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DAPhNE

D 6.2.2 Bylaws of the Danube Ports Network (Co-operation Agreement)

Work Package 6

Activity 6.2 Setup and enlarge the Danube Ports Network

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1 Preamble

The DAPhNE – Danube Ports Network project is funded in the framework of the Danube Transnational Program (DTP). The overall aim of DAPhNE is to facilitate Danube ports to become key-elements of a more efficient and sustainable transport network in the Danube region.

Launched in July 2018, Danube Ports Network (DPN) is a young initiative which has emerged in response of a real need to address and reduce the development and innovation gap between the Western and South – Eastern European Danube ports. DPN is to become a long-term structure contributing to the Danube Region good port governance.

According to the original plan outlined in the Application Form, one of the expected deliverables of Activity 6.2 had to be a so-called “Bylaws of the DPN”. In general, the Bylaws are rules and regulations enacted by an association or a corporation to provide a framework for its operation and management. Bylaws are in effect a contract among members and must be formally adopted and/or amended. They may specify the qualifications, rights, and liabilities of membership, and the powers, duties, and grounds for the dissolution of an organization.

However, in the process of discussing the setting-up and enlargement of the envisioned Danube Ports Network three possible scenarios were put forward for discussion and analysis. Among these three scenarios, the one deemed to better meet the objectives of the initiative was Scenario C -- Enhanced regional port cooperation through the setting-up and deployment of a Danube Ports Network. By definition, a network is a less formal setting which brings together partners and not members which shall still require coordination. Accordingly, **Danube Ports Network is not to be governed by Bylaws, but by a Network Cooperation Agreement**, which in the view of the project partners is more likely to lead to a successful implementation of the Danube Ports Network. The Network Cooperation Agreement shall not bind partner organizations, to any financial or other liability without further formal documentation.

As illustrated in the next section, the formal deviation from the project application (Network Cooperation Agreement instead of Bylaws) doesn't alter the scope of the project but corresponds to the specific character of the project and to the optimal implementation of the DPN in order to ensure sustainability and efficiency of the future work.

2 General terms

The Danube Ports Network will bring together public and private stakeholders from the port sector of the entire Danube region for a long-term and structured cooperation in order to tackle existing problems of ports as well as to jointly master future challenges which the port sector will face such as environmental change, digitalisation of industries, decarbonisation, land-use limitations, need for skilled workforce, etc. Through its activities, the Danube Ports Network shall provide:

- A well-managed platform for enhanced and coherent transnational and cross-border cooperation among partner organisations at policy, technical and operational level;

- Innovative approaches and sustainable solutions to environmental, economic and societal challenges confronting inland and sea ports in the Danube Region;
- A stronger voice and a greater capacity to contribute to and influence the EU Inland Waterways Transport and ports policy agenda;
- A dynamic inclusive network offering partner organisations better channels of engagement with EU institutions and relevant port stakeholders at national, regional and EU level (ports associations, funding institutions etc.,).
- Better access to financial support through increased use of European and national support programs for infrastructure development, environmental improvements, human resource strengthening, improved business processes and successful market activities.

3 Statement of Intent & Letter of Commitment (LoC)

One major reason for the wide preference to organize the future closer cooperation of the Danube Ports in the form of a managed network instead of an association with traditional structures was derived from the wish of the DAPhNE stakeholders to ensure the smallest possible administrative effort and to avoid a fixed yearly general membership fee. The added value of the cooperation shall be measurable for the particular partner from the benefits of participating in the networks activities. In line with the individual engagement to particular activities, the partners shall make contribution in money and/or in kind. In consequence to these intentions, the cooperation agreement must be general following the dynamic and flexible approach to partner teaming up for joint activities. Despite the openness, there shall be an explicit declaration of will for entering the Danube Ports Network. This expression of will shall be called "Statement of Intent". It will be part of the "Letter of Commitment (LoC)" which stipulates the membership to the network. The Statement of Intent as part of the LoC has to be signed by the legal representative of the organization which wants to enter the cooperation platform DPN with its defined objectives and foreseen activities. The Statement of Intent shall be formulated by two clauses as follows:

- (1) We the undersigned, acknowledge a common commitment to achieve a sustainable, state-of-the-art network of ports in the Danube Region with a stronger and more coherent voice at regional and EU level.
- (2) By working together as partners, we see the added value and greater capacity of our cooperation efforts towards:
 - strengthening the Danube Region good port governance system,
 - identifying innovative approaches and sustainable solutions to environmental, economic and societal challenges confronting inland and sea ports in the Danube Region,
 - contributing to and influencing the European and national Inland Waterways Transport and ports policy agenda,
 - facilitating and implementing projects which strengthen the economic situation as well as the environmental performance of the network partners
 - making better use of European and national funding support schemes for joint projects and initiatives;

4 Governance and coordination structure

A governance structure is necessary to ensure that decision-making processes, the management and coordination arrangements are appropriate and operate effectively. The partners should find the best way to structure the DPN according to their various needs and the number of partners that shall join the network.

The coordination and management structure to be set up for the implementation of the Danube Ports Network's Work Plan will be organised as represented in the chart below:

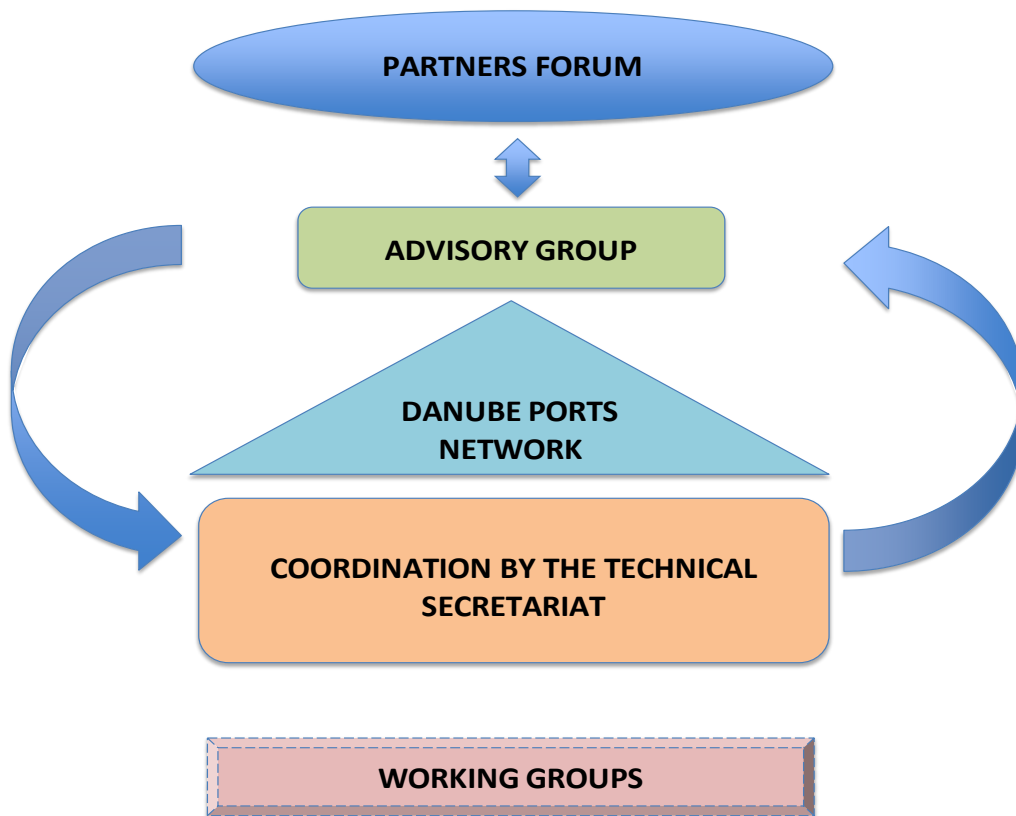


Figure 1: Schematic view of proposed governance structure Danube Ports Network

4.1 Partnership Model

The Danube Ports Network wants to unite organisations active in:

- Seaports of the Danube & Black Sea region
- Inland Ports situated on the Danube River as well as on its navigable tributaries.

