

Moon Village Association

Statute of the Association

as of November 2017

(as registered in Vienna, Austria, translation from German)

Preamble

The founders of the Moon Village Association,
emphasizing that the Moon Village will be a common destination for multiple users and multiple uses where different nations could collaborate together for sustainable operations on the lunar surface as well as in cis-lunar space;
acknowledging that the Moon Village will encompass infrastructure and systems supporting surface operations or stand-alone activities in lunar orbits;
believing that the Moon Village will enable important new opportunities for the science of the Moon, on the Moon and from the Moon;
convinced that the Moon Village could become the proving ground for the future exploration of Mars and other celestial bodies;
appreciating that the Moon Village vision will play a key role in the long-term, peaceful, and sustainable evolution of humankind;
highlighting that the Moon Village will serve as a catalyst for governmental, scientific, educational and commercial activities and for stimulating investments; and
expecting that, on the basis of governmental and private funding, industry will build infrastructures and provide products as well as create new applications and services, have joined efforts to establish the Moon Village Association.

Article 1 - Name

The association's name is "Moon Village Association – Association for the promotion of the development of an international infrastructure on the Moon". The abbreviation "MVA" has the

same meaning and can equally be used, as can the combination “Moon Village Association (MVA)”.

Article 2 – Seat

- (1) The seat of the association is in Vienna. Its activities are international.
- (2) The establishment of branches is not intended.

Article 3 – Duration

The association is established for an unlimited time.

Article 4 – Objectives

The association, the activities of which are not for profit, aims at coordinating the efforts of the Moon Village global network. The association’s objective is to be the premier organisation supporting the world-wide decision making process for the creation of Moon Village infrastructure in/beyond Low Earth Orbit (LEO) under sustainable and open ended human and robotic programs, in partnership with space agencies, industry and society, and in particular to:

- a. create global awareness of the prospective benefits of the Moon Village;
- b. develop ideas about how Earth’s citizens, regions, and the environment will benefit in the near and mid-term if humanity advances to establish a permanent base on the Moon;
- c. consolidate a compelling shared vision that fosters a sense of belonging and inspires a group of people to create the Moon Village together;
- d. coordinate space and non-space organizations in supporting the vision, creating a new open dynamic that includes ideas from space agencies, commercial space actors, donors, philanthropists and citizens;

- e. create a paradigm shift in how international space missions are being designed - in a fast, low cost, creative and collaborative manner;
- f. foster the vision to the society at large to engage citizens worldwide; and
- g. support the interests of civil society and international space community.

Article 5 - Means and Activities

To achieve its objectives, the MVA will employ the following means and carry out the following activities:

- a. address all parts of society, including governmental and non-governmental entities, universities, industry, professional associations, social and cultural associations, media, private individuals and decision makers;
- b. promote discussion and communication among government, industry, academic and public parties concerning the Moon Village and related topics;
- c. aggregate ideas for the development of the Moon Village for peaceful purposes;
- d. diffuse these ideas through various media and publications, including scientific journals, newspapers and magazines, television, Internet fora, blogs, social networks etc; and
- e. organize events dedicated to the objectives described in Article 4.

Article 6 – Membership

- (1) Individuals and legal entities may become members of the association.
- (2) Individuals and legal entities may be ordinary members of the association. The former are denoted as individual members, the latter as institutional members.
- (3) In addition to ordinary members, there are honorary members and supporting members.
- (4) Individual members are required to contribute to the association's goals by personally furthering the association's work and by paying the membership fee.

- (5) Institutional members contribute to the association's goals by furthering the association's work by the means available to it and/or by paying the institutional membership fee.
- (6) Honorary members contribute to the association by offering their experience and expertise as well as by their reputation. They do not pay a membership fee.
- (7) Supporting members promote the association goals by paying a larger membership fee.

Article 7 – Admission

- (1) Individual and institutional membership is awarded upon an application for membership.
- (2) Honorary and supporting membership is awarded upon proposal by a member of the association.
- (3) The Board decides about the applications and proposals for membership.

Article 8 - Membership Rights

- (1) All members have the right to work towards achieving the objectives of the association on the basis of the statute.
- (2) All members have the right to participate in the activities of the association.
- (3) Individual members have the right to participate and vote in the General Assembly. They have right to vote and are eligible for offices and functions of the association's bodies.
- (4) Institutional members are represented by one representative of their choice and have the right to participate and vote in the General Assembly.
- (5) Honorary and supporting members have the right to participate but do not have the right to vote in the General Assembly.

Article 9 - Membership Obligations

- (1) Members are required to contribute actively to the interests and goals of the association on the basis of the statute and to the best of their abilities and shall refrain from any actions which may damage the reputation of the association or impair the achievement of the association's goals.
- (2) Members shall comply with the statute and the decisions of the association's organs.
- (3) Members, except the honorary members, shall punctually pay an annual membership fee as decided by the General Assembly.

