the Partnership Board in an additional General Assembly, scheduled for 4 June 2021.
  - o *For future elections*
    - o To study the changes needed to the Articles of Association to officially adopt the proposal for the election procedure;
    - o Changes required to the Articles of Association will be announced officially at a later stage;
    - o To adopt the proposal for the election procedure of delegates to the Partnership board once the Articles of Association have been updated.

## Ng group 2 prepare Waterborne TP

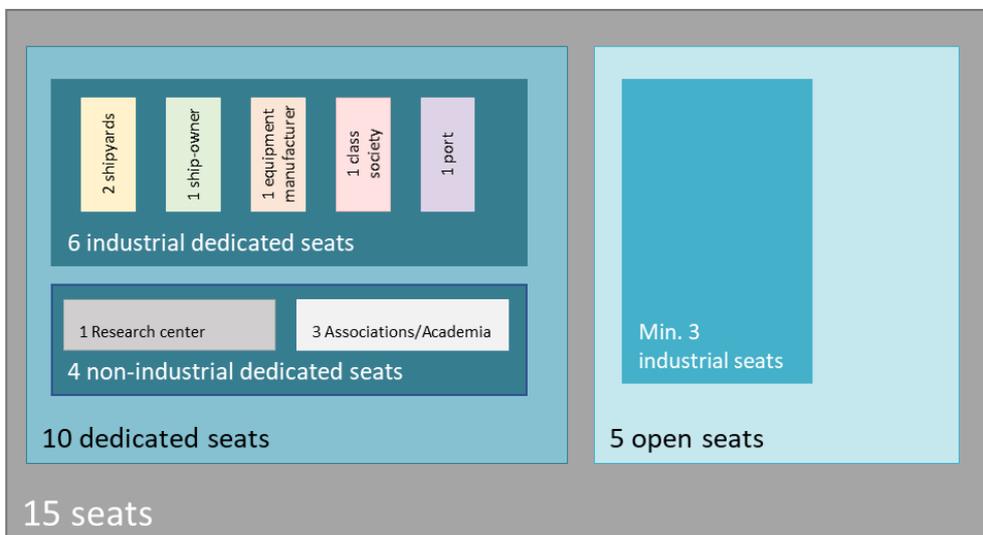
Proposal for the election procedure of the Delegates to the Partnership Board

### General rules

#### Number of Seats

- 15 seats, as a maximum of which:
  - 10 reserved seats, of which
    - 6 for industry
    - 4 for non-industry
  - 5 non reserved seats, of which:
    - 3 for industry
    - 2 open

Figure 1 – Distribution of seats



N.B. Industrial and non-industrial dedicated seats correspond to the total number of seats dedicated to “reserved categories”.

- Final constraints:
  - min 9 seats for industry (in case of sufficient candidates) AND
  - min 50% seats from industry (in any case)

### Candidatures

Each legal entity being a Member of Waterborne has the right to present one - and only one - candidate. In case that an Association, which is Member of Waterborne, has among its own members one or more legal entities that are also Members of Waterborne, the Association has, in any case, the right to present one candidate.

Each candidate should apply by providing:

- the CV of the person representing the Member organization,
- the motivation for the candidature, and
- the definition of the level of commitment to the Partnership.

The call for candidatures closes [4] weeks before the day of the elections, at the latest. A first list is circulated among all WAT members; the list may be updated.

### Nationality-cap

The nationality-cap corresponds to the limit of maximum:

- 3 elected delegates holding the same nationality, of which:
  - a max. of 2 in round 1;
  - a max. of 1 in round 2.

The nationality of the delegates is to be intended as the one of the legal entity they are representing, and not their individual nationality.

In specific and special cases described in the procedure, a derogation from the nationality-cap may be granted.

### Pre-election procedures

Once the candidatures and the corresponding documentation are available, the Secretariat does a final check in order to verify that candidates are eligible, meaning that:

- they represent a legal entity being a Member of Waterborne;
- there is no more than one candidate representing the same legal entity.

In addition, the Secretariat verifies that:

- there is at least one candidate for each reserved category. If not, the Secretariat fosters and facilitates other candidatures for the vacant reserved categories.
- there is a sufficient variety of candidates in terms of distribution of the nationalities.

The Secretariat may also take action to foster and facilitate any other candidature to ensure a wider representation.

The final list of candidates closes [2] weeks before the day of the election. The final list is circulated to all WAT members at least [14] days before the election.

