

STATUTE

of the

Center for Artificial Intelligence and Quantum Computing in System Brain Research

(CLARA Statute)

This document regulates the internal organization of the Center for Artificial Intelligence and Quantum Computing in System Brain Research and sets out details of its activities (the “**CLARA Statute**”), in accordance with the Statute of the International Neurodegenerative Disorders Research Center, zapsaný ústav, with its registered office at Evropská 2758/11, Dejvice, 160 00 Prague 6, ID No.: 118 83 383, registered with the Municipal Court in Prague under file No. U 1004 (the “**INDRC**” or “**Institute**”), and in accordance with the project CLARA, that has received funding from the European Union’s HORIZON EUROPE research and innovation programme under Grant Agreement No 101136607 and the CLARA Project Consortium Agreement signed on October 9, 2024.

The CLARA Statute and any amendments thereto shall be approved by the CLARA Supervisory Board by a majority of all present members of the CLARA Supervisory Board. This CLARA Statute further regulates certain issues not covered by the Statute of the Institute. In the event of any conflict of interpretation, the CLARA Statute shall always prevail.

1. Center for Artificial Intelligence and Quantum Computing in System Brain Research

The Center for Artificial Intelligence and Quantum Computing in System Brain Research (hereinafter CLARA) is a separate accounting unit of INDRC, representing an interdisciplinary and distributed center of excellence primarily focused on the application of advanced methods and technologies of artificial intelligence, machine learning, and quantum and supercomputing tools to address the etiology of neurodegenerative diseases.

The founding partners of CLARA are: (i) INDRC, (ii) VSB - Technical University Ostrava (VS - BTUO); (iii) Czech Institute of Informatics, Robotics and Cybernetics, Czech Technical University in Prague (CIIRC-ČVUT); (iv) International Clinical Research Centre of St. Anna University Hospital in Brno (ICRC-FNUSA); (v) Paris Brain Institute (PBI); and (vi) Bayerische Akademie der Wissenschaften - Leibniz-Rechenzentrum (Leibniz Supercomputing Centre, BAdW-LRZ).

2. CLARA Bodies

The bodies of CLARA are to be operated according to the rules herein, CLARA Consortium Agreement, and other CLARA internal policies which set out the details of the appointment and removal of member of CLARA Bodies, and the competences of the CLARA Bodies and its members, in case of discrepancies, the provisions herein shall prevail. CLARA Bodies shall not be entitled to act or to make legally binding declarations on behalf of any founding partner unless explicitly stated otherwise in the CLARA Grant Agreement or CLARA Consortium Agreement.

The bodies of CLARA (organizational unit) are the following:

- i. the Supervisory Board (hereinafter referred to as the “CLARA Supervisory Board”),
- ii. the Director (hereinafter referred to as the “CLARA Director”),
- iii. Collegium of Experts,
- iv. Research programmes,

- v. CLARA Scientific Advisory Board,
- vi. General Project Manager,
- vii. CLARA Testbed
- viii. CLARA Collaboratorium, and
- ix. other optional bodies of CLARA may be established by a decision of the CLARA Supervisory Board.

3. CLARA Supervisory Board

- 3.1. The CLARA Supervisory Board is the supreme supervisory body of CLARA. The Supervisory Board of CLARA is composed of 9 members. Each founding partner appoints one representative. Additional 2 members of the CLARA Supervisory Board are appointed from the public sector or patient organisations or relevant international initiatives and 1 additional member is appointed from the industry sector; the method of appointment of the other members is regulated by the CLARA statute.
- 3.2. Additional 3 members of the CLARA Supervisory Board shall be selected as follows: Each Party nominates 3 suitable candidates who meet the criteria specified in the CLARA Project. The CLARA Supervisory Board then selects 3 additional CLARA Supervisory Board members. The CLARA Supervisory Board firstly votes on the candidates from the public sector or patient organisations or relevant international initiatives and then on the candidate from the industry sector. Each member of the CLARA Supervisory Board has one vote. The candidate who receives the highest number of votes becomes the member of the CLARA Supervisory Board. In the event of a tie between two or more candidates, the election shall be repeated only between the tied candidates and the candidate receiving more votes wins.
- 3.3. Members of the CLARA Supervisory Board are eligible for reappointment unless a particular Member of the CLARA Supervisory Board was previously dismissed according to Section 3.15 point iv. The term of office of a member of the CLARA Supervisory Board is six years. Any member of the CLARA Supervisory Board is allowed to delegate a proxy for any meeting.
- 3.4. The Chairman of the CLARA Supervisory Board is the representative appointed to the CLARA Supervisory Board from INDRC. The term of office of the Chairman of the CLARA Supervisory Board is six years, and the Chairman of the CLARA Supervisory Board may be reappointed.
- 3.5. The CLARA Supervisory Board shall exercise oversight over the strategic development of CLARA, compliance with the goals and purpose of CLARA, and the activities of the CLARA Director. The CLARA Supervisory Board's remit includes the following:
 - i. approves the person of the CLARA Director, i.e. the person resulting from the selection procedure approved by the CLARA Supervisory Board;
 - ii. supervises the performance of the CLARA Director's duties;
 - iii. decides on legal actions to be taken against the CLARA Director;
 - iv. approves the budget, the ordinary and extraordinary accounts, and the annual report of CLARA;

