



## BY-LAWS OF THE ASSOCIATION „AUSTRIAN SPACE FORUM”

### [non-authoritative translation]

#### § 1 NAME, SEAT AND AREA OF OPERATIONS

- (1) The association bears the name „Austrian Space Forum “.
- (2) The seat of said association is located in Vienna and the association conducts its activities in the whole of Austria as well as, in case of mutual cooperation with foreign partner institutions, in the respective foreign countries.

#### §2 PURPOSE

The association, who’s activities are not profit-oriented, aims at:

- a) the promotion of space activities with special regard to international, intercultural and interdisciplinary aspects;
- b) the active shaping of Austrian space activities through educational initiatives and independent research projects;
- c) the promotion of international cooperation in the field of space activities, in particular in association with the International Space University, the Space Generation Advisory Council and the Mars Society;
- d) the promotion of media exposure of spaceflight and space sciences on the national as well as the international level.

#### § 3 MEANS TO ACHIEVE THE PURPOSE OF THE ASSOCIATION

- (1) The purpose of the association shall be achieved by the material and non-material means listed under subparagraphs 2 and 3 below.
- (2) Non-material means are:
  - a) Events of all kind, especially in the field of education and youth activities;
  - b) Maintenance of a dedicated OeWF website serving as an internal and external information node;
  - c) Relevant technical information brokerage.
- (3) Material means are:
  - a) Event organization and logistic services;
  - b) Internal and external project support, if and so far, relevant for the purpose of the association, appropriate and decided so by the board;
  - c) Internal and external personal support, if relevant for the purpose of the association, appropriate and decided so by the board.
- (4) The necessary material means shall be supplied through:



- a) Membership fees;
- b) Income from events and undertakings owned by the association including the foundation of and the participation in enterprises;
- c) Donations, fund raisings, bequests and other grants;
- d) Public sector grants.

#### § 4 TYPES OF MEMBERSHIP

- (1) The members of the association are ordinary and honorary members.
- (2) Ordinary members are those who actively participate to the activities of the association. Honorary members are those who are appointed on the basis of their outstanding merits for the association.

#### § 5 ACQUIRING MEMBERSHIP

- (1) Natural persons and corporate entities can become members of the association.
- (2) The board decides on the admission of new members. The admission can be denied without giving any reasons.
- (3) Honorary members are appointed by the general assembly upon the advice of the board.

#### § 6 CESSATION OF MEMBERSHIP

- (1) Membership either ceases at death – in the case of corporate entities the loss of legal personality – of the member or voluntary ends due to resignation or expulsion.
- (2) The resignation can take effect at the end of the corporate year, hence on December 31 of each year. The board must be notified at least one month in advance in written form or by e-mail, with the sending date being significant. If the notification of resignation is submitted too late, it only takes effect at the next possible date of resignation.
- (3) The board can expel a member if, despite two written requests setting a reasonable grace period, the member is more than three months overdue with the payment of membership fees. The obligation to pay the due membership fees will not be affected by this.
- (4) The expulsion of a member can also be decreed by the board because of severe violations of members' obligations and dishonorable behavior.
- (5) The deprivation of honorary membership can be decided by the general assembly for the reasons mentioned in (4).

#### § 7 RIGHTS AND OBLIGATIONS OF MEMBERS

- (1) The members are entitled to participate in all events of the association and to use the installations of the association.



(2) Regular and honorary members have the right to vote in the general assembly. They shall however not have the passive right to be elected for the function of member of the Board in case they hold an official or advisory function (§ 11 para.11) in enterprises in which the Association participates. Previous sentences notwithstanding, the right to vote is only granted to persons over the age of 16 years. Similarly, the right to be elected is only granted to persons over 18 years of age.

(3) Members are obliged to promote the interests of the association and to refrain from any acts that are averse to the standing and the purpose of the association. They have to observe the association's statutes and the association's organs' decisions. The regular members are obliged to pay the membership fees on time in the amount that has been determined by the general assembly.

## § 8 ORGANS OF THE ASSOCIATION

Organs of the society are the general assembly (§§9 and 10), the board (§§11 to 13), the controllers and the arbitrating body.

## § 9 THE GENERAL ASSEMBLY

(1) The meeting of the ordinary general assembly takes place every two years.

(2) An extraordinary general assembly takes place upon decision by the board, the ordinary general assembly or when requested by at least a tenth of those allowed to vote in written form or by e-mail, citing reasons for the request, or when requested by the controllers. The extraordinary general assembly has to take place after four weeks at maximum.

(3) Both the ordinary and extraordinary general assembly may be held in the form of a (i) physical general assembly, (ii) mixed (i.e. physical-virtual) general assembly or (iii) virtual general assembly.

(4) In the case of a physical General Assembly, members shall be deemed to be present who are physically present at the place of the General Assembly specified in the notice of meeting (physical presence). In the case of a mixed General Assembly, members participating by electronic means shall also be deemed to be present. In the case of a virtual General Assembly, members participating by electronic means shall be deemed to be present. In addition, those members who have delegated their vote to a physically/virtually present member (depending on the form of the General Assembly) shall be deemed to be present.

(5) All members have to be invited by the Board to ordinary as well as extraordinary general assembly meetings, in written form or by e-mail, at least two weeks in advance. The general assembly has to be scheduled by presenting the agenda. and by indicating the type of the general assembly (see para. 3). In case the general assembly is scheduled as mixed or virtual general assembly, the invitation must also indicate the proposed electronic means of participation and all supplementary information necessary for virtual participation. Such



electronic means shall in any case enable the realization of all rights associated to the participation in a general assembly.

(6) Any motions to the general assembly must be raised six days before the scheduled general assembly, in written form or by e-mail. Proposals to amend the bylaws require a submission by the Board or by at least 10% of the members.

(7) Valid decisions – except those on a request to summon an extraordinary general assembly – can only be made about points on the agenda.

(8) Ordinary members and honorary members who have duly paid their membership fee for the current or previous calendar year are entitled to participate and to vote in the general assembly. Every member has one vote. Corporate entities are represented by an organ entitled to represent such entity or a plenipotentiary. It is allowed to delegate ones right to vote to another member by written authorization.

(9) The general assembly has a quorum regardless of the number of members present if all members have been duly invited.

(10) The elections and the decisions in the general assembly regularly require a simple majority of the valid votes cast. Decisions that are intended to either alter the statutes of the association, to dismiss the board or a board member or to dissolve the association, require a majority of two thirds of the valid votes cast. Virtually present members (para. 4) vote by electronic means.

(11) The president chairs the general assembly. In case the president is indisposed his deputy takes over. If he too is indisposed, the eldest board member present takes the chair, in any other case the eldest member present. In case of a mixed general assembly, such indisposition is also given if the board member otherwise entitled to chair the meeting is not physically participating in the general assembly.

(12) The foregoing paragraphs will be substantiated by means of a procedural directive which shall be enacted by the Board before the first call of a mixed or virtual general assembly and be made known accordingly to all members.

## § 10 COMPETENCES OF THE GENERAL ASSEMBLY

The following competences are reserved for the general assembly:

- a) Arraignment and approval of the accounting and the statement of account;
- b) Decision on budget;
- c) Election, appointment and discharge of the board members and controllers, approval of legal transactions between board member as well as controllers and the association;
- d) Approval of the actions of the board;
- e) Determination of the membership fees for ordinary members;
- f) Award and deprivation of honorary membership;
- g) Decisions concerning amendments to the statute and the voluntary dissolution of the association;



h) Decision concerning the foundation of or participation in enterprises, the termination of an enterprise or of a participation in an enterprise as well as the exercise of shareholder rights through the Board in the case of the participation in an enterprise in the following cases:

- 1) Essential [substantial] change of purpose and objective of the enterprise,
- 2) Establishment / termination of business branches of the enterprise,
- 3) Merger or transformation of the enterprise;

i) Deliberation and decision concerning other issues on the agenda.

## § 11 THE BOARD

(1) The board consists of at least three members: President, Secretary and Chief Financial Officer.

(2) The board is elected by the general assembly. If a member resigns, the board is entitled to co-opt another eligible member, which is to be approved afterwards by the next general assembly. In case the board will be altogether unavailable without self-completion through co-option or will be unavailable for an unforeseeable period of time, every comptroller is obliged to summon a general assembly in order to elect a new board immediately. If the controllers are incapacitated or absent as well, every ordinary member noticing the emergency situation immediately has to request the appointment of a curator at the competent court. The curator has to summon an extraordinary general assembly promptly.

(3) The term of office of the board lasts two years. Reelection for one or more terms is possible.

(4) The board is summoned by the president; in case of incapacitation his deputy, in oral or written form. If they both are incapacitated for an unforeseeable long time, every other board member may summon the board.

(5) The board is quorate when all its members have been invited and half of them are present.

(6) The president takes the chair; in case he is indisposed his deputy takes the chair. If both, the president and his deputy, are indisposed, the chair has to be taken by the eldest board member present.

(7) The board decides with simple majority; the president retains the tie-breaking vote.

(8) A board members office ends with recall (9), resignation (10), or taking over an official or advisory function in enterprises in which the Association participates (para. 11), in addition to the case of death and end of term of office (3).

(9) The general assembly can recall the board or selected members thereof by a two thirds majority (§9 (8)). The recall takes effect with the commission of a new board or board member.

(10) Board members can declare their resignation in written form at any time. The declaration has to be addressed to the board, in case the whole board resigns to the general assembly. The resignation only becomes effective with the election or cooption of a successor.

(11) In case of the Association's participation in enterprises, members of the Board cannot, at the same time, hold official functions in such enterprises. Should a board member take over such function, the board shall co-



opt another electable member (para.2) or call for an extraordinary general assembly for the purpose of new board elections. Advisory functions are to be treated equally as official functions in such enterprises.

### § 12 TASKS OF THE BOARD

The board is tasked is obliged to manage the association. It is competent for all tasks which have not been assigned to any other organ. The following responsibilities are in particular entrusted to the board's field of duties:

- a) Organizational and institutional management of the association;
- b) Preparation of the budget and draft of the statement of accounts;
- c) Preparation of the general assembly;
- d) Summoning the ordinary and extraordinary general assembly;
- e) Administration of the association's assets;
- f) Admission and expulsion of members;
- g) Hiring and dismissal of employees of the association;

### §13 SPECIFIC OBLIGATIONS OF CERTAIN BOARD MEMBERS

(1) The president represents the association externally. Written counterparts of the association require the signature of the president and one further board member in order to be valid; regarding monetary issues the chief financial officer's signature is required. Legal transactions between board members and the association require approval by the general assembly in order to be valid.

(2) Only the officers mentioned in (1) are entitled to issue authorizations to represent the society externally or to (legally) sign for the society.

(3) In case of exigent circumstances, the president is entitled to issue orders under his own responsibility, even concerning matters for which the board or the general assembly are competent. These orders need to be approved by the competent organ afterwards.

(4) The president chairs the meetings of the general assembly and the board.

(5) The secretary has to support the president on managing the association. He has to take the minutes in meetings of the general assembly or the board.

(6) The chief financial officer is responsible for the proper conduct (concerning finance) of the association.

(7) In case the president, secretary, and chief financial officer are incapacitated, their respective deputies assume their functions.

### § 13A CONTINUOUS BUSINESS ACTIVITY BY AN DIRECTOR

By order and on account of the Board and in compliance with this Statute, the director – who is not entitled to hold other functions of the Association regulated in these bylaws - leads the daily ordinary business operations of the association and is entitled to external representation of the association in such matters as well as in matters



assigned in writing by the Board a case to case basis. He is bound by instructions of the Board. The Board appoints and dismisses the director.

#### § 14 THE CONTROLLERS

(1) The two controllers are elected by the general assembly for a two-year term. They can be reelected once or twice.

(2) The controllers are in charge of regularly controlling the management and the statement of account. They have to submit a report on the audit to the general assembly.

(3) Further, the provisions §11 (3), 8, 9 and 10 as well as §13 (1) last sentence are applicable correspondingly.

#### § 15 THE ARBITRATING BODY

(1) The arbitrating body is instituted in order to arbitrate in all disputes emanating from the association's existence.

(2) The arbitrating body consists of three ordinary members of the society. It is instituted in the following way: one conflict party names a member as arbiter to the board in written form. After being told to do so by the board within seven days, the other party names a member of the arbitrating body within fourteen days. After the board's notification within a period of seven days, the nominated arbiters elect a third ordinary member president of the arbitrating body within further fourteen days.

(3) The arbitrating body decides with simple majority when all of its members are present. It decides in all conscience. Its decisions must be considered final within the association (internally).

#### § 16 DISSOLUTION OF THE ASSOCIATION

(1) The voluntary dissolution of the association can only be decided in a general assembly specifically convened for that purpose and with a majority of two thirds of the valid votes cast.

(2) This general assembly has to decide – in case there are any assets – upon the liquidation. I.e. it has to commission a liquidator and it has to decide where the assets are to be transferred to after the liabilities have been covered. These assets shall be – if possible and permitted – transferred to an organization that pursues the same or similar aims as this association.

(3) The last board has to notify the voluntary dissolution of the association within four weeks after the decision to the competent security directorate ["Sicherheitsdirektion"] in written form. Furthermore, it is obliged to proclaim the voluntary dissolution in an official gazette within the same period.