### Procedures for replacing resigning Delegates

Once the Partnership Board will become operational, in case that an elected *Delegate* leaves the legal entity that is Member of Waterborne, he/she is deemed to have resigned from the Partnership Board.

In case that an elected Delegate is leaving before his/her term expires:

- If he/she was elected for a dedicated seat (round 1 or 2) a new election with the same procedure will take place
  - If he/she was elected for an open seat (round 3) the first of non-elected in the list of round 3 will take his/her position.
  - In any case the fairness clauses will not be applied when replacing the resigning delegate.
  - The replacing Delegates will remain at office for the remaining part of the term, only.
- 

### Rules for the ballots

If at any time during the election, a ballot is needed, the following procedure applies.

- A ballot vote is done and those with more votes are elected according to the number of seats to assign.
  - In case of another tie, there will be an **assessment** based on following criteria taking into consideration the delegates already elected:
    - nationality (if applicable)
    - gender to ensure a balanced composition of the Delegates Group (if applicable);
    - SMEs (if applicable)
    - geographical distribution (i.e. north vs. south, east vs. west)
  - After the assessment the one(those) from the least represented group of criteria is(are) elected by acclamation.
  - In case the tie persist or no agreement is reached, the **Chairman will choose**, based on the evaluation of the documentation received at the time the candidature was submitted.
- 

### Election procedure

The election may be organized in 3 separate rounds.

<b>1st ROUND: vote on industry reserved seats</b>
---

In this round:

- VOTING: industry members only
- SYSTEM: abstention is possible
- VOTED: industry candidates for the reserved seats
- NATIONALITY-CAP: maximum 2 elected candidates in round 1 holding the same nationality, except for derogations foreseen at point 3) below.

In this round we refer to the following “reserved categories”: i) Shipyards, ii) Equipment manufacturers, iii) Shipowners, iv) Classification Societies, v) Ports.

Based on the number of industrial reserved seats (s. “General rules”), each industrial member will have the right to vote for up to 6 candidates. The distribution of votes must respect the distribution of reserved seats among the reserved category. Therefore each voter:

- will express a number of preference for each category not exceeding the number of corresponding dedicated seats;
- in case there are no candidates in one or more reserved category the number of votes that are allowed must be equal to the number of industrial reserved seats which can actually be allocated.

### Counting of votes and election of delegates

After the voting, **the list** of candidates is sorted according to the number of votes received.

1) **Those with more votes in the single reserved category are elected**, provided that the constraints on the number of elected with the same nationality is complied with. If not, procedure at item 3 will be done, after procedure at item 2, if needed.

2) **Case of a tie**

In case there’s a tie for the same reserved seat:

- **Ballot** (following Rules for Ballot\*) – Industrial members vote only.

3) **Case of non-compliance with specific constraints** (e.g. number of elected with the same nationality)

In case more than 2 candidates hold the same nationality and are also the more voted candidates within their category:

- Those candidates for which:
  - either there isn’t any non-elected candidate within the same category
  - or all other non-elected candidates in the same category are from the same nationality of the elected one.

are confirmed and elected;

The others are undergoing a ballot.

- In the case for all candidates there are no alternative candidates of another nationality within the same category, they are all elected and the nationality-cap is in this case **derogated**.

In the case this procedure is not assigning some of the seats, the non-assigned seats will remain empty in this round and an additional seat is granted among the **open industry seats**.

<b>2nd ROUND: non-industry reserved seats</b>
---

In this round:

- VOTING: non-industry members only
- SYSTEM: abstention is possible
- VOTED: non-industry candidates for the reserved seats
- NATIONALITY-CAP: maximum 1 elected candidate per nationality, except for derogations foreseen at point 3) below.

In this round we refer to the following “reserved categories”: i) Associations and Academia, ii) Research.

Based on the number of non-industrial reserved seats (s. “General rules”), each non-industrial member will have the right to vote for up to 4 candidates. The distribution of votes must respect the distribution of reserved seats among the reserved category. Therefore,

- will express a number of preference for each category not exceeding the number of corresponding dedicated seats;
- in case there are no candidates in one or more reserved category the number of votes that are allowed must be equal to the number of non-industrial reserved seats which can actually be allocated. As Associations and Academia fall under the same reserved category, in case there are no candidates from one of these categories, the number of votes that can be allocated will not change.

