

**STATUTE OF THE CIVIL ASSOCIATION**  
**ADVANCED COMPUTING SYSTEM FOR LATIN AMERICA AND THE CARIBBEAN**  
**(SISTEMA DE COMPUTACIÓN AVANZADA PARA LATINOAMÉRICA Y EL CARIBE)**

**CHAPTER ONE**  
**OF ITS ORGANIZATION AND PURPOSES**

**ARTICLE 1.** The Association will be denominated ADVANCED COMPUTING SYSTEM FOR LATIN AMERICA AND THE CARIBBEAN (SISTEMA DE COMPUTACIÓN AVANZADA PARA LATINOAMÉRICA Y EL CARIBE), with legal identity of its own and full capacity to act according to the Costa Rican law on Associations.

**ARTICLE 2.** The acronym **SCALAC** will be used to identify the Association.

**ARTICLE 3.** Because of its nature, the Association will persist indefinitely in time. A dissolution agreement will only be adopted according to this Statute.

**ARTICLE 4.** The legal address of the Association is Urbanización Geroma, edificio Franklin Chang Díaz, distrito de Pavas, cantón de San José, provincia de San José, Costa Rica.

**ARTICLE 5.** The Association will be able to open, when deemed convenient, any filials or whichever other dependencies to represent it, in whichever city, in any country, to comply with its objective.

**ARTÍCULO 6.** This Association is an international-character, non-profit organization that will be able to perceive incomes, that will be fully invested in the promotion of the academic, educational, scientific, technological and cultural activities that constitute its objective.

**CHAPTER TWO**  
**OF ITS OBJECTIVES**

**ARTÍCULO 7.** The objective of the Association is to:

- a) Cooperate to build a regional HPC infrastructure in Latin America and the Caribbean, that allows the scientific communities within the higher-education institutions and research centers, both public and private, to access services provided by such regional infrastructure and the coordination with other regions of the world.
- b) Foster the coordination between the regional infrastructure and the national and regional computing centers, to allow the establishment of relationships with the scientific communities using those HPC services, through the National Research and Education Networks and their supraregional consortia.
- c) Cooperate for the promotion of education, human resources formation and training in areas of knowledge related to advanced computing, in scientific, technological and innovation aspects, in the continent and with other regions of the world.
- d) Promote and facilitate advanced computing services for the scientific communities in Latin America and the Caribbean.
- e) Become a referent on the development of public policy on science, technology and innovation to foster the development of advanced computing for the empowerment of all

economic and social sectors.

**ARTICLE 8.** To fulfill its objective, the Association is fully enabled to:

- a) Collect the fee contributions of its members, to make resources available for the operation of the infrastructure and, when required, for the recruitment of technical staff to operate the infrastructure, as well as administrative staff to provide support and consulting services, and other required resources.
- b) Search for and implement mechanisms, together with cooperating organizations, companies and others, to help the continued development of activities to promote the advancement of science, technology and innovation.
- c) Foster the integration of academic and research organizations, and serve as a link for cooperation, exchange of experiences, specialized human resource development and information creation, among others.
- d) Establish mechanisms for the active on-site and remote participation of its members and users.
- e) Develop any kind of permitted activities, related with the development of advanced computing and the scientific user communities in Latin America and the Caribbean.
- f) Acquire, build or possess any kind of assets and properties and rights, required to fulfill its objective.
- g) Perform all acts and contracts, execute operations and provide any required documents to fulfill its objective, all according to this Statute.
- h) Receive cooperations and donations to contribute to the fulfillment of its objective. Also, search for funding through organizations specialized in scientific and technological promotion and international technical cooperation.
- i) Carry on meetings, fora, workshops, congresses and any other events for the diffusion at the regional level of activities, projects and advanced computing infrastructure development and the scientific user communities.
- j) Maintain and publicly share updated statistical information about advanced computing in the region, in the areas and topics of its competence and knowledge.

