



The Bylaws of  
**Beyond the Earth**  
A non-profit, public benefits and education foundation

**ARTICLE I**  
**OFFICES**

**SECTION 1. PRINCIPLE OFFICE**

The foundation does not possess or presently require a physical office space. Rather, the foundation is comprised of a communal network of international researchers from a multitude of disciplines that collaboratively share knowledge and debate resources over digital platforms and networks.

**SECTION 2. CHANGE OF ADDRESS**

The establishment of a principle office for this foundation, if need of a physical unit should arise, can be proposed and adopted only by unanimous decision of the trustees followed by the amendment of this section of the bylaws and not otherwise. The trustees may establish a principle office within a named country by detailing the address and date of occupation of this unit below. In the event of an established office unit, this action shall not precipitate additional amendments of these bylaws unless through communal authorisation by trustee vote.

Occupation Date:            Office Unit Address:

\_\_\_\_\_

**SECTION 3. ADDITIONAL OFFICES**

No additional office units can be proposed unless approved by unanimous agreement of trustees. In the absence of an established principle office, any additional office(s) may function as a temporary unit unless otherwise officially adopted as the foundation's principle office by unanimous vote.

## **ARTICLE II**

### **OBJECTIVES**

#### **SECTION 1. OBJECTIVES & PURPOSES**

- a) To cultivate an essential research program “After the Horizon”, material which is centred upon documenting long-term human legacies; crucial records primarily intended to be beneficial for posterity stewardship applications.
- b) To establish an introductory, micro-etched archive that will ensure the preservation of this catalogue of information over intervals of deep time; the 'Companion Guide to Earth' archive.
- c) To responsibly communicate the enduring nature of these perennial legacies, and potential adverse impacts, to contemporary audiences.
- d) To foster unique outreach and engagement projects within these diverse subject areas for the betterment of these contemporary audiences.
- e) To produce a variety of educational research publications and other materials needed for the above long-term applications.
- f) To contribute peer-led research, ethical considerations and public knowledge to qualitative investigations that aim to address some of the profound questions facing posterity generations.
- g) To encourage international, cooperative learning between different ethnic backgrounds, language speakers and parties with specific accessibility requirements across national borders.
- h) To support similar initiatives through the sharing of research resources that will facilitate the above aims.
- i) To strengthen responsible stewardship of common environmental resources in the present day.

## **ARTICLE III**

### **TRUSTEES**

#### **SECTION 1. NUMBER OF TRUSTEES**

The Beyond the Earth foundation shall not have fewer than three (3) and not higher than fifteen (15) trustees during any concurrent time frame and collectively these custodians will be known as the council of trustees. The exact number of trustees at any given time will be fixed and/ or limited by decision of the existing council of trustees. These figures may be changed by amendment of this specific bylaw or by repeal of this bylaw and the adoption of a new bylaw in its place. This decision will only be made by unanimous consensus of the existing council of trustees.

#### **SECTION 2. POWERS**

Subject to the provisions established under international criteria for non-profit, public benefits and educational foundations and bylaws relating to actions required or permitted to be approved by the agents, the activities and affairs of this foundation shall be conducted and all powers be exercised under the direction of the council of trustees.

#### **SECTION 3. DUTIES**

The council of trustees shall;

- a) Perform all individual or collectively imposed duties by law or by these specified bylaws.
- b) Supervise all officers and affiliated agents of this foundation to assure that their duties are performed properly and in the interest of public benefit.
- c) Appoint/ remove agents and, except as otherwise stated within these bylaws prescribe the duties of all officers as outlined within Article IV of this document.
- d) Meet at the required times, dates and, if relevant, venues as outlined within these bylaws.

#### **SECTION 4. TERMS OF OFFICE**

Each trustee shall hold office until the next annual meeting (via digital conference services or outlined alternatives) for election of the council of trustees as specified within these bylaws.

#### **SECTION 5. COMPENSATION**

All trustees shall serve without compensation. Trustees may however be allowed reasonable reimbursement of expenses incurred in performance of their regular duties however, any decision(s) will be subject to foundation circumstances and prior unanimous agreement rendered by the council of trustees. Any payments to a trustee shall be approved in accordance with this foundation's conflict of interest policy, as set forth within Article IX of these bylaws and also declared within the foundation's annual report as specified within Article VII, Section 5.

#### **SECTION 6. PLACE OF MEETINGS**

Meetings shall be held via established channels at a mutually-agreed time/ date for the council of trustees. Any meetings not held via these established channels shall be valid only if held on the written consent of all trustees. A prerequisite of one (1) week prior notice is required before the commencement of such meetings.

