

**STATUTES OF THE
LATIN AMERICAN COOPERATION OF ADVANCED NETWORKS,
CIVIL ASSOCIATION
STATUTES
CHAPTER I
NAME, ADDRESS, NATIONALITY AND TERM**

ARTICLE 1- Under the name of LATIN AMERICAN COOPERATION OF ADVANCED NETWORKS, known in short as CLARA, a Civil Association (hereinafter, CLARA or the Association) is created, which will be governed by these Statutes and by the laws and applicable regulations, which will be headquartered in Montevideo, Uruguay. The Association may open, when appropriate, offices or any other kind of dependencies in any other cities in any country to achieve its purpose.

ARTICLE 2.- CLARA is a non for profit organization that may receive incomes, which will fully applied to promote those educational, scientific and cultural activities that are its objective.

ARTICLE 3- The duration of the Association is indefinite.

ARTICLE 4- The objective of the Association is:

- a) The development of National Academic Networks in Latin America and the coordination between them and with other blocks;
- b) The cooperation for the promotion of education, the development of science, technology and innovation;
- c) The planning and implementation of network services for regional interconnection, and
- d) The development of a regional network (hereinafter, Red CLARA) to interconnect the national education and research networks that will be operated by its Associates.

To meet its objectives CLARA will be entitled to carry out the following:

- a) Collect, through fees paid by its Associates, the resources required for the operation of the network;
- b) Search and implementing mechanisms, with cooperation agencies, companies or others, that help to permanently develop the activities of promotion and fostering of the scientific and technological development and of innovation;
- c) Encourage the integration of academic and research organizations, and serve as a link for cooperation, and exchange of experiences and information among them;
- d) Establish mechanisms for physical or remote participation in order to have the active participation of those above given;
- e) Develop all kind of pertinent activities or activities related to the development of scientific and academic networks and in Latin America and the Caribbean;
- f) To acquire, build or own all kind of movable and immovable properties and the rights needed to fulfill its purpose;
- g) Carry out all the acts and contracts, execute trades and provide the documents that are necessary to fulfill its purpose, all in accordance with the provisions of these Statutes;
- h) Receive collaborations and donations to help the fulfilling of its purpose. Also search for funding in those agencies and organisms of scientific-technological promotion and of technical international cooperation;
- i) Carry out meetings, forums, workshops, conferences, and any kind of event that serves to disseminate, at regional level, the activities, projects and developments on academic and scientific networks and
- j) Maintain and publish statistical information about Internet development in the region, in areas and matters within its competence and knowledge.

**CHAPTER II
CAPACITY, ASSETS AND SOCIAL RESOURCES**

ARTICLE 5. The assets of the Association is variable and constituted: a) with donations, fees or other contributions received; b) with the goods resulting of the assets and operations of the Association and c) other legal income, clarifying that the Association will not have a common predominantly economic purpose.

ARTICLE 6. Associates have no right, in any case, to get in return dues, contributions or donations that have been delivered to the Association. If an Associate lose that character because of separation, exclusion or for any other reason, it will lose in favor of the Association the amount of its participation and will stop having the rights and obligations that these Statutes confer and impose.

ARTICLE 7. The corporate bodies are the Assembly of Members, the Board of Directors, the Fiscal Commission, the Electoral Commission and the Technical Commission, with the faculties outlined below in these Statutes.

CHAPTER III ASSOCIATES

ARTICLE 8. CLARA Associates may be legal persons of Latin America that represent a national academic network, scientific and/or of research in its country (NREN) and legal entities with international scope that are interested in the development of science, technology and innovation, and that subscribe the Statutes of the Association. In the case of academic, scientific and/or of research national networks, only one entity for each country could become a CLARA associate.

There following will be the CLARA Associates categories.

Full Associates, corresponding to national networks, represented by legal persons from Latin America managing an academic, scientific and/or of research national network in their country, and subscribing the Statutes of the Association.