- v. by a unanimous vote of CLARA Supervisory Board members dismisses a member of the CLARA Supervisory Board who fails to perform the tasks of the CLARA Supervisory Board or violates the obligations set forth in the CLARA statute, or the law. In such case, the rules for selection of a new member of the CLARA Supervisory Board remains unaffected, the CLARA Supervisory Board member in question does not vote and is not included in the quorum, the Party whose CLARA Supervisory Board member has been recalled must provide a replacement candidate within 15 working days.;
 - vi. periodically informs the Chairman of the CLARA Supervisory Board of CLARA's Project activities.
 - vii. declares by a $\frac{2}{3}$ majority a Party to be a Defaulting Party and decides on the consequences thereof which may include termination of its participation.
- 3.6. With respect to the CLARA project and the Grant Agreement, the CLARA Supervisory Board can take action (as regulated in the Consortium Agreement) in case of breaches of obligations under Consortium or Grant agreement.
 - 3.7. The CLARA Supervisory Board meets at least three times per calendar year. Meetings of the CLARA Supervisory Board shall be convened and chaired by the Chairman of the CLARA Supervisory Board or another member of the CLARA Supervisory Board elected by a supermajority of (2/3) of the members of the CLARA Supervisory Board.
 - 3.8. Save for decisions on dismissal of a CLARA Supervisory Board member or on the termination of a Defaulting Party's participation, the CLARA Supervisory Board shall constitute a quorum if 2/3 of appointed members of the CLARA Supervisory Board are present. A decision of the CLARA Supervisory Board shall be adopted if a majority of all present members of the CLARA Supervisory Board agree. In the case of unanimous decisions on dismissal of the CLARA Supervisory Board member or on the termination of a Defaulting Party's participation, the CLARA Supervisory Board shall constitute a quorum if 8 members are present; the member who is to be dismissed is not entitled to vote nor is counted to the quorum.
 - 3.9. Minutes of each meeting of the CLARA Supervisory Board shall be taken and signed by the recorder and the Chairperson of the CLARA Supervisory Board and shall be forwarded to the INDRC Director. In the event of a tie, the vote of the Chairperson of the CLARA Supervisory Board shall prevail.
 - 3.10. CLARA Supervisory Board meetings, voting, and decision making may be conducted using technical means of distant access (e.g. video conferencing) or may be conducted by per rollam call vote.
 - 3.11. Only a natural person with no prior criminal convictions and fully capable of exercising his/her legal capacity may be a member of the CLARA Supervisory Board.
 - 3.12. Membership of the CLARA Supervisory Board is incompatible with serving as a Director of CLARA.
 - 3.13. The Supervisory Board of CLARA shall issue a statute to regulate the internal organisation of CLARA.
 - 3.14. The CLARA Supervisory Board shall be entitled to review the activities of CLARA by request made to CLARA Director or Interim CLARA Director, or to the Chairman of the CLARA Supervisory Board in case of absence of CLARA Director or Interim CLARA Director. The Chairman of the CLARA Supervisory Board and the inspection team appointed by him shall

be entitled to reasonably inspect the documents, contracts, accounts, etc. of the CLARA project expeditiously and with a view to ensuring due diligence, and to request explanations on questions raised to the CLARA Director.

