

TENDER FILE / TERMS OF REFERENCE

(Competitive bidding procedure / Framework Contract)



Purchase of consultancy services on legal, business and IT aspects of fully digital commercial courts (i.e. paperless courts) and change management

Contract N° FC/24HR02/5229/2024.1

The Council of Europe is currently implementing the joint European Union-Council of Europe project "24HR02 - Paperless commercial courts in Croatia". The Project is implemented in co-operation with the Ministry of Justice, Public Administration and Digital Transformation of the Republic of Croatia and the European Commission's Directorate General for Structural Reform Support (EC/DG REFORM) during the period from 1 August 2024 to 31 January 2026.

In this context, the Council of Europe (CoE) is looking for Providers for the provision of **consultancy services on legal, business and IT aspects of fully digital commercial courts (i.e. paperless courts) and change management** to be requested by the Council of Europe on an "as needed" basis.

A. TENDER RULES

This tender procedure is a competitive bidding procedure. **In accordance with Rule 1395 of the Secretary General of the Council of Europe on the procurement procedures of the Council of Europe¹, the Organisation shall invite to tender at least three potential providers for any purchase between €2,000 (or €6,000 for intellectual services) and €55,000 tax exclusive.**

This specific tender procedure aims at concluding a **framework contract** for the provision of deliverables described in the Act of Engagement (see attached). A tender is considered valid for 180 calendar days as from the closing date for submission. The selection of tenderers will be made in the light of the criteria indicated below. All tenderers will be informed in writing of the outcome of the procedure.

The tenderer must be either a natural person, a legal person or consortium of natural and/or legal person.

Tenders shall be submitted **by email only** (with attachments) **and exclusively to the email address indicated in the table below, with the following reference in subject: Tender – Consultancy – 5229 – Paperless commercial courts in Croatia.** Tenders addressed to another email address **will be rejected.**

The general information and contact details for this procedure are indicated on this page. You are invited to use the Council of Europe contact details indicated below for any question you may have. **All questions shall be submitted at least 5 working days before the deadline for the submission of the tenders and shall be exclusively addressed to the email address indicated below with the following reference in subject: Questions – Consultancy – 5229 – Paperless commercial courts in Croatia**

Type of contract ▶	Framework contract
Duration ▶	Until 31 January 2026
Deadline for submission of tenders/offers ▶	10 September 2024 23h59 CET
Email for submission of tenders/offers ▶	ecom.support.Project@coe.int
Email for questions ▶	ecom.support.Project@coe.int
Expected starting date of execution ▶	12 September 2024

¹ The activities of the Council of Europe are governed by its [Statute](#) and its internal Regulations. Procurement is governed by the Financial Regulations of the Organisation and by [Rule 1395 of 20 June 2019 on the procurement procedures of the Council of Europe](#).

B. EXPECTED DELIVERABLES

Background of the Project

The Council of Europe is currently implementing the joint European Union-Council of Europe project "**24HR02 - Paperless commercial courts in Croatia**". The Project is implemented in co-operation with the Ministry of Justice, Public Administration and Digital Transformation of the Republic of Croatia and the European Commission's Directorate General for Structural Reform Support (EC/DG REFORM) during the period from 1 August 2024 to 31 January 2026.

The Project supports workflow digitalisation of Croatia's commercial courts to increase their overall efficiency. The Project will help optimise resources, reduce the length of proceedings, and reduce backlogs, in line with Council of Europe standards, the European Convention on Human Rights and the case-law of the European Court of Human Rights. The Project supports Croatian commercial courts to increase use of fully digital workflows for judges and court staff. This will positively affect the work of judges and enable them to devote more time to the quality and delivery of judgments. Consequently, this will align the work of courts with the reasonable time standard set by the European Court of Human Rights. Further, by digitalising court records and enabling remote access to case information, the Project aims to promote accessibility and inclusivity. Lastly, the Project aims to establish a higher level of security and safeguard the confidentiality of sensitive information. Further, by digitalising court records and enabling remote access to case information, the Project aims to promote accessibility and inclusivity. Lastly, the Project aims to establish a higher level of security and safeguard the confidentiality of sensitive information.

