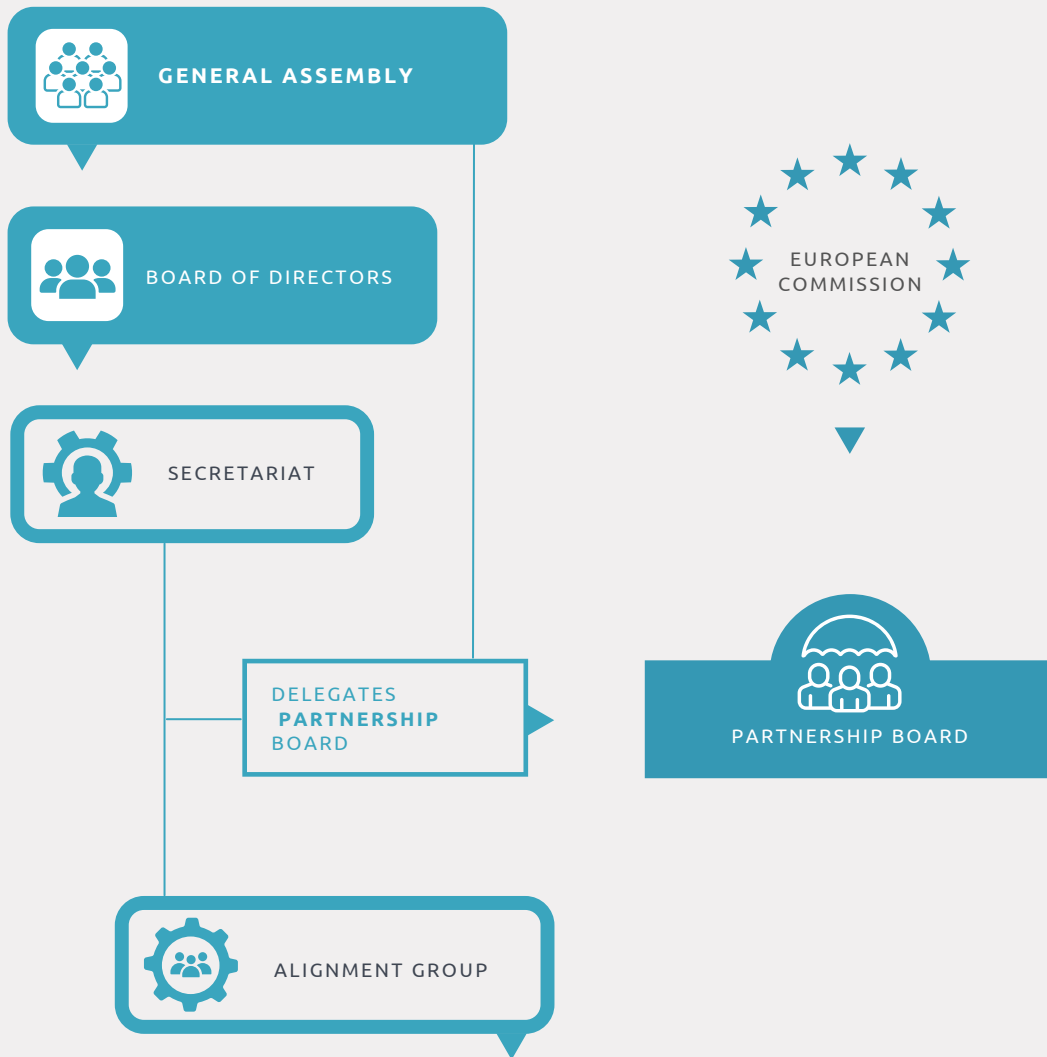




WATERBORNE TP

SUMMARY OF BY-LAWS



IRAG'S
INDUSTRIAL RESEARCH
ADVISORY GROUPS



OUTLINE OF ORGANISATION



THE MANDATE OF THE GENERAL ASSEMBLY OF THE WATERBORNE TP 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 invitation 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 General Assembly. 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.

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.





THE MANDATE OF THE BOARD IS ENSHRINED IN THE APPLICABLE BELGIAN LAW.

THE BOARD IS THE BODY OF THE ASSOCIATION THAT GOVERNS THE WATERBORNE TP.



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.



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.



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.



Chairperson

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.





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.

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.



Secretariat

The Secretariat runs the Association on a daily basis and provides all necessary organisational and administrative support. A further detailing of the responsibilities 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.



Public Affairs Group

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 Chairperson and members have a renewable mandate of 2 years. The Chairperson and members of the Public Affairs Group will be appointed by the Board.



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 the Secretary General.

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.



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.





▶ THE DELEGATES TO THE PARTNERSHIP BOARD FORM THE DELEGATES GROUP.



The Delegates to the Partnership* Board form the Delegates Group. The Delegates Group is thus the Waterborne TP part of the Partnership board. Delegates are elected by the General Assembly for a two year term, to represent the interest of the members of the Waterborne TP. 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 organises, prepares and ensures the follow-up of the meetings. 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.

The Partnership Board is the body that, in the interest of all its members, oversees the proper functioning of the Partnership in alignment with the strategy defined by the Board and approved by the General Assembly.



Mandate

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

- Approval of the update of the Strategic Research Agenda;
- Approval of the call topics for Horizon Europe calls;
- Reporting on the fixed elements of the annual and biennial monitoring reports of the Partnership e.g. additional activities plan and reporting.

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 further lay down the specificities of the Partnership Board.

(*) Partnership = Co-Programmed Partnership on Zero-Emission Waterborne Transport.





THE ALIGNMENT GROUP COORDINATES THE TECHNICAL RD&I MATTERS OF THE ASSOCIATION.



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.



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.



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.





INDUSTRIAL RESEARCH ADVISORY GROUPS (IRAGS)



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.



Implementation Review Group

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.





WATERBORNE