

7 February 2022

English only

**Committee on the Peaceful
Uses of Outer Space**
Scientific and Technical Subcommittee
Fifty-ninth session
Vienna, 7 - 18 February 2022

**Request for observer status with the United Nations
Committee on the Peaceful Uses of Outer Space: application
of the Access Space Alliance (ASA)**

Note by the Secretariat

1. At its thirty-third session, in 1990, the Committee considered guidelines for granting observer status with the Committee to international intergovernmental and non-governmental organizations. The possible criteria suggested by the Outer Space Affairs Division to the Committee at that time were the following:

(a) As part of its programme, the organization should be concerned with matters falling within the competence of the Committee on the Peaceful Uses of Outer Space;

(b) The aims and purposes of the organization should be in conformity with the spirit, purposes and principles of the Charter of the United Nations;

(c) The organization should be a recognized international organization and should have an established headquarters, an executive officer, and a constitution, a copy of which is deposited with the Secretary-General of the United Nations. In the case of a non-governmental organization, it should be a non-profit organization.

2. Having considered the matter, the Committee at its thirty-third session, agreed, that in the future non-governmental organizations which request observer status with the Committee should have consultative status with the Economic and Social Council (ECOSOC) and should, as part of their programmes, be concerned with matters falling within the competence of the Committee

3. At its fifty-third session, in 2010, the Committee agreed that observer status would be granted to non-governmental organizations on a provisional basis, for a period of three years, pending information on the status of their application for consultative status with the Economic and Social Council. The Committee also agreed



that the provisional observer status could be extended for an additional year, if necessary. The Committee further agreed that it would grant permanent observer status to such non-governmental organizations upon confirmation of their consultative status with the Council.

4. While the Committee's decision did not specifically include the elements referred to in 1 (c) above, it has been the practice of the committee, since its decision in 1990, to have before it the constitution or statutes of the organization or entity requesting observer status.

5. On 1 December 2021, the Office for Outer Space Affairs received an application for observer status with the Committee on the Peaceful Uses of Outer Space from ASA. The following related correspondence received from ASA is attached to this document:

- (a) Letter from ASA conveying the intention to become a permanent observer of the Committee;
- (b) Annex 1a – Access Space Alliance Definition Document;
- (c) Annex 2 – Access Space Alliance Members; and
- (d) Annex 3 – Access Space Alliance Organizational Document.



1 December 2021

Ms. Simonetta Di Pippo
Director
Mr. Niklas Hedman
Chief of Section
Office for Outer Space Affairs
United Nations Office at Vienna
Vienna International Centre
Wagramerstrasse 5
A-1220 Vienna
Austria

Dear Ms. Di Pippo, Dear Mr. Hedman,

Please accept this letter and the related documents as the formal application of the Access Space Alliance (the ASA) for the status of Permanent Observer Organization to the United Nations (UN) Committee on the Peaceful Uses of Outer Space (the Committee).

The ASA is a non-governmental international organization created in 2019, with a launching conference at the European Space Agency (ESA). Legally, ASA is registered in the United Kingdom as a not-for-profit company limited by guarantee¹, a British type of organization often used by charities (see annex 1b).

The ASA adheres and supports the spirit, purposes and principles of the UN Charter, including (i) the importance of using outer space for peaceful purposes and addressing sustainable development concerns of mankind and (ii) the need to promote international cooperation in the conduct of space activities (for more information about ASA's definition, please refer to annexes 1a and 1b).

The ASA is concerned with matters falling within the competence of the Committee. The ASA's mission is indeed to bring together the small satellite sector and stakeholders to create dialogue, stimulate and coordinate research, foster collaboration, share experience, train and educate, create awareness, promote opportunities in the space sector and address key issues and promote policies, procedures and standards on matters that concern and benefit the space ecosystem.

¹ <https://www.gov.uk/limited-company-formation>

Access Space Alliance Ltd

Company Registration no | 11882078 | VAT Registration no | 261 5110 43
Registered Address | 27 Queen Walk | London | W5 1TP | UK



The ASA membership is open, subject to the need to adhere to ASA's bylaws and membership terms and conditions. The members of the ASA are non-governmental and governmental organizations engaged in a broad range of space-related activities (upstream, mid-stream and downstream segments), including start-ups, small and medium-sized enterprises, industry, investors, academic institutions, research and development centres, space agencies and government agencies, coming from spacefaring and emerging space nations (for more information about ASA members, please refer to annex 2). The ASA is an observer at the European Conference of Postal and Telecommunications (CEPT) and the UN specialized agency, the International Telecommunication Union (ITU). The ASA has also partnership arrangements with several non-governmental organisations.

