



**FOODNET**  
Food in Eco Network

Food in Eco Network – internationalization  
and global competitiveness of European SMEs  
in Food and Eco Logistics Sector

## D3.2 Partnership Agreement

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## **1. EXECUTIVE SUMMARY**

FOODNET Partnership Agreement is a constitutive document for the Food in Eco-Network (FoodNet Meta-cluster). The main aim of the deliverable D3.2 Partnership Agreement is to present the agreement to FoodNet Meta-cluster members. The agreement was prepared by FoodNet consortium and will be presented to all organisations interested to join the Partnership.

The Agreement was created with the intention to provide clear and complete information for all potential members on the cluster's mission, vision, strategic goals, its legal form, membership options, the organisation of the work, decision making and authorities of the FoodNet organisation as well as financing aspects.

## **2. INTRODUCTION**

Food in Eco-Network (FoodNet Meta-cluster) is a EU wide partnership between different EU clusters and other supporting organisations with the aim to support clusters and business network organisations, their SMEs and other cluster members collaborating for innovation, market-uptake, and marketing of competitive products, services and technologies in the field of food and eco-logistics and support SMEs in internationalisation and global competition. The FoodNet Meta-cluster will be focused on food (fresh, bio, eco), logistics, ICT and energy sectors, cooperating/associated within clusters, regional authorities, and sectoral organisations (e.g.: food producer groups, clusters, business environment institutions).

The agreement was prepared by FoodNet consortium and will be presented to all organisations interested to join the Partnership. The main goal of the document is to provide clear and complete information to potential cluster members about interests, strategic goals of this cluster as well as the organisation of the work, decision making and authorities of the FoodNet organisation. The document is based on the survey of critical success factors for an EU meta-cluster conducted within 52 clusters' managers, 111 SMEs and other relevant stakeholders. Full results of the research are presented in the Deliverable D3.1 "Success factors for an EU meta-cluster" available at the project website.

The FoodNet Meta-cluster partnership has been officially launched during the 1<sup>st</sup> FoodNet conference in November 2018 by a group of five clusters. It is expected that at least 25 more will join the Partnership by the end of the project in December 2019.

### 3. PARTNERSHIP AGREEMENT



## FOODNET PARTNERSHIP AGREEMENT

### ARTICLE I. FOODNET PARTNERSHIP AGREEMENT

FoodNet Partnership Agreement is a constitutive document for the Food in Eco Network partnership.

### ARTICLE II. FOODNET - European Strategic Cluster Partnership (ESCP)

Food in Eco-Network (FoodNet Meta-cluster) is a voluntary, open partnership of complementary clusters and supporting organizations interested for inter-cluster, cross border and cross sectoral collaboration in improving green behaviour in food supply chain and internationalization and global competitiveness of European SMEs in agro-food and eco-logistics industry.

The Partnership has been initiated within the “Food in Eco Network – internationalisation and global competitiveness of European SMEs in Food and Eco Logistics Sector”, EU COSME supported project, Grant Agreement 783395 (short “FoodNet project”).

Whereas FoodNet project consortium partners have signed the European Strategic Cluster Partnerships – Going International (ESCP-4i) Charter (Annex 1) upon the invitation of the European Commission's Directorate-General for Internal Market, Industry, Entrepreneurship and SMEs (DG GROWTH) the ESCP-4i Charter in general terms applies to FoodNet Meta-cluster partners, with certain criteria defined in this agreement.

### ARTICLE III. FOODNET VISION, MISSION AND OBJECTIVES

**FoodNet vision** is to become the main actor and viable partner and a model of good practices for European associative work within the scope of the Food in Eco Network.

**FoodNet mission** is to become an integrating pole of trade, research, innovation, technology transfer and sustainable development of the European agro-food and eco-logistics sector (supporting the sustainable competitiveness of the food and eco-logistics sector through internationalization).

**FoodNet general objective** is to support the sustainable competitiveness of the agro-industrial and eco-logistics sector by internationalisation. Specific objectives are:

- To develop and implement joint internationalisation strategy in the field of food and eco-logistics sector as well as a roadmap for implementation with a long-term cooperation agenda to foster the sustainability of the partnership.
- To promote and encourage EU wide cluster and business network collaboration across sectoral boundaries, support of emerging industries to foster relations between them, involving them in collaborative exchange processes.
- To facilitate, through the achievement of an important critical mass of companies and grouped organizations, innovative practices to improve the competitiveness of companies and their international visibility.
- To represent and defend the common interests of its members or the general interests of the agro-industrial, eco-logistics and related sectors.
- To promote cooperation, innovation, entrepreneurial capacity of the European agro-industrial and eco-logistics sectors and especially to increase their competitiveness and strengthen, stimulate and promote the business fabric, transfer of knowledge, quality and the best business policies.
- To enhance internationalisation capacity in the field of agri-food and eco-logistics, especially to support SMEs in global competition.
- To integrate producers, logistic companies and associative structures into the value chain.
- To support the development of local and regional initiatives.
- To establish, organize or facilitate, whenever it is in the common interest of the associates, the specific services or those of common interest and the marketing, advertising, assistance, training or corporate activities required by the members of the FoodNet Meta-cluster.

