

**Note:** This English version is provided for convenience only. The legally binding document is the original German version of the statutes.

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## **Statutes of the Association Moonshot Pirates Foundation – Empowering Youth / Personal & Professional Development of Young People**

### **Preamble**

The Association emphasizes promoting digital competencies and the ethical use of modern technologies. This includes imparting skills in using digital tools, programming, and data analysis, and a deep understanding of technological developments' societal and environmental impacts. The Association highlights the use of technologies that foster sustainability and social innovation.

The organization aims to build a worldwide community of committed young people supported by volunteer experts and mentors in all programs. The organization's activities are based on three central pillars:

- 1) Personal Development → Moonshot Thinking: Imparting skills such as goal-setting, perseverance, and creative problem-solving.
- 2) Problem-Solving Competence → Taking Action: Encouraging proactive behavior by empowering young people to transform ideas into concrete, implementable projects.
- 3) Technology → Deep Understanding of Exponential Tech: Providing a profound understanding of modern, exponentially growing technologies, such as artificial intelligence, biotechnology, blockchain, and renewable energy.

Participation in the organization's programs is generally free of charge. However, voluntary contributions or participation fees may be offered to support the organization's work.

### **§ 1: Name, Registered Office, and Scope of Activities**

(1) The organization is named "Moonshot Pirates Foundation – Empowering Youth / Persönliche & professionelle Entwicklung Jugendlicher" (hereinafter referred to as "Moonshot Pirates").

(2) The organization's registered office is located at Co-Innovation Factory, Absberggasse 27/1/3, 1100 Vienna, Austria. The Board is authorized to change the registered office within Austria as needed; any such change must be communicated to the members immediately.

(3) The organization operates worldwide.

(49) The establishment of branch offices is not currently planned but may be enabled through a resolution of the General Assembly if necessary.

## § 2: Purpose

(1) The purpose of the organization is to promote the development of adolescents and young adults aged 16 to 24 in personal development, innovation, technology, and problem-solving skills. Our goal is to increase awareness of social issues and to develop innovative solutions to global challenges, in alignment with the United Nations Sustainable Development Goals (UN SDGs).

(2) Participants acquire essential future skills such as complex problem-solving, critical thinking, creativity, as well as the application and understanding of exponential technologies. The organization supports young people in recognizing their strengths, handling challenges and failures, setting life goals, and implementing their own ideas and projects.

(3) The organization's activities are not aimed at generating profit; the organization operates directly and exclusively on a not-for-profit basis.

## § 3: Means of Achieving the Organization's Purpose

(1) To achieve its purpose, the organization uses the following material resources:

- a) **Corporate Collaborations:** The organization funds its programs through partnerships with companies that actively promote youth development and support societal goals.
- b) **Ownership and Control of a GmbH:** The organization is the sole owner of beapirate GmbH, a for-profit company. All profits generated by this company flow wholly and exclusively into funding the organization's programs and activities, and are reinvested to achieve the organization's objectives.
- c) **Donations and Grants:** Private donations, public grants, and contributions from foundations and other organizations provide additional funding to support the organization's not-for-profit objectives.
- d) **Voluntary Contributions and Participation Fees:** Although participation in the organization's programs is generally free, participants may choose to pay voluntary contributions or fees to support the organization's work.
- e) **Income from Events:** The organization generates additional revenue by holding events, conferences, and workshops.
- f) **Income from Asset Management** (e.g. interest earnings).

(2) The organization's intangible (ideal) resources include:

- a) **Mentors and Experts:** Volunteer mentors and experts support the program participants pro bono, contributing their expertise and commitment to the organization's objectives.
- b) **Advisory Board:** An Advisory Board composed of experienced individuals from various fields supports the organization with strategic advice and brings valuable networks to further organizational goals.
- c) **Members' Network and Know-how:** The organization's members contribute their networks and expertise to help develop and advance the organization's work.
- d) **Conferences, Events, and Lectures:** The organization hosts and participates in conferences, events, and lectures to raise awareness of its goals and attract additional supporters.

- e) **Programs and Workshops:** The organization hosts workshops and programs that specifically impart knowledge and learning experiences in personal development, problem-solving skills, and technologies.

(3) Profits resulting from the activities of the GmbH are used exclusively to support the not-for-profit purposes of the organization. Clear guidelines ensure these funds flow directly into the organization's programs to help achieve its objectives.