Article 10 - Loss of Membership

- (1) Membership ends with the individual's death, the liquidation of the legal entity, voluntary resignation or through exclusion.
- (2) The resignation of membership must be tendered in writing to the Board no later than two months before the end of the calendar year. The membership ends with the end of the calendar year in which the notice was given.
- (3) The Board may exclude a member if the member fails to pay the membership fee despite at least two written reminders and adequate extension, and continues to default for longer than six months.
- (4) The Board may exclude a member for grossly neglecting membership obligations or dishonourable conduct.

Article 11 – Funding

The financial means of the association come from

- (a) membership fees, and
- (b) other financial means or in-kind contributions from public or private supporters and sponsors.

Article 12 – Association’s Organs

The association’s organs are the General Assembly (Article 13), the Board (Article 14), the Advisory Council (Article 16), the Auditors (Article 17) and the Mediation Board (Article 19).

Article 13 –General Assembly

- (1) The General Assembly is the “assembly of the members” within the meaning of the Austrian Law of Associations 2002 (“Vereinsgesetz”) which meets at least once every year.
- (2) The Board sets the precise date and place for the General Assembly, and must inform all members in writing thereof and about the agenda of the meeting no later than two weeks prior to that date.
- (3) The President shall chair the General Assembly; in his/her absence his/her deputy chairs the meeting. When the deputy is also absent the oldest member of the board present at the General Assembly shall chair the meeting.
- (4) The General Assembly is quorate regardless of the number of members present. .
- (5) For decisions and elections, General Assembly decides with a simple majority of the valid votes cast. Decisions to change the statute of the association or to dissolve the association require a majority of two thirds of the valid votes cast.
- (6) The vote is generally taken by show of hands, with the exception of the election of the members of the Board and when requested by at least one member. In these cases a secret ballot is held.
- (7) If a member is not present, his/her vote in the General Assembly may be cast by a proxy signed by the member. The proxy must be given in writing. A proxy in the form of an email is permissible.
- (8) Only the General Assembly decides on the following:
 - a. election of members of the Board and Auditors;
 - b. dismissal of members of the Board and Auditors;

- c. determining the amount of the annual membership fees;
- d. acceptance of the association's budget as proposed by the Board;
- e. receipt and approval of the statement of accounts and the financial statements with the Auditors' involvement;
- f. discharging the Board;
- g. changes to the association's statute or bylaws;
- h. the voluntary dissolution of the association; and
- i. discussion and decision of any other agenda items.

(9) An extraordinary General Assembly shall be held upon

- a. the decision of the Board or the General Assembly,
- b. the written request by at least one tenth of the association's members,
- c. the request of an Auditor (as per Article 21 (5), first sentence, Austrian Law of Associations 2002 ("Vereinsgesetz"),
- d. the decision of an/the Auditor/s (as per Article 21 (5), second sentence, Austrian Law of Associations 2002 ("Vereinsgesetz"),
- e. the decision of a court appointed trustee (as per Article 15, last sentence, of this statute)

within four weeks.

Article 14 - The Board

- (1) The association is directed by the Board. It is the "management body" within the meaning of the Austrian Law of Associations 2002 ("Vereinsgesetz"). The Board exercises all functions and tasks not assigned to other organs of the association.
- (2) The Board is comprised of at least five and no more than nine members. The Board members hold their position on honorary basis.
- (3) The Board positions include at least the Chairman ("President"), the Deputy Chairman ("Vice-President"), the Secretary ("Director of Community Relations"), the Treasurer,

and the Legal Advisor. Furthermore, there may be a Director of Operations, a Strategic Director and other positions as decided by the General Assembly.

- (4) The members of the Board are elected by the General Assembly.
- (5) The members of the Board are elected for a term of two years. Re-election is possible. Each office is to be held personally.
- (6) A member of the Board keeps his/her office until the end of the term of office or his/her resignation, dismissal or death.
- (7) Members of the Board may resign their office at any time. The notice of resignation must be tendered in writing to the remaining members of the Board.
- (8) Each member of the Board who is absent, without excuse, three consecutive times from Board meetings is considered as having resigned.
- (9) The Board is elected by the General Assembly. When a member of the Board resigns, the Board may co-opt another member of the association to the Board in his or her place, which requires the subsequent authorisation by the following General Assembly. Should the Board be unable to function due to a lack of supplemental co-opting or for an unforeseeable lengthy period of time, every Auditor is required to call an extraordinary General Assembly meeting to re-elect a functioning Board. Should the Auditors be incapacitated too, any ordinary member, who becomes aware of the situation, shall immediately request that the competent court appoints a trustee, who should promptly convene an extraordinary General Assembly meeting.
- (10) The General Assembly may dismiss the entire Board or individual members of the Board at any time. The dismissal shall come into effect with the appointment of the Board or new member of the Board.
- (11) The Board shall hold a meeting at least twice a year. Members may attend in person, by telephone or internet connection.
- (12) The Board is quorate if all members of the Board were invited and at least half are present.

