

STATUTES OF
PARTNERSHIP FOR ADVANCED COMPUTING IN EUROPE

AISBL

CHAPTER I

DEFINITIONS

Article 1

(Definitions)

In these statutes, the terms listed below have the meaning given to them in this article, namely:

- a) **“Association”** – the association identified in article 2 below, which is governed by these statutes, internal regulations and applicable laws;
- b) **“Member(s)”** – member(s) of the Association, regardless of the category to which it/they belong(s);
- c) **“Adhering Member”** – a member who did not initially sign the public deed of incorporation of the Association of which the present statutes are an integral part, but who was later accepted as member of the Association, on the terms and conditions set out in article 6 of these statutes;
- d) **“Defaulting Member”** – a member who, by resolution of the Council, is considered to be in breach of one or more of the obligations set out in these statutes, or who is considered to be in breach of any of the internal regulations or applicable laws;
- e) **“Founding Member”** – a member who signed the public deed of incorporation of the Association of which these statutes are an integral part;
- f) **“Hosting Member”** – a Founding Member or an Adhering Member who has the power to manage or to control the management of a Tier-0 System lodged in its country of

origin, and who provides or who shall provide the respective use of the system to the Association and the Members listed under article 30 of these statutes;

- g) **“Contribution of the Hosting Member”** – contribution in kind and in cash to the Association on the terms set out in these statutes and on any other terms that may be defined by the Council, and which shall necessarily include the permission for the Association, or any third parties identified and selected by the Association, to use the resources resulting from an HeC System;
- h) **“HPC Tier-0 Centre”** (or **“Centre”**) – location where one or more Tier-0 Systems are installed;
- i) **“High-end Computing”** (**“HeC”**) – use of the most capable computing HPC systems;
- j) **“High Performance Computing”** (**“HPC”**) – use of massive parallel supercomputers which, based on a large scale numeric simulation, allow the carrying out and resolution of tasks promoting scientific progress or developing advanced technologies;
- k) **“Infrastructure”** (or **“HeC Infrastructure”**) – set of all resources and services integrating the *Tier-0* System, provided by the Association to the community on the terms set out in these statutes;
- l) **“Peer-Review Process”** – evaluation process carried out by the Access Committee according to the parameters and criteria determining the Infrastructure distribution policy defined by the Council, in particular of the core criterion of scientific excellence, in order to select and distribute the use of the Infrastructure for the research projects and programmes submitted to the Association by the scientific community and the industry, for consideration;
- m) **“Tier-0 System”** – HeC system whose resources shall be made available to users from the scientific research areas and industry, on terms to be established by the Association.
- n) **“Council”** - See Article 12
- o) **“Access Committee”** – See Article 25

CHAPTER II

GENERAL PROVISIONS

Article 2

(Name, registered office and duration)

The Association, which is an international non-profit association, is named “Partnership For Advanced Computing In Europe AISBL”, and abbreviated as PRACE, whose registered office is at Rue du Trône 98, 1050 Brussels, Belgium. The full name and the abbreviated name cannot be used indistinguishably.

The registered office may be transferred to any other location within the Walloon Region or the Brussels Capital Region by a decision taken by the Board of Directors. The decision to move the registered office must be published in the Annexes to the Belgian Official Gazette.

The decision of the Board of Directors to move the registered office of the Association is not considered as an amendment to the Statutes and does not require a decision of the Council. The Board of Directors is entitled to establish the coordinated version of the Statutes and file it with the Commercial Court.

The Association is incorporated for an unlimited period of time.

Article 3

(Purpose and activities)

1. The non-profit purpose of the Association is as follows:
 - a) the development and provision of an Infrastructure at European level which allows the scientific communities, including those within industry, to access European HeC systems;
 - b) the management of the coordination between the Infrastructure and existing national computation centres (*Tier-1*) and also, if agreed, regional computation centres (*Tier-2*), to allow for the establishment of relationships with the HeC user communities; and

