

ECOSYSTEMS FOUNDATION  
Non-Profit Organization  
RCS LUXEMBOURG : F11464  
Registered Office: 10, rue Saint Ulric, L-2651 Luxembourg

By private deed of 04/09/2017, a non-profit association has been established, governed by the law of 28 April 1928 on non-profit associations, henceforth governed by the present statutes:

### **Article 1) Name**

A non-profit-making association called: ECOSYSTEMS FOUNDATION asbl was created. The association is governed by the present statutes and by the law of 21 April 1928, as subsequently amended.

All members present and those who will be admitted hereafter undertake to observe the present statutes as well as any internal regulations that may be drawn up subsequently. The name of the association : ECOSYSTEMS FOUNDATION asbl

### **Article 2) Head office**

ECOSYSTEMS FOUNDATION asbl has its registered office in Luxembourg at GRAND-DUCHÉ OF LUXEMBOURG.

The competent court remains that of Luxembourg City.

### **Article 3) Objects**

In strict compliance with the laws, regulations and practices in force in Luxembourg, the association's main objectives are: the creation, design and support (through all analysis, research and study work to be disseminated on all communication and teaching media, to all audiences, worldwide) of new space ecosystems (organic, social, economic and technological), thus aiming to promote the creation in the future of new space civilizations (beyond Earth) called SPACE ECOSYSTEMS®.

These new **human and extra-terrestrial civilizations** called SPACE ECOSYSTEMS® will be the future of a part of humanity. They must be conceived, created and planned today to be able to develop harmoniously in the future and thus meet the challenges of active exploration, responsible exploitation and controlled settlement of extra-terrestrial space.

The association's ancillary objects are: the dissemination, presentation and defense before all private and public players involved in the conquest of extra-terrestrial space of proposals, recommendations and projects for the establishment of autonomous human colonies in extra-terrestrial space, the industrialization of the exploration and exploitation of space resources, and the development of standards and practices applicable to all persons (natural or legal entities) from the earth and aiming at the establishment of human colonies in space or the industrialization of the exploration and exploitation of space resources.

The association may also carry out or facilitate any action or activity related or ancillary to its main and ancillary objects.

### **Article 4) Duration**

The duration of the association is unlimited.

## **Article 5) Membership**

The association reserves the right to affiliate with other international associations which pursue similar or identical goals.

## **Article 6) Membership and subscriptions**

The association is composed of different types of members, who are obliged to pay each year a membership fee fixed each year by the general assembly and which cannot exceed 1500,00€ per year for a natural person member and 50.000,00€ per year for a legal entity member.

The categories of members are :

1. Active member: is an active member for one calendar year any natural person or legal entity approved by the association and who has paid the annual subscription fixed by the association each year.
2. Benefactor member: is a benefactor member any natural or legal person having at least the status of active member and wishing to provide the association with the material and financial means required for the operation of the association.
3. Honorary member: an honorary member is any exceptional natural person to whom the association confers this status at its discretion.

The number of active members is unlimited and may not be less than three.

The number of benefactor members is unlimited.

The number of honorary members is limited to thirty-three.

## **Article 7) Admission**

Membership, whatever its nature, shall be conferred by the Board of Directors, which shall decide at each of its meetings on the applications and proposals for admission submitted. Such applications may be made in writing or verbally.

## **Article 8) Loss of membership**

Membership is lost by:

- resignation notified by simple letter addressed to the Chairman of the Board of Directors of the Association;
- the death of the natural person or the dissolution of the legal entity;
- the cancellation pronounced by the board of directors for non-payment of the annual

membership fee within three months of the due date;

- the cancellation pronounced by the board of directors for serious reasons; in the latter case, the person concerned having been invited by registered letter to appear before the board to provide explanations.

An appeal in writing, duly substantiated, may be made to the general meeting.

The ordinary (or extraordinary) general meeting decides in the last instance by a 2/3 majority of the members present or represented.

Resigning or excluded members as well as the beneficiaries of a resigning or deceased member have no right to the company's assets. They may not claim the reimbursement of contributions paid.

## **Article 9) The resources of the association**

They understand:

- the amount of the contributions;

Members, regardless of status, who pay their dues get a membership card. The card must be signed by at least one director. This card confers on the member the rights provided for by the law and the articles of association as well as the special benefits set by the board of directors;

- subsidies from the State, the municipalities or any other public or private body,

- sums received in return for services provided by the association; donations;

- any other resources authorized by the legislative or regulatory texts.