### Counting of votes and election of delegates

After the voting, **the list** of candidates is sorted according to the number of votes received.

1) **Those with more votes in the single reserved category are elected**, provided that the constraints on the number of elected with the same nationality is complied with. If not, procedure at item 3 will be done, after procedure at item 2, if needed.

2) **Case of a tie**

In case there’s a tie for the same reserved seat:

- **Ballot** (following Rules for Ballot\*) - non-industrial members vote only.

3) **Case of non-compliance with specific constraints** (e.g. number of elected with the same nationality)

In case that more candidates from the same nationality are also the more voted candidates within their category:

- The one having received more votes is elected;
- The other(s) will leave the seat to next candidates following in the list, provided they are from other nationalities of those already elected in round 2.
- In case for all candidates there are no alternative candidates of another nationality within the same category, the seats are assigned derogating the nationality-cap giving priority to the candidates having received more votes.

In the case this procedure is not assigning some of the seats, the non-assigned seats will remain empty in this round and an additional seat is granted **among the open seats**.

<b>3rd ROUND: Open seats</b>
------------------------------

In this step:

- VOTING: all members
- SYSTEM: abstention is possible
- VOTED: all candidates
- NATIONALITY-CAP: maximum 3 elected candidates (including candidates elected in round 1 and 2) holding the same nationality, except for foreseen derogations as stated in “Final check” below.

Before the voting procedure, no candidate will be excluded based on the rule of the nationality-cap.

Before the vote **the number of available seats is calculated** (i.e. including seats left from rounds 1 or 2) in such a way that the number of non-industrial seats may never exceed the number of industrial seats. Based on the results of the above-mentioned calculation, each Member – industrial and non-industrial – will have the possibility to express the same number of preferences.

**A gender + SMEs fairness clause will apply:**

- at least [2] seats should be covered by the less represented gender;
- at least [1] seat should be covered by SMEs

In case the representative from SME is also from the less represented gender, he/she will qualify for the counting of both categories of fairness clause.

After the voting, **the list** of candidates is sorted according to the number of votes received.

**Step 1 - Gender + SMEs fairness clause**

If less than [2] representatives of the less represented gender, and/or **no** SME, were elected in rounds 1 and 2, the first representative(s) from less represented gender and/or SMEs are chosen according to the number of votes received so that the minimum share for gender and SMEs is reached.

The nationality-cap will apply, unless there are no other eligible candidates from other nationalities and the nationality-cap is in this case only derogated.

In case of a **tie → ballot** (following Rules for Ballot\*)

If there are no sufficient candidates to fulfill this clause, the non-assigned seats are assigned in the step 2 of this procedure.

### Step 2 - Counting of votes and election of delegates

After the application of the gender and SMEs fairness clause was applied, the other open seats are assigned.

1) **Those candidates with more votes are elected**, provided that an empty seat is available whilst complying with the following constraints:

- the minimum number of seats for industry;
- the minimum % of industry seats;
- the nationality-cap;

The entire list is scrolled to ensure that the maximum number of delegates, complying with these constraints, are elected.

2) **Case of a tie**

In case there's a tie to assign a seat a **ballot** (following Rules for Ballot\*) will be held.

### **Final check**

In the case that less than 15 Delegates have been elected so far, the nationality-cap is derogated and additional candidates become elected from the same list, following the final constraints as illustrated in the "General Rules":

- the minimum number of seats for industry;
- the minimum % of industry seats;

The entire list is scrolled to ensure that the maximum number of delegates, complying with constraints, are elected.

**Case of a tie → ballot** (following Rules for Ballot\*)

## Appendix 3: Code of Conduct

Code of Conduct

### **Message from the Board of Directors**

#### **Why do we need a code of conduct?**

WATERBORNE has been set up as an industry-oriented Technology Platform to establish a continuous dialogue between all waterborne stakeholders, such as classification societies, shipbuilders, shipowners, maritime equipment manufacturers, infrastructure and service providers, universities or research institutes, and with the EU Institutions, including Member States. Waterborne has become a well-known organisation to facilitate discussions regarding RD&I for and by the European waterborne sector as well as to develop common R&D visions and Strategic Research and Innovation Agendas (SRIAs).

Our status has been built on quality of work and integrity, both being a prerequisite for working with a large number of stakeholders. The Code of Conduct has been developed considering the requirements of these stakeholders, while also considering the economic, social and environmental challenges that impact our work.