Regional Associates, corresponding to legal persons of regional or intercontinental scope interested in the development of science, technology and innovation in society, in general, and in higher education in particular.

Peer Associates, corresponding to continent-wide advanced research and academic networks, with similar characteristics to CLARA, in terms of infrastructure and applications.

Business Associates, corresponding to multinational companies, who are interested in promoting the goals and activities undertaken by CLARA and in general of science, technology and innovation.

ARTICLE 9.-. To become a Full Associate it is required: a) to be the managing entity of an academic, scientific and/or of research national network of a country. b) to have the support of the Government of the country that it represents, which must be stated in writing by the competent authority. c) to apply by means of a formal letter addressed to the Board of Directors for a membership in the Association. This letter must be signed by the representative of the applicant organization.

To become a Regional or Peer Associate it is required: a) to demonstrate interest in the scientific and technological development and in innovation. b) to present 2 letters of sponsorship of Full Associates. c) to apply for its membership to the Association Board of Directors by means of a formal letter that must be accompanied by the original letters referred to in point b). This letter shall be signed by the representative of the applicant organization.

To become a Business Associate it is required: a) to ask its incorporation to the organization by means of a formal letter addressed to the Assembly. This letter must be signed by the representative of the applicant organization.

ARTICLE 10. The national networks that qualify for Associate but do not yet have legal standing may register as Observers, without voting rights. This quality can be maintained for a period of one year. This period may be extended once for an equal, as long as the Observer entity send a written request to the Board of Directors, stating the given reasons and receiving the endorsement of the Board of Directors in the same way.

ARTICLE 11. Proposals for admission of Associates must be accordingly submitted to the Board of Directors or to the Assembly. The Board of Directors is authorized to provisionally approve or discard the proposals, revealing its reasons to the proponents in case of rejecting the proposal. In the closer Assembly of Associates the Board must inform about the organizations that has accepted or declined, so the Assembly ratify or veto the agreements of the Board of Directors.

ARTICLE 12. The duties of Full Associates are: a) To participate, in person or represented by other properly authorized Associates, in the Ordinary and Extraordinary Assemblies convoked; b) To ensure that their elected representatives perform their functions effectively in the Board of Directors and other corporate bodies, in case that they have been elected for them; c) To effectively perform the positions and their sit in the commissions by them accepted, and assigned by the Board of Directors; d) To monitor the progress of the Association and use all rights given to them by the law to ensure that the object of the Association is fulfilled and that the assets thereof is administered honestly and effectively; e) To cover the ordinary membership fees or those extraordinary in force; f) To comply these Statutes, the regulations approved by the Board of Directors and the resolutions and decisions of it and/or of the Assembly of Associates.

The obligations of Regional, Peers, and Business Associates are: a) to pay on time and form the ordinary and extraordinary fees of the Association decided by the Assembly. The Assembly may establish fees for these different Associates in consideration of their contribution to the Association and of the benefits obtained by them. b) To observe and fully respect the Statutes of CLARA.

ARTICLE 13. The rights of all the associates are: a) To receive periodic reports supplied by the administration of the Association in relation to the work that it develops and its financial situation. b) Make use of value added services offered by CLARA in accordance with the policies established by the Board of Directors.

The exclusive rights of the Full Associates are: a) To get connection to Red CLARA b) to have a say and vote in the Ordinary and Extraordinary Meetings of Associates and exercise therein all the rights to the participants of these assemblies recognizes these statutes and the laws related b) to be elected as members of the Board of Directors and other corporate bodies of the Association in which the functions of that Board will be distributed, c) to coordinate the intra-national duties and be the CLARA interlocutor organization.

The rights of the Regional, Peers and Business associates are: a) to have a voice in Ordinary and Extraordinary Meetings of Associates.

ARTICLE 14.- Full Associates may be excluded from the Association by resolution of the Associates Assembly, by a vote of 75% (seventy five percent) of the present voting associates. The other associates may be excluded by the affirmative vote of 50% plus one of those present voting associates.