By signing this agreement members agree on the FoodNet Meta-cluster vision, mission and objectives and express intention to take part in their achievement.

#### **ARTICLE IV. MEMBERSHIP**

FoodNet Meta-cluster is an open initiative, subject to certain rules and criteria, to the involvement of clusters and other organizations.

**Funding members** are clusters that will set-up the meta-cluster and will be the first to sign the Food in Eco Network Partnership Agreement.

**FoodNet Meta-cluster partners (full members)** are clusters represented through cluster organizations, food, logistics and other industry clusters or similar business network organizations. It is recommended that partners register the cluster on the European Cluster Collaboration Platform (ECCP). FoodNet Meta-cluster partners should have an own legal entity or can be represented by authorised cluster member. Full members have similar rights with funding members.

**FoodNet Meta-cluster associated members** are other organisations and individuals such as R&D organisation, universities, public organisations, policy makers, experts, individual SMEs and large companies which are not members of particular cluster but clearly support the mission and objectives of FoodNet Meta-cluster.

**Rights and obligations:**

	FULL MEMBER	ASSOCIATED MEMBER
To be informed of the resolutions adopted by the Board of Directors and the General Assembly.	YES	YES
Receive information on the income statement and expenses of the Association as well as available tenders.	YES	YES
Benefit from achievements of a legal, economic nature, logistics etc., that FoodNet obtains in order to improve the associative competition.	YES	YES
To participate in the activities and acts of FoodNet Meta-cluster.	YES	YES
To benefit from FoodNet Meta-cluster Services	YES	YES
Presence (logo) in all media supports of the FoodNet Meta-cluster.	YES	NO
To take part, with voice and vote, in the sessions of the GA	YES	NO
Participate as a member of the Task Groups.	YES	NO
Participation in contracts and tendering of projects of the FoodNet Meta-cluster.	YES	NO
To be vote or to be elected to the Board of Directors.	YES	NO
To be able to provide its services as the partnership's supplier.	YES	NO
Participation (image and personnel) in all actions of the partnership, communication, digital media and traditional press.	YES	NO
Leadership in research and innovation projects.	YES	NO
Exclusive right and sectorial entry veto in the Partnership	YES	NO
To share the aims of FoodNet and to collaborate to achieve them.	YES	YES
Fulfil obligations resulting from the statutory provisions.	YES	YES

**Accession and withdrawal procedure**

Clusters and business network organizations join the partnership and accept the terms of this agreement by signing the *FoodNet partner application form (template in D3.3)* to demonstrate their interest to actively contribute to implementation of the FoodNet Meta-cluster strategy development in its implementation.

Other organizations become FoodNet Meta-cluster associated members by signing the *Letter of intent (template in D3.3)* to accept the terms of this agreement and to demonstrate their interest to support the FoodNet with expertise, in terms of policies support, consultancy and other services, and/or to collaborate within FoodNet Meta-cluster activities and projects.

FoodNet Meta-cluster partners and FoodNet associated members can withdraw from the partnership by providing written notice of 30 days to FoodNet Meta-cluster manager, after implementation and/or transfer of their, FoodNet Meta-cluster related obligations, tasks, work to be done to other FoodNet Meta-cluster partners and associated members.

Membership shall be terminated also in case of non-compliance with financial obligations or incorrect conduct, discrediting the Partnership with facts or words that seriously disturb the acts organized by it and the normal coexistence among the members.

#### **ARTICLE V. GOVERNMENT BODIES**

The following organisation is foreseen for the initial stage of the FoodNet Meta-cluster up to 15<sup>th</sup> December 2019:

- General Assembly / GA President / GA vice-President
- FoodNet Meta-cluster Manager
- Promotion and internationalisation Manager
- Task Groups for particular target markets / Leaders of Task Groups
- FoodNet office

After 15<sup>th</sup> December additional body in the structure is foreseen:

- Board of Directors

#### **General Assembly (GA)**

The General Assembly will be formed by authorised representatives of all FoodNet Meta-cluster members: funding, full and associated (one for each member). GA will be the highest representative and main decision making body of the FoodNet. This body is responsible for proposing, modifying and repealing all activities that are fundamental to the operation and future of the cluster, as well as the contents of the Statutes of the Cluster.