- c) the provision and rationalization of access to the Infrastructure by qualified European and international scientific communities, either academic or industrial, whose projects may be evaluated for such purpose.
2. The Association shall, in general, carry out the activities necessary for the achievement of its purposes and, in particular, shall carry out the activities listed below which are directly linked to the achievement of such purposes:
 - a) promoting the use of HeC systems, in order to solve, through simulations, the most complex and advanced scientific and engineering problems, and thereby to enhance European competitiveness, both for science and industry;
 - b) promoting the organization of the European Research and Innovation area in which HeC is concerned and participating in its achievements;
 - c) helping to develop IT equipment and components (hardware and software) for future HeC systems, in collaboration with the HeC industry in Europe;
 - d) preparing any research and development work necessary for the definition and optimization of HeC systems and related services, both directly and through external partnerships or collaborations.
3. The Association may also carry out ancillary commercial activities, either directly or indirectly, so long as these ancillary commercial activities are compatible with the purposes of the Association and with the activities necessary for achieving these purposes. Any income generated by ancillary commercial activities shall be used by the Association to carry out such purposes.
4. In accordance with paragraph 3 of this article, and in consideration of the activities described in paragraph 2 of this article, the Association may provide HeC services to industrial users, for research and development purposes. The HeC services shall be provided to industrial users on the terms and conditions to be agreed by a resolution of its Council.
5. The Association will have regard to the principles which require that the Association acts exclusively for peaceful purposes and conduct its activities in an ethical manner. The Association will ensure that International Scientific projects, whether academic or industrial, which will be granted access to the HeC systems will follow these principles.

Article 4

(Provision of services by the Members)

1. The Association may enter into agreements for the provision of services with its Members, in order to, among other purposes, ensure the procurement and operation of super computation HeC systems, including the development of their structure and technical environment, the construction and maintenance of adequate facilities, including the actual buildings and the cooling and electricity supply systems connected to such buildings, and also the design of appropriate computing and digital infrastructures.
2. The terms and conditions of the provision of services referred in the previous paragraph shall be approved by resolution of the Council and may constitute contributions in kind of the Members as set out in article 9 of these statutes.

Article 5

(Financial Resources)

In particular, the following constitutes the financial resources of the Association:

- a) the fees paid by the Members and other contributions from such Members set out in these statutes or any other fees that may be established by the Council;
- b) the revenue from the activities and the services provided by the Association;
- c) the donations accepted by the Association;
- d) the subsidies and/or financial support that may be granted to the Association by the States of which its Members are a part, or by any European, such as the European Union, or international organisations.

CHAPTER III THE MEMBERS

Article 6

(Members, observers and respective admission)

1. The Members are legal persons, either public or private. There can only be one member per Member State of the European Union or of an associated country as described in article 217 of the European Union Treaty.
2. Without prejudice to what may be included – as regards the definition of additional criteria for the admission of Adhering Members and also as regards the fulfilment of the conditions referred to below – in an internal regulation of the Association to be

approved by its Council, only the candidate that meets the following cumulative minimum conditions may be admitted as an Adhering Member of the Association:

- a) it is the entity in charge of the management and/or coordination of the provision of HPC services for its country of origin;
 - b) it is identified, appointed and supported as such by the government of such country through the issue of a formal declaration to that effect; and
 - c) the respective application has been approved by an unanimous resolution of the Council of the Association, as set forth in subparagraph a) paragraph 4 of article 14.
3. If the candidate has been admitted by the Council, it must at all times meet the minimum requirements defined in the previous paragraph a) and b), otherwise it must resign.
 4. Any decision of the Council to refuse membership to a candidate must be notified to the candidate by the Board of the Council and may be appealed by the candidate in front of the Brussels' Courts.
 5. An Adhering Member or a Member will be admitted as Hosting Member if it has the power to manage or control the management of a Tier-0 system in its country of origin and meets the requirements defined in paragraph 2 a) and b) and paragraph 3.
 6. An entity that is a representative of a country or of a scientific community, or an industrial organization or a representative group thereof, may be qualified as an observer for a certain time limit determined by a resolution of the Council (the "Observer"). The Observers are not Members of the Association and have only the rights and obligations as defined in the Statutes and/or the Internal Regulations.
 7. The Observer has the right to participate, without voting rights, in the Councils' meetings and in committees of the Association according to the conditions decided by the Council. The Observer has no right to participate at the Board of Directors' meetings. The Observer does not pay any contributions or fees. The rights and obligations of the Observers defined in the Statutes and/or internal regulations can be amended without their consent.
 8. A Defaulting Member has no right to vote and its contribution or its committed contribution will not be taken into account for the calculation of any of the majorities as set out in article 14 of these statutes.