The key beneficiary of the Project is the Ministry of Justice, Public Administration and Digital Transformation of the Republic of Croatia. Other target groups include the judges of the High Commercial Court and the nine commercial courts throughout Croatia (in Zagreb, Split, Rijeka, Osijek, Bjelovar, Varaždin, Zadar, Pazin and Dubrovnik). Other stakeholders in the Project are clerks, registrars, registry office of the abovementioned courts, attorneys, as well as stakeholders outside the commercial courts, notably the business community and parties involved in the court hearings, witnesses, court interpreters etc.

To support the implementation of the project, the Council of Europe is looking for a maximum of **37 Providers** (provided enough tenders meet the criteria indicated below), with a particular **expertise on digitalisation in the judiciary from a legal, business and/or IT point of view, including change management**.

This Contract is currently estimated to cover up to 15 activities, to be held by 31 January 2026. This estimate is for information only and shall not constitute any sort of contractual commitment on the part of the Council of Europe. The Contract may potentially represent a higher or lower number of activities, depending on the evolving needs of the Organisation.

For the above-mentioned activities, where relevant, the Council of Europe Secretariat will facilitate contact with key IT stakeholders within the Council of Europe, particularly with the Directorate of Information Technology, the Chief Information Officer and the Head of IT of the European Court of Human Rights, and support consultants in obtaining their opinion and experience in implementing similar systems.

For information purposes only, the total amount of the object of the present tender **shall not exceed 55,000 Euros tax exclusive** for the whole duration of the Framework Contract. This information does not constitute any sort of contractual commitment or obligation on the part of the Council of Europe.

Lots

The present tendering procedure aims to select Providers to support the implementation of the project and is divided into the following lots:

Lots	Maximum number of Providers to be selected
Lot 1: Provision of research, needs assessment and expert advice on the existing legal framework pertinent to the full digitalisation of commercial courts (paperless workflows)	6

<p>Lot 2: Provision of research, needs assessment and expert advice on the existing business and IT processes pertinent to the full digitalisation and paperless workflows of commercial courts</p> <p>Sublot 2a: Provision of research, needs assessment and expert advice on the existing business processes pertinent to the full digitalisation and paperless workflows of commercial courts</p> <p>Sublot 2b: Provision of research, needs assessment and expert advice on the existing IT processes pertinent to the full digitalisation and paperless workflows of commercial courts</p>	6
<p>Lot 3: Provision of research, needs assessment and expert advice on the existing legal framework on various procedures pending before commercial courts including but not limited to bankruptcy, liquidation, commercial litigation etc.</p>	5
<p>Lot 4: Provision of expert advice on the draft methodology for the full adoption of a digital case flow in Croatian commercial courts with a set of recommendations for the further enhancement of the legal framework pertinent to the working methods of commercial courts</p>	5
<p>Lot 5: Provision of expert advice on the draft methodology for the full adoption of a digital case flow in Croatian commercial courts with a set of recommendations for the further enhancement of business and/or IT processes pertinent to the working methods of commercial courts</p>	5
<p>Lot 6: Provision of a list of focal points in state institutions and commercial courts in EU member states* already implementing fully digital workflows, as well as the provision of an analysis of:</p> <ul style="list-style-type: none"> • methodologies and approaches applied to fully digital case procedures, • practices of data collection in a fully digital format for the potential introduction of AI tools. <p><i>*the deliverable is member-state-specific, and not a comparative analysis</i></p>	5
<p>Lot 7: Change management training sessions and coaching for commercial courts presidents in support of the transition from a hybrid paper-based and scanned document digital files system to a fully digital system</p>	5

Lots 1 and 2 concern a needs assessment review (desk review, fact finding on-site missions, interviews with stakeholders) on the currently applicable legal framework, as well as the business and/or IT processes pertinent to the full digitalisation of commercial courts and their transition to paperless workflows.