Any meeting, regular or special circumstance, may be held by conference telephone calls, online audio communication services or electronic video screen communication systems (e.g. Skype) with participation constituting the trustees presence at that meeting if the following criteria are met;

- a) Each participating trustee can communicate with all of the other participating colleagues.
- b) Each trustee is provided with the means of participating in all matters including the capacity to interject, propose or to place forth an objection to a specific action to be taken on behalf of the foundation.
- c) The foundation adopts and implements some means of verifying that all participants in the meeting are trustees or are entitled to participate within the meeting. Additional agents outside of the council of trustees must be announced via written notice prior to the commencement of the meeting. All actions (or votes) can only be cast by trustees and not by additional agents attending meetings unless by prior agreement of the council of trustees.

#### **SECTION 7. NOTICE OF MEETINGS**

Regular scheduled meetings will provide advanced notice of at least one (1) week – based upon established agreement of all trustees. Special meetings, if any, outside the remit of regular meetings shall only be held if a minimum of three (3) days prior notification is given with such notice delivered electronically (telephone, email etc.). If sent via email, the notice shall be deemed delivered upon successful sending of the email.

#### **SECTION 8. CONTENTS OF NOTICE**

Notice of meetings shall specify the time and date of the meeting. The agenda of the meeting, while not required within this notice, will ideally be specified within the announcement(s).

#### **SECTION 9. QUORUM FOR MEETINGS**

A quorum shall consist of one-third ( $\frac{1}{3}$  or 1/3) of the authorised number of trustees. No foundation actions shall be carried out by the attending council of trustees at any meeting at which a quorum, as herein defined, is not present.

Trustees present at a duly called meeting which commences with the necessary quorum may continue to discuss the implementation of foundation activities provided that said activity is approved by at least a majority of the required quorum for such meetings as may be required by the foundation's bylaws. A draft document of minutes will be circulated amongst all trustees thereafter.

#### **SECTION 10. MAJORITY ACTION BY TRUSTEE ACTION**

Every decision levied by the majority of trustees present at a meeting duly held at which a quorum is present is considered an act of the council of trustees. Objections to these actions posed by absent trustees must be submitted during the draft review of the meetings minutes and prior to the circulation of the final minutes document amongst trustees and deposit within foundation records.

#### **SECTION 11. ACTION BY UNANIMOUS WRITTEN CONSENT**

Any action required or permitted to be undertaken by the council of trustees under any provision of law may be undertaken without a meeting only if all trustees of the council shall consent in writing to such actions. These written consents shall be filed within the minutes of the next meeting.

#### **SECTION 12. VACANCIES**

Vacancies on the council of trustees shall exist upon the death, resignation or removal of any trustee or if the number of authorised trustees is increased as per Article III, Section 1 of these bylaws.

The council of trustees may declare vacant the office of an officer who has been declared of unsound mind by court order or convicted of a felony in their country of residence. Any agent of the council of trustees may resign effective upon giving written notice to the council of trustees.

Vacancies on the council of trustees may be filled by approval of the remaining trustees within the council or, in the event that the number of trustees is less than the quorum, by unanimous written consent of the trustees in office. If the foundation has other agents however, vacancies created by outgoing trustees may be filled only by approval of all trustees. Other agents of this foundation may nominate a trustee at any time to fill any vacancies not duly filled by the council of trustees.

### **SECTION 13. NONLIABILITY OF TRUSTEES**

The trustees shall not be personally liable for the debts (if any), liabilities or other obligations of the foundation.

### **SECTION 14. INDEMNIFICATION BY FOUNDATION OF TRUSTEES & OFFICIALS**

To the extent that a person is a trustee or officer of this foundation has been successful on the merits in defence of criminal, civil or investigative proceedings brought to procure a judgement against such person by reason of the fact that he or she is, or was, an agent of the foundation, or has been successful in defence of any claim, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings. Such indemnification for the individual(s) shall be subject to the circumstances of the foundation at the time of these concluding proceedings.

## **ARTICLE IV** **OFFICERS**

### **SECTION 1. NUMBER OF OFFICERS**

The council of trustees shall be comprised of a chairperson, secretary and treasurer along with additional trustees and designated project director(s). Additional roles shall be determined by the council of trustees when necessity arises with any proposed vacancies filled as outlined within Article III, Section 12 of these bylaws. Any number of offices may be held by the same person if deemed appropriate by the remaining trustees.

### **SECTION 2. QUALIFICATION, ELECTION AND TERM OF OFFICE**

Any trustee may serve as an officer of the foundation. Officers shall be elected by the council of trustees at any time and each office shall be held until the officer resigns, is removed, disqualified to serve or until his or her successor is elected (whichever instance is to occur first).

### **SECTION 3. ADDITIONAL OFFICERS**

The council of trustees may create additional officer roles and appoint such other officers as it may deem desirable. Upon successful identification of a need for an additional officer role within this foundation, any duties associated with this position will be appropriately deliberated and defined by

the council of trustees and, upon the development of a satisfactory description of duties, this role will become written into Article IV, Section 11 of the bylaws as an approved amendment. Any such officer(s) shall serve such terms and perform duties as may be prescribed by the council of trustees.