The Code of Conduct defines how we conduct ourselves at the Waterborne Technology Platform (WTP). It defines how we function as an organization, and how (contracted) employees, members of the Board of Directors, members and partners of the WTP interact with public entities, colleagues, suppliers and other stakeholders. It outlines the fact that we are bound to the Code of Conduct even if it means losing an important project or contract. The Code of Conduct is more than an acknowledgment of the rules. It reflects a personal commitment to take responsibility for our actions and to always work with integrity.

All (contracted) employees, members of the Board of Directors, members and partners of the WTP, and those acting on behalf of WTP, shall follow this Code of Conduct. The future success and results of WTP depend on its reputation as a trusted and reliable partner. If anyone sees inconsistencies with our code, they are empowered to report misconduct.

Henk Prins

Christophe Tytgat

Hermann-Josef Mammes

Marco Schembri

Wilfried Lemmens

Nik Delmeire

Peilin Zhou

Paolo Guglia

Laurent Courregelongue

Brussels, 14 April 2021

## Summary

**Applicability.** The WTP Code of Conduct applies to WTP (contracted) employees, Members of the Board of Directors, members and partners that act on behalf and within WTP. This applies also to all meetings of WTP.

**Responsibilities.** All WTP (contracted) employees, members of the Board of Directors, members and partners shall read, understand and comply with WTP Code of Conduct. They shall ask for help when they are not sure if any activity is compliant with the code of conduct. They shall understand they are obliged to report any of such activity. WTP board of directors and the WTP Secretariat shall ensure the implementation of the Code of Conduct among the (contracted) employees, Board of Directors, members and partners.

**Reporting a misconduct.** All WTP (contracted) employees, members of the Board of Directors, members and partners are required to report any suspected or observed activity that is not compliant with the Code of Conduct or if they are asked to do something that might be a violation of the Code of Conduct. Reports shall be made to a dedicated team of compliance officers. This team will be appointed by the General Assembly.

## Waterborne Technology Platform Code of conduct

### **Our (contracted) employees, members of the Board of directors, members and partners**

WTP combines people from different countries, nationalities and cultures. We treat each other with respect and dignity and behave accordingly when interacting with one another. We encourage good manners, polite approach and privacy and do not tolerate any kind of discrimination, bullying or harassment. This applies to our (contracted) employees, members of the Board of Directors, members and partners as WTP is judged by outsiders according to the way they are treated and because – as a Belgian based non-profit making association – there are obligations to respect Belgian law on these matters. Clear and regular communications, diversity, equality of opportunity and upholding health and safety are essential to foster a work environment in which everyone will feel welcome and comfortable.

### **Our way of working**

We work with each other in a polite, reliable and consistent manner to build a long term relationship that is the crucial foundation for future success. This applies to our (contracted) employees, members of the Board of Directors, members and partners. **We take responsibility of the way we:**

- **help each other and our members to succeed** by adding value through our performance and services. We build trust by being transparent and honest. We do not act in a manner that unfairly favors or benefits one partner or stakeholder over another;
- **work with each other in a fair and polite manner** where the same standards apply to everyone. We do not pursue things that create conflict of interest of any kind. We apply transparent job recruitment processes to select the most suitable employees. We use transparent public tendering processes to choose most suitable consultants and agencies to help us in our work. Commissions or fees paid to consultants or

agents must be reasonable in relation to the services provided. In addition, WTP applies the Chatham House Rule to all its meetings;