An Associate may be considered for exclusion when: a) Has not fulfilled its obligations under Article 12; b) Incurs more than three months in arrears of its membership fee payment; c) do not comply with the obligations imposed by these Statutes, or with the commissions to it assigned according to these bylaws; d) publicly disparages or revile the Association or any of its works; e) Incurs in the faults that are identified in the internal regulations of the Association.

ARTICLE 15- The votes for special category will be given according to the ranges of the bandwidth connection to Red CLARA of the Associate. A vote of special category will be given for every 10 megabits per second or fraction of 10 megabits per second of bandwidth connection to Red Clara.

Within the first 60 calendar days after the closing of the fiscal year, ie after December 31 of each year, the Board od Directors will have to publish the number of votes of special category that corresponds to each Associate under the criteria specified in paragraph above.

ARTICLE 16. To exercise the right to vote the Associate will require to comply with the following conditions: a) To take part in the Assembly, and b) To be current in the payment of all its dues to the Association.

ARTICLE 17. Proposals on the exclusion of Associates must be submitted to the Board of Directors by at least three Associates. If the Board considers that they are fundamented propositions, it will provisionally agree the exclusion previous right to defense, subject to the submission of the agreement to the upcoming Associates Assembly, so it's confirmed or revoked. The excluded Associate will cease its rights and obligations until the Associates Assembly confirm or revoke the decision. In any case, the effects of these decisions will be retroactive.

ARTICLE 18.- Associates may withdraw from the Association voluntarily if they so decide, reporting on its decision with no less than three months in advance. In any case, the Board of Directors may establish the effective date of withdrawal, meeting the needs of the Association, and considering the participation of the Associate requesting the withdrawal in projects or transactions that are in development at the time of its withdraw application.

ARTICLE 19.- The Association shall keep an Associates Census with all the information concerning admission and exclusion of Associates.

ARTICLE 20.- Organizations with legal status of any country, public or private, that contribute to the development of the objectives of the Association may be CLARA Affiliate.

ARTICLE 21. To be Affiliate it is required: a) Conduct an economic or any other contribution to the Association; b) Request joining the Association as an affiliate by a formal letter addressed to the Board of Directors, which shall be signed by the representative of the applicant organization, and c) have legal personality under the laws of its country.

ARTICLE 22.- The Affiliate shall be entitled to participate through a representative in the Associates Assembly, with voice but no vote.

CHAPTER IV ASSEMBLY OF ASSOCIATES

ARTICLE 23. The supreme body of the Association is the Associates Assembly. The Assemblies of Associates are Ordinary or Extraordinary. The Ordinary Assemblies can resolve any issue that does not require agreement of the Extraordinary Assembly. When deemed appropriate the Board of Directors may convene an Ordinary or Extraordinary Assembly in accordance with these Statutes.

ARTICLE 24.- The call for each Assembly shall be sent by the Board of Directors, at least sixty calendar days prior to the date set for the meeting. The notice shall be in writing, by circular that allows certify receipt, addressed to the address of each Associate entitled to attend the Assembly or by email at the address indicated by the Associate, and shall be deemed certain when the acknowledgment is recieved, being due in all cases clearly indicate the place, medium, date and time of the Assembly. The call must include the points on the agenda. The Board of Directors may convene an Ordinary Assembly when it sees it convenience and it is obliged to do it at least once a

year or when requested by at least five Associates expressing in their request the matters to be discussed at the Assembly.

ARTICLE 25. To consider an Ordinary Assembly legally convened it is required at least 50% plus one (fifty percent plus one) attendance of Associates. To consider an Extraordinary Assembly legally convened it is required the attendance of 75% (seventy five percent) of the Associates. If attendance levels established for the Ordinary Assembly or for an Extraordinary one are not reached at the first call, a second call on the same date will be performed four hours later than the first one. If the second call has been properly made, both Ordinary and Extraordinary Assemblies will be validly installed whatever the number of present Associates is.