#### **SECTION 4. REMOVAL AND RESIGNATION**

Officers may be removed by the council of trustees (with or without cause) at any time, however a rational explanation must be provided for the outgoing officer who will remain an elected trustee unless removal is due to criteria outlined within Article III, Section 12. Any officers removed from their role(s) are entitled to formally appeal against the decision rendered by the council of trustees.

Any officer or trustee may also resign at any time by giving written notice to the council of trustees. Any such resignations shall take effect upon the date of receipt of such notice or at a stipulated date.

#### **SECTION 5. VACANCIES**

Any vacancy caused by death, resignation, removal or otherwise of any officer shall be filled by the council of trustees. In the event of a vacancy in any office, such vacancies may be filled by temporary appointment until the council of trustees can adequately fill the vacancy. Vacancies occurring in the office of officers appointed by the council of trustees may or may not be filled as determined by unanimous decision of the council of trustees.

#### **SECTION 6. COMPENSATION**

Officers shall serve without compensation except, as outlined within Article III, Section 5 of these bylaws, in the case of reasonable reimbursement of expenses incurred in performance of their regular duties as subject to foundation circumstances and prior unanimous agreement rendered by the council of trustees. Any payments to a trustee shall be approved in accordance with this foundation's conflict of interest policy, as set forth within Article IX of these bylaws.

#### **SECTION 7. DUTIES OF CHAIRPERSON**

The chairperson shall be the chief officer of the Beyond the Earth foundation and shall, subject to the control of the council of trustees, supervise the affairs of the foundation and the duties of all officer(s). He or she shall perform all duties incident to his or her office and such duties, as required by international law, by the bylaws of this foundation or which may be occasionally prescribed by the council of trustees. He or she shall preside at all meetings of the council of trustees. If applicable, the chairperson shall also preside at all scheduled meetings of any agents or other committees whose deliberations may affect the foundation's affairs or reputation. Except as otherwise provided by law or by these bylaws, he or she shall, in the name of the foundation, execute such deeds, contracts or other instruments which may occasionally be authorised by the council of trustees while maintaining the integrity of the foundation's reputation in these activities.

**SECTION 8. DUTIES OF SECRETARY**

The secretary shall:

Certify and keep a copy of these bylaws as amended or otherwise altered to date.

Keep a book of minutes of all meetings of the council of trustees and, if applicable, meetings of committees of trustees and of agents along with details such as time and place of holding, whether the meeting was of regular or special status, copy of notice(s) given, names of those present and the proceedings thereof.

Ensure that the minutes of the foundation's meetings, any written consents approving action taken without a meeting, objections to approved foundation actions (made while present at the meeting, in absentia or during the minute draft review) and any supporting documents pertaining to meetings, proceedings or minutes etc. are documented within the foundation's records. These supporting documents and minutes will be entered into the foundation's records before the next meeting of the council of trustees and no later than ninety (90) days after the date of the meeting.

Be custodian of the foundation's records and provide at reasonable times to trustees of the foundation or affiliated agents or his/ her attorney upon request; the bylaws, minutes of meeting proceedings and other official documents of this foundation.

In general, perform all duties incident to the office of secretary and other duties as may be required by established law or by the articles of these bylaws or which may be assigned to him or her occasionally by the council of trustees.

**SECTION 9. DUTIES OF TREASURER**

Subject to the provisions of Article VI within these bylaws, the treasurer shall;

Have custody and charge of, and be responsible for, all funds of the foundation, and deposit all such funds in the name of the foundation within the identified depositories as shall be selected by the council of trustees.

Receive and give receipt for monies due and payable to the foundation from any source while also disbursing foundation funds as may be directed by the council of trustees. Maintain adequate and correct accounts of the foundation's properties, assets and transactions, including account of the foundation's liabilities, receipts, disbursements, gains and losses.

Whenever requested by the chairperson or the council of trustees, provide an account of all of his or her transactions as treasurer and of the financial condition of the foundation.

At all reasonable times, exhibit the books of accounts and financial records to any trustee of the foundation, or his or her attorney upon request.

Prepare and certify the financial statements of the foundation's accounts to be included in any required reports and perform all additional duties incident to the office of treasurer and any other duties required by law, the articles of this foundation's bylaws or which may be occasionally assigned to him or her by the council of trustees.

**SECTION 10. PROJECT DIRECTOR(S)**

Project director(s), while working under the oversight of the Beyond the Earth foundation’s council of trustees, shall execute all tasks required of them by council decisions and coordinate the implementation of decisions within specific foundation activities and/ or objectives deemed necessary by the council of trustees. Project directors shall, upon request, report to the council of trustees; the progression of their activities, define recommendations/ alternatives that can facilitate further progress of their stated activities and, as agents of the foundation, define the practice(s) adopted to preserve the integrity of the foundation’s reputation within all dealings, both public and with partnering entities. Project directors shall consist of (a) elected trustees whose expertise and/ or expressed interests are relevant to the scope of the activities or (b) consist of a trustee and external agent(s) whose interests are relevant to the scope of the activities. Project director vacancies shall be subject to the provisions established within Article III, Section 12 of these bylaws.