Lot 3 concerns a needs assessment review (desk review, fact finding on-site missions, interviews with stakeholders) of various legal procedures pending before commercial courts, as well as necessary elements for their digitalisation and transition to paperless workflows.

Lots 4 and 5 concern expert advice on the draft methodology for the full adoption of a digital case flow in Croatian commercial courts with with a set of recommendations for the further enhancement of the legal framework, as well as the business and/or IT processes pertinent to the working methods of commercial courts. The recommendations will be based on the findings of the deliverables under Lots 1, 2 and 3 for the respective areas (legal framework, business and/or IT processes).

Lot 6 concerns an analysis report on the state of play of paperless workflows in an EU member state from which Croatia could draw inspiration, regarding the methodologies and approaches applied to fully digital case procedures, and the practices of data collection in digital format for the potential introduction of AI tools. Further, a list of recommended country-specific focal points to specialised institutions is expected.

Lot 7 concerns the organisation of change management training sessions and coaching for commercial courts presidents. The training sessions may be enriched with the presence of some stakeholders such as clerks, registrars, registry office of the participating courts, attorneys, as well as stakeholders outside the commercial courts, notably the business community and parties involved in the court hearings. The training sessions will

be organised in different locations in Croatia, coinciding with the locations of the nine commercial courts (in Zagreb, Split, Rijeka, Osijek, Bjelovar, Varaždin, Zadar, Pazin and Dubrovnik).

The Council will select the abovementioned number of Providers per lot, provided enough tenders meet the criteria indicated below. Tenderers are invited **to indicate which lot(s) they are tendering for** (see Section A of the Act of Engagement).

Scope of the Framework Contract

Throughout the duration of the Framework Contract, pre-selected Providers may be asked to:

Under Lots 1, 2 and 3:

- Research and draft a detailed needs assessment review on the existing legal framework (including on various procedures pending before commercial courts), business and/or IT processes pertinent to commercial courts with a focus on fully digital workflows
- Participate in consultations with stakeholders under the leadership of the Council of Europe project team
- Compile and present the findings of the needs assessment at the relevant event in agreement with the Council of Europe project team

Under Lots 4 and 5:

- Advice on the methodology for the full adoption of a digital case flow in Croatian commercial courts, with detailed recommendations for the further enhancement of the legal framework, as well as business and/or IT processes pertinent to the working methods of commercial courts

Under Lot 6:

- Reach out to state institutions and commercial courts in EU member states already implementing fully digital workflows and provide an analysis based on desk review, fact finding on-site missions and interviews with stakeholders

Under Lot 7:

- Develop training and coaching materials for commercial courts presidents
- Moderate workshops/deliver trainings/provide coaching for commercial court presidents in support of the transition from a hybrid paper-based and scanned document digital files system to a fully digital system

The above list is not considered exhaustive. The Council of Europe reserves the right to request deliverables not explicitly mentioned in the above list of expected services but related to the field of expertise object of the present Framework Contract for the lot concerned.

In terms of **quality requirements**, the pre-selected Service Providers must ensure, *inter alia*, that:

- The services are provided to the highest professional/academic standards;
- Any specific instructions given by the Council of Europe – whenever this is the case – are followed.

If contracted by the Council of Europe, the deliverables shall be provided personally by the persons identified in the offer of the Provider whose CVs have been presented to the Council of Europe (see section E. below), in accordance with the terms as provided in the present Tender File and Act of Engagement.

In addition to the orders requested on an "as needed" basis, the Provider shall keep regular communication with the Council of Europe to ensure continuing exchange of information relevant to the project implementation. This involves, among others, to inform the Council of Europe during the execution of the Contract, of any initiatives and/or adopted laws and regulations, policies, strategies or action plans or any other development related to the object of the Contract (see more on general obligations of the Provider in Article 3.1.2 of the Legal Conditions in the Act of Engagement).