ARTICLE 26. The Assembly shall be chaired by the Chairman of the Board of Directors and in his absence, by the Vice President. The Secretary of the Assembly will be whomsoever is Secretary of the Board of Directors. If these people do not concur to the Assembly, those attending it will designate the persons required to act as Chairman and Secretary from those who are Associated to the Board. The Secretary shall certify the attendance at the Assembly.

ARTICLE 27. Both in the Ordinary and Extraordinary Assemblies it is required a favorable vote of 75% (seventy five percent) of present Associates with voting right, to decide on the following matters: a) Increase or decrease in fees, b) Merge with other Associations; c) Dissolution or liquidation of the Association; b) Amendment of the Articles of Association, d) Exclusion of a Full Associate.

The affirmative vote of 50% plus one (fifty percent plus one) of present Associates is required to resolve the following issues: a) Approval of the annual plan of activities of the Association and Budget; b) the exclusion of non Full Associates.

For a matter to be deemed as approved by the Ordinary Assembly, it is needed the majority vote of those present, countable in the Assembly, except in those cases provided in these Statutes.

ARTICLE 28. The date of each year closing it is set on December 31.

ARTICLE 29. The Ordinary Assembly is held at least once a year and within 120 days after calendar year end, in order to: a) Receive the report of the Board of Directors on the activities carried out by the Association during the previous fiscal year and take decisions that are considered appropriate concerning the report; b) Discuss and approve, with or without modifications, the Financial Statement of the Association at the date of closing of the previous fiscal year; c) Establish fees to be paid by Associates during the next fiscal year; d) Decide on how the net balance of the Income and Expenditure must be applied; e) Choose, when ever is appropriate, those who have to integrate the Board of Directors and the Fiscal Commission; f) Decide on the decisions taken by the Board of Directors on admission or exclusion of Associates, Observers and Affiliates; g) Approve the annual plan and budget; h) Approve any amendments to the Statutes; i) Elect the members of the Technical Committee and approve its Regulation; j) Comment and discuss any matter submitted to it by the Board of Directors and that does not require the agreement of the Extraordinary Assembly, and n) Other matters conferred by these Statutes.

ARTICLE 30. The decisions taken by the Assembly under the terms of these Articles are mandatory for all Associates, even for those absent or dissenting.

ARTICLE 31. After every Assembly a minutes will be made, including the matters discussed and the agreements and resolutions adopted by the Assembly. The minutes will be added to the attendance list signed by the Secretary. The minutes shall be signed by those who acted as Chairman and Secretary, and for at least two Associates participant appointed by the Assembly. It will be accepted as a signature the acceptance of the content of the minutes by electronic means, in accordance with safety procedures established by the Board of Directors.

CHAPTER V
BOARD OF DIRECTORS, ELECTORAL COMMISSION, FISCAL COMMISSION AND OTHER COMMISSIONS

ARTICLE 32. The governance and the administration of the Association, and its legal representation, are entrusted to a Board of Directors integrated by five (5) counselors appointed by the Assembly of Associates. The Board will last two years in its office and may be reelected, totally or partially.

ARTICLE 33. The members of the Board of Directors shall be elected from among the representatives of the Associates by the Ordinary Assembly. Each partner may vote for a maximum of five candidates, being elected the ones who receive the biggest number of votes. The position of member of the Board of Directors shall be honorary and its members shall not be paid for the performance of their duties.

ARTICLE 34- In the first session held by the Board of Directors, it will elect, from among its members, a President, a Vice President, a Secretary and a Treasurer. The other members of the Board of Directors of the Association shall be the vowels.

ARTICLE 35- The Board of Directors shall carry out an ordinary session at least once every three months and an extraordinary session when convened by the President or by the majority of the regular members of the Board. To hold a session is required the presence or the participation of the majority of the number of full members of the Board. The sessions will be chaired by the President, the Vice President, or, in their absence, by the person nominated by the directors in the act. In the absence of the Secretary, one counselor designated by the President in the act will play this function. The decisions shall be taken by majority of votes of the present Board members. From all sessions will be raised a minute signed by those who acted as President and Secretary, stating the payroll of the counselors who participated in the session.