- **safeguard WTP assets**, equipment, confidential information, information systems, and intellectual property must be handled with care to avoid loss, theft or damage. Information sharing or information systems must be used in a manner that does not violate the rights or interests of WTP (contracted) employees, members of the Board of Directors, members, partners or any other stakeholder. We avoid or manage conflicts of interest and take the necessary actions;
- **interact with stakeholders like the European Commission Services, Member States, media, NGOs, other institutes and organizations.** WTP (contracted) employees, members of the Board of Directors, members and partners know and comply laws and regulations and must not contact these stakeholders unless it is within their mandate. Influencing their objective decision making is forbidden. WTP has nominated people to work on stakeholder relations. Gifts and complimentary acts of courtesy or hospitality in favor of representatives of public institutions and any other stakeholder may only be permitted when these prove to be of reasonable value and, as such, do not compromise the integrity or reputation of one of the parties concerned and could not be interpreted by an impartial observer as aimed at securing advantages in an improper form. In any case, this type of expense must be authorized at an adequate level, properly documented and comply with the Code of Conduct applicable in the organization of the recipient;
- **fulfill social responsibility** in complying with all laws designed to protect environment, safety and health and promoting a sustainable approach in daily work. Corporate Social Responsibility implies that WTP treats all stakeholders in a socially responsible manner. If issues of legal compliance arise, WTP will act responsibly and abide by the final decisions rendered by the courts;
- **communicate to public** openly and in an organized manner. WTP has mandated dedicated persons responsible for communication and this mandate should be respected in all forms of communication;
- **report activities and issues that are not compliant with the Code of Conduct.** In case of indication that non-compliant activities may be undertaken, all (contracted) employees, members of the Board of Directors, partners and members have the responsibility to report this activity to the compliance officers;
- **Perform our accounting** based on comprehensive and precise information, attestable and consistent with the organizational structure. If deemed necessary, a regular check of the accounting can be conducted on request of the members.

### **Acting in accordance with relevant legislation**

For WTP employees, (contracted) employees, members of the Board of Directors, members, partners and other stakeholders, adherence to the law is a matter of course and an integral part of their activities. What matters the most, when it comes to compliance, is the adherence to competition law and all other relevant laws. WTP services include providing a platform, advice and project coordination for companies that also may be competitors. WTP, among other things, draws up and represents matters of common interest. These activities and the provision of services for its membership must be in line with the rules that ensure undistorted competition.

Violation of any applicable law may be subject to severe consequences and adversely affect, members of the Board of Directors, (contracted) employees, members and partners. Various decisions of the European Commission resulted in the levying of substantial fines on companies and associations, with sometimes devastating economic impact. Anti-trust authorities are also getting more and more critical when it comes to co-operation between competitors – inside or outside of associations. WTP (contracted) employees, members of the Board of Directors, members and partners and any other stakeholder must keep this in mind.

#### **Penalties for violation**

Each WTP (contracted) employee, member of the Board of Directors, and any other WTP member or partner is responsible for fully complying with the applicable laws, this Code of Conduct and WTP policies. WTP applies zero tolerance and will take disciplinary action, up to and including termination of employment or membership, against employees or members who violate the law, this Code of Conduct or WTP policies.

#### **Contact us**

##### **WATERBORNE TP**

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+32 2 230 2791  
[info@waterborne.eu](mailto:info@waterborne.eu)

## Appendix 4: Rules of Procedure Partnership Board adopted on 07 September 2021

### Rules of Procedure for the Partnership Board of the Co-programmed European Partnership *Zero-Emission Waterborne Transport*

#### Introductory remarks

The Memorandum of Understanding of the Co-programmed European *Partnership Zero-Emission Waterborne Transport* mentions that the Parties should establish a Partnership Board as the main mechanism for dialogue and steering to reach the objectives set out in the Memorandum. It also mentions that the Partnership Board lays down Rules for Procedure, based on a harmonised proposal provided by the Commission, covering inter alia rules on confidentiality, transparency and avoidance of conflicts of interest.

#### Section 1 – Members of the Partnership Board and their nomination

**The Association** which signed the Memorandum of Understanding, and which represents the Partners other than the Union, **nominates its/their Partnership Board Members**, selected among its/their constituent entities. These Members (who are physical persons) are **endorsed by the Commission lead service** in charge of the European Partnership, in this case DG RTD, Unit C3 Low Emission Future Industries. The Commission lead service ensures that the Members nominated by the Association **reflect the composition of the Association's constituent entities**, including an adequate representation of SMEs, an adequate geographical coverage as well as an adequate gender balance.

The Association nominates its Members **on a rotating basis**, where half of the Members and their associated organisations are rotated after two years. A member and their associated organisation that has already served within the Partnership Board for four years may not be re-nominated by the association.

The Members from the Partners other than the Union will consist of **up to 20 representatives** from key industries and stakeholders, including SMEs, industrial groupings, research centres and universities (and public authorities, civil society and other stakeholders, if relevant).

The Members from the Partners other than the Union **are expected to provide input and advice** in their relevant fields of expertise to the best of their ability and in the best interest of the European Union research and innovation landscape.

The European Commission lead service(s) in charge of the European Partnership **nominates the European Commission's Partnership Board Members**. These Members will consist of **up to 3 representatives and up to 9 additional substitute Members**.