### **§ 3a: Supplementary Provisions Regarding Tax Concessions under §§ 34 et seq. BAO and Deductible Donations under § 4a EStG 1988**

(1) Any purposes not privileged under §§ 34 et seq. of the Austrian Federal Fiscal Code (BAO) are subordinate to privileged purposes and will be pursued at most to the extent of 10% of total resources.

(2) Random profits may be used exclusively for the tax-privileged purposes specified in these Statutes.

(3) Economic businesses run by the organization will not compete with taxable enterprises of the same or a similar nature to a greater extent than unavoidable in fulfilling the organization's objectives.

(4) The organization's funds may be used solely for privileged purposes.

(5) The organization must perform its tasks in accordance with the criteria of public benefit, economic efficiency, and expediency.

(6) Members of the organization do not receive any shares in profits or other benefits from the organization's funds in their capacity as members. There are neither capital shares nor contributions made by the members.

(7) The organization will not favor any persons through administrative expenses that are alien to the organization's purpose or through disproportionately high remuneration.

(8) The organization may employ vicarious agents within the meaning of § 40(1) BAO for its purposes. Their actions will be deemed actions of the organization itself.

(9) The organization may partially or wholly act as a vicarious agent for other entities pursuant to § 40(1) BAO.

(10) The organization may grant funds as donations to other institutions up to 10% of total expenses, or under § 40a Z. 1 BAO to privileged institutions under § 4a paras. 3 and 6, § 4b, or § 4c Austrian Income Tax Act (EStG) 1988 with a corresponding designation, provided that at least one matching organizational purpose exists.

(11) The organization may, pursuant to § 40a Z. 2 BAO, provide goods and services to other entities privileged under §§ 34 et seq. BAO.

(12) The organization may engage in collaborations. If not all collaboration partners are tax-privileged under §§ 34 et seq. BAO, then the purpose of the collaboration and the organization's contribution thereto must directly promote its privileged purpose, and no outflow of funds may occur to a non-privileged partner under §§ 34 et seq. BAO (pursuant to § 40(3) BAO).

(13) The organization is entitled to establish or acquire interests in both not-for-profit or for-profit corporations.

(14) Pursuant to § 40b BAO, the organization may provide funds for prizes and scholarships.

(15) Should the organization be eligible for tax-deductible donations, the administrative costs associated with using donations (excluding the costs incurred for fulfilling the reporting obligation under § 18(8) EStG 1988) shall amount to no more than 10% of the donation income.

## § 4: Types of Membership

(1) **Ordinary Members:** Ordinary members actively participate in the organization's life and have voting rights in the General Assembly. They include members of the Vision & Leadership Circle and Community Members.

(2) **Extraordinary Members:** Extraordinary members (Supporter Circle) provide financial support to the organization without actively participating in its activities. They do not have voting rights in the General Assembly.

## § 5: Acquisition of Membership

### (1) Vision & Leadership Circle

- a) The Vision & Leadership Circle currently consists of three persons: Aneta Londa, Sean King, and Marko Londa. These individuals have the right to appoint new members to the Leadership Circle.
- b) Any change in the composition of the Leadership Circle must be recorded in the Statutes.
- c) Additional members may be admitted by a simple majority resolution of the existing members of the Leadership Circle.
- d) In the event of a tie, the votes of the founders, Aneta Londa and Marko Londa, will decide.

### (2) Community Members

- a) Each year, the Leadership Circle may select and invite up to 100 Community Members from the Moonshot Pirates community, based on their active, positive participation in the organization's programs.
- b) **Duration of Membership:** Community Member status initially lasts for one year. At the end of this period, the membership is reviewed by the Leadership Circle and may be extended for another year if the member continues to be active and upholds the organization's values.
- c) **Renewal of Membership:** Renewal is granted on the basis of an ongoing positive contribution by the Community Member to the organization's activities, as well as alignment with its goals and values.

- d) **Revocation of Membership:** The Board may revoke membership before the end of a term if a member violates the organization's interests or its Statutes.

### (3) **Supporter Circle**

- a) Individuals and legal entities can become extraordinary members (Supporter Members) by financially supporting the organization.
- b) Minimum contributions and the rules governing the award of this status are set by the Board and regulated in a membership fee schedule.

## **§ 6: Termination of Membership**

### (1) **Vision & Leadership Circle**

- a) **Removal by Vote:** Leadership Circle members may be removed for good cause by a vote within the Leadership Circle, thereby losing their Circle membership.
- b) **Successor Appointment if Only One Person Remains:** If only one person remains in the Leadership Circle, that individual has the right to appoint a successor.
- c) **Successor Appointment in the Event of Death (Single Remaining Person):** In the event of the death of a Leadership Circle member, the succession rules apply only if the deceased member was the sole remaining member of the Circle.

### (2) **Community Members**

- a) **Resignation:** Resignation is only possible at the end of a calendar month and must be submitted to the Board in writing at least 14 days in advance.
- b) **Exclusion:** Exclusion is decided by the General Assembly if a member acts against the organization's interests or its Statutes. The affected member has the right to be heard before the General Assembly's decision.
- c) **Death:** Membership ends upon the death of a member.

### (3) **Supporter Circle**

- a) **Resignation:** Resignation is only possible at the end of a calendar month and must be submitted to the Board in writing at least 14 days in advance.
- b) **Exclusion:** The Board may exclude a member if that member's conduct seriously harms the organization's aims or reputation, or in the event of unpaid contributions for more than one year. The affected member has the right to be heard before a decision is made.
- c) **Death:** Membership ends upon the death of a member.

## **§ 7: Rights and Obligations of Members**

(1) **Participation and Use:** Members are entitled to attend all of the organization's events and use the organization's facilities, in accordance with any guidelines issued by the Board.

### (2) **Voting Right and Eligibility**

- a) **Ordinary Members:** Only ordinary members (the Vision & Leadership Circle and Community Members) have voting rights at the General Assembly, as well as the right to vote and stand for office.
- b) **Leadership Circle:** Regardless of the number of members in the Leadership Circle, the total of 40% of the overall voting rights attributed to this Circle is treated as one unified block. Those 40% are cast collectively according to the majority decision within the Leadership Circle.
- c) **Community Members:** Community Members hold 60% of the total voting rights, which may be exercised only if they personally attend the General Assembly. If not all Community Members attend the General Assembly, the total 60% voting share is proportionally reduced.

(3) **Quorum:** The quorum is 60% of the total votes. If it is not reached at the first General Assembly, the meeting is postponed. At the second General Assembly, the quorum requirement lapses, and the votes of those present decide.

#### (4) Information Rights

- a) **Provision of Statutes:** Every member is entitled to request a copy of the Statutes from the Board.
- b) **Convocation of a General Assembly:** At least one tenth of the members may request that the Board convene a General Assembly.
- c) **Information on Organizational Affairs:** Members shall be informed by the Board about the organization's activities and financial management at every General Assembly. If at least one tenth of the members so requests for specified reasons, the Board must provide them with such information within four weeks.
- d) **Financial Statements:** The Board must inform the members about the audited financial statements. If this takes place at the General Assembly, the financial auditors are to be involved.

(5) **Obligations of Members:** Every member must actively support the organization's goals and conduct themselves in a way that positively reflects on the organization in public.

## § 8: Organizational Bodies

(1) The organization's bodies are the General Assembly (§§ 9 to 11), the Board (§§ 12 to 14), the Financial Auditors (§ 15), and the Arbitration Tribunal (§ 16).

## § 9: General Assembly

(1) **Convocation:** A regular General Assembly takes place annually. An extraordinary General Assembly may be convened by the Board, by at least one tenth of the members, by the financial auditors, or by a court-appointed curator.

(2) **Proceedings:** Given the global orientation of the organization, the General Assembly is always held digitally or in a hybrid format. All members must be invited in writing or digitally at least 14 days prior to the date of the meeting.

(3) **Motions:** Motions to be discussed at the General Assembly must be submitted to the Board in writing or digitally at least three days before the meeting date.

(4) **Resolutions:** The General Assembly's ability to pass resolutions is based on the quorum rules in § 7. Resolutions are generally passed by a simple majority of valid votes cast. Resolutions concerning amendments to the Statutes or the dissolution of the organization require a two-thirds majority of the valid votes cast.

## § 10: Digital Voting

(1) **Possibility of Digital Voting:** Members may cast their votes digitally at the General Assembly, in circular resolutions, or in other votes set by the Board (a "virtual General Assembly"). In this case, the provisions for in-person meetings shall apply mutatis mutandis, and a technical solution must be chosen that ensures barrier-free access to the meeting for all eligible members. The Board decides whether a virtual meeting will take place and which communication technology will be used. The General Assembly may be conducted as a simple virtual meeting per § 2 VirtGesG, as a moderated virtual meeting per § 3 VirtGesG (with the meeting chair acting as the General Assembly's presiding officer under § 9.10 of these Statutes), or as a hybrid meeting under § 4 VirtGesG, at the Board's discretion.

(2) **Technical Platform:** Digital votes are cast via an online platform provided and secured by the organization.

(3) **Back-up Rule:** If the digital platform fails during a vote, voting is immediately suspended, and an alternative voting method is provided.

(4) **Equivalence of Votes:** Votes cast digitally have the same validity as those cast in person at an in-person meeting.

(5) **Documentation:** The results of digital voting are included in the minutes of the General Assembly and made available to members.

(6) **Legal Status and Data Protection:** Digital votes have the same legal status as votes cast in person. All digital voting processes comply with applicable data protection laws to ensure confidentiality and integrity of the voting process.

## § 11: Responsibilities of the General Assembly

(1) **Budget:** The General Assembly decides on the organization's annual budget.

(2) **Annual Report and Financial Statements:** The General Assembly approves the annual report and the audited financial statements.

(3) **Election and Removal of the Board and Financial Auditors:** The General Assembly elects members of the Board and the financial auditors.

(4) **Approval of Legal Transactions:** Any legal transactions between financial auditors and the organization require the approval of the General Assembly.

(5) **Discharge of the Board:** The General Assembly decides whether to discharge the Board following its review of the submitted reports and statements.

(6) **Amendments to the Statutes and Dissolution:** Amendments to the Statutes and the dissolution of the organization require a resolution by the General Assembly.

## § 12: Board

(1) **Composition:** The Board consists of at least three and up to six members, including the Chief Changemaker (CEO), Chief Buzz Creator (CMO/CCO), Chief Navigator (CSO/CFO), Chief Tech Navigator (CTO), Chief Mission Commander (COO), and Chief Future Architect (CPO/CIO).

(2) **Election and Term of Office:** The Board is elected by the General Assembly and serves a three-year term. Reelection is permitted.

(3) **Responsibilities for Unfilled Roles:** If any Board position is unfilled, the duties associated with that role are carried out by the Chief Changemaker or another Board member.

(4) **Resolutions:** The Board has a quorum if at least half of its members are present. Board resolutions are passed by a simple majority of those present; in the event of a tie, the Chief Changemaker's vote decides.

## § 13: Tasks of the Board

(1) **Management of the Organization:** The Board manages the organization. All tasks not assigned to another body under these Statutes fall within its remit.

(2) **Accounting:** The Board establishes an accounting system that meets the organization's needs, including ongoing recording of income and expenses and maintaining an inventory of assets.

(3) **Reporting:** The Board prepares the annual budget, the annual report, and the financial statements.

(4) **General Assembly:** The Board is responsible for preparing, convening, and presiding over the General Assembly.

(5) **Transparency:** The Board ensures transparent documentation and regular reporting on the use of funds, including an annual financial report detailing income, expenditures, and the specific allocation of funds. This report is presented at the General Assembly and made available to members and, if necessary, the public.

(6) **Administration:** The Board manages the organization's assets, including quarterly budget planning.

(7) **Data Protection:** The Board ensures compliance with data protection regulations and the security of member and user data.

(8) **Public-Benefit Reporting:** The Board must prepare an annual report documenting the organization's proper use of funds and fulfillment of its public-benefit purposes. This report is made available to members for inspection and serves as the basis for meeting statutory public-benefit requirements under the Federal Fiscal Code.



(9) **Innovation:** The Board promotes innovation and the ongoing improvement of the organization's technological infrastructure.

(10) **Sustainability:** The Board develops and implements strategies to enhance sustainability and social responsibility.

(11) **Marketing:** The Board develops and implements marketing and communications strategies to strengthen the organization's brand.

(12) **Partnerships:** The Board establishes and maintains strategic partnerships and cooperations.

(13) **Diversity and Inclusion:** The Board is responsible for actively promoting diversity and inclusion.

(14) **Evaluation:** The Board regularly evaluates the needs and expectations of members and users.

(15) **Agility:** The Board promotes an agile organizational structure.

(16) **Legal Compliance:** The Board ensures compliance with all relevant legal requirements and ethical standards.