- 3.15. The term of appointment of a member of the Supervisory Board of CLARA ends:
- i. at the end of the term of office,
 - ii. by resigning as a member of the Supervisory Board of CLARA on the date of delivery of the resignation to the Director of CLARA,
 - iii. by Party's decision on the dismissal of its Supervisory Board member and the appointment of a new Supervisory Board member,
 - iv. by dismissal of a member of the CLARA Supervisory Board, for violation of the obligations stipulated by law or the CLARA Statute, or for failure to perform the duties of a member of the CLARA Supervisory Board. A member of the CLARA Supervisory Board may be dismissed by the CLARA Supervisory Board, without the member concerned voting,
 - v. by restriction of legal capacity,
 - vi. by death,
 - vii. by the legal force of the bankruptcy certificate of a member of the Supervisory Board of CLARA.

4. CLARA Director

- 4.1. The highest executive authority of CLARA is the CLARA Director, who represents CLARA externally and is empowered within CLARA to make decisions and take legal and procedural actions in administrative, operational, personnel, financial and scientific matters related to CLARA.
- 4.2. The CLARA Director is appointed by the INDRC Director based on the results of an independent selection process carried out by the CLARA Supervisory Board.
- 4.3. The CLARA Director may be removed by INDRC Director upon the decision of the CLARA Supervisory Board if there is reasonable cause to believe that the CLARA Director has violated or is violating legal obligations or is in any way violating the terms of the CLARA Project.
- 4.4. The CLARA Director can only be a natural person with no prior criminal convictions who is fully capable of exercising his/her legal capacity.
- 4.5. The CLARA Director in particular:
- i. manages and coordinates the activities of the CLARA,
 - ii. The Director of CLARA shall provide the CLARA Supervisory Board with an interim progress report at regular 6-month intervals, which shall include the information set out in this CLARA Statute, Grant Agreement, Project Consortium Agreement, or other relevant documents,
 - iii. submits to the CLARA Supervisory Board the plan of activities and the budget for the following period,

- iv. submits to the CLARA Supervisory Board financial statements certified by an independent auditor selected by the CLARA Supervisory Board,
 - v. ensures that all members of CLARA bodies (or other persons where relevant) participating on the CLARA Project are contractually bound to confidentiality at least at the level set under the terms of the Consortium Agreement, the contractual confidentiality obligation shall remain in effect during the term of membership in the CLARA body and also after the termination of such membership, or as otherwise required by law, the confidentiality obligation shall apply to all confidential or proprietary information related to the CLARA Project.
 - vi. issues binding internal acts for the CLARA organisational unit in the form of a Director's Regulation, which must be in accordance with the Statute.
- 4.6. Pending the selection of the CLARA Director through an open and transparent selection procedure there shall be an Interim Director selected by INDRC Director. The Interim Director will be entrusted with all the duties of the CLARA Director. The initial term of the Interim Director shall commence upon commencement of the CLARA (Project) and shall terminate upon the CLARA Director's taking up office, presumably February 28, 2025, however, the deadline can be postponed if needed. Besides the initial term, the Interim Director shall be in place for the term in which there is no CLARA Director, or the CLARA Director is unable to perform the function for a significant period of time. If this is the case, the INDRC Director shall appoint based on approval of CLARA Supervisory Board an ad hoc person suitable to perform this function who meets all the requirements set for the function.
- 4.7. Interim Director shall be appointed by the INDRC Director and shall be confirmed by the CLARA Supervisory Board at its first meeting.

5. Research programme

- 5.1. Research programme (RP) is an organisational unit for research, development and innovation. Each RP is managed by the RP leader and co-leader appointed by the CLARA Director. Following RPs are established:
- 5.1.1. RP1 Quantum-accelerated supercomputing and machine learning (ML) to address protein dynamics, aggregation, and modulation by small molecules
 - 5.1.2. RP2 Expanding systems biology with clinical phenomenology of AD to understand time and scale coupling using generative AI and HPCQC
 - 5.1.3. RP3 Development of multiscale/cross-modal patient/deep-learning models of AD in the hybrid quantum-classical computing environments
- 5.2. Additional research programmes and innovation strands may be established by the decision of the CLARA Director after consultation with the Scientific Advisory Board, Collegium of Experts and Supervisory Board.