### **CHAPTER THREE ON THE PATRIMONY OF THE ASSOCIATION**

**ARTICLE 9.** The Association will be able to acquire of kinds of goods, celebrate contracts of all kinds, and perform any kind of licit operations geared towards the fulfillment of its

objective, in any country.

**ARTICLE 10.** The patrimony of the Association will be variable and will be constituted by the following resources:

- a) Donations, fees and any other contributions that will be perceived, from national as well as international sources.
- b) Grants or subsidies from the Costa Rican Government and from the Government of any country.
- c) Legacies from any country in the world.
- d) Any other licit revenues, collected through own, non-profit activities, and it should be clear that the Association will not have a predominant economic purpose.

**ARTICLE 11.** The members do not have a right to ask for any refund of their fees, contributions or donations that have been paid in favor of the Association. In the case that a member loses that role because of separation, exclusion or any other motive, the former member will not be any more subject to the legal rights and obligations conceded by this Statute.

#### **CHAPTER FOUR OF THE AFFILIATION OR MEMBERSHIP MODES**

**ARTICLE 12.** The categories of members of the Association are the following:

- a) *Founding Members*: physical persons who signed the Statute of Constitution of the Association.
- b) Persons membership.

*Individual Members*: the physical persons from any country who perform as academics, researchers, professors and professionals interested in the objective of the Association.

All members without regards of their category will have a voice and will be entitled to vote on the Association's Assemblies.

- c) Institutions membership.

*Associate Members*: juridical persons from any country, who represent higher-education institutions, research centers, both public and private, whose activity is related to the objective of the Association, described in Article 7.

*Business Membership*: companies in any country who have an interest in

promoting the objective and activities of the Association and, in general, of science, technology and innovation.

*Peer Members*: juridical persons who represent similar associations in supraregions and countries within Latin America and the Caribbean, as well as other regions and countries in the world.

All associate, business and peer members will nominate a person to represent them in the social bodies of the Association.

**ARTICLE 13.** The requirements for affiliation in the Association are the following:

- a) To become an *Individual Member*: i) the applicant must certify interest in the areas related to the objective of the Association, through the presentation of a Curriculum Vitae; ii) the applicant must present and letter of application for incorporation into the Association, addressed to the Secretary of the Board of Chairs, with explicit indication of the reasons to become a member of the Association.
- b) To become an *Associate Member*: i) the institution has to be a higher-education institution, research center, public or private, or to be a dependency of any of those, and its activity has to be related to the objective of the Association; ii) the applicant institution must present an letter of application for incorporation into the Association, signed by the legal representative of the institution and addressed to the Secretary of the Board of Chairs, with indication of the reasons to become a member of the Association.
- c) To become a *Business Member*: i) the applicant must certify interest in the scientific, technological and innovation development in topics related to the objective of the Association in whichever part of the world; ii) the applicant company must present a letter of application for incorporation into the Association, signed by the legal representative of the company and addressed to the Secretary of the Board of Chairs, with a justification of the request.
- d) To become a *Peer Member*: i) the applicant must certify interest in the scientific, technological and innovation development in topics related to the objective of the Association in whichever country, region or supraregion within Latin America and the American continent; ii) the applicant must present a letter of application for incorporation into the Association, signed by the legal representative of the institution, with a justification of the request; and iii) the applicant must attach letters of support from at least two *Associate Members* of the Association to the letter of application for incorporation into the Association.

**ARTICLE 14.** The applications for incorporation into the Association for any of the membership categories described earlier, must be presented to the Board of Chairs, and this is authorized to accept or reject such applications, and has to communicate the applicant, in written, the reasons to ground the decision. The Board of Charis must

communicate the next General Assembly of the Association's members a full report of applications accepted and rejected, so that the General Assembly ratifies those decisions.

**ARTICLE 15.** The Board of Chairs will have one month to accept or reject an application for incorporation, counted from the date the application was officially received, and whatever decision is made, it must be communicated to the applicant in written.

**ARTICLE 16.** The Association will keep an updated list of all of its members, and a chronological roster of all applications, both accepted and rejected.

## **CHAPTER FIVE ON THE SUSPENSION AND MODALITY OF DISAFFILIATION**

**ARTICULO 17.** Members of the Association will no longer be members for the following causes: first, because of death of the member; second, by voluntary renunciation submitted in written to the Board of Chairs, given that previously all obligations as member have been cancelled; and third, by expulsion agreed upon by half plus one of the members present in the Extraordinaria General Assembly, grounded on any of the motives described next:

- a) not having paid three consecutive membership without justification;
- b) immoral conduct that attempts against the good name of the Association, or realizing activities contrary to the stability, harmony and friendship among all members;
- c) the member acts in name of the Association without having been enabled to do so;
- d) the member makes inappropriate use of the physical and financial or economic assets of the Association; and
- e) the member makes three minor offenses to the regulations of the Association.

**ARTICLE 18.** Previous to agreeing on the expulsion of a member, the Board of Chairs must warn the member in writing by explaining the motives from the list given above, that he/she is being charged with, to allow the member to prepare for his/her defense, for which he/she will dispose of a term of fifteen working days. Once that term has expired, the Board of Chairs will immediately call for an Extraordinary General Assembly in the timeframe and conditions established by this Statute. The indicted member must be present during the above mentioned Assembly and will be able to appeal the decision before that body. The Assembly will make a definite decision on whether the member will be expelled.

**ARTICLE 19.** Members will be able to leave the Association by free will whenever they so decide it, by informing that decision in written with at least three months in advance. In any case, the Board of Chairs will be able to establish the date of effective dismissal, based on the needs of the Association and considering the member's participation in projects or any other activities currently that are still ongoing at the moment of the request to leave.

## **CHAPTER SIX ON THE RIGHTS AND DUTIES OF THE MEMBERS**

### **ARTICULO 20.** On the members' duties.

All members have the duty to:

- a) participate, by themselves or through the representation of other members of the Association, duly authorized, in the General Assemblies and Extraordinary General Assemblies to which they are called to participate;
- b) pay in the right time and form the ordinary and extraordinary duties agreed upon by the General Assembly, and stay current in their payments;
- c) perform the roles and commissions accepted by the member, that have been assigned to by the Board of Chairs; institutional members shall enforce that their elected representatives comply with the roles in the Board of Chairs and other social bodies of the Association, for which they are elected;
- d) carefully monitor the work and development of the Association and use of all rights enabled by law to ensure the Association works towards its objective and that its patrimony is administered honestly and effectively;
- e) observe and respect this Statute and any policies and ruling dictated by the Board of Chairs or by the General Assembly.

### **ARTICLE 21.** On the rights of the members.

Those members that comply with their duties, in particular being current with payment of their fees will be denominated *full members*.

All members have the right to:

- a) have a voice in the General and Extraordinary General Assemblies;
- b) know the periodic reports communicated by the Association about its work and financial situation;
- c) make use of the services offered by the Association, according to the policies established by the Board of Chairs.

All full members have the right to:

- a) have a voice and be enabled to vote in the General and the Extraordinary General Assemblies; the only exception to this matter is that peer members will only have a voice but no right to vote;

- b) be elected to the roles in the Board of Chairs and other social bodies of the Association; the only exception to this matter is that peer members will not be allowed to be elected in any roles of the Board of Chairs nor for the role of Auditor.

**ARTICLE 22.** All members of any category will be able to make contributions to the patrimony of the Association of any kind, being these in the form of money, goods or services.

## **CHAPTER SEVEN ON THE BODIES OF THE ASSOCIATION**

**ARTICLE 23.** The social bodies of the Association are the following, and have the faculties indicated forward:

- a) The General Assembly
- b) The Board of Chairs
- c) The Auditor

**ARTICLE 24.** On the *General Assembly*. The supreme body of the Association is its General Assembly. General Assemblies can be Ordinary or Extraordinary. The Ordinary General Assembly may resolve any subject that does not required the agreement of the Extraordinary General Assembly. Whenever deemed convenient, the Board of Chairs will be able to call for an Extraordinary General Assembly, in accordance to this Statute.

**ARTICLE 25.** The call for each General Assembly shall be issued by the Secretary of the Board of Chairs, at least a month in advance of the date of the Assembly. A call memo must be issued to each of the members that have the right to participate in the General Assembly, through electronic mail to the address provided by the member or member representative. In all cases the place or means, date and time of the General Assembly must be explained clearly. The call memo shall also include the Assembly's order of the day.

**ARTICLE 26.** The Board of Chairs is enabled to call for an Extraordinary General Assembly whenever it deems it necessary or whenever at least twentyfive percent of the full members requests it in written before the Board of Chairs. In their request, the signing members shall explain the subject matters to the discussed. The Board of Chairs must call for an Ordinary General Assembly once a year, during the first half of November.

**ARTICLE 27.** For the General Assembly to be considered as legally installed, the participation of at least half plus one (fifty percent plus one) of all members is required. For the Extraordinary General Assembly to be considered as legally installed, the participation of at least seventy five percent of all members is required. If these participation requirements to any of the Assemblies are not met, the General Assembly will be done in second call on the same date, thirty minutos after the first call. On second call, both General

and Extraordinary General Assemblies will be legally installed with a minimum of seven members, number required to fill the roles of the social bodies of the Association.

**ARTÍCULO 28.** The General Assembly will be presided over by the President of the Board of Chairs and, if absent, by the Vicepresident. The role of Secretary of the General Assembly will be assumed by the Secretary of the Board of Chairs. The Secretary must certify the participation to the General Assembly. If any of these persons does not participate in the General Assembly, the participants will designate from among the members of the Board of Chairs the persons who will act in their behalf.

**ARTICLE 29.** General and Extraordinary General Assemblies may be carried out in Costa Rica or abroad. Those members that, for financial, agenda or other reasons cannot attend the Assembly's session, will be able to do so through any virtual communication means that the Board of Chairs deems acceptable.

**ARTICLE 30.** The following are the mandatory assignments of the Ordinary General Assembly:

- a) Elect, every two years, the persons that will occupy the roles in the Board of Chairs and the Auditor, and of any other body created by the General Assembly. All of these persons may be also reelected.
- b) Know, accept, reject or modify working reports from the bodies of the Association.
- c) Know, accept, reject or modify the corresponding minutes of any sessions of the bodies of the Association.
- d) Agree upon and approve the amount of the monthly fees, donations and any other contributions from the members.
- e) Approve any regulations dictated by the Board of Chairs.
- f) Approve the yearly budget and working plan.
- g) Determine the amount of the loyalty policy that shall cover the person appointed to the role of Treasurer within the Board of Chairs, for his/her appropriate compliance with the role's duties.
- h) Know and resolve any motions from members, that have been presented before or during an Assembly session, as well as resignations of any of the persons within the Board of Chairs or the Auditor.
- i) Know and resolve any complaint presented against any of the members of the Board of Chairs, the Auditor, or the General Assembly itself.
- j) Any other subject matter not mentioned in the call and that is not of competence



of the Extraordinary General Assembly.

**ARTICLE 31.** The following are the Extraordinary General Assembly attributions:

- a) Fill the vacant roles in the Board of Chairs or the Auditor, due to definitive absence of the members currently on those roles.
- b) Approve or carry on reforms to this Statute and the regulations of the Association, in accordance with Article 42 of this Statute.
- c) Agree on the expulsion or not of members of the Association, in accordance to that is specified in this Statute.
- d) Know and approve the reports received from the administrative bodies of the Association, as well as any other matter of urgency that cannot wait to the next Ordinary General Assembly.
- e) Know and resolve the appeals presented by members of the Association before the Assembly against rulings of the Board of Chairs. In particular, those appeals presented by members against whom an expulsion was agreed upon.
- f) Dismiss members of the Board of Chairs or the Auditor, due to their failure to fulfill their duties or whenever this Statute or the Law of Association so stipulates it.
- g) Leave without effect or modify any agreement of the Board of Chairs. For this at least twentyfive percent of all full members are required, and it shall not have passed a year since the agreement was made.
- h) Agree upon the dissolution of the Association, in accordance to what is established by this Statute.
- i) Approve or not the transformation or integration of the Association in another entity.
- j) Any other subject matter not listed in the call to the Assembly session, and is not of competence of the Ordinary General Assembly.

**ARTICLE 32.** Both the Ordinary and the Extraordinary General Assemblies require at least the favorable vote of seventyfive percent of all members participating in the sessions, to agree on the following subject matters:

- a) Increase or decrease of member fees,
- b) Fusion with other Associations;
- c) Dissolution or liquidation of the Association;

- d) Reform of this Statute of the Association; and
- e) Exclusion of a member.

At least fifty percent plus one of the votes of the full members participating in the Assembly session are required to resolve the following subject matters:

- a) Approval of the annual working plan and budget of the Association.

For any subject matter to be considered approved by the General Assembly, simple majority of the votes of all full members participating in the Assembly session is required, except where otherwise established by this Statute.

**ARTICLE 33.** The year-end date for any legal purposes is December 31<sup>st</sup>.

**ARTICLE 34.** The decisions made by the General Assembly in the terms defined by this Statute are of mandatory observance by all of the Association's members.

**ARTICLE 35.** For every General Assembly a minute will be prepared containing all decisions made, following the procedures for signature, communication and archive established by the Board of Chairs.

**ARTICLE 36.** The direction and administration of the Association is competence of the Board of Chairs, which will be composed by a minimum of six members of legal age, appointed for the following roles: President, Vicepresident, Secretary, Treasurer, First Vocal and Second Vocal, who will be elected in an Ordinary General Assembly to be celebrated on the first half of November, for a term of two years; the elected members take possession of their roles on the 16<sup>th</sup> of November of the corresponding year. The temporary absences of the members of the Board of Chairs will be covered by the remaining members of the Board; definitive absences will be covered by the Board members until the next Extraordinary General Assembly is celebrated to fill the vacant roles for the remaining of the term.

**ARTICLE 37.** The members of the Board of Chairs will be elected from within the members of the Association in the annual Ordinary General Assembly. The Board of Chairs shall regulate the proceedings of the election.

All roles of the Board of Chairs will be appointed *ad honorem*, that is, members of the Board will not perceive any compensation for their duties.

**ARTICLE 38.** The Board of Chairs will session at least once every three months, and for such purpose may use any means authorized by law.

**ARTICLE 39.** The following are the faculties and obligations of the Board of Chairs:

- a) present before the General Assembly proposals for the approval or reform of the

- regulations of the Association;
- b) formulate an annual work plan for the Association, including the annual budget, both of which shall be approved by the General Assembly;
  - c) designate commissions whenever necessary, with specific faculties and obligations;
  - d) confer and revoke general and specific powers of attorney with the faculties it agrees upon;
  - e) provisionally agree on the admission or exclusion of members in the terms established by this Statute;
  - f) analyze the amount of the fees that all members must cover and present a proposal before the General Assembly;
  - g) accept or reject, whenever such a request from a member has been received, of a sole extension of a three-month term to cover the fees, as allowed by Article 17, insert a of this Statute on arrears.
  - h) others that the General Assembly may concede.