## **Article 10) The board of directors**

The association is directed and managed by a Board of Directors of at least three and no more than seven members. The directors, who must be active members, are elected by the annual (ordinary) general meeting by secret ballot for a period of five years.

The order of the end of the term of office is determined by the Board of Directors in office. Retiring members are eligible for re-election. Their terms of office expire by resignation, removal from the Board of Directors or death.

In the event of a vacancy, the Board may provisionally replace members by cooptation.

Co-opted members shall have all the rights reserved for directors and shall complete the term of office of those they replace. However, their mandate must be confirmed at the time of the votes to be cast at the next ordinary general meeting. Co-opted members who are not elected by the General Assembly may no longer be co-opted, but may apply for election at a later date. Candidatures for a director's mandate must be sent by registered letter to the president of the board of directors of the association at least 72 hours before the general assembly. The general meeting elects the board of directors, which is composed of a chairman of the board of directors, a secretary, a treasurer and, if necessary, two additional directors. The additional directors are elected separately. Elections are held by secret ballot by a simple majority of the validly cast votes, with the blank ballot paper being regarded as a valid

vote. In the event of a tie in the number of votes obtained, lots shall be drawn.

The Board of Directors shall appoint the secretaries and treasurers in the same way.

## **Article 11) Meeting of the Board of Directors**

The Board shall meet whenever necessary, but at least once a month at the call of the Chairman of the Board of Directors through the Secretariat or at the express request of five directors. The Board can only validly deliberate if all (Board) members are present or represented. Each member may hold a maximum of one proxy. Proxies must be handwritten.

Decisions must be taken by absolute majority (half plus one of the votes of the directors appointed by the ordinary general meeting, taking into account the proxies, each director may only have one proxy).

Any director who absents himself three times in a row without explanation is considered to have resigned. Apologies must be addressed to the Board of Directors either in writing or verbally. The director in question may no longer be a candidate for the Board of Directors within the next five years. Such a decision shall be communicated to him by registered letter. As regards a member of the association whose striking off has been pronounced in accordance with Article 8 of these Articles of Association, he may no longer be a candidate in any election of the association.

## **Article 12) Powers of the Board of Directors**

The Board of Directors has all powers to ensure the smooth running of the association. It is empowered to take all decisions which are not within the competence of the general assemblies.

It may acquire, alienate, exchange, pledge, mortgage, take out loans, invest funds, release all entries automatically or otherwise, before or after payment, enter into leases of any duration, accept gifts and legacies, subject to the authorizations provided for by law. He shall cause the annual accounts and the draft budget for the coming financial year to be drawn up. He is responsible for the publications at the Memorial and in particular for those which preserve the legal personality. He sees to the establishment of internal regulations and is responsible for their implementation and application.

The Board of Directors assigns to its members the functions required by the administrative and management needs of the association. It may set up special working groups, composed of administrators, ex officio members and experts who will comply with the internal regulations. It may, under its responsibility, delegate powers, either for day-to-day management or for specific matters, to one or more persons chosen from among or outside the directors.

The chairman of the board of directors represents the association in all acts of civil life subject to the authorizations he must obtain and for which reference is made to the internal regulations. He acts in justice in the name of the association both as plaintiff and defendant. In case of impediment, the president of the board of directors is replaced by a vice-president or by another director.

The secretary is in charge of the communication technology in all its forms and of the archives. He is in charge of all entries concerning the operation of the association with the exception of accounting entries. He is in charge of the preparation of agendas, the meetings of the board of directors and those of the general assemblies. He prepares the minutes of all statutory meetings. It keeps and updates the register of minutes concerning the meetings of the board of directors and those of the general

assemblies.

The treasurer is responsible for keeping the association's accounts in accordance with the legal guidelines. He shall present quarterly summary financial statements to the Board of Directors. In case of impediment, he is replaced by the deputy treasurer or by another administrator.

**The signature of the president of the board of directors of the association, or of a member of the board of directors mandated by the president, validly commits the association.**

## **Article 13) The financial year**

The financial year begins on January 1 and ends on December 31.

## **Article 14) Ordinary General Meetings**

Fifteen days before the date set by the Board of Directors, the members of the association shall be convened through the Secretariat. Convocations are made by means of individual letters.

The ordinary general assembly meets once a year, in principle, in the course of the month of . The agenda is indicated in the press releases.

Active members may be represented. An active member may only have one proxy. Proxies must be handwritten and must be deposited with the secretary or a substitute before the beginning of the meeting at the entrance to the room where the meeting is to be held.