**SECTION 11. ADDITIONAL ROLES AND DEFINED DUTIES**

Additional roles shall be determined by the council of trustees when necessity arises with any such approved position(s), upon the development of a satisfactory description of duties, being listed within the (below) section of Article IV, Section 11.

Officer Position Title: \_\_\_\_\_

List of Assigned Duties: \_\_\_\_\_

**ARTICLE V**  
**COMMITTEES**

**SECTION 1. EXECUTIVE COMMITTEE**

The council may, by a unanimous vote of trustees, designate one (1) or more of its trustees (who may also be concurrently serving as officers of the foundation) to constitute an executive committee of the council of trustees and delegate to such committee any of the powers of the council, except with respect to;

- a) The filling of vacancies on the council of trustees.
- b) The approval of actions under law or provisions of these bylaws.
- c) The amendment or repeal of bylaws or the adoption of new bylaws.
- d) The amendment or repeal of any resolutions passed by the council of trustees.
- e) The appointment of committees of the council or agents thereof.
- f) The approval of any transaction to which this foundation is mentioned or participating within as a party.

The council may, by majority vote, revoke or modify any or all of the authority so delegated, increase the number or serving trustees on the executive committee and fill vacancies therein with additional



agents of the council of trustees. The committee shall also keep regular minutes of its proceedings and submit a written account for inclusion within the foundation's records.

## **SECTION 2. OTHER COMMITTEES**

The foundation may establish other committees as deemed appropriate for the continuity of activities by unanimous resolution of the council of trustees. Such other committee(s) may consist of persons who are or are not agents of the council of trustees. These additional committee(s) shall act in an advisory capacity to the council of trustees on matters outside of the professional remit of trustees and will be titled accordingly to their stated purpose.

## **SECTION 3. MEETINGS AND COMMITTEE ACTIONS**

Meetings and actions of committees shall be governed by and held in accordance with the provisions of these bylaws concerning meetings of the council of trustees with such changes in the context of bylaw provisions as are necessary to substitute the committees and composite agents/ persons for the council of trustees. The council of trustees may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules are not consistent with the provisions of these bylaws.

# **ARTICLE VI**

## **EXECUTION OF DEPOSITS, FUNDS AND INSTRUMENTS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The council of trustees, except as otherwise stated in these bylaws, may authorise any officer or agent of the foundation to enter into any negotiation, contract or execute delivery and deliver any activity on behalf of the foundation. Unless so authorised, no officer, trustee or agent shall have any power to bind the foundation by contract, pledge of credit or other such engagements unless by unanimous consent of the council of trustees.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise determined by resolution of the council of trustees or as required by law, checks, promissory notes or other evidence of indebtedness of the foundation shall be signed by the treasurer of the foundation.

### **SECTION 3. DEPOSITS**

All funds of the foundation shall be deposited to the credit of the foundation in such banks or other depositories as the council of trustees may select.

### **SECTION 4. GIFTS**

The council of trustees may accept, on behalf of the foundation, any contribution, gift or bequest for the charitable purposes of this foundation. Such gift(s), if any singular donation is over the value of one thousand (£1,000.00) Pounds Sterling, will be declared within the foundation's annual report(s).

## **ARTICLE VII**

### **FOUNDATION RECORDS AND REPORTS**

#### **SECTION 1. MAINTENANCE OF RECORDS**

The foundation shall retain a hard copy of all records including;

- a) Minutes of all meetings of trustees, committee(s) of the council and, if this foundation has additional agents, of all meetings of these agents, indicating the time and date of such meetings and the names of those participating.
- b) Adequate and correct documentation of accounts, liabilities, assets, receipts, reimbursements, gains and losses.
- c) A record of its agents, if any indicating their names and professional interests/ fields of expertise.
- d) A copy of the foundation's bylaws as amended to date, which shall be open to inspection for trustees/ officers/ agents upon request.

#### **SECTION 2. TRUSTEE INSPECTION RIGHTS**

Every trustee shall have the absolute right at any reasonable time to inspect and copy all records and documents of any kind with any such requests provided by written notification. The trustee, if applicable, is entrusted to retain confidentiality of these records and not to divulge sensitive information to external sources.