ARTICLE 36.- The faculties and obligations of the Board of Directors are:

- a) Propose to the Assembly of Associates the approval and the reform of the ordinance of the Association and of all its dependencies.
- b) Formulate the annual plan of activities of the Association, including its annual budget, requiring the approval of the Assembly of Associates.
- c) Design the necessary commissions, giving it faculties and obligations;
- d) Count on the Faculties for pleas and charges, as well as to administrate the goods and business of the Association, with faculties to exert acts of command under the terms of the legislation of the Oriental Republic of Uruguay.
- e) Accredite and revoke general and special powers with the respective faculties.
- f) Delegate one or various of its faculties.
- g) Provisionally agree about the admission of new associates and the exclusion of associates under the terms established by these Statutes. The admission must be by own right and the exclusion in exceptional cases.
- h) Study the amount of the due that should be covered by the associates and propose it to the Assembly, and
- i) Others given by the Assembly of Associates.

The faculties described in this article have a declarative character, not limitative.

ARTICLE 37.- The representation of the Association and its corporate signature correspond to the president of the Board of Directors, who, by the mere fact of his appointment, shall have all the faculties of a general attorney for pleas and charges, complaints and denunciations, acts of administration and command, in accordance to the Regulations and guidelines established by the Board of Directors and the Assembly of Associates.

ARTICLE 38.- If the number of members of the Board of Directors become reduced to less than the absolute majority of the total, the remaining shall convene within 15 calendar days from the fact, to celebrate within the following 30 calendar days an Extraordinary Assembly of Associates, with the purpose of integrate a new Board of Directors. In the case of total vacancy of the body, the Fiscal Commission will meet this call without prejudice of the responsibilities entrusted to the resigning board members. In both cases, the body responsible to undertake the call has all the inherent powers to the holding of the Assembly or to the holding of the elections.

ARTICLE 39.- The Electoral Commission will be integrated by three members. It shall be elected by the Ordinary Assembly towards the next election process. This commission will be responsible for all procedures related to the electoral act, as well as to the election itself and the determination of results and winning candidates. The commission has the power to call the Extraordinary Assembly in case of serious irregularities in the election. It will cease its functions once the new members of the Board of Directors, the Fiscal Commission and the new Electoral Commission have taken up their positions.

ARTICLE 40.- The Fiscal Commission shall be composed of three Associated members. Its term will last two years. The Fiscal Commission shall exercise its functions without interfering in the regularity of the executive management. The members of the Fiscal Commission may not be, at the same time, members of the Board of Directors. Its members shall be honorary. The Fiscal Commission shall have the following powers and duties:

- a) Verify the compliance of the laws, Statutes and regulations;
- b) Attend the meetings of the Board of Directors, with voice but without vote, not counting its attendance for the quorum;
- c) Rule, annually, about the Annual reports, the Inventory, the Balance Sheet and the Expenses and Incomes account presented by the Board of Directors to the Ordinary Assembly at the end of the exercise.
- d) Convene the Ordinary Assembly when the Board of Directors omit to do so, prior reliable summons of it fifteen calendar days;
- e) Request the call of an Extraordinary Assembly when deem it necessary, giving the antecedents that underlie its request to the Associates for its knowledge, in the communication of the call and
- f) Oversee the liquidation operations of CLARA.

ARTICLE 41. The Technical Commission is an advisory body for the technological character decisions taken of the Assembly of Associates. The Technical Commission shall be composed by one representative proposed by each one of the Full Associates. The operation of this Commission shall be governed by regulations which must be approved by the Assembly of Associates.

ARTICLE 41 bis.- Without prejudice to the powers of the Board of Directors, the Ordinary Assembly may establish, annually, commissions of various kinds, according to the needs of development and management of the Association. These commissions will assume functions designated by the

Assembly of Associates and will be integrated by the number of members decided by the Assembly from among the representatives of the associates. The functioning of these committees shall be governed by the Regulation that, in each case, will be approved by the Assembly of Associates.