Active members who have reached the age of 18 years may participate in the general meeting with voting rights upon presentation of their membership card for the current year.

The bureau of the general assembly is constituted by the board of directors. The Chairman of the Board of Directors or his replacement shall preside over the General Meeting. The general meeting may validly deliberate regardless of the number of active members present or represented.'

The attributions of the general meeting include the following rights:

- to appoint and dismiss directors;
- to approve annually the accounts of the past financial year and the subscriptions and budget for the coming financial year,
- propose amendments to the Articles of Association;
- propose the dissolution of the association; dissolution can only be pronounced by an extraordinary general assembly;
- take all decisions exceeding the limits legally or statutorily assigned to the Board of Directors.

Without prejudice to the prerogatives of extraordinary general meetings, decisions can only be taken, in principle, on matters on the agenda. However, proposals signed by at least five per cent of the active members of the last annual list must be added to the agenda.

Decisions shall be taken by a simple majority of the votes of the active members present or

represented. However, resolutions may be taken outside the agenda provided that the General Assembly agrees to this at the present meeting by a two-thirds majority of the members present or represented.

## **Article 15) Extraordinary General Meetings**

The Extraordinary General Meeting decides on amendments to the statutes, on serious events and on the dissolution of the association. It meets at the request of the Board of Directors, or on a proposal or a reasoned request made at an ordinary general meeting.

An extraordinary general meeting may also be called when at least twenty percent of the active members of the last annual list present a request with one or more reasons and explain the precise purpose of the request. The convening procedure is the same as for ordinary general meetings.

The extraordinary general meeting can only validly deliberate on amendments to the current statutes if the purpose of the amendment is specifically indicated in the notice of meeting and if the meeting is attended by two thirds of the active members present or represented. Amendments can only be adopted by a two-thirds majority of the votes.

If two thirds of the members are not present or represented at the first meeting, a second meeting may be convened which may deliberate regardless of the number of members present or represented. Decisions shall be approved only if they receive a two-thirds majority of the votes. Moreover, such decisions must be submitted to the Civil Court for approval.

For any modification relating to one of the objects for which the association is constituted, reference is made to the provisions of the law.

Amendments to the Articles of Association must be published within one month of their date in the Special Collection of Societies and Associations, Memorial C.

## **Article 16) The Supervisory Board**

Accounting, treasury and general financial management are controlled by the Supervisory Board. The Supervisory Board is composed of three auditors, who are in principle active members, who are elected from year to year by the Ordinary General Meeting.

The statutory auditors are often called statutory auditors. They must have access to the accounting documents at least 72 hours before the general meeting. They report in writing to the general meeting.

This report is kept in the archives of the association.

## **Article 17) Discharge of directors and auditors**

After adopting the balance sheet and approving the financial management, the general meeting must, by a special vote, decide on the discharge to be given to the directors and auditors.

If the general meeting gives them discharge, the directors are definitively protected from any claim and any legal action, both on the part of the association and on the part of the members personally, except in the following cases:

- if the balance sheet contained an omission or a false indication, concealing the real situation of the association;

- if the directors and auditors have acted outside the articles of association and if these acts have not been specifically mentioned in the convocations.

## **Article 18) Dissolution**

- In the event of dissolution pronounced by an Extraordinary General Meeting, one or more liquidators shall be appointed by the latter to carry out the liquidation operations. A special procedure should be provided for in the rules of procedure in the event of a merger or absorption.
- The meeting may only pronounce the dissolution if two-thirds of its members are present or represented. If this condition is not met, a second meeting may be convened which shall deliberate validly whatever the number of Members present or represented.
- If the Extraordinary General Assembly does not gather two thirds of the votes of the Members present or represented, the decisions must be submitted to the approval of the Civil Court.
- In the event of voluntary or judicial dissolution, the Extraordinary General Assembly will determine the allocation of the association's assets, as close as possible to the purpose for which the association was created.

## **Article 19) Internal regulations**

These internal regulations serve to specify the internal operating procedures and supplement the Articles of Association, of which they are only an accessory. They are drawn up by the Board of Directors, which may amend them as required.

Provided that they do not contradict the Articles of Association, the internal rules are binding on all members and are binding on them in the same way as the Articles of Association.

## **Article 20) De facto association**

If for any reason the association loses its legal personality, it shall continue, provisionally or definitively, to exist as a de facto association.

## **Article 21) Final provisions**

For all matters not regulated by these articles of association, the association refers to the internal regulations of the association and expressly declares that it is subject to the provisions of the law of 21 April 1928 as amended.