

# Advanced Space Technology Research for Astronautical Exploration of Uncharted Space (ASTRAEUS)

## Table of contents

<b>A. General information</b>	2
§ 1 Name, registered office and purpose	2
<b>B. Membership</b>	2
§ 2 Type of members	2
§ 3 Acquisition of membership	2
§ 4 Membership fee	3
§ 5 Termination of membership	3
§ Section 6 Rights and duties of members	3
<b>C. Management</b>	4
§ 7 Bodies	4
§ 8 Executive Board	4
§ 9 General Meeting	4
§ 10 Rules of Procedure	5
§ 11 Data protection	5
§ 12 Communication	6
§ 13 Dissolution	6
§ 14 Validity	6
§ 15 History of the Articles of Association	6

## **A. General information**

### **§ 1 Name, registered office and purpose**

- (1) The association shall bear the name "Advanced Space Technology Research for Astronautical Exploration of Uncharted Space", hereinafter referred to as "ASTRAEUS" for short. It shall be entered in the register of associations. After registration, it shall bear the legal form suffix "e.V." in its name.
- (2) ASTRAEUS shall have its registered office in Stuttgart.
- (3) ASTRAEUS pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code.
- (4) The purpose of ASTRAEUS is to promote science, research, technical applications and international co-operation in the field of space technology, in particular in the field of space exploration.
- (5) The purpose of the statutes is realised in particular through participation in space projects and space-related research projects, as well as the organisation of seminars and conferences, and participation in such. The research results are published promptly.
- (6) Furthermore, the association serves as a communication platform between students, interested parties from industry, research and the public and works together with them.
- (7) Within the work of ASTRAEUS, any party-political or denominational activity is not permitted.
- (8) ASTRAEUS is a non-profit organisation; it does not primarily pursue its own economic purposes.
- (9) ASTRAEUS funds may only be used for the purposes set out in the Articles of Association. Members may not receive any profit shares or, in their capacity as members, any other benefits from ASTRAEUS funds.
- (10) No person may be favoured by expenses that are alien to the purpose of ASTRAEUS or by disproportionately high remuneration.
- (11) The financial year is the calendar year.

## **B. Membership**

### **§ 2 Type of members**

- (1) ASTRAEUS consists of:
  - (a) Ordinary members
  - (b) Association alumni
  - (c) Honorary members
  - (d) and Corresponding Members.
- (2) Only ordinary members have the right to vote.
- (3) Both natural persons and legal entities can be ordinary members.
- (4) Legal entities may obtain ordinary membership if they are recognised as non-profit organisations.
- (5) Legal entities that lose their non-profit status automatically become Corresponding Members.
- (6) Association alumni and honorary members can only be natural persons.

### **§ 3 Acquisition of membership**

- (1) Any (natural) person may become a member of the Association.
- (2) Admission to the association must be applied for in writing to the Executive Board. In the case of minors, the application for membership must be submitted by their legal representatives. The

Executive Board shall decide on the application for admission at its own discretion. It does not have to justify its rejection of the application to the applicant.

(3) At the proposal of the Executive Board, the General Meeting may appoint members or other persons who have rendered outstanding services to the Association as honorary members for life.

#### **§ 4 Membership fee**

(1) Each ordinary member shall pay an annual membership fee due in advance.

(2) The amount, due date and all other modalities of the contribution shall be governed by the provisions of the Rules of Procedure of the Association, which shall be adopted by the General Meeting.

#### **§ 5 Termination of membership**

(1) Membership ends with

- (a) Written notice of resignation,
- (b) Loss of legal capacity,
- (c) the occurrence of liquidation,
- (d) Abandonment or change of the requirements that were necessary for admission,
- (e) Exclusion,
- (f) and by death.

(2) Resignation must be declared in writing to the Executive Board.

(3) Declarations of resignation shall be valid immediately.

(4) The resigning member has no claim to the assets of ASTRAEUS. The obligations towards ASTRAEUS that have arisen up to the date of resignation shall remain in force.

(5) A member may be excluded from the Association by resolution of the General Meeting if it

- (a) culpably damages the reputation or the interests of the association in a serious manner or
- (b) is more than three months in arrears with the payment of its membership fees and has not paid the arrears despite a written reminder under threat of expulsion. The member shall be given the opportunity to comment on the reasons for expulsion at the General Meeting. These must be communicated to the member at least two weeks in advance.

#### **§ 6 Rights and duties of members**

(1) Every member has the right to use the Association's facilities and to participate in joint events. Every ordinary member has equal voting and election rights in the General Assembly.

(2) Every member has the duty to promote the interests of the Association and, as far as he/she is able, to support the life of the Association through his/her co-operation.

(3) Ordinary members are obliged to pay their membership fees.

## **C. Management**

### **§ 7 Bodies**

The organs of ASTRAEUS are

- (a) The Executive Board
- (b) The General Meeting

### **§ 8 Executive Board**

- (1) The Executive Board consists of the 1st Chairperson, the 2nd Chairperson and the Financial Chairperson.
- (2) The competences of the members of the Board of Directors are regulated in the rules of procedure.
- (3) The association is represented by two members of the Executive Board in and out of court in accordance with § 26 BGB.
- (4) The Executive Board is elected by the General Meeting.
- (5) The Executive Board may also meet virtually or in hybrid form.
- (6) The Board of Directors shall be elected each year by the General Meeting. The circumstances of the election and re-election are defined in the ASTRAEUS rules of procedure.
- (7) The Executive Board has the following tasks in particular:
  - (a) the convening and preparation of general meetings, including the preparation of the agenda,
  - (b) the implementation of resolutions of the General Meeting,
  - (c) the management of the Association's assets and the preparation of the annual report,
  - (d) the admission of new members.
- (8) The members of the Board of Directors may only all belong to the same ordinary members if no candidate from the other ordinary members has stood for election.
- (9) The office of the ASTRAEUS Board of Directors is generally held on an honorary basis. In deviation from this, the General Meeting may decide that the Executive Board shall be paid a lump-sum and appropriate remuneration for its Executive Board activities in accordance with Section 3 (26a) of the German Income Tax Act (EStG)