FoodNet Meta-cluster GA is authorised to:

- Nominate GA President, Board of Directors, FoodNet Meta-cluster Manager, Promotion and internationalisation Manager and Leaders of task groups
- Confirm key documents of FoodNet Meta-cluster: Partnership Agreement, Internationalisation Strategy Plan, and FoodNet Meta-cluster Roadmap

The General Assembly shall meet in ordinary or extraordinary session. The General Assembly shall meet at least once a year within the semester following the close of the financial year. The GA shall be chaired by the President of FoodNet Meta-cluster; in his absence, by the vice-President.

All decisions of the GA will be taken by a simple majority vote. The President will have the casting vote in the event of an equality of votes. A quorum of half of the partners will be required for a decision to be binding. The agreements, once approved, shall bind all partners, including non-



attendants and dissidents, and shall have executive force unless it is agreed to suspend their execution in cases that the GA itself determines.

**FoodNet Meta-cluster Manager (Manager)**

FoodNet Meta-cluster Manager will demonstrate needed competences for managing meta-cluster. The Manager will be responsible for the day-to-day management of FoodNet Meta-cluster, including administrative and financial matters, coordination and facilitation of communication and collaboration between Partners as well as implementation of the FoodNet GA decisions. The Manager will be appointed by GA. Membership in FoodNet Meta-cluster is not required for this position. The Manager shall participate in all meetings of the General Assembly with the right to speak but not to vote. Until 15<sup>th</sup> December 2019 FoodNet Meta-cluster Manager will be Mrs. Malgorzata Walczak-Gomula from LODZistics – Logistics Business Network of Central Poland.

**Promotion and internationalisation Manager (PR Manager)**

PR Manager will be and expert and active practitioner in communication, promotion, international cooperation, and internationalization of clusters and SMEs. His task will be to periodically review and update FoodNet documents dealing with promotion and internationalization, to represent FoodNet Meta-cluster and/or coordinate FoodNet Meta-cluster activities on international events such as matchmaking, trade fairs, conferences, and workshops. He will also cooperate with Leaders of task groups specially in terms of internationalisation activities. Mr. Remigiusz Mielczarek from LODZistics – Logistics Business Network of Central Poland, the coordinator of FoodNet project will be PR Manager until 15<sup>th</sup> December 2019.

**Task groups for particular target markets (TG)** will be working groups in selected within FoodNet project target markets, namely: USA, China, Middle East (United Arab Emirates, Saudi Arabia, Kuwait, Oman, Iraq). The target markets defined in Work Package 2 of FoodNet project may be extended according to the needs of participating clusters and associated members. Task groups will be coordinated by TG leaders. Task groups will organize their work, communication and decision making by themselves, depending on the number of partners involved, depending on the nature or the work or actions, but assuring openness and fair representation of all partners and associated members involved.

**FoodNet office** will be official legal representative of the Partnership. For the duration of FoodNet project (until 15<sup>th</sup> December 2019) LODZistics – Logistics Business Network of Central Poland as a coordinator of the FoodNet project will - as a legal body - represent FoodNet in any contractual relation with external actors, for example in making international cooperation agreement, agreement on bilateral communication, signing statement of interest etc. LODZistics – Logistics Business Network of Central Poland will host the FoodNet office and manage internal and external communication. By agreement of the Board of Directors, FoodNet Meta-cluster office may be changed being previously communicated to all partners.

### **Board Of Directors**

The Board of Directors is the representative body of the General Assembly, which delegates to it the direction, monitoring and control of the cluster's operational activities for an a priori period of 2 years being able to be re-elected after this period has elapsed. They are representing the interests of the members, are not part of the management team and take decision in field of strategic orientation, new members acceptance, new project involvement, budget control etc.).

Only full members can both elect the members of this body and be elected to exercise the functions. Board of Directors shall be elected by a simple majority of the votes.

### **ARTICLE VI. FRAMEWORK MODALITIES OF INTERNAL AND EXTERNAL COLLABORATION AND COMMUNICATION**

The following performance is expected from FoodNet Meta-cluster members:

- to contribute to enlargement of FoodNet Partnership by identification of cluster/organisation representative to sign FoodNet Partnership Agreement,
- to participate in one or several Task Groups,
- to contribute to FoodNet results and strategic documents by implementing surveys, contributing to market reviews, by reviewing of documents,
- to take part in FoodNet workshops, trainings , conference and other joint events,
- to promote FoodNet on national markets and relevant target markets (third countries),
- to take part in initiated within FoodNet Meta-cluster innovation projects, join promotion or internationalization activities.

FoodNet Meta-cluster full and associated members are expected to be proactive, to act in a good will, on highly professional way and according to cluster excellence good practices.

Internal communication between partners and/or within Task Groups will be based on electronic means such as email, e-meetings and e-conferences. Face-to-face meetings will be implemented within different events gathering the majority of partners or hosted by one the partners.