- (13) The Board decides with a simple majority of its members.
- (14) Decisions of the Board may be taken by a circular resolution.
- (15) The Board determines and takes the necessary actions for
 - (a) the creation of the required accounting system necessary for the association's needs with an ongoing record of revenues and expenditures and keeping a list of assets as a minimum requirement;
 - (b) preparation of the annual budget, the statement of accounts and financial statements;
 - (c) preparation and convocation of the General Assembly in the situations outlined in Article 9 (1) and (2) (a) – (c) of this statute;
 - (d) informing the association's members of the association's activities, financial conduct and audited financial statements;
 - (e) managing the MVA's property;
 - (f) admittance and exclusion of members;
 - (g) signing and terminating employment contracts for the association;
 - (h) worldwide activities and priorities as well as guiding principles of the MVA;
 - (i) the MVA's strategic plans;
 - (j) the long term plans;
 - (k) annual work plans;
 - (l) creation of working groups; and
 - (m) the organisation of workshops and conferences.

Article 15 – Special obligations of individual members of the Board

- (1) The President manages the association's ongoing activities. The Secretary/Director of Community Relations supports the President in the management of the association's business.
- (2) The President represents the association externally. Written documents of the MVA require the President's and the Legal Advisor's signatures to become valid, in financial

matters the President's and the Treasurer's signatures are required. Legal transactions between members of the Board and the association require the approval of another member of the Board.

- (3) The authorization to represent the association externally or to sign for the association may only be granted by the members of the Board referred to in para 2.
- (4) In the event of imminent danger, the President is entitled to make independent orders under his own responsibility, including in matters within the scope of the General Assembly or the Board; internally, however, these require the subsequent approval of the association's competent organ.
- (5) The President chairs the General Assembly and the Board meetings.
- (6) The Secretary/Director of Community Relations keeps the minutes of the General Assembly and the Board meetings.
- (7) The Treasurer is responsible for the proper financial management of the association.
- (8) If a member of the Board is prevented from performing his/her function, if he/she may be substituted by the President, who, in case of being prevented, may be substituted by the Vice-President.

Article 16 – Advisory Council

- (1) The association is assisted by an Advisory Council.
- (2) Advisory Council consists of members of the association. However, the Board may also appoint non-members to the Advisory Council.
- (3) The Board decides about membership in the Advisory Council.
- (4) Every member of the association may make suggestions as to who should be appointed as a member of the Advisory Council.

Article 17 – Auditors

- (1) The General Assembly elects two Auditors for a two year period. A re-election is permissible. The Auditors may be members but may not hold another function in the association.
- (2) The Auditors are responsible for the continuous supervision of the association's business and the audit of the financial management in regard to the regularity and correctness of the financial reporting and the use of the MVA's funds in accordance with this statute. The Board must present the necessary documents and information to the Auditors. The Auditors shall inform the Board about the results of their audit.
- (3) Legal transactions between Auditors and the association require the approval of the General Assembly. Furthermore, the provisions of Article 14 (6), (7) and (10) apply correspondingly to the Auditors.

Article 18 - By-laws

The work of the association shall be conducted in accordance with this statute and by-laws. The by-laws shall be adopted upon a proposal of the Board by the General Assembly. In the event of any conflict between the by-laws and the present statute, this statute shall prevail.

Article 19 – Mediation Board

- (1) Disputes arising out of internal matters of the association shall be solved by the association's internal Mediation Board. It is not an arbitration tribunal in the sense of Articles 577 ff of the Austrian Code on Civil Procedure ("Zivilprozessordnung").
- (2) The Mediation Board is composed of three ordinary members of the association. It is created by one conflicting party naming a member as a mediator in writing to the Board. The Board will within seven days invite the other party to name a second member of the Mediation Board within 14 days. Within 14 days of being informed of their nomination the two mediators nominate a third ordinary member of the

association as the chairman of the Mediation Board. In the case of a tie, the chairman is chosen by lot from the members proposed. The members of the Mediation Board may not be members of any other of the association's organs, the activities of which are subject to the dispute – with the exception of the General Assembly.

- (3) The Mediation Board shall decide after hearing both parties of the dispute and with a simple majority of its members, all of which must be present. It shall decide to the best of its knowledge and belief. Its decisions are final for the internal purposes of the association.

Article 20 - Voluntary Dissolution of the Association

- (1) The association may only be liquidated when the General Assembly decides its liquidation.
- (2) In case of liquidation, one or more liquidators will be nominated.
- (3) If the association has existing assets, these shall be transferred, as far as this is possible and legal, to a non-profit organisation with similar objectives, otherwise to social welfare. The General Assembly has to take a decision in this respect.

On the validity of the English statute of the MVA

This English version of the statute is a translation of the original in German. In case of conflict between the two versions, the German version prevails.