#### **SECTION 3. AGENT INSPECTION RIGHTS**

If this foundation has any additional agents, then each agent shall have the following inspection rights for the purpose reasonably related to such person's interest as an agent;

- a) To inspect records or trustee names and voting rights at reasonable times with eight (8) business day' prior written demand to the foundation.
- b) Obtain from the foundation, upon written demand and payment of a reasonable donated charge, a list of agents with voting rights who are entitled to vote for the election of additional trustees. The written request shall need to specify the purpose for which this list is sought with any permissions being granted by the necessary quorum of trustees.
- c) To request at any reasonable time records, minutes of proceedings of committee(s) or council of trustees for a purpose reasonably related to such persons' interests as an agent.

#### **SECTION 4. COPY RIGHTS FOR EXTRACTS**

Requested inspections under the provision of Article VII may be made in person or by a legal agent and the right to inspection grants the right to copy and make extracts.

## **SECTION 5. ANNUAL REPORT**

The council of trustees will publish an annual report after the closure of the foundation's financial year to all trustees and, if this foundation has additional agents, to any agent who requests this information via written notification. The report shall contain the following information;

- a) A brief account of foundation's activities, progression in particular efforts and identified avenues which require attention.
- b) The identified assets and liabilities including the trust funds as of the end of the financial year.
- c) The receipts of the foundation including any singular donation figures and gifts in excess of one thousand (£1,000.00) Pounds Sterling.
- d) The expenses incurred or disbursements of the foundation for both general and restricted purposes.
- e) The annual report shall be accompanied by any report of any independent accounts.

If the foundation has additional agents and is in receipt of over twenty thousand (£20,000.00) Pounds Sterling in gross revenue or receipts during the financial year, this foundation shall automatically make the annual report available to all agents.

## **ARTICLE VIII** **FINANCIAL YEAR**

### **SECTION 1. FINANCIAL YEAR OF THE FOUNDATION**

The financial year of the foundation shall be on the first day of April and end on the last day of March in each specified year (e.g. 1 April 2018 – 31 March 2019).

## **ARTICLE IX** **CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

### **SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY**

The purpose of this conflict of interest policy is to protect the foundation's non-profit charitable status when it is contemplating entering into any arrangement that may benefit the private interest of any trustee or officer.

### **SECTION 2. DEFINITIONS**

(1) Interested Person

Any trustee, principle officer, agent of committee(s) or any person(s) with governing power within this foundation is defined below as an interested person.

(2) Financial Interest

A person possesses a financial interest if the person has, directly or indirectly, through business, investment or familial connections;

- a) An ownership or investment interest in any entity with which the foundation has an arrangement or transaction.
- b) A compensation arrangement with the foundation or any entity with which the foundation has a transaction or arrangement.
- c) A potential ownership, invested interest or compensation arrangement with any entity with which the foundation is negotiating an arrangement or transaction with. Compensation in this situation includes direct or indirect remunerations, gifts, favours etc. that are deemed not substantial. A Financial interest is not necessarily deemed as a conflict of interest.

### **SECTION 3. CONFLICT OF INTEREST AVOIDANCE POLICIES**

(1) Duty to disclose conflicts of interest

In connection with any actual or potential conflicts of interest, an interested person must disclose the existence of the financial interest and be given an opportunity to disclose all material facts to the council of trustees and committee(s).

(2) Determining whether a conflict of interest exists

After disclosure of financial interests and all material facts and after discussions with the interested person, he/ she shall leave the council of trustees during the discussion of, and the vote on, the arrangement involving the possible conflict of interest.

(3) Procedures for addressing identified conflicts of interest

An interested person may make a presentation for the council of trustees or committee(s) meetings, but after this presentation, he/ she shall leave the meeting during discussions and vote on the arrangement involving the conflict of interest.

The chairperson of the council of trustees shall, if appropriate, appoint a disinterested agent or committee(s) to investigate alternative avenues to the proposed arrangement.

After exercising due diligence, the council of trustees shall determine whether the foundation can obtain, via reasonable efforts, a more suitable arrangement or transaction from an external entity that would not give rise to a conflict of interest.

If an adequate arrangement or transaction is not reasonably possible under circumstances not resulting within a conflict of interest, the council of trustees or committee(s) shall determine by majority vote of the disinterested trustees whether the arrangement or transaction is in the foundation's best interest and whether any such decisions can be deemed fair and reasonable. In conformity with the above determination, it shall make any decision as to whether to enter into the arrangement or transaction.

(4) Violations of the Conflict of interest policy

If the council of trustees or committee(s) have reasonable evidence to believe any agent or person has failed to disclose actual or possible conflicts of interest, it shall inform trustees of the basis for such evidence or beliefs and afford the agent or person an opportunity to explain the alleged failure to disclose.

If, after hearing the agent or person's response and after making further investigation as warranted by the circumstances, the council of trustees or committee(s) determines the agent or person failed to disclose an actual conflict of interest, it shall take appropriate disciplinary actions.