If the position of a representative **falls vacant**, the respective Partner will nominate a new representative and notify the Partnership Board about this.

## **Section 2 – Meetings of the Partnership Board**

The **meetings are co-chaired** by an official from the European Commission lead service in charge of the European Partnership and by a representative of one of the Members from the Partners other than the Union.

In addition, the chairperson[s] of the Advisory Committee and/or States Representatives Group may participate in the Partnership Board as **observers**.

In addition, the Partnership Board **may agree to invite, or nominate as observers** to its meetings representatives of other European Partnerships, civil society organisations, standardisation bodies, certification bodies, regulators, public procurers as well as experts in the area of the European Partnership, Waterborne TP advisory group chairs etc. The Partnership Board may decide to examine specific items of the agenda without the presence of observers, due to the confidentiality of such specific items.

**Meetings are convened in writing by the co-chairs**, no later than 10 working days before the meeting. The meeting notice will be sent to each Board Member and observer chosen for the meeting. It will be accompanied by the provisional agenda and the relevant documents for decision-making.

The Partnership Board may meet physically or virtually. This will be communicated by the Board, for each meeting.

There will be **at least one meeting** of the Partnership Board **per year**.

The Partnership Board may operate with a **variable geometry** of Member representation according to specific needs of particular meetings, but it must always ensure an adequate degree of continuity and level of representation.

The Secretariat of the Waterborne Technology Platform will act as **secretariat** and will draft the agenda and the minutes of the meetings.

The **draft agenda is adopted** at the beginning of each meeting.

The **draft minutes** will be sent to the Board Members within 10 working days after the meeting, and comments will be accepted if received within 10 working days from the dispatch of the draft minutes. The minutes **will be adopted** at the following meeting. The minutes will contain the agenda, a summary of the discussions, the decisions taken, a listing of the items for information, the follow-up actions and the conclusions, as well as a list of attendance.

The Members from the Partners other than the Union **will not be reimbursed** from European Commission funds for attendance and participation at meetings, nor for any travel and subsistence expenses incurred, or for any work associated with fulfilling their tasks.

### **Section 3 – Tasks of the Partnership Board**

The Partnership Board is the **main forum for dialogue and steering** by the Partners, with the ultimate purpose of reaching the objectives of the European Partnership defined in the MoU and the Strategic Research and Innovation Agenda (SRIA). **The Partnership Board ensures that the annual planning of activities from both sides steers towards the high-level objectives**, including through regular monitoring and assessment.

Only the Partnership Board is responsible for **taking decisions** for the European Partnership. This includes the **approval of results and proposals from the high-level meetings** on strategic issues foreseen in the Memorandum of Understanding.

**Decisions will be taken by consensus<sup>2</sup>** among the Board members present at a meeting. They will be documented in the minutes.

If this appears not possible and in exceptional circumstances, the co-chairs may decide to organise a vote. The decision is adopted by simple majority of the members, one vote per member. The members that have voted against or abstained will have the right to have a document summarising the reasons for their position annexed to the opinions, recommendations or reports.

The Members from the Partners other than the Union **give input and advice on annual research and innovation priorities and the definition of call topics** in a timely manner to enable the European Commission to prepare, draft and adopt the periodic Work Programmes. This may include presentations to the relevant Programme Committee configurations by a representative of the Members from the Partners other than the Union.

The inputs and advice to the European Commission are the result of discussions within the Partnership Board and **appropriate consultation processes implemented by the Partnership Board and the Partners other than the Union**. As the Partnership Board is expected to promote the public interest, these consultations are in particular intended to ensure an appropriate involvement of the Partnership's advisory bodies, as well as transparent and accessible processes for engaging the members of the Waterborne Technology Platform, as well as other stakeholders if necessary.

The **Members from the Partners other than the Union** are also responsible for preparing, in agreement with the European Commission, any necessary **updates of the SRIA**, which is the basis for developing the co-operation. The SRIA development process should ensure an extensive stakeholder consultation, including the involvement of Member States as appropriate.

**The Partnership Board prepares and endorses the European Partnership's annual Additional Activities Plan**. This task includes requesting proposals for Additional Activities from the Partners other than the Union, assessing whether the proposals meet the criteria for Additional Activities as defined in the Memorandum of Understanding and the extent to which the proposals would contribute to the achievement of the European Partnership's

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<sup>2</sup> When a decision is taken by consensus, no formal vote is taken. A consensus is understood as the absence of objection rather than a particular majority.

objectives, as well as conducting discussions on the proposals and on whether the overall financial amount of proposed Additional Activities yields a sufficient level of contributions from the Partners other than the Union. The annual Additional Activities Plan is endorsed by 31 December of the year preceding the year for which the plan is made.

**The Partnership Board monitors, throughout the life of the European Partnership, the Partners' fulfilment of commitments and agreed contributions.** This task includes monitoring that the contributions agreed are provided in full, and on time.

If the contribution by the Partners other than the Union is significantly lower than the overall estimation agreed in the Annual Additional Activities Plan, the Partnership Board may make recommendations to the Partners other than the Union on adjustment measures.

If the action taken by the Partners other than the Union is not sufficient to reach the contribution originally agreed, the Partnership Board may recommend the European Commission to adjust its own contribution to match the contribution *de facto* made by the Partners other than the Union.

**The Partnership Board oversees the Partners' establishment of an effective monitoring and reporting system** that allows the European Partnership as well as the European Commission to track progress over time towards the stated objectives and impacts and to provide implementation and management data.

**The Partnership Board takes action to ensure that the Memorandum of Understanding's requirement for continuous monitoring and periodic reporting by the Partners is respected.** This includes the requirement for a simplified reporting every one year and a full reporting every second year to the European Commission, as defined in the Memorandum. The monitoring and reporting will be done on the basis of evidence provided by Partners, respecting confidentiality of information and avoiding anti-competitive behaviour. The scope of monitoring and reporting is defined partly in the Memorandum and partly in the SRIA.

**The Partnership Board also ensures that upon request, the Partners other than the Union provide the European Commission with additional necessary information** for the assessment of the achievements of the European Partnership in the context of the overall Horizon Europe evaluation, respecting confidentiality of information, and in the context of the Strategic Coordinating Process for European Partnerships (e.g. input to the biennial monitoring of the European Partnerships).

**The Partnership Board monitors that the European Partnership's activities and results are communicated and disseminated broadly and through various channels**, in order to ensure that any necessary information in the area of the European Partnership is available to all possible stakeholders, all along its duration. This task includes ensuring that the EU support to the European Partnership is visible.

The Partnership Board convenes the meetings of the Advisory Committee and of the States Representatives Group.

#### **Section 4 – Transparency, confidentiality and avoidance of conflicts of interest**

**The Members from the Partners other than the Union undertake to put in place an open and transparent process for consulting their constituent entities and other relevant stakeholders** on the identification of the priorities of the European Partnership and the design of its activities, as discussed in the Partnership Board. This should result in an appropriate involvement of all relevant stakeholders.

The Members from the Partners other than the Union **may not act in a way to take undue advantage** of their participation in the European Partnership.

The Members from the Partners **may not divulge information which has been declared as confidential**.

Also, a Board Member **may not individually be involved in the evaluation of proposals for Union funding** if s/he has contributed to the preparation of the corresponding call for proposals.

Should any subject discussed in a given meeting represent a **potential conflict of interest**<sup>3</sup>, the Member will inform the co-chairs of the Partnership Board. In this case, the Governing Board may decide to examine and take a decision on specific items of its agenda without the presence of the Board Member whose participation may lead to a conflict of interest.

#### **Section 5 – Publication of Partnership information**

**The European Commission will make publicly available**, including on its website, information on the functioning of the European Partnership.

**The Partnership will publish on its website** information on the composition of the Partnership's **governance structures**, including the **names of all Members of the Partnership Board**.

In the interest of transparency, the Partnership will also publish on its website the **names of all members of the Association** representing the Partners other than the Union.

Information will also be published on the **decisions** taken by the Partnership Board, as well as any specific reports prepared by the Partnership or by the Board Members that are deemed to be of public interest.

#### **Section 6 – Amendment of the Rules of Procedure**

A Board Member may propose to amend these Rules of Procedure. The Rules of Procedure will be amended by **decision of the Partnership Board, following a consultation of the Commission services**.

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<sup>3</sup> For example, a potential conflict of interest could be if a Board Member from/representing a Partner other than the Union which has submitted a proposal to a specific call for proposals under Horizon Europe, would participate in the evaluation of the proposals to this call. This scenario is however not very likely, as the Commission does not normally employ representatives from a European Partnership as evaluators.