### **§ 9 General Meeting**

- (1) An ordinary general meeting shall be held once per financial year, preferably in the first half of the year.
- (2) The General Meeting may be held as an in-person meeting, as a purely virtual meeting or as a partially digital hybrid meeting. All participants in the General Meeting shall meet at a common location for an in-person meeting. A purely virtual meeting is held by dialling all participants into a video or telephone conference.

A combination of an in-person meeting and a purely virtual general meeting is possible by giving members the opportunity to participate in the in-person meeting via video or telephone conference. As far as possible, the Executive Board should facilitate all forms of the General Meeting and shall communicate this in the invitation to the General Meeting. The Executive Board shall inform the members by email of the dial-in details for the video or telephone conference at least one hour before the start of the General Meeting.
- (3) The General Meeting is quorate with the presence of three ordinary members.
- (4) If there is no quorum, the Executive Board must convene a second general meeting with the same agenda within one hour. The second general meeting is quorate regardless of the number of

members present if this was indicated in the invitation. In addition, the general invitation provisions in accordance with Section 8 (7) apply to the invitation.

(5) The agenda of the Annual General Meeting must contain at least the following items:

- (a) Annual report of the Executive Board,
- (b) Cash report,
- (c) Discharge of the Management Board,
- (d) Election of the Executive Board and
- (e) Election of the cash auditor.

(6) All members must be invited in writing at least four weeks prior to the meeting, stating the agenda. Proposals for additions to the agenda must be submitted to the Executive Board in writing up to two weeks before the meeting. The Board must announce the amended agenda to the members at least one week before the date of the meeting.

(7) Extraordinary general meetings may be convened by the Executive Board if there is a need. It must convene such meetings at the request of one third of the members. § Section 8 (7) applies accordingly; however, in exceptional cases, the notice period may be reduced to one week.

(8) Unless otherwise stipulated in the Articles of Association or by law, resolutions are passed by a simple majority of those present and authorised to vote. Each ordinary member has one vote.

(9) Amendments to the Articles of Association and the resolution to dissolve ASTRAEUS require a majority of three quarters of the votes cast by those present and authorised to vote. Should amendments to the Articles of Association prove necessary, the Executive Board of ASTRAEUS shall be authorised to implement these with the consent of the members in text form.

(10) The resolutions of the General Meeting shall be recorded in the minutes. The minutes shall be signed by the chairperson of the meeting and the secretary. Each member shall receive a copy of the minutes within two weeks of the meeting. The minutes can also be sent digitally.

(11) The General Meeting elects a person for the duration of a financial year who is authorised to audit the accounts. This person may not be a member of the Executive Board and has the right to audit the cash transactions at any time during his or her term of office. The appointed person shall report to the Annual General Meeting. The appointed person may only belong to the same ordinary member if no person from the other ordinary members has stood for election.

## **§ 10 Rules of Procedure**

(1) These Articles of Association shall be supplemented by rules of procedure.

(2) The Rules of Procedure shall be adopted by the General Meeting with a simple majority of the ordinary members. The same applies to amendments to the rules of procedure.

(3) Resolutions to amend the rules of procedure must be recorded in writing and kept in the Association's files. They must contain the time and place of the resolution, the results of the vote and the signatures of all members of the Board of Directors.

(4) Decisions to amend the rules of procedure must be announced to all members of the Association without delay.

## **§ 11 Data protection**

(1) Personal data is collected from members as part of membership administration. These comply with the provisions of the ASTRAEUS Privacy Policy.

(2) The Association may publish its members' data if the member expressly consents to this.

## **§ 12 Communication**

Communication within the association must be carried out in text form.

## § 13 Dissolution

(1) The Association may only be dissolved by resolution of a General Meeting convened for this purpose. The dissolution resolution requires a majority of three quarters of the ordinary members, unless the law prescribes a larger majority. A written vote of the ordinary members on any resolution to dissolve the Association is possible.

(2) In the event of the dissolution or cancellation of ASTRAEUS or the discontinuation of its tax-privileged purpose, the assets of ASTRAEUS shall be transferred to a public corporation or a tax-privileged corporation for the purpose of promoting science and research.

## § 14 Validity

These Articles of Association have been amended in accordance with the provisions of Section 9 (9) in order to enable the acquisition of non-profit status from the tax office for corporations and are valid from 31 July 2024.

## § 15 History of the Articles of Association

Version	Validity date	Description of the changes
1.0	26.04.2024	Initial version
2.0	31.05.2024	Introduction of the Corresponding Members <ul style="list-style-type: none"><li>• Amendments to §2 para. 1 &amp; §2 para. 3</li><li>• Addition of §2 para. 4 - 6</li></ul>
3.0	31.07.2024	Adjustments to the application for non-profit status <ul style="list-style-type: none"><li>• Amendments to §1 para. 5 - 9</li><li>• Addition of two paragraphs within §1</li><li>• Addition of §8 para. 9</li><li>• Amendments to §13 para. 2</li></ul>