The Danube Ports Network targets both, public and private stakeholders such as:

- Public Port Administrations and
- Public and Private Port/Terminal Operators.

4.1.1 Network partners' roles and responsibilities

The role and responsibilities of the partners will be defined as follows:

1. Actively participate in meetings of the Partner Forum as well as in collaborative activities (projects, events);
2. Interact with the Technical Secretariat and (project) working groups on a permanent basis;
3. Contribute to the network activities by sharing new ideas, best practices and other information relevant for partners (e.g. funding and financing opportunities, research & technical issues, innovation issues);
4. Provide support to network members by sharing human resources for joint activities (e.g. for assistance in public affairs, public media and networking);
5. Share knowledge and information through various network communication channels such as websites, newsletters, social media etc.;
6. Participate in relevant events of the network as well as in those organized by its members;
7. Contribute to the organizational and technical meetings and provide input and feedback when requested by the Technical Secretariat;
8. Participate in and support the implementation of the network Work Programme;
9. Keep data profile and contact information up-to-date;
10. Define key responsible representatives for the governing bodies and actively contribute to their work.

4.2 The Governing Bodies

The Danube Ports Network governance structure will be composed of governing bodies, namely the Partners Forum (the plenary body), the Advisory Group (the decision making-body), and the Technical Secretariat (the operational business body).

4.2.1 Partner Forum (The Plenary Body)

The Partner Forum is the overall meeting and information exchange platform of the network. Its characteristics and role can be described as follows:

1. All Danube Ports Network (DPN) partners are represented;
2. Consolidates and increases support for and commitment to the work of the network;
3. Reviews and comments on the overall progress of the network;
4. Serves as a forum of information exchange on progress, problems and challenges;
5. Meets annually or on request of a majority of members as well as invitation of the Advisory Group or Technical Secretariat;
6. Elects the members of the Advisory Group
7. The Partner Forum is chaired by the elected chairman of the Advisory Group

4.2.2 Advisory Group (Decision Making Body)

1. Formed by elected representatives of the partner organisations of the Danube Ports Network;
 - The election mode follows a country based representation principle which foresees one representative for every six members of one Danube country;
 - The advisory group elects a chairman and a deputy chairman for a functional period of one year;
2. Responsible for the strategic management of the network and offers overall direction and guidance;
3. Takes decisions on the scope of work of the network (annual work program) based on the proposal of the Technical Secretariat;
4. Meets at regular intervals but at least two times a year, either in person or via tele/telephone conference.

4.2.3 Technical Secretariat (Operational Business Body)

In the start-up phase of the DPN which is estimated to last three years, the Technical Secretariat will be hosted, managed and staffed by the Pro Danube International (PDI), the Lead Partner of the DAPhNE Project. Accordingly, the host organization will provide the legal and operational framework under which the network's secretariat operates. Furthermore, where appropriate the host organisation's rules of procedure and regulations will be applied. After the first three years, the network will assess its governing structures as well as the possible change of the hosting organisation.

The Secretariat shall ensure and maintain a close collaboration with the Danube Ports Network's Governance Bodies. Its main tasks are:

- Being responsible for coordinating, planning and reporting on the main activities of the Network
- Executing the day-to-day work of the network;

- Ensuring the collaboration with the Governance Bodies and with individual partners, as required for the design and implementation of its activities;
- Elaborating and submitting new proposals and project ideas to the Advisory Group and for interested network partners;

The Technical Secretariat work should focus on the following thematic areas:

- Sustainable port development and operations;
- Climate change mitigation and adaptation;
- Innovation and digitalization;
- Port statistics and information provision for awareness raising and policy making;
- Supporting regulatory framework and good ports governance aspects.