#### **SECTION 4. RECORD OF COUNCIL/ COMMITTEE PROCEEDINGS**

The meetings of the council of trustees and all committees shall contain;

- a) The name(s) of the person(s) who disclosed a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present and the council of trustee's decision as to whether a conflict of interest in fact existed.
- b) The name(s) of the agent(s) who were present for discussions and votes relating to transaction or arrangement including any alternatives to the proposed action or arrangement and any record of any votes taken in connection with the proceedings.

#### **SECTION 5. COMPENSATION APPROVAL POLICIES**

A voting agent of the council of trustees who receives compensation from the foundation for services as defined within Article III, Section 5, is precluded from voting on matters regarding the trustee's compensation.

A voting agent of any committee whose jurisdiction includes compensation matters and who receives compensation from the foundation is precluded from voting on matters pertaining to the agent's compensation.

No voting agent of the council of trustees or any committee whose jurisdiction includes compensation matters and who receives compensation from the foundation is prohibited from providing information to any committee regarding compensation.

When approving compensation for trustees, officers, agents, contractors etc., in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of Article IX (as well as the preceding paragraphs of Article III, Section 5) the council of trustees shall also comply with the following procedures;

- a) The terms of reasonable compensation shall be approved by the council of trustees prior to the first payment being made.
- b) All agents of the council of trustees who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangements.

- c) The council of trustees shall obtain and rely upon appropriate data prior to approving the terms of compensation. Appropriate data may include;
  - 1. Compensation levels paid by similar foundations for comparable positions.
  - 2. The availability of similar services in the geographic area of the foundation.
  - 3. Current compensation surveys compiled by independent firms.
  - 4. Actual written offers from similar institutions competing for services of the person who is the subject of compensation arrangements.
- d) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the council of trustees that approve the compensation. Such documentation shall include;
  - 1. The terms of the compensation arrangement and the approval date of the action.
  - 2. The agents of the council of trustees who were present during the debate on the transactions, those who voted on the action and the votes cast by each trustee.
  - 3. The comparability data obtained and relied upon and how the data was obtained.
  - 4. Any actions taken with respect to determining if a trustee had a conflict of interest with respect to the compensation arrangements, and if so, actions taken to make sure the trustee with the conflict of interest did not affect or participate in the approval of the transaction(s).

The minutes of the council of trustees meetings at which compensation arrangements are approved must be prepared before the date of the next council meeting. The minutes must be reviewed and approved by the council of trustees as reasonable, accurate and complete within a reasonable period of time (prior to the next trustee meeting). Any objections to majority-approved activities of the foundation by trustees who were absent at the trustee meeting in question, must register their objection(s) within this interval of time prior to the finalisation circulation of the minutes document.

## **SECTION 6. PERIODIC REVIEWS**

To ensure that the foundation operates in a manner consistent with its' charitable status and does not engage within activities that could foreseeably jeopardise this status, periodic reviews shall be conducted. These reviews shall include;

- a) Whether compensation arrangements and benefits are reasonable.
- b) Whether partnerships, joint-ventures and collaborative arrangements are properly recorded and do not result in private benefit(s).

## **SECTION 7. EXTERNAL EXPERTS**

When conducting the periodic reviews as defined within Article IX, Section 6, the foundation may use outside advisors. If outside experts are used, their use shall not relieve the council of trustees of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE X**  
**AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENTS**

Subject to any provisions of law applicable to the amendment of bylaws for public benefit, non-profit foundations, these bylaws, or any singular one of them, may be altered, amended or repealed and new bylaws adopted as follows;

- a) Subject to the power of agents (if any) to change or repeal these bylaws by expressed approval of the designated quorum of the council of trustees unless the bylaw would adversely affect the rights of agents. However, if the foundation has additional agents, then the bylaw specifying or changing the fixed number of trustees of the foundation may be adopted, amended or repealed by the approval of the agents of the foundation.
- b) By approval of any additional agents, if any, of this foundation.

**ARTICLE XI**  
**AMENDMENT OF ARTICLES**

**SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF AGENTS**

Before any additional agents have been admitted to this foundation, any amendments of these articles may be adopted by approval of the existing council of trustees.

**SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF AGENTS**

After agents, if any, have been admitted to this foundation, amendments of these articles may be adopted by the approval of the council of trustees and by the agents (if any) of this foundation. Any amendments will be thereafter detailed within the ‘Amendments’ endnotes of these bylaws.

**SECTION 3. CERTAIN AMENDMENTS**

Notwithstanding the above sections outlined within Article XI, this foundation shall not amend articles to alter any statement in the original articles except to correct error in such statements.

**ARTICLE XII**  
**PROHIBITION AGAINST SHARING FOUNDATION ASSETS**

**SECTION 1. DETERMINATION OF AGENTS**

No officers, trustees, agents or committees connected with this foundation shall receive any of the foundation assets if this foundation is dissolved. No agent or persons shall be entitled to share in the distribution of, and shall not receive, any of the foundation assets upon the dissolution or winding up of affairs of the foundation. This does not however, include information assets which, while the foundation was active, we released for general public use under Creative Commons licenses.