Unless otherwise agreed with the Council of Europe, written documents produced by the Provider shall be in English (see more on requirements for written documents in Articles 3.2.2 and 3.2.3 of the Legal Conditions in the Act of Engagement).

C. FEES

Tenderers are invited to indicate their fees, by completing and sending the table of fees, as attached in Section A to the Act of Engagement. These fees are final and not subject to review. Tenders proposing fees above the exclusion level indicated in the Table of fees will be **entirely and automatically** excluded from the tender procedure.

The Council will indicate on each Order Form (see Section D below) the global fee corresponding to each deliverable, calculated on the basis of the unit fees, as agreed by this Contract.

D. HOW WILL THIS FRAMEWORK CONTRACT WORK? (ORDERING PROCEDURE)

Once the selection procedure is completed, you will be informed accordingly. Deliverables will then be delivered on the basis of Order Forms submitted by the Council to the selected Provider(s), by post or electronically, on **an as needed basis** (there is therefore no obligation to order on the part of the Council).

Pooling

For each Order, from the pool of pre-selected tenderers, the Council will choose the Provider who demonstrably offers best value for money for the requirement when assessed – for the Order concerned – against the criteria of:

- quality (including as appropriate: capability, expertise, past performance, availability of resources and proposed methods of undertaking the work);
- availability (including, without limitation, capacity to meet required deadlines and, where relevant, geographical location); and
- price.

Each time an Order Form is sent, the selected Provider undertakes to take all the necessary measures to send it **signed** to the Council of Europe within 2 (two) working days after its reception. If a Provider is unable to take an Order or if no reply is given on his behalf within that deadline, the Council of Europe may call on another Provider using the same criteria, and so on until a suitable Provider is contracted.

Providers subject to VAT

The Provider, **if subject to VAT**, shall also send, together with each signed Form, a quote² (Pro Forma invoice) in line with the indications specified on each Order Form, and including:

- the Service Provider's name and address;
- its VAT number;
- the full list of services;
- the fee per type of deliverables (in the currency indicated on the Act of Engagement, tax exclusive);
- the total amount per type of deliverables (in the currency indicated on the Act of Engagement, tax exclusive);
- the total amount (in the currency indicated on the Act of Engagement), tax exclusive, the applicable VAT rate, the amount of VAT and the amount VAT inclusive.

Signature of orders

An Order Form is considered to be legally binding when the Order, signed by the Provider, is approved by the Council, by displaying a Council's Purchase Order number on the Order, as well as by signing and stamping the Order concerned. Copy of each approved Order Form shall be sent to the Provider, to the extent possible on the day of its signature.

E. ASSESSMENT

Exclusion criteria and absence of conflict of interests

(by signing the Act of Engagement, you declare on your honour not being in any of the below situations)³

Tenderers shall be excluded from participating in the tender procedure if they:

² It must strictly respect the fees indicated in the Financial Offer attached to the original Provider's tender as recorded by the Council of Europe. In case of non-compliance with the fees as indicated in the original Provider's tender, the Council of Europe reserves the right to terminate the Contract with the Provider, in all or in part.

³ The Council of Europe reserves the right to ask tenderers, at a later stage, to supply the following supporting documents:

- An extract from the record of convictions or failing that an equivalent document issued by the competent judicial or administrative authority of the country of incorporation, indicating that the first three and sixth above listed exclusion criteria are met;
- A certificate issued by the competent authority of the country of incorporation indicating that the fourth criterion is met;
- For legal persons, an extract from the companies register or other official document proving ownership and control of the Tenderer;
- For natural persons (including owners and executive officers of legal persons), a scanned copy of a valid photographic proof of identity (e.g. passport).