Article 7
(Rights of Members)

Without prejudice to other rights set out in these statutes, internal regulations, a resolution of the Council or applicable laws, the Members have a right to:

- a) participate in the activities of the Association, notably in its Councils' meetings , with the right to vote;
- b) elect and be elected for the bodies of the Association, through their representatives whenever the case may be;
- c) propose the admission of Adhering Members;
- d) enjoy all the benefits inherent to its role as Member;
- e) examine the accounts, documents and books concerning the activities of the Association, as well as the right to request and obtain from the Board of Directors of the Association information on the development of such activities; and
- f) resign from the Association, on the terms set out in article 10, paragraph 1 of the statutes.

Article 8
(Duties of Members)

1. Without prejudice to other duties set out in these statutes, internal regulations, a resolution of the Council and applicable laws, the Members have a duty to:
 - a) take part in the activities necessary for carrying out the purposes of the Association;
 - b) contribute to the Association on the terms set out in article 9 and on the terms set out in an internal regulation of the Association establishing, in as much detail as possible, the qualitative and valuation criteria based on which the level of the contributions in kind should be defined;
 - c) hold, with due care and dedication, the offices for which they are elected, appointing their representatives for such purpose, when needed; and
 - d) comply with the decisions of the Bodies, the statutes, the internal regulations of the Association and the applicable legislation.
2. The Members may participate, at their own discretion, on optional programmes to be carried out by the Association according to criteria, terms and conditions defined by the Council or by regulation approved by resolution of the same.

Article 9

(Contributions of Members)

1. The contributions of the Members to the Association may be grouped into (i) monetary contributions; and (ii) contributions in goods or services other than monetary contributions, also called contributions in kind, which include the Contributions in kind of the Hosting Members.
2. The minimum amount of the monetary contributions owed by the Members shall be established annually at a Council's meeting. This is without prejudice to the initial contributions of members.
3. The Members agree to make contributions in kind on the terms and conditions set out in a resolution of the Council which shall be in force for a period of time as defined therein and/or in the rules provided in the internal regulations.
4. The monetary contributions shall be made in Euros (€). Where the Euro is not the currency used in the Members country of origin, the currency shall be converted into Euro using the Euro Foreign Exchange Reference Rates published by the European Central Bank in Frankfurt/Main, Germany on the payment date. This Euro Foreign Exchange Reference Rate is displayed on the appropriate Reuters Screen as of 11:00 a.m., London time.
5. For the purpose of exercising the right to vote set out in article 14 of these statutes, the Council shall, at the start of each calendar year, place a monetary value on the contributions in kind provided by the Members during the previous year and on those contributions in kind that the Hosting Members have committed themselves to make available to the Association, in any case based on the criteria set out in sub-paragraph b) of article 8 of these statutes. This is without prejudice to the initial contributions of members.
6. The monetary value of the contributions in kind shall be added to the amount of the monetary contributions provided during the same period of time, in order to calculate (i) the total amount of monetary and in kind contributions provided during the year in question, including the contributions in kind that the Hosting Members have committed themselves to make available to the Association; and (ii) the specific proportions contributed by each Member - or that the Hosting Members have committed themselves to contribute - to the total amount of contributions.
7. The proportion with which each Member contributed during the previous calendar year or that a Hosting Member has committed to contribute to the total amount of the

monetary and in kind contributions, shall be taken into account for the purposes of forming the majorities established in article 14 of these statutes, although contributions in kind by the Hosting Members should only count for this purpose up to the limit of the minimum level of the contributions in kind of the Hosting Members as defined by the Council according to sub-paragraph d) paragraph 5 of article 14 *in fine*.

8. The commitment of a Hosting member to make available the Contribution of the Hosting Member shall be fulfilled by making available, for distribution by the Association, the resources resulting from an HeC System through a letter addressed to the Chairman of the Board of the Council. An acceptance is not necessary.

