

By-laws

Pattern Institute

Article 1

Name

1. The Pattern Institute, hereinafter abbreviated as API, is a legal entity, of private law, non-profit organization, of an associative type.

Article 2

Headquarters, duration, and scope

1. The API has its headquarters in Montenegro, Faro, Portugal.
2. The API may transfer its headquarters to another place within the national territory by decision of the General Assembly or the Board of Directors.
3. The API may establish delegations or other forms of social representation wherever deemed appropriate by decision of the General Assembly or the Board of Directors.
4. The API is established for an indefinite period, covers the entire national territory, and promotes the development of its mission and objectives at the international level.
5. The API may also participate in the creation, associate, affiliate, or establish agreements with organizations that pursue similar goals to its own in any area of scientific and technological knowledge, whether national or foreign, public or private.
6. The activity of API is governed by these by-laws and by internal regulations to be approved, which provide for the rules and procedures to be adopted in the exercise of statutory competences.

Article 3

Principles

1. The API advocates for the openness, transparency, integrity, sharing, and reproducibility of scientific research.
2. API values and promotes both fundamental research and applied research.

Article 4

Objective

1. The objective of API is to contribute to the autonomy, technological development, and scientific research of the formal, natural, and social sciences.
2. To achieve its objective, API aims to promote scientific research and provide contacts between national and foreign centers and researchers.

Article 5

Powers

1. To achieve its objectives, API, on its own, in collaboration with its researchers, and whenever necessary, with third parties, can carry out, or participate in, namely, the following activities:
 - a) Projects of scientific and technological research;
 - b) Service provision activities, particularly in scientific and technological consultancy;
 - c) Promotion and dissemination of science and technology, including activities to popularize science and technology, editorial activities, organization of congresses, seminars, conferences, and other similar events;
 - d) Activities of scientific and technological training;
 - e) Promotion of national and international scientific cooperation in the areas of science and technology.
2. API may grant subsidies, scholarships, research fellowships, and awards to promote scientific activity and technological development.
3. API may act as a host institution for research units of its researchers or third parties, under agreements to be entered into with them.

4. API may also, under specific agreements to be entered into with its researchers or third parties, carry out management activities, particularly providing legal, tax, accounting, and financial consultancy, as well as administrative support.

Article 6

Members

1. The members of API can be of two categories: Founders or Regulars.
2. Founders are those who signed the establishment of API. All other members are considered Regular members.

Article 7

Admission of Members

1. The application for admission as a member must be made by the interested party in a proposal that must be signed by at least two Regular members.
2. New members are admitted by decision of the Board of Directors.
3. The Founders have the right to veto the decision to admit new members. The provisional decision to admit new members must be communicated to the Founders, who must respond within 15 working days. The exercise of this right requires unanimity of veto by the Founders.

Article 8

The rights and duties of the members

1. Rights of members:
 - a) Participate and vote in all General Assemblies, provided that their dues are paid;
 - b) To request the convocation of Extraordinary General Assemblies, contingent on the subscription of at least one quarter of the Members;
 - c) Put forward before the API's bodies all proposals that they consider appropriate.

- d) To request from the governing bodies of the API any information or clarifications that they consider appropriate regarding the conduct of the business of the API, and in particular, to be informed of the results of the work carried out by the API, as well as to examine the accounts, documents and books relating to the activities of the API.
2. The duties of the members are:
- a) To diligently comply with the statutory obligations and decisions of the governing bodies;
 - b) Serve in the social positions for which they are elected;
 - c) To collaborate in the activities promoted by the API.

Article 9

Loss of membership

1. They lose the status of member:
- a) Those who request it in writing to the Board of Directors;
 - b) Those who repeatedly fail to comply with their obligations, particularly when they disrespect the present by-laws or decisions regularly taken by the API's governing bodies, may lose their status as an associate through a resolution of the General Assembly upon proposal of the Board of Directors.

Article 10

Revenues

1. The following are the revenues of the API:
- a) Revenue from membership fees of the members;
 - b) Remuneration for services rendered and other activities statutorily allowed such as revenue from publications, courses, seminars, and other initiatives within its objectives;
 - c) Income from its own assets and capital, including royalties from intellectual property rights, interest on deposits and financial investments;
 - d) Grants that may be awarded to it;

- e) Any other revenue, such as donations, sponsorships, legacies, or other liberalities accepted by the API;
- f) Other revenue permitted by law.

Article 11 Social Bodies

1. The mandatory social bodies of the API are:
 - a) The General Assembly;
 - b) The Board of Directors;
 - c) The Fiscal Council.
2. The optional social bodies of the API are:
 - a) The Scientific Council;
 - b) The Scientific Advisory Board;

Article 12

Duration of mandate of the holders of mandatory organs

1. The term of office for the following organs of the API is three years: General Assembly, Board of Directors, and Fiscal Council. However, they may continue to perform their duties until new holders are inaugurated.
2. Re-election for one or more terms is allowed.

Article 13

General Assembly

1. The General Assembly is composed of all members in full use of their social rights.
2. The competences of the General Assembly and the way it operates are established in the Portuguese Civil Code, namely in article 170, and in articles 172 to 179.
3. The board of the General Assembly is composed of three members, one president and two secretaries, who are responsible for chairing the meetings of the assembly and drawing up the respective minutes.

Article 14

Board of Directors

1. The Board of Directors, elected in the General Assembly, consists of 3 members.
2. The Board of Directors is responsible for the social, administrative and financial management of the association, as well as representing the association in and out of court.
3. The form of its operation is established in article 171 of the Civil Code.
4. The association is bound by the intervention of two signatures.

Article 15

Fiscal Council

1. The Fiscal Council, elected at the General Assembly, is composed of three members: President, Secretary, and Reporter, with the President having the casting vote.
2. The Fiscal Council is responsible for overseeing the administrative and financial acts of the Board, verifying the budget execution, evaluating and issuing an opinion on the Report and Accounts of each financial year, and verifying compliance with statutory and regulatory provisions in financial and accounting matters.
3. The functioning of the Fiscal Council is established in Article 171 of the Civil Code.

Article 16

Scientific Council

1. The Scientific Council is an optional body that can be created by decision of the Board of Directors or by resolution of the General Assembly.
2. The composition and functioning are established in article 25 of Decree-Law No. 63/2019, of May 16th.

Article 17

Scientific Advisory Board

1. The Scientific Advisory Board is an optional body that can be created by decision of the Board of Directors or by resolution of the General Assembly.

2. The composition and functioning are established in article 26 of Decree-Law No. 63/2019, of May 16th.

Article 18

Amendments to the Bylaws

1. The amendment of these Bylaws shall be approved at an extraordinary meeting of the General Assembly, expressly called for this purpose.
2. The meeting referred to in the previous paragraph may only function on first call and when at least three quarters of the members are present.
3. Resolutions on amendments to these Bylaws require the favorable vote of at least three quarters of the members present at the meeting.
4. Notwithstanding the provisions of the previous paragraph, any of the Founders shall be entitled to veto proposed amendments.

Article 19

Dissolution and destination of assets

1. The dissolution of the API requires the favorable vote of at least three-quarters of the associates present at the General Assembly, including the favorable and unanimous vote of the Founders.
2. Once the API is dissolved, the destination of the assets that are part of the social heritage, which are not assigned to a specific purpose and have not been donated or bequeathed with any obligation, will be subject to a resolution by the members.