Depending on the issues tackled by the Technical Secretariat, working groups comprising selective partners shall be constituted to contribute to the achievement of the network's objectives. These working groups can be formed to address horizontal topics of the work of the network e.g. following the main challenges or for the creation of a project consortium which applies to European funding schemes.

5 Resources

The project DAPhNE provides start-up finance for the first year of the pilot operations of the network covering 1st of July 2018 till 30th of June 2019. As Pro Danube International functions as hosting organization of the Technical Secretariat, it will make available financial resources for staff costs which equal approximately 1.000 working hours of an experienced expert together with a small travel budget. In addition, Pro Danube Romania holds a small external expertise budget to support the Technical Secretariat with web-services. Beyond, the DAPhNE budget provisions Pro Danube International provides in kind support through office space and through free access to its corporate services.

The participating partner of DAPhNE shared by majority the opinion that the network and its structures shall be financed through revenues being generated by services provided by the Technical Secretariat together with financial and in-kind contributions of partners being raised in the course of the execution of joint network activities.

In its first year start-up phase and the following two years of build-up phase, the network and its activities shall be alimented by the following revenues and in-kind contributions:

- Budgets allocated by PDI and PDR in the DAPhNE project as well as within a possible pole 7 coordination project which supports the continuation of the Technical Secretariat of the network as well as the implementation of specific measures of the work plan
- Sponsorship fees of partners for information services such as brochures, leaflets, web-services, statistics reports, etc.

- Sponsorship fees in return for design and execution of network events
- Participation fees for seminars, events, conferences organized by the network and under coordination of its Technical Secretariat
- Management fees for initiating grant applications in European programs for groups of network partners
- Voluntary sponsorship fees as well as in kind contributions of partners in the course of the planning and execution of network activities
- Revenues from public funding of network activities
- Delegation of staff of network partner for support of Technical Secretariat as in kind contribution

Not having a secured base financing out of fixed annual membership fees certainly adds pressure to the network and in particular the Technical Secretariat to raise funds with its services and activities but also requires strictest budgetary discipline. The network partners will also have to decide how they contribute to the pre-financing needs of the Technical Secretariat once the DAPhNE project has ended.

6 Special provisions

This cooperation agreement does not permit the use of copyright materials (including logos) or the dissemination of confidential information to any third party without the written consent of the partner(s) concerned. In addition, this agreement does not bind Danube ports network partner organisations or their staff to any financial or other liability without further formal documentation.

7 Danube Ports Network Partner Organisations Database

The Technical Secretariat will build up a database for the network partner administration. The rules of the European General Data Protection Regulation (GDPR) will be followed strictly.

8 Annex: Becoming a member – Letter of Commitment (LoC) Template

Organisations which want to become a network partner will be invited to fill in a Letter of Commitment (LoC) which will stipulate the official membership of an organization to the Danube Ports Network.

The template of the LoC shall be as follows:

Letter of Commitment (LoC)

Danube Ports Network

To the attention of:
Technical Secretariat Danube Ports Network
c/o Pro Danube International
portsnetwork@prodanube.eu
Handelskai 265
A-1020 Wien

We, the undersigned, acknowledge a common commitment to achieve a sustainable, state-of-the art network of ports in the Danube Region with a stronger and more coherent voice at regional and EU level.

By working together as partners, we see the added value and greater capacity of our cooperation efforts towards:

- strengthening the Danube Region good port governance system,
- identifying innovative approaches and sustainable solutions to environmental, economic and societal challenges confronting inland and sea ports in the Danube Region,
- contributing to and influencing the European and national Inland Waterways Transport and ports policy agenda,
- facilitating and implementing projects which strengthen the economic situation as well as the environmental performance of the network partners
- making better use of European and national funding support schemes for joint projects and initiatives;

Herewith,

.....
[Name of the entity]

.....
.....
.....
.....
[Address, Postal Code, direct call, email]

expresses its will to become a member of Danube Ports Network and commits to contribute actively to the objectives and activities of the network.

Name:
Function:
Place of Business:
Date:

Signature: