

CULTURAL ASSOCIATION

"SPACE RENAISSANCE INTERNATIONAL"

ASSOCIATION STATUTE

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Article 1. NAME, HEADQUARTERS AND DURATION

1. The Association called "*Space Renaissance International*", acronym "*SRI*", hereinafter referred to as the "*Association*", is hereby established. The association is a Third Sector Entity (ETS) and is governed by this Statute and acts within the limits of Legislative Decree 117/2017^{1 2} (hereinafter, the "*Third Sector Code*").

3. The internal organization of the Association is inspired by criteria of democracy, equal rights and equal opportunities for all Members, favoring their social participation without limits to economic conditions and without discrimination of any kind.

4. The Association is based in Fino Mornasco (CO), in Viale Risorgimento, n. 57, cap 22073.

5. The transfer of the registered office within the same Municipality does not imply a statutory changes, and may be deliberated by the Board of Directors.

6. The duration of the Association is unlimited. The Association cannot be dissolved except with a specific resolution of the General Assembly.

Article 2. STATUTE

1. The Association is governed by this Statute (hereinafter only the "*Statute*") and acts in compliance with the provisions of the Third Sector Code, the related implementing rules, the regional law and the general principles of the legal system.

2. The Assembly may decide on the adoption of any executive regulation of the Statute (Bylaws) for the regulation of the more particular organizational aspects.

3. The Statute binds the Members of the Association to its observance; it constitutes the fundamental rule of conduct of the activity of the Association itself.

4. The Statute is evaluated according to the rules of contracts and partnership agreements and according to the criteria of article 12 of the pre-laws of the Civil Code of Italy³.

5. As far as this Statute is concerned, the legally binding version is the original one, drawn up in Italian, filed with the Italian Revenue Agency and the Unic Register of Third Sector Entities (RUNTS)⁴.

6. For mere internal organizational purposes, the language used for all communications and documents of the Association is the English language.

Article 3. PURPOSE

1. The Association exclusively or principally carries out one or more activities of general interest for the non-profit pursuit of civic, solidarity and social utility purposes.

2. The Association is apolitical, non-sectarian, non-denominational, without racial or social discrimination. It arises as a spontaneous union of people, sensitive to the development and practical experimentation of an open world philosophy, i.e. inclusive of the Earth and the entire Solar System. They constitute an international astronautic-humanist organization, at the service of all peoples and all regions of the world, dedicated to raising awareness that human expansion into space is fundamental for the sustainability of present civilization and its growth, especially for the survival of life itself.

Article 4. ACTIVITIES OF GENERAL INTEREST

1. The Association, in pursuing the aforementioned purposes, mainly carries out activities of general interest, as mentioned by art. 5, paragraph 1 of the Third Sector Code⁵, specifically attributable to the letters: d, g, h, i, l, n, v, w. That is to say:

- d) education, instruction and professional training, pursuant to the law of 28 March 2003, n. 53, and subsequent amendments, as well as cultural activities of social interest with educational purposes;
- g) university and post-graduate training;
- h) scientific research of particular social interest;
- i) organization and management of cultural, artistic or recreational activities of social interest, including editorial activities, for the promotion and dissemination of the culture and practice of volunteering and the activities of general interest referred to in this article;
- l) extra-curricular training, aimed at preventing early school leaving and at school and training success, at preventing bullying and combating educational poverty;
- n) cooperation for development, pursuant to the law of 11 August 2014, n. 125, and subsequent modifications;
- v) promotion of the culture of legality, peace between peoples, non-violence and unarmed defence;
- w) promotion and protection of human, civil, social and political rights, as well as the rights of consumers and users of the general interest activities referred to in this article.

2. The Association, focused on the philosophical and sociological aspects related to the transition from the current closed terrestrial society to an open space civilization, intends:

- a) to trigger a change in the worldwide perception and policy towards space travel and the utilization of space resources by substantially increasing the monetary and human investment in space activities and helping to focus that investment effectively;
- b) to develop a comprehensive social analysis of what a strategic development of the space environment offers to our civilization in the future. Such analysis will prelude to the definition of a precise political and economic agenda for humanity which includes: low cost access to space, space tourism, Geo-Lunar industrial development, exploitation of near Earth asteroids, harvesting the solar energy in space, the settlement on the Moon and the exploration and progressive settling of Mars and beyond;
- c) to operate worldwide, having defined its inspiring principles in the specific "Philosophical Manifesto of the Space Renaissance"⁶, and intends to cooperate and collaborate with all other space Associations, agencies, groups and individuals in the world by sharing its agenda, in order to convince all people of the immense potential that space development holds for the future of humanity, as only space can secure an infinite supply of resources essential for the peaceful and free development of all people everywhere.

3. The Association therefore assumes the aim of contributing to the promotion and development of a real "Space Renaissance", through the following activities:

- a) providing training and research, advocacy, education and information on the issues highlighted in the mentioned "Philosophical Manifesto";
- b) translating and publishing works of popular and scientific, technical and philosophical studies, analysis and research by authors of various nationalities;
- c) organization of Congresses, Conferences, Conventions, Internships, Seminars, Lectures, Exhibitions and Events;
- d) promoting studies and research on philosophical, scientific, technological, political, economic, legal, fiscal and commercial problems, of general interest, about settlement off Earth;
- e) organizing events, competitions and photo exhibitions, video and multimedia;
- f) production of thematic publications, reviews and newsletters, traditional or digital, development and management of websites.

4. In order to achieve the social goals, then the Association may:

- a) organize systematical funds raising for its institutional purposes or for purposes of solidarity and charity;
- b) organize meetings, gatherings, parties and celebrations among the Members, associates or participants;
- c) organize international study travels and vacations and any activity which is likely to deepen the exchange of experiences, results, studies and research;
- d) organize workshops and educational activities for children, teens, adults and seniors;
- e) publish magazines and newsletters related to the Association activities, dealing the printing, reproduction and publication of books, texts and information due to the activity that constitutes the Association purpose, both on paper, computer and multimedia;
- f) conclude agreements with other associations and/or third parties in general;
- g) host associations and other organizations with similar institutional purposes at the premises of the registered office.

5. The activities referred to in the preceding paragraphs are carried out in favor of its associates, their family Members or bearers of social interest (social categories, including the whole humanity), mainly making use of the voluntary work of its own associates or of people belonging to associated bodies.

6. The Association can make use of paid personnel within the limits established by art. 36 of the Third Sector Code⁷.

7. Relations between the Association and paid personnel are governed by law and by specific bylaws adopted by the Association.

8. The Association may hire employees or make use of self-employment or other services, even of its own Members, who do not carry out voluntary work, only when this is

necessary for the purposes of carrying out the activities referred to in the previous paragraphs and the pursuit of the aims of the Association.

9. In any case, the number of workers employed in the activity cannot exceed fifty percent of the number of volunteers or five percent of the number of Members.

Article 5. DIFFERENT ACTIVITIES

1. The Association may carry out activities other than those of general interest identified in Article 4 provided that they assume an instrumental and secondary nature in full compliance with the provisions of art. 6 of the Third Sector Code⁸ and related implementing measures. It is up to the Board of Directors to identify the details of these activities.

Article 6. FUNDRAISING

1. The Association can carry out fundraising activities also in an organized and continuous way in order to finance its activities of general interest and in compliance with the principles of truth, transparency and correctness in relations with supporters and with the public.

Article 7. ADMISSION

1. All natural persons who, interested in the realization of the institutional aims, share its spirit and ideals can join the Association.

2. Members of the Association with the status of "**Members**" or "**Associates**" are natural persons, resident and non-resident in Italy (International Members) who share the association's aims and purposes and are committed to carrying out activities of general interest.

3. Other Italian third sector or non-profit entities may join the Association provided that the number of entities other than social promotion does not exceed fifty percent of the number of social promotion associations.

4. The number of Members is unlimited but, in any case, cannot be less than the minimum number required by law: seven (Third Sector Code, Art. 32, paragraph 1)⁹. If, after the establishment, the number falls below the minimum required, the Association must promptly notify the Unic National Register Office (RUNTS) and integrate the number within one year.

5. Admission to the Association is deliberated by the Board of Directors at the request of the interested party according to non-discriminatory criteria, consistent with the aims pursued and the activities of general interest. The resolution is communicated to the interested party and is noted in the book of the Members.

6. In the event of rejection of the application, the Board of Directors communicates the decision to the interested party within 60 days, motivating it.

7. The candidate member may, within 60 days of such communication of rejection, request that the Assembly or the Board of Trustees (if established) pronounce on the request at the first useful call.

8. Admission to Membership is open-ended, without prejudice to the right of withdrawal.

9. The category of temporary Members is not admitted.
10. The Membership fee is non-transferable, non-refundable and non-revaluable.
11. To be admitted to the Association, candidates must:
 - a) contact the Board of Directors, filling in the form provided in all its parts;
 - b) accept the provisions of this Statute;
 - c) pay the Membership fee.

12. The validity of the Membership actually achieved at the time of the application for admission is automatically ratified unless denied by the Board of Directors, whose judgment is unquestionable.

13. Applications for Membership presented by minors must be signed by the holders of parental authority.

14. The parent who signs the application represents the child to all effects towards the Association and is responsible for all the obligations of the minor member.

Article 8. RIGHTS AND DUTIES OF MEMBERS

1. Members have equal rights and duties.

2. The Association recognizes the status of Member to all the people who participate in community life, accept the Articles of Association, continuously making their own social, cultural and economic contribution.

3. Members have the right to:

- a) participate in the Assemblies,
- b) vote in the Assembly, directly or by proxy, if registered for at least three months in the register of Members and up-to-date with the payment of the Membership fee, if applicable
- c) cast their vote in the Assembly
- d) submit their candidacy to the corporate bodies;
- e) participate in the activities promoted by the Association;
- f) to know the agenda of the Assemblies;
- g) to withdraw at any time;
- h) to be informed about the activities of the Association and monitor its progress;
- i) to take note of the agenda of the meetings,
- j) to examine the corporate books, according to the procedures set out in Article 26
- k) denounce the facts that he/she deems reprehensible pursuant to art. 29 of the Third Sector Code¹⁰.

4. Members also have the duty to:

- a) comply with this Statute, any Bylaws and what resolved by the corporate bodies;

- b) take action, compatibly with one's personal availability, for the achievement of the social purpose;
- c) contribute to the annual expenses of the association by paying, if any, the Membership fee according to the amount, payment methods and terms established annually by the Board of Directors, and any contributions aimed at carrying out the association's activities. These contributions have no patrimonial nature and are approved by the Board of Directors.

5. The Membership fee is annual, non-transferable, non-refundable in the event of withdrawal, dissolution, death or loss of Membership and must be paid within the term established by the Board of Directors/Assembly.

6. The Association guarantees equal rights and duties to each member excluding any form of discrimination.

7. Members constitute the ordinary and extraordinary Assembly of the Association and enjoy active and passive electorate. All Members exercise the right to vote. Each member can exercise only one vote. The Members elect the governing bodies of the Association, approve and amend the Statute and any Bylaws, approve the annual economic and financial report, excluding any limitation due to the time of Membership.

6. The Members, in an unlimited number, are divided into:

- **FOUNDING MEMBERS** – Are those who appear in the deed of incorporation, or have supported the process of incorporation.
- **ORDINARY MEMBERS** – All Members who make up the Association share its aims and are up to date with the payment of the annual Membership fee.
- **STUDENT/INCOMELESS MEMBERS** – Members who have no income, whether they are students, unemployed or unemployable.
- **ASSOCIATED ORGANIZATIONS** - These are Italian organisations, associations and groups that have registered as SRI Members, as defined by the Association's Bylaws.
- **HONORARY MEMBERS** - The Board of Directors can confer the title of Honorary Member to people who are particularly deserving of culture, the arts and scientific or philosophical research, as well as to eminent personalities who, due to their cultural or social position, can honor and enhance the prestige of the Association by their presence.

7. All Members can renew their Membership every year without any obligation. At the same time as enrollment, they are required to pay Membership fees to the extent and in the manner established by the Board of Directors. The Membership fee is not transferable and cannot be revalued.

8. Members and Associated Organizations have the right to access social, physical and virtual premises and equipment, as provided for by the Bylaws, and to enjoy the benefits and services of the Association.

9. Members also have the duty to defend the good name of the Association and to behave according to respect, reciprocity, maximum cultural openness and diplomacy towards all other Members.

10. Each member is also invited to observe the rules dictated by any Board of Directors of the Social Promotion Association to which the Association adheres or is affiliated.

Article 9. LOSS OF MEMBERSHIP STATUS

1. Membership is lost by death, withdrawal or exclusion.

2. Members cease to belong to the Association for one or more of the following conditions:

- a) by resignation communicated in writing to the President;
- b) for arrears in the payment of dues without just cause;
- c) by radiation, approved by the Board of Directors, pronounced against the Member who commits actions deemed dishonorable inside or outside the Association or who, with his own behavior, constitutes an obstacle to the good progress of the Association.

3. The member may at any time withdraw without charges from the Association by giving written notice to the Board of Directors. Withdrawal does not involve the return of the Membership fee or any other sums paid to the Association. The resignation becomes effective when the communication reaches the Board of Directors, but any obligations assumed towards the Association remain with the member.

4. The Member who seriously contravenes the duties established by the Statute can be excluded from the Association. Exclusion is deliberated by the Assembly with a secret vote and after having listened the justifications of the interested party. The resolution of exclusion must be adequately communicated to the member.

5. The Shareholder may appeal to the judicial authority within six months from the day of notification of the resolution.

6. The Board of Directors can adopt measures of censure and suspension against a Member, having assessed the seriousness of the behavior, and after having contested in writing the facts justifying the measure. The Member has the right to present his/her defense within five days of receiving the complaints, or at least within the term established by law.

7. The resolution of the Board of Directors which provides for the exclusion of the member must be communicated to the person concerned who, within thirty (30) days of such communication, can appeal either to the Assembly of Members or to the Board of Trustees if established by registered mail or certified e-mail (PEC) sent to the President of the Association.

8. The Assembly or the Board of Trustees (if established) decides only after having listened, with the contradictory method, to the arguments brought in its defense by the interested party.

Article 10. PARTNER ORGANIZATIONS

1. Partner organizations are organizations, associations, research or project groups, both Italian and non-Italian, which have signed an agreement with Space Renaissance International, as defined by the Association's Bylaws.

Article 11. VOLUNTEER AND VOLUNTARY WORK

1. The voluntary member carries out his/her activity in favor of the community and the common good in a personal, spontaneous and free way, without profit, not even indirect, and exclusively for solidarity purposes.

2. The quality of voluntary member is incompatible with any form of employment or self-employment relationship and with any other paid employment relationship with the Association.

3. The activity of the voluntary member cannot be remunerated in any way, not even by the beneficiary. Volunteer Members can only be reimbursed for expenses actually incurred and documented for the activity performed, within the maximum limits and under the conditions previously established by the Board of Directors.

Article 12. CORPORATE BODIES

1. The organs of the Association are:

- a) the General Assembly or International Congress, which constitutes the Assembly of Members;
- b) the Board of Directors;
- c) the President;
- d) the Supervisory Body, in the cases provided for by law;
- e) The Board of Trustees, if appointed.

2. The corporate bodies, the Supervisory Body and the Board of Trustees have a duration of 5 financial years and their Members can be reconfirmed.

3. With the exception of the Supervisory Body, the Members of the corporate bodies do not receive any remuneration. However, they may be reimbursed for the expenses actually incurred and documented for the activity performed for the purpose of carrying out their function.

Article 13. GENERAL ASSEMBLY, AND INTERNATIONAL CONGRESS

1. The Association has a democratic system which guarantees the participation, pluralism and equality of the Members.

2. The General Assembly of Members is sovereign and is the highest deliberative organ of the Association. It regulates community life and is convened in ordinary and extraordinary sessions.

3. The General Assembly is made up of the Members of the Association, registered in the Book of Members and up-to-date with the payment of the Membership fee, where applicable. It is the sovereign body.

4. The General Assembly meets in the form of an International Congress every 5 years, or within the periodicity terms defined in the Bylaws.

5. Member Entities may be given more votes, up to a maximum of five, in proportion to the number of their Members. The determination of the number of votes for Member Entities and the criterion of proportionality is defined in the internal Bylaws.

6. Each Member has the right to one vote and can be represented by another member, by granting a written proxy, also at the bottom of the notice of call. Each Member may represent up to a maximum of three Members¹¹.

5. The proxy cannot be conferred on a member of the Board of Directors or of another corporate body.

6. The General Assembly is chaired over by the President of the Association or, in his absence, by the Vice-President or person appointed as chairperson by those present at the Assembly itself.

6. The General Assembly is convened at least once a year by the President, or whoever takes his place, by means of a written notice to be sent at least 15 days before the date set for the meeting and containing the date of the meeting, the time, place, agenda and eventual date of second call. This communication can be made by letter, fax, e-mail sent/disclosed to the address resulting from the register of Members and/or by means of a notice posted at the headquarters of the Association.

7. The General Assembly is also convened at the request of at least one tenth of the Members or when the Board of Directors deems it necessary.

8. The votes are open, except those concerning persons.

9. The minutes of the meetings of the General Assembly are drawn up, signed by the President and the person taking the minutes and kept at the headquarters of the Association.

10. The Assembly can be ordinary or extraordinary. The one convened for the modification of the Statute and the dissolution of the Association is extraordinary. It is ordinary in all other cases.

Article 14. DUTIES OF THE ASSEMBLY

1. The ordinary General Assembly has the following tasks:

- a) determine the general programmatic lines of the activity, the general direction and the management of the Association (prerogatives of the five-year sessions of the International Congress);
- b) elect and revoke the Members of the Board of Directors by choosing them from among its own Members;
- c) elect and revoke, when required by law, the Members of the control body and/or the person in charge of the statutory audit of the accounts;
- d) approve the program of activities and the budget for the following year;
- e) approve the financial statements and the social budget, when required;
- f) appoint and remove the Members of the corporate bodies;
- g) elect, with separate votes, the Board of Directors and the President;
- h) appoint and revoke, when required, the person in charge of the statutory audit of

- the accounts;
- i) deliberate on the liability of the Members of the corporate bodies and promote liability actions against them;
 - j) deliberate, when requested and, as a last resort, on the rejection of the application for Membership of the association and the exclusion of Members, guaranteeing the broadest guarantee of hearing;
 - k) to deliberate, exceptionally, on the modifications of the deed of incorporation or of the Articles of Association;
 - l) approve any bylaws of the Members meetings;
 - m) deliberate the dissolution, transformation, merger or demerger of the Association;
 - n) to deliberate on the other objects attributed by the law, by the deed of incorporation act or by the Statute to its competence.

2. In ordinary session, the Assembly is duly constituted on first call with the presence of half plus one of the Members, present on their own or by proxy, and on second call whatever the number of Members present, on their own or by proxy.

3. The Assembly decides by majority vote of those present.

4. In the resolutions approving the budget and in those concerning their responsibility, the Members of the Board of Directors do not have the right to vote.

5. In an extraordinary session, the Assembly amends the Statute of the Association with the presence of at least $\frac{2}{3}$ of the Members and the favorable vote of the majority of those present and decides on the dissolution and liquidation as well as the devolution of the assets with the favorable vote of at least $\frac{3}{4}$ of the associates.

Article 15. CONVOCATION OF THE ASSEMBLY

1. The Assembly is ordinarily convened by the President of the Association, at least once a year, and in any case whenever it becomes necessary for the needs of the Association.

2. The Assembly also meets upon convocation by the president or upon motivated request and signed by at least one tenth (1/10) of the Members, or by at least one third (1/3) of the Members of the Board of Directors.

3. The Assembly is convened, at least ten (10) days before the meeting, by written communication of the call sent by letter, or by means, including electronic means, which certifies the receipt of the communication by the addressees, and by posting, within the same term, at the headquarters of the Association. The notice of call must contain the agenda, the method, the place, the time and date of the meeting.

Article 16. VALIDITY OF THE ASSEMBLY AND VOTING METHODS

1. The Ordinary Assembly is regularly constituted, on first call, with the presence of half plus one of the Members present on their own or by proxy and, on second call, whatever the number of Members present on their own or by proxy.

2. The Ordinary Assembly deliberates validly with the favorable vote of the majority of the present Members.

3. The Extraordinary Assembly is convened to decide on the modification of the Statute or the dissolution and liquidation of the Association.

4. Without prejudice to the provisions of the following paragraph, the Extraordinary Assembly deliberates with the presence of the absolute majority of the Members, personally or by proxy, registered in the Book of Members and the favorable vote of three quarters (3/4) of the present.

5. The resolutions, adopted in accordance with the Statute, are binding on all Members, even if not present or dissenting.

6. Both the ordinary and the extraordinary Assembly can be celebrated electronically and the expression of the vote by correspondence or electronically is allowed, provided that it is possible to verify the identity of the member who participates and votes. Votes may also be collected on a sheet shared on the net, until the expiry date, defined by the President.

5. In the event of dissolution, the Extraordinary Assembly deliberates with the favorable vote of at least three quarters (3/4) of the Members, personally or by proxy, registered in the Book of Members.

6. The Assembly can be held by audio and/or video conference, provided that the collegiate method, the principles of good faith and equal treatment of Members are respected and that it is possible to ascertain the identity and legitimacy of those present, to correctly record the speeches and to simultaneously discuss and vote on the agenda items.

7. At the opening of each session, the Assembly elects a secretary who draws up the minutes and signs them together with the President.

8. The Members of the Board of Directors do not have the right to vote in the resolutions approving the budget and final balance and the report on the activity carried out and in those concerning their responsibility.

9. Members who have an interest in conflict with the Association's interest must abstain from the related resolutions.

10. Votes are open unless they concern people, in which case it will be possible to proceed, following a decision by the majority of those present, with secret voting.

12. Minutes of each meeting of the Assembly are drawn up which, signed by the President and the Secretary, are kept at the headquarters of the Association for the free viewing of all the Members and transcribed in the book of the Members' Assemblies. The decisions of the Assembly are binding for all Members.

Article 17. BOARD OF DIRECTORS AND OFFICES

2. The Board of Directors is the governing and administrative body of the Association. The power of representation attributed to directors is general. The limitations on the power of representation cannot be enforced against third parties if they are not registered in the Single National Register of the Third Sector or if it is not proved that the third parties were aware of them.

3. It operates in implementation of the statutory guidelines as well as the will and general guidelines of the Assembly to which it responds directly and from which it can be revoked.

4. The Board of Directors is made up of a minimum of five and a maximum of nineteen Members, elected directly by the Assembly among the Members, together with the office of President. The Board may appoint the Secretary, even from outside its Members.

5. The Board remains in office in the interval between two World Congresses (normally max. 5 years), meets periodically at least four times a year and extraordinarily when the President deems it appropriate. Its Members are eligible for re-election. The Board of Directors is effective with the participation of more than half of its Members. In the event of a tie, the vote of the President decides.

6. A person who is disqualified, incapacitated, bankrupt, or who has been sentenced to a punishment that entails disqualification, even temporary, from public office or inability to hold executive office, may not be appointed as a director, and if appointed shall forfeit his or her office.

7. The Members of the Board of Directors carry out their activities for free, and can be re-elected.

8. If, for any reason during the year, one or more Directors are missing, the remaining ones will convene the Members Assembly, in order to replace the missing ones. The new Directors appointed in this way will remain in office until the mandate of the replaced Directors expires.

9. The Board of Directors is considered dissolved and no longer in office when most of its Members are missing due to resignation or for any other cause.

Article 18. DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors governs the Association and operates to implement the will and general guidelines of the Assembly to which it responds directly and from which it can be revoked. Namely, the Board of Directors exercises the following functions and powers:

- a) takes care of the purposes for which the Association was established through the ordinary administration and, with the exception of the tasks expressly assigned to the Assembly by this Statute, the extraordinary administration;
- b) determines the work program on the basis of the guidelines contained in the general program approved by the Assembly (at the Congress venue), promoting and coordinating the activity and authorizing the expenditure;
- c) implements the resolutions of the Assembly;
- d) deliberates on the limitations of the power of representation of the directors;
- e) deliberates on applications for admission of new Members;
- f) proposes disciplinary measures or the exclusion of Members to the Ordinary Assembly;
- g) prepares any internal bylaws for the regulation of the functioning and activities of the Association, to be submitted to the approval of the Assembly;
- h) prepares an economic-financial report, reporting the activities carried out and submits the budget and the program of activities to the approval of the Assembly;
- i) defines the fees that Members must pay annually;

- j) designates the personnel responsible for the various activities;
- k) convenes the Ordinary General Assemblies and any Extraordinary General Assemblies;
- l) ensures the preparation of the annual work programme;
- m) appoints or revoke one or more Vice-Presidents, chosen within the Board of Directors;
- n) appoints the Secretary and the Treasurer or the Secretary/Treasurer who can also be chosen among people who are not Members of the Board of Directors or even among non-Members of the Association;
- o) ratifies, in the first subsequent session, the measures falling within the competence of the Board of Directors adopted by the President for reasons of necessity and urgency;
- p) hires the personnel strictly necessary for the continuity of the management not ensured by the Members and in any case within the limits allowed by the availability foreseen by the budget;
- q) sets up working groups and sections whose chairpersons can be invited to participate in Board meetings and Assemblies;
- r) appoints, if necessary, according to the size assumed by the Association, the Executive Director, Chief Executive Officer or Administrator, deliberating the related powers;
- s) delegates tasks and functions to one or more Members of the Board itself;
- t) assumes any other competence not expressly provided for in the Statute necessary for the proper functioning of the association and which is not reserved by the Statute or by law, to the Assembly or other corporate body.
- u) stipulates all the deeds and contracts relating to the Association's activities;
- v) takes care of the keeping of the Association's books;
- w) is responsible for the fulfilments related to the registration in RUNTS.

2. The Board of Directors is validly constituted when the majority of the Members is present. In the event that it is made up of only three Members, it is validly constituted when all are present. Resolutions are passed by majority of those present.

3. The majority of Directors are chosen among the Members, pursuant to Article 2382 of the Civil Code of Italy. Article 2475- *ter* of the Italian Civil Code applies to Directors' conflicts of interest.

4. The power of representation attributed to the Directors is general, therefore the limitations of this power cannot be enforced against third parties unless registered in the single national register of the third sector or if it is not proved that the third parties were aware of them.

5. The President of the Association is the President of the Board of Directors and is nominated by the Assembly together with the other Members of the Board of Directors.

Article 19. FUNCTIONING OF THE BOARD OF DIRECTORS

1. The Board of Directors is validly constituted when the majority of the Members is present. They can be declared forfeited, with a specific resolution passed by a majority of the

Board itself, if they have been unjustifiably absent from the meetings of the Board of Directors for three consecutive times. The Board of Directors can be revoked by the Assembly with a reasoned resolution taken with the majority of two thirds (2/3) of the Members.

2. The Board of Directors replaces the Members who have lapsed or resigned through the appointment of the first among the non-elected, and any subsequent ones according to the order of preferences received, and, if this is not possible, the President convenes the Assembly for the appointment of new Members. The components named in this way expire with the other components.

3. The Board of Directors lapses if the majority of its Members resign. The President urgently convenes the Assembly for the appointment of the new Members.

4. The Board of Directors is convened, at least eight (8) days before the meeting, by written communication sent by letter, or forwarded by electronic means which certifies the receipt of the communication by the addressees. In urgent cases, the summons can be forwarded at least two (2) days before the scheduled date for the meeting.

5. The Board of Directors meets, upon convocation by the President, at least four times a year or when requested by at least one third (1/3) of the Members. In this second case, the meeting must take place within twenty days of receipt of the request.

6. The meetings of the Board of Directors are considered valid even without convocation if all the Directors are present at the same time and all those present agree on the validation of the moment.

7. External experts and representatives of any internal work sections may be invited to participate in the meetings without the right to vote.

8. The Board of Directors can be held by audio and/or video conference, provided that it is possible to ascertain the identity and legitimacy of the participants, to correctly record the interventions and to discuss and vote simultaneously on the items on the agenda.

8. Resolutions are passed by a majority of those present. In the event of a tie, the President's vote prevails.

9. The relative minutes of each meeting of the Board of Directors must be drawn up, signed by the President and the Secretary appointed for the purpose, and transcribed in the meetings book of the Board of Directors.

Article 20. PRESIDENT

1. The President is elected by the Assembly (at the congress venue) by a majority of those present, legally represents the Association and performs all the acts that bind it towards the outside world.

2. The President of the Association:

- a) has the signature and the legal representation of the Association before third parties and in court and has the power to sign;
- b) executes the resolutions of the Board of Directors;
- c) is responsible for the operational and administrative acts carried out in the name and on behalf of the Association;

- d) coordinates the development of events and activities, signs the letters that commit the Association;
- e) may open and close bank/postal accounts and is authorized to collect and accept donations of any kind for any reason from Public Administrations, Entities and Private Individuals, issuing receipts;
- f) has the right to appoint lawyers and prosecutors in active and passive disputes concerning the Association before any judicial and administrative authority;
- g) convenes and presides over the meetings of the Assembly and of the Board of Directors;
- h) signs all the administrative deeds performed by the Association;
- i) in case of necessity and urgency, it assumes the provisions of competence of the directive council, submitting them to ratification in the first successive meeting.
- j) in the event of absence and/or temporary impediment, the President is replaced in his duties by a Vice-President;
- k) should the President's absence and/or impediment become definitive, a Vice-President must convene, within 90 days, an Assembly for the election of the new President;
- l) the President remains in office as long as the Board of Directors and ceases due to expiry of the mandate, voluntary resignation or possible revocation decided by the Assembly.

3. Also:

- a) the President can appoint a second legal representative, Executive Director, Chief Executive Officer, who is granted the same prerogatives attributed to the President, in particular as regards the financial and fiscal management of the Association;
- b) at least one month before the expiry of the mandate, the President convenes the Assembly for the election of the new President and the Board of Directors;
- c) the President convenes and presides over the Assembly and the Board of Directors, carries out ordinary administration on the basis of the directives of these bodies, reporting to the Board of Directors on the activity performed;
- d) a Vice-President replaces the President in all his attributions whenever the latter is unable to perform his duties.

4. Before Members, third parties and all public offices, the Vice President 's signature is full proof of the President's absence due to impediment.

Article 21. SUPERVISORY BODY

1. The supervisory body, even monocratic, is appointed in the cases and in the manner provided for by art. 30 of the Third Sector Code¹².

2. Specifically, this article provides that recognized or non-recognized associations must appoint a supervisory body when two of the following limits are exceeded for two consecutive years:

- a) total balance sheet assets: 110,000.00 €;
- b) revenues, annuities, proceeds, income however denominated: 220,000.00 €;
- c) employees employed on average during the financial year: 5 employees.

3. The control body, if established, performs the following functions:

- a) supervises compliance with the law, the Statute and compliance with the principles of correct administration;
- b) supervises the adequacy of the organisational, administrative and accounting structure and its concrete functioning;
- c) performs tasks of monitoring the observance of civic, solidarity and social utility purposes;
- d) certifies that the social report has been drawn up in compliance with the guidelines of the Third Sector Code¹³. The social report acknowledges the results of the monitoring carried out;
- e) may exercise, upon exceeding the limits established by the Third Sector Code, in art. 31¹⁴, the statutory audit of accounts. In this case it is made up of statutory auditors entered in the appropriate register.

3. The Members Assembly appoints the Supervisory Body, even monocratic, when the requirements envisaged by art. 30, co. 2 of the Third Sector Code¹⁵ or, in the absence of them, if it deems it appropriate.

4. The Members of the Supervisory Body, to whom art. 2399 of the Civil Code of Italy applies, must be chosen from the categories referred to in par. 2, art. 2397 of the Civil Code of Italy. In case of a collegial body, the aforementioned requirements must be possessed by at least one of the Members.

5. The Supervisory Body supervises compliance with the Law and the Statute and compliance with the principles of correct administration, also with reference to the provisions of Legislative Decree no. 8 June 2001, n. 231, if applicable, as well as on the adequacy of the organisational, administrative and accounting structure and on its concrete functioning.

6. The control body also performs tasks of monitoring the observance of civic, solidarity and social utility purposes, and certifies that any social balance sheet has been drawn up in compliance with ministerial guidelines. The social report acknowledges the results of the monitoring carried out by the control body. The meetings of the Supervisory Body are validly constituted when the majority of its Members are present and resolutions are taken by the majority of those present.

7. The Members of the supervisory body may at any time proceed, even individually, with acts of inspection and control, and to this end, they may ask the Directors for information on the progress of corporate operations or on specific business.

8. When the limits set out in art. 31 of the Third Sector Code are exceeded¹⁶, the statutory audit of the accounts is attributed to the control body which in this case must be made up of statutory auditors registered in the appropriate register, except in the case in which the members Assembly decides to appoint a statutory auditor of accounts or an auditing company entered in the appropriate register.

9. The Association will proceed with the appointment of a Supervisory Body only when the thresholds defined above are exceeded.

Article 22. BOARD OF TRUSTEES

1. The Assembly may elect an optional Board of Trustees, made up of three effective Members and two substitutes, also chosen among non-Members. If, for whatever reason, one or two Members are absent, the Board, during the mandate, has recourse to substitutes. The Members thus replaced expire on the natural expiry of the mandate.

2. The new alternates are appointed at the first useful Assembly.

3. If all the Members of the Board cease for any reason, the Board convenes the Assembly for the election of a new Board of Trustees in the shortest possible time and, in any case, no later than 3 (three) months.

4. The Board of Trustees has the task of examining the disputes between Members, between them and the Association or its bodies, between the Members of the bodies and between the bodies themselves, judging them definitively, *ex bono et aequo* and without formalities of procedures.

Article 23. SPACE RENAISSANCE ACADEMY

1. The *Space Renaissance Academy* is an internal organizational unit of the Association, in charge of coordinating the didactic/scientific/academic aspects of the Association, whose activities are managed by a specific working group (scientific committee, made up by the chairpersons of the various thematic committees).

2. The meetings of the Academy are chaired by the Strategic Director and supervised by the President of the Association.

3. The Strategic Director is automatically a Member of the Association's Board of Directors.

4. The Scientific Committee of the Academy may invite other Members or non-Members at its discretion. This is to ensure the participation of philosophers, scientists and exponents of the academic world, who do not necessarily want to have a say in the management of the Association. Such invitees do not automatically become Members of the Association's Board of Directors.

5. The principal task of the Academy is to define and maintain the philosophical and scientific standards of the Association, not only through its educational program, but also through the initiation and funding of original research and development and by serving as a *think-tank* towards industry, government and academia.

Article 24. NATIONAL CHAPTERS AND TERRITORIAL ARTICULATIONS

1. The Association can relate to similar associations, both resident or non-resident in Italy, defined by convention as "National Chapters", established, according to the legislation of each national reference system, for the pursuit of similar and compatible purposes with those of the Association.

2. National Chapters can be established, according to the laws in force in the respective national legal systems, in the various countries where there are Members of the Association.

3. The National Chapters are, to all intents and purposes, associations independent from Space Renaissance International, with which they only share the common reference to the Philosophical Manifesto of the Space Renaissance Initiative, its ideals and mission.

4. The Association can organize face-to-face or remote meetings, in which the representatives of the Association and those of the National Chapters relate and interact. These meetings are held in compliance with rules agreed between the Association and the National Chapters.

Article 25. WORKSHOPS, COMMITTEES AND THEMATIC CHAPTERS

1. The Association, as part of its internal organization, can provide for the creation of working groups, conventionally called "Workshops, Committees and Thematic Chapters", dedicated to specific subjects or activities.

2. The Association can also establish autonomous sections in their specific activities, and groups of sympathetic Members, depending on the case, to better achieve the social goals.

Article 26. SOCIAL BOOKS

1. The Association is obliged to keep the following corporate books:

- a) the Book of Members, kept by the Board of Directors;
- b) the Book of Meetings and Resolutions of the Assembly, in which the minutes drawn up by public deed must also be transcribed, kept by the Board of Directors;
- c) the Book of Meetings and Resolutions of the Board of Directors,
- d) the Book of Meetings and Resolutions of the Control Body (if existing), and of the other corporate bodies, kept by the body to which they refer;
- e) the Book of non-occasional Volunteers, when established, kept by the Board of Directors.

2. The books referred to in letters a), b), c), e) are kept by the Board of Directors. The books referred to in letter d) are kept by the body to which they refer.

3. The minutes of the Assembly and of the Board of Directors Meetings must contain the date, the agenda, the description of the discussion of each item on the agenda and the results of any votes.

4. Each report must be signed by the President and the Secretary.

5. All Members, up to date with the payment of the Membership fee, have the right to examine the Association's books kept at the registered office of the Association, within 60 days from the date of the request formulated to the competent body.

Article 27. FINANCIAL RESOURCES

1. The financial resources of the Association consist of:

- a) membership fees;
- b) public contributions;
- c) private contributions;
- d) donations and bequests;
- e) property annuities;
- f) fundraising activities;
- g) reimbursements deriving from agreements;
- h) funds received from public collections carried out occasionally, also through the offer of low-value goods and services;
- i) income deriving from the performance of activities of general interest in the manner provided for by art. 79, paragraph 2 of the Third Sector Code¹⁷;
- j) fees from Members and family Members for carrying out activities of general interest;
- k) incomes deriving from activities carried out pursuant to paragraph 6 art. 85 of the Third Sector Code¹⁸, carried out without the use of professionally organized means for purposes of competitiveness on the market;
- l) other incomes expressly provided for by law;
- m) any income from different activities in compliance with the limits imposed by law or regulations.
- n) any other income admitted pursuant to the Third Sector Code.

Article 28. THE GOODS

1. The assets of the Association are immovable properties, registered movable properties and movable properties. Real estate and registered movable properties can be purchased by the Association, and are in its name.

2. The real estate, the registered movable properties, as well as the movable properties that are located in the headquarters of the Association are listed in the inventory, which is deposited at the headquarters of the Association and can be consulted by the Members.

Article 29. PROHIBITION OF DISTRIBUTION OF PROFITS

1. The Association is prohibited from distributing, even indirectly, profits and operating surpluses as well as funds, reserves or capital during its life pursuant to art. 8 paragraph 2 of the Third Sector Code¹⁹.

2. The assets of the Association, including revenues, annuities, proceeds and any other type of income is used to carry out the statutory activity for the exclusive pursuit of civic, solidarity and social utility purposes.

Article 30. SOCIAL EXERCISE

1. The financial year begins on 1 January of each year and ends on the following 31 December.

2. The final balance sheet and the report of the activities carried out by the Association are annual and run from January 1 of each year. It is drawn up in accordance with articles 13²⁰ and 87²¹ of the Third Sector Code and the related implementing rules and must truthfully and correctly represent the economic and financial performance of the Association.

3. The budget is prepared by the Board of Directors and is approved by the Assembly, in ordinary session, within max. 180 days from the end of the financial year to which the final balance refers and filed with the single national register of the third sector by 30 June of each year.

4. The social balance sheet is drawn up in the cases and ways provided for by art. 14 of the Third Sector Code²².

Article 31. CONVENTIONS AND AFFILIATIONS

1. The agreements between the Association for social promotion and the public administrations, referred to in art. 56 paragraph 1 of the Third Sector Code²³, are deliberated by the Board of Directors which also determines the methods of implementation, and are stipulated by the President of the Association, as his legal representative.

2. A copy of each agreement is kept by the President at the headquarters of the Association.

3. The Association expressly accepts and applies the Statutes, the Bylaws and the other documents approved by the competent Bodies and Organizations (national and international) to which the Association may decide to adhere, on the basis of the specific activities carried out by the Association itself, within the scope of its institutional purposes highlighted by this Statute.

Article 32. STAFF, VOLUNTEERS, LIABILITY AND INSURANCE

1. The Association can make use of paid personnel within the limits established by art. 36 of the Third Sector Code²⁴.

2. Relations between the Association and paid personnel are governed by Italian law and by specific bylaws adopted by the Association.

3. Volunteer members who perform non-occasional voluntary work are insured for illnesses, accidents, and for civil liability towards third parties pursuant to art. 18 of the Third Sector Code²⁵.

4. For the obligations assumed by the persons representing the Association, third parties can assert their rights on the common fund. The persons who acted in the name and on behalf of the Association respond personally and jointly to the obligations undertaken.

5. The Association can insure itself for damages deriving from contractual and non-contractual liability of the Association itself.

Article 33. ARBITRATION CLAUSE

All disputes between Members and between Members and the Association and its Bodies will be submitted, with the exclusion of any other jurisdiction, to the jurisdiction of three arbitrators. Two of them will be nominated by the parties, the third will be decided by the two nominated parties, or, in case of disagreement, by the President of the reference Body. They will judge *ex bono et aequo*, without procedural formalities and their judgment will be final.

Article 34. DISSOLUTION AND DEVOLUTION OF ASSETS

1. The dissolution of the Association is decided by the General Assembly of Members, convened in an extraordinary session with the consent of at least 3/4 of the Members and, in any case, in accordance with the Civil Code of Italy.

2. In the event of extinction or dissolution, the residual assets are devolved, subject to the opinion of the Regional Office of the Single National Register of the Third Sector referred to in art. 45, paragraph 1, of the Third Sector Code²⁶, and save for a different destination imposed by law, to another Third Sector Entity identified by the Members Assembly²⁷, which appoints the liquidator, having an analogous legal nature and analogous purpose.

3. If the Assembly does not identify the entity to which the residual assets should be donated, the liquidator will devolve it to the Fondazione Italia Sociale in accordance with art. 9, paragraph 1, of the Third Sector Code²⁸.

Article 35. FINAL PROVISIONS

For what is not foreseen by the present Statute, reference is made to the regulations in force on the matter and to the general principles of the legal system.

[ver. 3.20, February 19, 2023]

References

- 1 <https://www.gazzettaufficiale.it/dettaglio/codici/terzoSettore>
- 2 The Third Sector Code, an English language translation: <https://spacerenaissance.space/wp-content/uploads/2022/12/Decreto-legislativo-03072017-n-117-Codice-del-Terzo-settore-EN.pdf>
- 3 <https://www.gazzettaufficiale.it/dettaglio/codici/codiceCivile>
- 4 Registro Unico Nazionale del Terzo Settore (RUNTS) <https://servizi.lavoro.gov.it/runts/it-it/>
- 5 As provided by the Third Sector Code, Art. 5 Activities of general interest, paragraph 1
- 6 https://spacerenaissance.space/wp-content/uploads/2012/07/The_Space_Renaissance_Manifesto.pdf
- 7 As provided by the Third Sector Code, Art. 36 Resources
- 8 As provided by the Third Sector Code, Art. 6 Various activities
- 9 As provided by the Third Sector Code, Art. 32 Volunteer organizations
- 10 As provided by the Third Sector Code, Art. 29 Complaint to the court and to the members of the supervisory body
- 11 As provided by the Third Sector Code, Art. 24 paragraph 3
- 12 As provided by the Third Sector Code, Art. 30 Control body
- 13 As provided by the Third Sector Code, Art. 14 Social balance sheet
- 14 As provided by the Third Sector Code, Art. 31 Statutory audit of accounts
- 15 As provided by the Third Sector Code, Art. 30 Control body, par. 2
- 16 As provided by the Third Sector Code, Art. 31 Statutory audit of accounts, par 1 – total balance exceed 1.1 Millions €, total incomes exceed 2.2 Millions €, 12 employees (year average)
- 17 As provided by the Third Sector Code, Art. 79 Provisions concerning income taxes, par. 2 and 3 – non commercial activities
- 18 As provided by the Third Sector Code, Art. 85, par. 6 The sale of goods acquired from third parties free of charge for subsidy purposes is not considered commercial, provided that the sale is handled directly by the organization without any intermediary
- 19 As provided by the Third Sector Code, Art. 8 Destination of assets and non-profit, par. 2
- 20 As provided by the Third Sector Code, Art. 13 Accounting records and balance sheet
- 21 As provided by the Third Sector Code, Art. 87 Keeping and conservation of accounting records of third sector entities
- 22 As provided by the Third Sector Code, Art. 14 Social balance sheet
- 23 As provided by the Third Sector Code, Art. 56 Conventions, par. 1
- 24 As provided by the Third Sector Code, Art. 36 Resources
- 25 As provided by the Third Sector Code, Art. 18 Compulsory insurance
- 26 As provided by the Third Sector Code, Art. 45 Single national register of the Third sector, par. 1
- 27 As provided by the Third Sector Code, Art. 8 Destination of assets and non-profit, paragraphs 1 and 2
- 28 As provided by the Third Sector Code, Art. 9 Transfer of assets in the event of dissolution Par. 1