(17) **Financial Sustainability:** The Board ensures the organization's financial sustainability through effective risk management and long-term financial planning.

(18) **Supervision of the GmbH:** The Board oversees and controls beapirate GmbH.

(19) **Membership Management:** The Board is responsible for admitting and excluding ordinary and extraordinary members.

(20) **Employee Management:** The Board hires and terminates employees of the organization.

## § 14: Special Duties of Individual Board Members

(1) **Chief Changemaker (CEO):** Manages the organization's daily operations and represents the organization externally.

(2) **Chief Buzz Creator (CMO/CCO):** Responsible for recording the minutes of the General Assembly and Board meetings and for proper documentation of all resolutions.

(3) **Chief Navigator (CSO/CFO):** Responsible for the organization's financial administration.

(4) **Chief Tech Navigator (CTO):** Responsible for the technological infrastructure and the organization's digital strategy.

(5) **Chief Mission Commander (COO):** Oversees the organization's operational processes.

(6) **Chief Future Architect (CPO/CIO):** Responsible for the development and implementation of the organization's innovation and product strategy.

(7) **Financial Transactions (Internal Regulation):** For internal purposes, any transactions or written documentation involving the organization that exceed EUR 50,000 or 20% of the average monthly

expenditures of the previous fiscal year (whichever is lower) require approval by a majority vote of the entire Board (e.g., via email or internal communications platforms). This rule is subject to an express emergency decision that the Chief Changemaker can make, which must be ratified by the Board afterward.

## **§ 15: Financial Auditors**

(1) Two financial auditors are elected by the General Assembly for a term of two years. Reelection is possible. The financial auditors may not serve on any body—except the General Assembly—whose activities are subject to their review.

(2) They must examine the accuracy of the organization’s accounting and the lawful use of funds within four months of the preparation of the annual income and expenditure statement or the annual financial statements. The Board must provide the required documents and information. The auditors must report the results of their review to the General Assembly. The audit report must confirm the accuracy of the accounting and the lawful use of funds, or indicate any identified mismanagement or risks to the organization’s existence, as well as any self-dealing transactions or unusual income or expenditures.

(3) Legal transactions between the financial auditors and the organization require the approval of the General Assembly. Otherwise, the provisions of § 12 paras. 9 to 11 apply mutatis mutandis to the auditors.

## **§ 16: Arbitration Tribunal**

(1) The organization’s internal Arbitration Tribunal is responsible for settling all disputes arising from membership in the organization. It serves as a “conciliation body” within the meaning of the Austrian Associations Act 2002 (Vereinsgesetz 2002) and is not a court of arbitration under §§ 577 ff Austrian Code of Civil Procedure (ZPO).

(2) The Arbitration Tribunal consists of three ordinary members. It is formed as follows:

- a) One party to the dispute nominates a member as arbitrator in writing and informs the Board accordingly.
- b) The Board requests the other party to the dispute to nominate an arbitrator from among the ordinary members within 14 days.
- c) Within 14 days after their appointment, these two arbitrators elect a third ordinary member of the organization to serve as the chair of the Arbitration Tribunal. If no agreement is reached, the selection is made by drawing lots from among the proposed candidates.
- d) Members of the Arbitration Tribunal may not serve on any body—except the General Assembly—whose actions are the subject of the dispute.

(3) The Arbitration Tribunal makes its decision after hearing both parties and with all members present, by a simple majority vote. It decides to the best of its knowledge and belief, and its decisions are final within the organization.

(4) All procedural steps may be conducted via digital communication channels.

## **§ 17: Dissolution of the Organization**

(1) The voluntary dissolution of the organization may only be decided by a two-thirds majority of valid votes cast at a General Assembly.

(2) Such a General Assembly must also pass a resolution regarding the liquidation process. In particular, it must appoint a liquidator with the requisite qualifications and determine to whom any remaining assets of the organization are to be transferred.

(3) In the event of the (voluntary or official) dissolution of the organization or if the privileged purpose ceases to apply, any remaining assets after settling liabilities must be used exclusively and directly for the tax-privileged purposes mentioned herein, in accordance with § 4a(2) EStG.

(4) The selection of the beneficiary of the remaining assets requires a two-thirds majority of valid votes cast at the General Assembly.

(5) The liquidation is supervised by the financial auditors or by an external auditing body to ensure proper execution.