**ARTICLE 40.** Attributions of the members of the Board of Chairs.

- a) The President will be the legal and extrajudicial representative of the Association and will have a power of attorney without sum limit. The President, or by default the Vicepresident, will sign all minutes along with the Secretary. The President will authorize, along with the Treasurer, the payments that the Board of Chairs agrees to make and will take the initiative on all activities that the Association undertakes.
- b) The Vicepresident substitutes the President during his/her temporary absences, and has the same obligations and attributions as the President during the substitution, including attending activities of the Association in its representation, and providing support in any task of the Board of Chairs.
- c) The Secretary's mandate is to prepare the minutes of the sessions of the General Assembly and the Board of Chairs, and sign them along with the President, once they have been approved by the corresponding body. The Secretary must maintain in perfect order and rightfully legalized by the National Registry of Associations, the Book of Minutes of the General Assembly, the Book of Minutes of the Board of Chairs, and the Registry of Associates.
- d) The Treasurer's mandate is to collect the fees determined for all members; report to the Board of Chairs a detailed list of all members with due fees, the payments received and the corresponding balance. The Treasurer will make

sure all payments due to the Association are covered on time; the Treasurer will secure those funds and deposit them in a banking account in one of the banks of the National Banking System, under the name of the Association. The deposits, checks, withdrawals or electronic transfers will require the authorization or approval of two of the members of the Board of Chairs and will keep updated all legal books including the Diary, the Major, as well as the Inventory and the Balance. The Treasures must be covered by a loyalty policy, in accordance with Article 24 of the Law of Associations and its reforms; the amount of the policy will be defined by the Ordinary General Assembly.

- e) Vocals' role is to provide support to the Board of Chairs in whichever tasks are required, and temporarily substitute, due to absence, any of the Board's members.

**ARTICLE 41.** Of the *Auditor*: there is a third body of the Association called the Auditor. This must be a persona of legal age, a full member, and appointed by the Ordinary General Assembly, for a term of two years, and who takes possession of its role on the 16<sup>th</sup> of November of the corresponding year, and will have the following attributions:

- a) supervise all economic operations and movements of the Association;
- b) prepare and present a yearly report to the Ordinary General Assembly;
- c) take care of any complaints of the members and carry out the pertinent investigations;
- d) request the Board of Chairs to call for an Extraordinary General Assembly whenever he/she deems it necessary;
- e) participate with voice but no right to vote in the sessions of the Board of Chairs, whenever subject matters will be discussed that are pertinent for his/her role.

## **CHAPTE EIGHT ON THE REFORMS TO THIS STATUTE**

**ARTICLE 42.** Total or partial reforms to this Statute must be approved during an Extraordinary General Assembly, by at least two thirds of the full members present. Those reforms will be registered in accordance with Article 19 of the Law of Associations and its reforms.

## **CHAPTER NINE ON THE DISSOLUTION OF THE ASSOCIATION**

**ARTICLE 43.** The Association can be dissolved whenever the causes indicated in Articles 13, 27 and 34 of the Law of Associations and its reforms occur. The Civil Judge appointed to the domicile of the Association will be requested to appoint three liquidators, who will earn

the percent amount determined by Article 14 of the Law of Associations and its reforms, as honoraries. After the extinction of the Association, all assets will be donated to a public or private organization that has as its primordial objective the promotion of advanced computing.

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In this same act, once approved the above Statute, we proceed to elect the first Board of Directors and Auditor, who will guide the Association for the term between May 9, 2018 and the first half of November, 2018, when an Ordinary General Assembly will be held. The results of the election are the following:

**President:** Avaro Félix de la Ossa Osegueda

**Vicepresident:** Isidoro Gitler Goldwain

**Secretary:** Philippe Olivier Alexandre Navaux

**Treasurer:** Esteban Meneses Rojas

**First Vocal:** Harold Castro Barrera

**Second Vocal:** Claudio Chacón Arévalo

**Auditor:** Rafael Mayo García

All of the above appointed persons, of known qualifications already mentioned in this proceedings, accept their roles and take possession in this act. All persons who participated in the Constitutive Assembly sign below. We request the National Register of Associations of the National Register to carry on the inscription process for the legalisation of the Association, in order to obtain its juridical identity. Moreover, we request that the identify certificate is issued, for which all tax stamps required by law are attached. All agreements described in this document are declared to be firm. The session ends at 15:00 hours on Wednesday, May 9, 2019.