Within FoodNet project a final conference in November 2019, workshop in May 2019 and several trainings (in Poland, Latvia, Belgium, Romania and Spain) by June 2019 hosted by FoodNet project are planned. External communication and promotion will deploy communication means and channels set-up within the FoodNet project such as website ([www.foodnet-project.eu](http://www.foodnet-project.eu)) and social media channels.

### **ARTICLE VII. ACTIVITIES AND SERVICES**

In order to ensure long-term partnership and the sustainability of the FoodNet Meta-cluster as well as to achieve its vision the following activities and services are planned::

- Setting-up, management and sustaining the FoodNet Meta-cluster as European Strategic Cluster Collaboration Partnership, including development of a roadmap for implementation with a long-term cooperation agenda to foster the sustainability of the partnership.
- Development of Internationalisation Strategy Plan and Roadmap for its implementation.
- Systematic and continuous support for mapping of innovation and market opportunities in the field of agri-food and eco-logistics.
- Initiating and coordinating of inter cluster collaboration as well as collaboration between European clusters in food and logistics sector, and with clusters and SMEs in other industries (cross sectoral collaboration).
- Facilitating co-financing of projects and actions by providing information on possible public and private funding.
- Mapping cooperation possibilities in third countries, and setting-up of communication and cooperation agreement with organizations supporting international cooperation in these countries and regions.
- Providing services as training, informing, lobbying, partnership building, events / trade missions / fairs / matchmaking events organisation and/or participation,
- Communication and promotion plan to support development of joint brand and international recognition of competitiveness of the FoodNet Meta cluster and their members.
- IPR support, technology transfer

#### **ARTICLE VIII. FINANCIAL SYSTEM**

No fees for the FoodNet Meta-cluster partners and associated members are foreseen up to the end of the FoodNet project (15<sup>th</sup> December 2019).

Until this date each Partner intends to bear its own costs and expenditures that might be incurred in the course of implementing this agreement in terms of particular action or activity which will be initiated within the FoodNet, besides possible funding made available under the FoodNet project funding.

As of 16<sup>th</sup> December 2019 the economic resources of the FoodNet Meta-cluster foreseen for the development of the aims and activities will be private contributions of all the partners and the attainment of public resources.

Private:

1. Entrance fee: a fee that will be requested from new partners when joining the Partnership.
2. Membership fee: annual fixed fee requested from each Partner
3. Service Fees: For specific services that can ensure a competitive advantage in the market, members may pay additional fees (e.g. for training, to participate in fairs, economic mission, conferences organized by the FoodNet meta-cluster). The types and level of fees will be specific depending on the event and will be assumed in a signed contract.

Public:

1. Project financing.
2. Other resources: sponsorship, aid, donations and commercial services.

The administration of funds of FoodNet will be subject to the corresponding intervention and publicity, so that the members can have periodic knowledge of the destiny of the same ones. The income and expenditure account shall be drawn up annually.

#### **ARTICLE IX. LONG-TERM COOPERATION AGENDA**

The aim of FoodNet Meta-cluster is to sustain after the end of FoodNet COSME project as an EU wide long-term strategic cluster partnership supporting SMEs in collaboration for innovation, market-uptake, and marketing of competitive products, services and technologies in field of food and eco-logistics and support SMEs in internationalisation and global competition.

Identification of critical success factors, analysis of options for legal body representing the ECCA worldwide and strategy for providing funding beyond the lifetime of a possible project funded under COSME has been done in the framework of the FoodNet COSME project and its available to all FoodNet Meta cluster members.

A roadmap for implementation with a long-term cooperation agenda to foster the sustainability of the partnership will define the strategy for assuring sustainability of the partnership.

#### **ARTICLE X. DISSOLUTION**

The Partnership shall be dissolved:

- a) By will of the members expressed by agreement of the General Assembly.
- b) Due to the impossibility of fulfilling the purposes set in this Partnership Agreement, appreciated by the General Assembly.
- c) By judicial sentence.
- d) The dissolution agreement shall be adopted by the General Assembly, in an extraordinary session called for this purpose, by a two-thirds majority of the members.
- e) In the event of dissolution, a liquidation commission will be appointed, which, once the debts have been extinguished, and if there is surplus liquid, will use it for non-profit purposes.

#### **ARTICLE XI. ENRTY INTO FORCE**

Food in Eco-Network (FoodNet Meta-cluster) will be established and will start operating when funding members – all established in EU Member States or countries participating in the COSME programme under Article 6 of the COSME Regulation - sign the Application Form. The official set-up of the FoodNet Meta-cluster will be promoted at the 1<sup>st</sup> FoodNet conference in November 2018 by signature of Memorandum of Understanding.