- have been sentenced by final judgment on one or more of the following charges: participation in a criminal organisation, corruption, fraud, money laundering, terrorist financing, terrorist offences or offences linked to terrorist activities, child labour or trafficking in human beings;
- are in a situation of bankruptcy, liquidation, termination of activity, insolvency or arrangement with creditors or any like situation arising from a procedure of the same kind, or are subject to a procedure of the same kind;
- have received a judgment with res judicata force, finding an offence that affects their professional integrity or serious professional misconduct;
- do not comply with their obligations as regards payment of social security contributions, taxes and dues, according to the statutory provisions of their country of incorporation, establishment or residence;
- are an entity created to circumvent tax, social or other legal obligations (empty shell company), have ever created or are in the process of creation of such an entity;
- have been involved in mismanagement of the Council of Europe funds or public funds;
- are or appear to be in a situation of conflict of interest;
- are retired Council of Europe staff members or are staff members having benefitted from an early departure scheme;
- are currently employed by the Council of Europe or were employed by the Council of Europe on the date of the launch of the procurement procedure;
- are or if their owner(s) or executive officer(s), in the case of legal persons, are included in the lists of persons or entities subject to restrictive measures applied by the European Union (available at www.sanctionsmap.eu).

Eligibility criteria

Tenderers shall demonstrate that they fulfil the following criteria (to be assessed on the basis of all supporting documents listed in Section G):

Criteria applicable to all Lots:

- A university degree in Law, Legal or Political studies, Information Technology, Business Administration, Economics or Science, or any other degree related to the fields described in Lots 1-7
- Being a registered legal entity or a private entrepreneur (for tenderers legal persons)
- At least 2 years of knowledge, experience or scientific research on digitalisation processes or judicial reforms within the judiciary in Croatia or different EU member states
- Working knowledge of English (C1) level of the Common European Framework of Reference for Languages (CEFR) for Lots 1-7

Additional criterion applicable only to Lot 7:

- Proven experience and expertise in the area of change management

Award criteria

- Quality of the offer (70 points)

relevance of the experience and expertise of the tenderer in the areas of digitalisation within the judiciary from a legal, business and/or IT point of view, as well as change management (for Lot 7).

- Financial offer (30 points)

The Council of Europe reserves the right to hold interviews with tenderers.

Multiple tendering is not authorised.

F. NEGOTIATIONS

The Council reserves the right to hold negotiations with the bidders in accordance with Article 20 of Rule 1395.

G. DOCUMENTS TO BE PROVIDED

- **A completed and signed copy of the Act of Engagement⁴** (See attached);
- A detailed CV, preferably in Europass Format, demonstrating clearly that the tenderer fulfils the eligibility criteria;
- **For legal persons only:** a detailed CV, preferably in Europass Format, of each natural person allocated to the execution of the contract demonstrating clearly that they fulfil the eligibility criteria; **for consortia only:** a detailed CV, preferably in Europass Format, of all consortium members clearly demonstrating that they satisfy the eligibility criteria;
- A list of all owners and executive officers, for legal persons only;
- Registration certificates (or similar documents issued in line with the applicable legislation), for legal persons only;
- Diplomas or other relevant documents such as detailed description of the relevant experience in the area of expertise;
- Description of relevant experience showing the necessary expertise (with description of the projects/tasks the bidder was involved in, period, stakeholders, partners and beneficiaries, achieved results).

All documents shall be submitted in English; failure to do so will result in the exclusion of the tender.

If any of the documents listed above are missing, the Council of Europe reserves the right to reject the tender.

The Council reserves the right to reject a tender if the scanned documents are of such a quality that the documents cannot be read once printed.

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⁴ The Act of Engagement must be completed, signed and scanned in its entirety (i.e. including all the pages). The scanned Act of Engagement may be sent page by page (attached to a single email) or as a compiled document, although a compiled document would be preferred. For all scanned documents, .pdf files are preferred.