Article 10

(Termination of membership)

1. A Member may only resign its membership of the Association, on its own initiative, by providing a letter of resignation addressed to the Chairman of the Council, sent at least three months before the end of the then current calendar year. The Member's resignation shall be effective from the end of the then current calendar year unless the Council unanimously decides to shorten this period.
2. A Defaulting Member may be expelled from the Association by resolution of the Council made in accordance with paragraph 3, sub-paragraph b) of article 14 of these statutes.
3. The Member who, in whatever manner, ceases to be a Member of the Association, is not entitled to claim back the contributions that it has provided to the Association and shall remain liable to make all the contributions that were due while it was a Member of the Association, exception made to the contributions that the Hosting Members have committed to contribute or that, in the terms of paragraph 2 of article 30, they have failed to commit to contribute to the Association, regarding which paragraph 5 below shall apply. For the avoidance of doubt, a Member who does not comply anymore with subparagraph b) paragraph 1 of article 8 of the Statutes automatically ceases to be a Member of the Association.
4. The consequences of the termination of membership at the level of use of HeC services will be defined in a regulation to be approved by the Council.
5. Notwithstanding paragraph 3 of Article 10, the Member who terminates its membership without having provided its committed contributions in kind or without having committed to contribute to the Association with the Contribution of the

Hosting Member according to paragraph 2 of article 30 below, but who has benefited from usage allocation time of the Infrastructure, has to provide to the Association the contributions in kind which it had committed or it have failed to commit to contribute to the Association or the equivalent in cash, up to the limit of the benefit obtained.

CHAPTER IV

BODIES

Article 11

(Bodies)

The bodies of the Association are the Council and the Board of Directors. The bodies can engage the Association.

The Council may create, in order to meet a specific need, committees such as, but not limited to, the Scientific Steering Committee and the Access Committee.

SECTION I COUNCIL

Article 12

(General provisions)

1. The Council is the deliberative body of the Association and it is composed of all the Members.
2. Subject to the articles contained in this Section I, and, in particular, in article 14, as well as in the applicable legal provisions, the Council may approve specific rules governing its functioning.
3. Each Member shall participate in the meetings of the Council and shall vote through only one delegate, duly authorized for such purpose through a letter addressed to the Chairman of the Board of the Council. If the delegate is elected Chairman, the respective Member shall send a new delegate. The Chairman does not have a vote. Each delegate may be accompanied by an adviser, on the terms that are to be defined in the working rules of the Council referred above.

4. Without prejudice to the rules set out in these statutes regarding the consideration of the contributions of Members, each Member shall be allowed one vote.

Article 13

(Board of the Council)

1. The Council is led by the respective Board, comprising of a Chairman, a Vice-Chairman and a Secretary. The Chairman, Vice-Chairman and Secretary are elected by the Council from among the delegates of the Members attending the Meeting and each serve terms of a maximum of two years. The Secretary may also be externally hired by the Association if so decided by the Council.
2. The Chairman of the Board is responsible for directing and conducting the Meeting, in accordance with the statutes, the working rules of the Council which may be approved and the applicable laws. The Secretary is responsible for assisting the Chairman during the course of the Meeting and for preparing the minute of the meeting.
3. In the event that the Chairman of the Board is unable to attend the Meeting, the Vice-Chairman shall replace him/her. In the event that the Chairman of the Board and the Vice-Chairman are unable to attend the Meeting, the Chairman shall be replaced by one of the delegates of the Members attending the Meeting appointed by the Members for such purpose.

Article 14

(Competence and functioning of the Council)

1. In general terms, the Council is responsible for considering and deciding on all matters of interest to the Association, such as those listed below under paragraphs 3 to 7.
2. Without prejudice to applicable laws and to the following paragraphs of this article concerning the requirement of a qualified majority for the approval of certain matters, the Council may not pass a resolution without the presence of the majority of the Members. Such majority shall include the Members that contributed or have committed to contribute with the majority of the contributions to the Association as set forth in paragraphs 5 and 7 of article 9.
3. Except as set out in the following paragraphs, resolutions are passed, as a general rule, by an absolute majority of the votes of the Members attending the meeting, and such majority shall include the Members that have contributed or have committed to

contribute with the majority of the contributions to the Association as set forth in paragraphs 5 and 7 of article 9. This general rule applies, for instance, to the passing of resolutions on the following matters:

- a) the analysis and approval of the management report and the annual accounts prepared by the Board of Directors;
- b) the expulsion of a Defaulting Member;
- c) the strategic scientific guidelines and the annual or multiannual scientific programme of the Association;
- d) the criteria based on which a specific programme of the Association shall be considered as an optional programme, as well as the terms and conditions according to which such optional programmes shall be implemented;
- e) the appointment and dismissal of the members of the other bodies of the Association, exception made to the members of the Board of Directors;
- f) the policy regarding the relationship to be established with the users of the industrial community who may gain access to the Infrastructure; and
- g) the creation and definition of working rules for the advisory bodies that may be created other than those specifically set out in these statutes.