CHAPTER VI DISSOLUTION

ARTICLE 42.- The Association shall be dissolved when so agreed by the Extraordinary Assembly under the terms of these Statutes and under the others prescribed by the correspondent laws.

ARTICLE 43.- At the moment it is declared the dissolution of the Association, the Board of Directors will become in a Committee of Liquidators.

ARTICLE 44.- The Committee of Liquidators shall proceed to cover the liabilities of the Association, may selling the goods which it considers necessary.

ARTICLE 45.- No associate has the right to the refund of any contribution, fee or donation with which it has contributed to the Association. The full surplus left after the cover of the liability will be applied entirely for any other association, or associations, with legal entity, which has as its end the Internet development in Latin America and the Caribbean, and the promotion of the education, teaching, scientific research, dissemination of culture or social assistance.

ARTICLE 46.- The Extraordinary Assembly of Associates shall be the one with the authority to resolve to who will be applied the remaining liquid assets.

TRANSITORY DISPOSITIONS

FIRST.- Compete as Associated to the constitution of the Association the following persons:

Asociación Civil Ciencia Hoy, RETINA, Argentina;
Rede Nacional de Ensino e Pesquisa, RNP, Brazil;
Red Universitaria Nacional, REUNA, Chile;
Ministerio de Ciencia y Tecnología, Costa Rica;
Fundación para el Desarrollo de la Ciencia y la Tecnología, FUNDACYT, Ecuador;
Universidad Centroamericana "José Simeón Cañas", RAICES, El Salvador;
Universidad Tecnológica Centroamericana, UNITEC, Honduras;
Corporación Universitaria para el Desarrollo de Internet, A.C., CUDI, Mexico;
Fundación Red Científica y Tecnológica de Centros de Investigación y Universidades, REDCYT, Panama;
Universidad Nacional de Asunción, Paraguay;
Universidad Nacional Mayor de San Marcos, Peru;
Universidad de la República, RAU, Uruguay, and
Centro Nacional de Tecnologías de Información, CNTI-REACCIUN, Venezuela.

SECOND - Until the designation of the first Board of Directors of the Association, the management and direction of it will be temporarily entrusted, with extraordinary character and for no longer than twelve months, to a Provisional Directive Commission who will have the same powers and duties conferred to the Council. This Provisional Directive Commission, which shall act until the election of the Board of Directors by the Assembly of Associates, shall be composed as follows:

President: Nelson Simões da Silva (Brazil);
Vice president: Florencio Utreras Díaz (Chile);
Secretary: Ida Holz Bard (Uruguay);
Treasurer: Rafael A. Ibarra Fernández (El Salvador), and
Vowel: Carlos Francisco Frank (Argentina).

THIRD: A Fiscal Commission and a Technical Commission, both transient, will be provisionally designated. They shall hold until twelve months and will be integrated as follows:

I. Fiscal Commission:

1. Carlos Casasús, Mexico;
2. Guy de Teramond, Costa Rica, and
3. Jorge Berrizbeitia, Venezuela.

II. Technical Commission, integrated by the following seven persons

1. Michael Stanton, Brazil;
2. Guillermo Cicileo, Argentina;
3. Sandra Jaque, Chile;
4. Fernando Muro, Mexico;
5. Luis Diego Espinoza, Costa Rica;
6. Mario Mena, Honduras, and
7. Joaquín Guerrero, Peru.

FOURTH.- TMs. Beatriz Rodríguez Acosta, with identity card number 1.748953-6, in the city of Montevideo, Uruguay, is empowered to manage, in front of the correspondent Legal Authority in the Oriental Republic of Uruguay, the approval of these Statutes and the recognition of the legal entity of the CLARA Association, with powers to accept the observations formulated by the public authorities to these Statutes and to propose substitute texts that, in its merit, may correspond.