If on the winding up of the foundation, any property remains after the satisfaction of all debts and liabilities; such property shall not be paid to or distributed amongst the members of the foundation; that property shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose outlined objectives are similar (wholly or partially) to the objectives detailed within Article II of this foundation's bylaws.

None of the Foundation's assets may be distributed or otherwise applied (on being wound up or any other time) except to further its charitable purposes.

## **ARTICLE XIII**

### **DOCUMENT RETENTION POLICY**

#### **SECTION 1. PURPOSE**

The purpose of this document retention policy is establishing standards for document integrity, retention and destruction.

#### **SECTION 2. POLICY**

a) General Guidelines

Records should not be kept if they are no longer needed for foundation operations or required by law. Unnecessary records should be eliminated from the files as record retention is an expense that can grow exponentially if good housekeeping and monitoring is not implemented.

Occasionally, the Beyond the Earth foundation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance and also other objectives such as preserving intellectual property and cost management. While there are minimum retention periods, the retention of documents identified below and of documents not included in the identified categories should be determined principally by the application of the general guidelines affecting document retention as well as any other pertinent factors.

b) Exception for litigation relevant documents

The Beyond the Earth foundation expects all officers, trustees, agents and committees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, trustees, agents and committees note the following general exception with any stated destruction schedule. If you believe that the foundation records are relevant to potential litigation, then you must preserve those records until it is determined that the records are no longer needed.

#### **SECTION 3. RETENTION OF DOCUMENTS**

a) Foundation Documents

Foundation records, include the foundation's bylaws, code(s) of conduct and documentation pertaining to the foundation's non-profit, charitable status. These items should be kept indefinitely.

b) Financial Records



Documents concerning expenses, receipts, invoices, proof of contributions made by donors and other files concerning the foundation's revenues. These items should be permanently kept.

c) Council and Committee Materials

Meeting minutes should be retained in perpetuity in the foundation's catalogue of minutes. A clean copy of all other council and committee materials should also be kept for no more than three (3) years.

d) Press Releases

The foundation should retain permanent copies of all press releases and publicly filed documents under the theory that the foundation should have its own copies to refute the accuracy of any document a member of the public can plausibly fabricate against the foundation in order to discredit its integrity and reputation.

e) Legal Files

Files deemed to be pertinent for legal applications should generally be retained for a minimum of ten (10) years.

f) Contracts

The foundation should retain copies of all contracts for at least three (3) years beyond the life of the agreement and longer periods of time for publicly filed contracts.

g) Correspondences

Unless correspondences are vital for other aforementioned categories, these messages should be generally available for two (2) years.

h) Banking and accounting

Accounting documents such as bank statements, deposit slips should be kept for five (5) years unless otherwise required for other aforementioned categories.

i) Insurance Records and Audit Records

Expired insurance policies, insurance records, accident reports, claims, audit records etc. should be permanently kept.

j) Electronic Mail

Emails that need to be saved for any of the aforementioned categories will be saved by; (i) printed hard copy and kept within appropriate filing systems, (ii) on the associated email cloud/ server storage or (iii) downloaded to a computer to be kept electronically or on an external device. Retention periods are entirely dependent upon subject matter(s) as well as level of priority.

## **ARTICLE XIV**

### **TRANSPARENCY AND ACCOUNTABILITY TO THE GENERAL PUBLIC**

#### **SECTION 1. PURPOSE**

By making full and accurate information about the foundation's objectives, activities, finances and governance publicly available, the Beyond the Earth foundation practices and encourages transparency and accountability to the general public. This policy will;

- a) Indicate which documents and materials produced by the foundation are open to agents and/or the public.
- b) Indicate which documents and materials produced by the foundation are closed to agents and/or the public.
- c) Specify the procedures whereby open/ closed status of documents and materials can be altered.

## **SECTION 2. FINANCIAL DOCUMENTS**

The Beyond the Earth foundation shall provide its bylaws, conflict of interest policy and financial statements to the general public for inspection free of charge.

## **SECTION 3. MEANS AND CONDITIONS OF DISCLOSURE**

The Beyond the Earth foundation shall make widely available the aforementioned documents on its website ([www.beyondtheearth.org/Appendix](http://www.beyondtheearth.org/Appendix)) to be viewed and inspected by the general public;

- a) The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that reproduces the image of the original document filed with the relevant charity regulator(s).
- b) The website shall inform readers that the document is available and provide instructions for downloading it.
- c) Documents shall not be posted in a format that would require special computer hardware/software.

## **SECTION 4. COUNCIL**

- a) All council deliberations shall be open to the public except where the council of trustees passes a motion to make any specific part of the record confidential.
- b) All council meeting minutes shall be open to the public except where the council of trustees passes a motion to make any specific part of the record confidential.
- c) All papers and other materials considered by the council shall be open to the public except where the council of trustees passes a motion to make any specific part of the record confidential.