6. Collegium of Experts

- 6.1. The Collegium of Experts consults the Research Projects ("RPs") and the industrial research and educational programs. Collegium of experts comprises distinguished researchers

promoting excellent research across different disciplines towards new interdisciplinary research and innovation strands.

- 6.2. The Collegium of Experts, all appointed by the CLARA Director, consists of six members: 3 distinguished researchers promoting excellent research across different disciplines (Research Program leaders), 2 experts from the industrial sector and 1 expert in social, science and humanities.
- 6.3. Collegium of Experts is led by the Chair of the Collegium of Experts, who is appointed by the CLARA Director.
- 6.4. Collegium of Experts shall meet at least quarterly.

7. CLARA Testbed

- 7.1. CLARA Testbed represents the distributed High-Performance-Computing and Quantum Computing (HPCQC) infrastructure that will be enabled by the pilot integration of VSB (Quantum/HPC systems) and BAdW-LRZ (Quantum/HPC systems) with a clear focus on brain research. The access to CLARA Testbed will be available via access mechanisms defined by the organizations hosting Testbed distributed HPCQC infrastructure according to respective conditions. CLARA Testbed also comprises modernization of the existing laboratories (e.g. Assistive Technology Laboratory, Laboratory for Brain Electrophysiology Research, etc.) and IT equipment of the founding partners.
- 7.2. The equipment and SW integrated within the CLARA Testbed remains the property of the (founding) partner that acquired it.
- 7.3. The Head of CLARA Testbed develops the ecosystem along the distributed infrastructure of the CLARA Testbed and is appointed by the CLARA Director.

8. CLARA Collaboratorium

- 8.1. The CLARA Collaboratorium is the organisational unit consisting of physical infrastructure and virtual and online features that together create a complex coworking and collaborative dynamic hub enabling dissemination, communication and exploitation (technology transfer) activities as well as the interaction and co-creation among scientists and society.
- 8.2. The Head of CLARA Collaboratorium manages and implements the agenda of the CLARA Collaboratorium and is appointed by the CLARA Director.

9. General Project Manager

- 9.1. The General Project Manager (“GPM”) shall be the intermediary between the Founding partners and the Granting Authority and shall perform all tasks assigned to them as described in the Grant Agreement and in the Consortium Agreement. GPM supported by project managers from Parties, will take care of the administrative/financial management of the Project and will continuously assess the project progress and possible changes to be treated as acceptable for both the consortium and the EC.
- 9.2. GPM is appointed by the CLARA Director and shall be subordinated to the CLARA Director.

9.3. In particular, the GPM shall be responsible for:

- i. monitoring compliance by the Parties with their obligations under the Consortium Agreement and the Grant Agreement
- ii. keeping the address list of Members and other contact persons updated and available
- iii. collecting, reviewing to verify consistency and submitting reports, other deliverables (including financial statements and related certification) and specific requested documents to the Granting Authority
- iv. promptly transmitting documents and information connected with the Project to the CLARA Director.
- v. administering the financial contribution of the Granting Authority and fulfilling the financial tasks.

9.4. If one or more of the Parties is late in submission of any Project deliverable, the GMP may nevertheless submit the other Founding partners' Project deliverables, and all other documents required by the Grant Agreement to the Granting Authority in time.

10. CLARA Scientific Advisory Board

10.1. The advisory level is represented by the CLARA Scientific Advisory Board (SAB) composed of at least 12 experts in neuroscience, molecular and, or clinical research, super/quantum computing, artificial intelligence. Members of the SAB and the SAB Chair are appointed by the CLARA Director.

10.2. The SAB shall meet at least twice during the Project implementation to advise the CLARA Director and Collegium of Experts on setting up the best R&D direction of CLARA and to provide feedback on Project outcomes and the center's development.

11. Final Provisions

11.1. This Statute was approved by CLARA Supervisory Board on November 13, 2024.

11.2. This Statute comes into force on the date of approval of the CLARA Supervisory Board.

11.3.

11.4. This Statute can be changed or amended by a decision of the CLARA Supervisory Board if a majority of all present members of the CLARA Supervisory Board agree and if $\frac{2}{3}$ of appointed members of the CLARA Supervisory Board are present (quorum).