4. Resolutions on the following matters are passed by the unanimous vote of the Members attending the meeting:

- a) the admission of Adhering Members, whether or not they shall later assume the role of Hosting Members;
- b) the minimum amount of the contributions in cash owed by each Member as set forth in paragraph 2 of Article 9;
- c) the assumption of guarantees, the subscription of collateral and the participation in other organizations, on the terms allowed by the applicable laws; and
- d) the amendment of these statutes, with exception of the winding up of the Association, in which case the statutes can be amended with the majorities established in paragraph 6 of article 14 of the statutes.

5. Resolutions on the matters below require a qualified majority of contributions correspondent to the percentage of the total contributions to reach a threshold set by the resulting value of the division of the number of Hosting Members by the number of Hosting Members plus one:

- a) the terms and conditions applicable to agreements that may be entered into between the Association and the users of the industrial community referred to in sub-paragraph f) of paragraph 3 above;
- b) the annual budget and the medium-term financial estimates, supplemented by a strategic plan which shall be in force for five years, intended to, among other matters, regulate the acquisition and exploitation of the main computers and services;
- c) the financial rules of the Association;
- d) matters regarding the contributions of Members – in addition to the matter set out in sub-paragraph b) of paragraph 4 above – and (possible) compensations to which they may be entitled, notably the total annual level of the contributions made by the Members, the evaluation of all contributions, the acceptance of projects involving or representing a contribution to the Association and, also, the minimum level of the Contributions of the Hosting Members; for the avoidance of doubt, this does not include the fulfilment of the commitment concerning a Contribution of the Hosting Member, through making available the resources resulting from an HeC System for distribution by the Association.
- e) the approval of internal regulations containing necessary specifications for the regulation of these statutes, notably those regulations containing the working rules of the Council itself and the identification of criteria to evaluate the contributions of the Members, in particular the Contributions of the Hosting Members;
- f) the fulfilment of orders and the entering into agreements by the Association of a value higher than the value established for such purpose by the Council;
- g) the general annual or multiannual programme of the Association;
- h) the parameters and criteria according to which the *Peer-Review* Process should be carried out by the Access Committee and related complaints, including the terms and conditions according to which services shall be provided to industrial users within the scope of such *Peer-Review* Process or in accordance with paragraph 2 of article 3;
- i) the conditions under which the Association shall provide services to industrial users according to the above mentioned *Peer-Review* Process or in accordance with the terms of paragraph 2 of article 3;

- j) the preparation and adoption of the staff policy of the Association;
 - k) the approval of the internal organizational plan of the Association;
 - l) the transfer of obligations regarding contributions between Members of different countries;
 - m) the adoption of a marketing policy and rules on intellectual property rights and the dissemination of information;
 - n) the relationship to be established with organizations from countries that are not members of the European Community or international organizations;
 - o) the relationship to be established with the industry supplying adequate HPC services;
 - p) the policy regarding the allocation of the HeC resources among the Members and the countries of origin of the same, including the definition of the share for the projects approved through the *Peer-Review Process*;
 - q) the measures that should be adopted to correct a possible imbalance in the terms defined in paragraph 3 of article 19 of the statutes;
 - r) the entering into of agreements for the provision of services set out in article 4 above and the terms and conditions of these agreements;
 - s) the entering into of eventual hosting agreements between the Association and the countries of origin of the Hosting Members, through which matters regarding taxes and the hiring of staff are regulated;
 - t) the terms and conditions under which agreements may be entered into regarding the long term use of the resources made available by the Association, or collaborations with third countries or groups of countries regarding the Association and its Members, establishments or organizations;
 - u) the appointment and dismissal of the members of the Board of Directors;
 - v) the qualification, admission and dismissal of an entity as an Observer; and
 - w) the delegation of powers regarding financial matters of the Association to the Board of Directors in accordance with paragraph 9 of this article.
6. Without prejudice to any applicable laws, the resolution on the winding up of the Association and any matters relating to its net assets require a qualified majority of contributions correspondent to the percentage resulting from the division of the number of Hosting Members by the number of Hosting Members plus one.
7. The resolutions on the appointment of the Chairman, the Vice-Chairman and the Secretary of the Board of the Council, as well as on the appointment of the Chairman

and the Vice-Chairman of other advisory bodies that may be created by decision of the Council, are made by the absolute majority of the votes of the Members attending the meeting.

8. Without prejudice to paragraphs 3 to 7 of the present article, resolutions regarding the level of the Contribution of the Hosting Members (see sub-paragraph d) of paragraph 5 above) and the matters listed in sub-paragraphs p) to t) of paragraph 5 above are only deemed approved where the Hosting Members have voted in favour.
9. The Council may grant powers to the Board of Directors regarding some of the matters set out in the above paragraphs of this article, except those which are, by law, necessarily an exclusive power of the Council.
10. Except where a resolution is passed in accordance with paragraph 8 above, if a resolution is passed at a Council on matters which require any of the Members to assume financial responsibilities which they are unable to assume, such Member or Members shall have the right to, in that specific case, veto the resolution in question.
11. The veto right referred to in paragraph 10 of the present article must be duly justified and may only be exercised once for each resolution of the Council.
12. Once the veto right set out in paragraphs 10 and 11 of the present article has been exercised, and the Member or Members in question have been heard, the Council shall resolve to revoke or to confirm the resolution. Where the resolution is confirmed, the Member or Members may exercise their right to leave the Association with immediate effect.

Article 15

(Meetings of the Council)

1. Councils' meetings shall either be ordinary or extraordinary meetings, and the minutes of each meeting shall be sent to each Member after having been, signed by the Chairman and by the Secretary of the Board of the Council. The minutes shall be approved at the next Council's meeting.
2. Ordinary meetings, or meetings of mandatory nature, are those meetings which take place at least twice a year, at times of the year which have been agreed in the working rules of the Council; all other meetings are extraordinary, without prejudice to those meeting required by law for the approval of the management report and the annual accounts.

3. The meetings of the Council are private; however they are open to the members of the Board of Directors and the Chairman of the Scientific Steering Committee; such participation may however be forbidden by a resolution of the Council itself, on a case by case basis.
4. The meetings of the Council shall take place at the registered office of the Association or, considering its international scope, at any other location indicated by the Chairman of the Board of the Council, even if outside Belgium, provided, in such case, it does not prejudice the right of any Member to make itself represented at the Council.
5. The meetings of the Council may also take place through videoconferencing or teleconferencing systems and the Chairman of the Board will be responsible for ensuring the integrity of the communications. The meetings of the Council may also take place in writing. Decisions taken by videoconference, teleconference or in writing are deemed to take place at the registered office of the Association. Decisions taken by videoconference or teleconference are deemed to come into force on the date of the meeting. Decisions taken in writing are deemed to come into force on the effective date mentioned on the circular letter.

Article 16

(Form of notice)

1. The Chairman of the Board of the Council must call Councils' meetings.
2. The notice shall be served by post sent to each of the Members giving a minimum of ten business days' prior notice. The notice of the meeting shall set out the day, the time and the place of the meeting and the corresponding agenda. Nevertheless a Council is validly called with shorter notice, providing the Members of the Association agree unanimously to waive the ten days prior notice.
3. An extraordinary Council must also be called whenever requested, for legitimate reasons, by a group of at least one fifth (1/5th) of the total number of Members.
4. If the Chairman of the Board of the Council does not call the Council whenever under an obligation to do so, any Member may call the meeting.

**SECTION II
BOARD OF DIRECTORS**

Article 17

(General Provisions)

1. The Board of Directors is the executive body of the Association and is composed of a minimum of two members, elected at a meeting of Council. Each director will serve for an initial term of three years, renewable for subsequent periods of two years as agreed by Council. The Council may also appoint a Chairman to the Board of Directors from amongst its members.
2. The Council has the discretion to decide, by resolution, whether or not to remunerate the Board of Directors.
3. The Chairman of the Board of Directors shall participate in the meetings of the Council, of the Scientific Steering Committee and of the Access Committee, in his capacity of adviser but without voting rights, unless, in the case of the meetings of the Council, such Council decides that the Chairman's participation should not take place.

Article 18

(Representation and powers of the Board of Directors)

1. The Board of Directors is generally responsible for managing and representing the Association to third parties, both in and outside court. The Association is bound to third parties by the signature of two of the members of its Board of Directors or its attorneys, within the scope of their powers-of-attorney.
2. Without prejudice to other powers attributed to it by law or by these statutes, the Board of Directors is responsible for, notably:
 - a) preparing and implementing the work programmes of the Association, the estimates of resources needed, the work to be carried out, the staff hired by the Association and the respective human resources management policy;
 - b) preparing and implementing the annual budget;
 - c) maintaining the stock inventory;
 - d) preparing the management report, the annual accounts and the remaining annual documents of account;
 - e) preparing other reports or opinions upon request by the Council, the Scientific Steering Committee or the Access Committee;

- f) deciding on the allocation of computational resources, on terms defined in the following article;
 - g) ensuring the existence of a sound management and financial internal control system;
 - h) preparing the rules on the intellectual property rights policy, the dissemination of information and industrial policy for approval by the Council;
 - i) preparing the internal regulations which contain specifications for the regulation of these statutes, without prejudice to paragraph 4 of article 25, to be approved by the Council;
 - j) appointing attorneys for the performance of certain acts or categories of acts, except those involving financial matters, as well as revoking the related powers-of-attorney;
 - k) performing the necessary acts in order to carry out the mission of the Association, in particular the development of its scientific activities and all acts concerning matters which are the object of a delegation of powers by the Council, on the terms set out in paragraph 9 of article 14.
3. The Board of Directors shall, in particular, provide to the Council, at the start of each fiscal year and at least one month before the date of the ordinary Council's meeting:
- a) the statements of account of the previous year;
 - b) the scientific programme and the budget for the following fiscal year, which shall include, in the form of a balance sheet all revenues and expense items, even if only based on estimates;
 - c) the multi-annual programme, the budget estimates and respective updates; and
 - d) a report on the work carried out during the previous year.

Article 19

(Allocation of the *Tier-0* Infrastructure)

1. The Board of Directors shall allocate the available computation resources taking into account the relevant policies defined by the Council, such as the *Peer-Review* Process, and the recommendations issued by the Access Committee on the terms defined in article 26 of these statutes.
2. The Board of Directors shall regularly inform the Council on the manner in which the resource distribution referred to in paragraph 1 of this article is put in place.

3. Should the Council realize, as a result of information provided by the Board of Directors, that there is a significant imbalance in the total allocation of resources made to particular Members, in comparison with the contributions which such Members make to the Association, the Council shall establish necessary measures to ensure a fair distribution of the Infrastructure's computational resources. These measures shall be implemented by the Access Committee or by the Board of Directors.

Article 20

(Auditing)

1. At the end of each fiscal year, the management report, the annual accounts and other statements of account shall be audited by an independent auditor who shall be appointed by the Council and who shall prepare an audit report to be submitted to the Council.
2. Without prejudice to paragraph 1 of this article, an independent auditor may at any time be appointed to carry out any audits deemed necessary or convenient during the fiscal year.

Article 21

(Form of notice and functioning)

1. The Board of Directors shall meet whenever called by its Chairman, and it may only pass a resolution when the majority of its members attend the meeting.
2. Unless otherwise required by law, the resolutions of the Board of Director are passed by a majority of votes of the members attending the meeting, with the Chairman having a casting vote in addition to a deliberative vote.
3. At the end of each meeting of the Board of Directors, a minute shall be prepared which will be sent to all members of the Board of Directors and it shall be signed by the directors attending the meeting.

SECTION III SCIENTIFIC STEERING COMMITTEE

Article 22

(General provisions)

1. The Scientific Steering Committee is composed of an odd number of members up to a maximum of twenty one, of which one shall be appointed Chairman.

2. The duration of the term of the members of the Scientific Steering Committee is two years, renewable twice consecutively for the same period of time.
3. The members of the Scientific Steering Committee are appointed by the Council. For any subsequent terms of appointment, the appointment by the Council is made based on a list of candidates prepared by the Scientific Steering Committee.
4. The Chairman of the Access Committee shall inherently always be a member of the Scientific Steering Committee.

Article 23

(Powers of the Scientific Steering Committee)

The Scientific Steering Committee is responsible for giving opinions on all matters of a scientific and technical nature which may influence the scientific work carried out by the Association.

Article 24

(Meetings of the Scientific Steering Committee)

1. The Scientific Steering Committee shall meet whenever necessary and, at least, once in every six months. Meetings of the Scientific Steering Committee shall be called by its Chairman.
2. At the end of each meeting, a minute shall be prepared and copies of the minute shall be sent to all members of the Scientific Steering Committee and also of the Council.
3. The resolutions of the Scientific Steering Committee are passed by the simple majority of the votes of the members attending the meeting.
4. Members may participate in the meetings of the Scientific Steering Committee as observers.
5. The members of the Board of Directors may participate in the meetings of the Scientific Steering Committee as advisers, with no voting rights.