## **SECTION 5. DONOR RECORDS**

- a) All donor records shall be available for consultation by the donors concerned or by their legal representatives.
- b) No donor records shall be made available to any other person outside the foundation unless the gross of donation(s) per annum exceeds twenty thousand (£20,000.00) Pounds Sterling.
- c) Within the foundation, donor records shall be made available to the council of trustees for review upon request.

## **ARTICLE XV** **CODE OF ETHICS**

### **SECTION 1. PURPOSE**

The Beyond the Earth foundation encourages all officers, trustees, agents and committees to observe and practice high standards of personal ethics in the conduct of all duties and responsibilities. All associates of the foundation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intention of the Beyond the Earth foundation to adhere to all laws and regulations that apply to the foundation and the underlying purpose of the policy is to support the foundation's goal of legal compliance.

### **SECTION 2. REPORTING VIOLATIONS**

If any trustee, officer, agent or committee reasonably believes that some policy or activity of the Beyond the Earth foundation is in violation of law, a written complaint must be filed by that person with officers of the council of trustees.

### **SECTION 3. ACTING IN GOOD FAITH**

Anyone filing a complaint concerning a suspected violation of these bylaws or international law must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made in a malicious manner or be known to be false shall be viewed as a disciplinary offense.

### **SECTION 4. RETALIATION**

Said person is protected from retaliation only if he/ she brings the alleged unlawful activity or practice to the attention of the Beyond the Earth foundation and provides the foundation with sufficient opportunity to investigate the alleged activities. The protection described below is only available to individuals who comply with the outlined requirements.

The Beyond the Earth foundation shall not retaliate against any trustees, officers, agents or committees who, in good faith, made a protest or raised a complaint against some practice of the Beyond the Earth foundation or of another individual/ entity in partnership with the foundation, on the basis of a reasonable belief that the practice is in violation of these bylaws or international law.

### **SECTION 5. CONFIDENTIALITY**

Suspected violations may be submitted on a confidential basis by the complainant or may also be submitted anonymously. All reports of suspected violations shall be kept confidential in order to conduct an adequate investigation of allegations.

**SECTION 6. HANDLING OF REPORTED VIOLATIONS**

A foundation officer shall notify the sender and acknowledge receipt of the suspected violation within six (6) working days. All reports shall be promptly investigated by the council of trustees or by a specially designated committee and appropriate corrective action shall be taken if warranted by the investigation. The policy shall be made available to all officers, trustees, agents and committees and they shall have the opportunity to ask questions about the policy.

**ARTICLE XVI**  
**GLOSSARY OF DEFINITIONS****SECTION 1. TRUSTEES**

Trustees of the Beyond the Earth foundation are defined as elected individuals who provide oversight for the foundation's activities alongside expert advice from their respective professions and whose decisions, through communal vote, direct the mainstream activities of the foundation. Collectively, all elected trustees comprise the Council of Trustees which is responsible for coordinating foundation activities and maintaining the integrity of the foundation's activities.

**SECTION 2. OFFICERS**

Officers of the Beyond the Earth foundation are defined as trustees who are elected to the following positions; chairperson, secretary, treasurer or project director(s) of the foundation. The council of trustees may create additional officer roles and appoint such other officers as it may deem desirable under provisions afforded by Article IV, Section 3 of these bylaws.

**SECTION 3. AGENTS**

Agents of the Beyond the Earth foundation are defined as all persons who are officially affiliated with the foundation and, under prior approval granted by the council of trustees, are reasonably authorised to undertake activities on behalf of the foundation.

**SECTION 4. COMMITTEES**

Committees of the foundation are defined as groupings of officers, agents and/ or external advisory persons whom are collectively responsible for coordinating a specific task that has been assigned by the council of trustees.

**CERTIFICATE**

This is to certify that the above articles constitute the correct copy of bylaws adopted forthwith by the council of trustees for the responsible governing of the Beyond the Earth foundation.

DATE: 26 August 2018

Signature:



Paul E. Quast, Chairperson

Signature:



Victoria Stoyanova, Secretary

**LOG OF BYLAW AMENDMENTS**

<b>Date:</b>	<b>Article #; Section #</b>	<b>Details of Amendment(s):</b>
09/08/2018	Article II; Section 1	Foundation objectives and terminology have been adjusted to reflect (1) the advancement of education, (2) the advancement of the arts, heritage, culture or science, purposes outlined by Scottish Charity Regulator (OSCR).
26/08/2018	Article XII; Section 1	Provisions updated to address the division of foundation assets in the event of dissolution as proposed by OSCR.
29/05/2023	Article II: Section 1	Charitable purposes simplified and extended to cover the range of activities and objectives of the foundation. OSCR to approve changes.