SECTION IV ACCESS COMMITTEE

Article 25

(General provisions)

1. The Access Committee is composed of researchers, proposed by the Scientific Steering Committee based on their personal experience in areas of science, engineering and Super Computation HeC Systems. The Access Committee is appointed by the Council

and shall comprise an odd number of members with a minimum of five, from amongst which a Chairman and a Vice-Chairman shall be appointed by its members.

2. The duration of the term of the members of the Access Committee is two years, renewable once for a similar period of time.
3. Without prejudice to paragraph 2 of this article, one half of the members of the Access Committee shall be replaced every year. The duration of the first term of one half the members of the Access Committee is of one year only, renewable only once for a two-year term.
4. The Access Committee shall define its own internal working rules, including the frequency of its meetings.

Article 26

(Powers of the Access Committee)

The Access Committee is responsible for:

- a) giving opinions on the scientific use of the *Tier-0* Infrastructure, issuing recommendations on the allocation of access to such resources to the various projects and research programmes proposed by the scientific community, in accordance with the policy concerning the allocation of HeC resources, as defined by the Council;
- b) issuing recommendations to the Board of Directors regarding the allocation of resources of the Association to certain projects, taking into account the scientific evaluation carried out according to the *Peer-Review* Process;
- c) advising the Board of Directors on policies regarding access to the resources of the Association, so as to maximize the scientific exploitation of such resources.

CHAPTER V

FINAL AND TRANSITORY PROVISIONS

Article 27

(Fiscal year)

The fiscal year of the Association coincides with the calendar year.

Article 28

(Winding Up)

1. Without prejudice to the any applicable laws, the winding up of the Association may only be voted for at a Council's meeting specifically called for that purpose by the qualified majority established in paragraph 6 of article 14 of the statutes.
2. Without prejudice to any applicable laws and in accordance with paragraph 1 of this article, the Council's meeting winding up the Association shall also decide on any matters relating to the net assets of the Association.

Article 29

(Amendment of the statutes)

These statutes may be amended at a Council's meeting, by an unanimous vote as set forth in subparagraph d) of paragraph 4 of Article 14, of all the Members, at the request of one of the Members of the Association, with exception of the winding up of the Association, in which case the statutes can be amended with the majorities established in paragraph 6 of article 14 of the statutes. The request for the amendment of the statutes shall be made in writing and shall indicate the articles that the Member in question wishes to see amended.

Article 30

(Hosting Members)

1. At the time of the incorporation of the Association, the following Members are Hosting Members:
 - GENCI – Grand Equipement national pour le Calcul Intensif (France)
 - GCS – GAUSS Centre for Supercomputing (Germany)
 - CINECA - Consorzio Interuniversitario (Italy)
 - NCF – Netherlands Computing Facilities Foundation (The Netherlands)
 - BSC – Barcelona Supercomputing Center - Centro Nacional de Supercomputación (Spain)
 - EPSRC – Engineering and Physical Sciences Research Council (UK).
2. A Hosting Member that fails to commit to contribute to the Association with the Contribution of the Hosting Member until June 30, 2010 will automatically lose its status of Hosting Member, but will keep the status of Member, unless decided

otherwise by the Council or by the Member itself under the terms of article 10, paragraph 1.

Article 31

(Applicable law)

These statutes are subject to Belgian law, and should be interpreted based on such law.

Article 32

(Conflict resolution)

1. Should any conflict arise between Members or between the Members and the Association regarding the interpretation and application of these statutes, internal regulations or any decision of the Council or the Board of Directors, the Members and the Association shall first attempt to resolve the conflict by amicable means.
2. If an amicable settlement is not reached within 2 months, the Members and/or the Association may submit the conflict, by unanimous decision of the parties involved in the dispute, to arbitration in accordance with the CEPANI Rules of Arbitration. The arbitration tribunal shall consist of three arbitrators designated in accordance with the CEPANI Rules of Arbitration. The place of arbitration shall be Brussels. The language to be used in the arbitration proceedings shall be English. In case no unanimous decision can be taken, the conflict may be submitted to the courts of law of the registered office of the Association.