Five ASA committees allow members to meet and make progress: the cubesat/nanosat technologies, lunar development, laser communications, legal and regulatory and financing.

In particular, ASA organized a global conference in July 2019 at the European Centre for Space Applications and Telecommunications (ECSAT) of the ESA in the UK and a virtual conference on May 2021. The later was attended by 634 participants from 63 countries. Over 25 webinars were organized by the ASA since its creation. The ASA finance committee organised last April a session on European space financing, to which representatives of the European Commission, the European Investment Bank (EIB), the European Investment Fund (EIF) and the European Space Agency (ESA) participated. The ASA adopted position papers on matters such as measures to support the small satellite sector and counteract the covid-19 crisis and the current state of space financing.

The ASA also created an Ambassadors' scheme, bringing a network to engage with the national communities around the globe. To date, Ambassadors are present in countries like: Azerbaijan, Belgium, Denmark, Egypt, Ethiopia, Germany, Italy, Luxembourg, Mexico, Poland, Portugal, Romania, St Helena, UK and Spain.

The ASA mission, vision and activities are strongly tied to (i) the UN Sustainable Development Goals, (ii) the UN's global agendas such as the draft 2030 Agenda for Sustainable Development (draft Space2030 agenda), (iii) the Paris Agreement and (iv) certain thematic priorities developed by the Committee in the context of UNISPACE+50. In particular:

- The ASA's mission (see above) is fully aligned with the Sustainable Development Goals, the four overarching objectives of the draft space2030 agenda and the thematic priorities 1, 2, 6 and 7.
- Regarding the draft overarching objectives 1 of the draft space2030 agenda to "*enhance space-derived economic benefits, "promote the development of the space industry, with a particular focus on small and medium-sized enterprises (our underlining)"*", it is a key priority for the ASA's objective to bring together the small satellite sector and address their key issues.
- The ASA also sees its activities as a platform for the advancement of societal benefits of space-related activities, aligned with the overarching objective 2 of the draft space2030 agenda.

Access Space Alliance Ltd

Company Registration no | 11882078 | VAT Registration no | 261 5110 43
Registered Address | 27 Queen Walk | London | W5 1TP | UK



- The ASA activities, including in terms of conferences, webinars, position papers and committees' work, will advance the overarching objectives 1 and 3 of the draft Space2030 agenda with the development of capacity-building, education and training (including for developed countries), raising awareness and collaboration and partnership benefits.
- The ASA's Ambassadors and the network to engage with the national community around the globe is aligned with the overarching objectives 3 of the draft Space2030 agenda to "*facilitate and promote the integration of the space sector with other sectors*" and "*develop[...] multi-stakeholder partnerships*" (our underlining)".
- The ASA anticipates that progress towards the lunar development committee's work will advance the overarching objective 3 of the draft Space2030 agenda to "*enhance space exploration as a [...] driver of innovation and strengthen international cooperation*" (our underlining)".
- The ASA anticipates that progress towards the cubesat/nanosat technologies committee's work will advance the overarching objectives 1 and 3 of the draft Space2030 agenda to "*address issues arising from commercial activities in outer space*" and "*increase the involvement of young people in the space sector ... (our underlining)"*".
- The ASA anticipates that progress towards the financing and legal and regulatory committees' work and its observer status at the CEPT and the ITU will advance the overarching objectives 3 of the draft Space2030 agenda to "*enhance worldwide access [...] to data and broadband technologies ... (our underlining)"*".
- The ASA anticipates progress towards the legal and regulatory committee's work on (i) sustainable financing and (ii) global rules, and the development of strategies, for safe and sustainable activities in outer space will advance the overarching objectives 1 and 4 of the draft Space2030 agenda of (respectively) (i) "*increase investment in the space sector*", and (ii) "*ensur[e] the long-term sustainability of outer space activities*" and "*enhance the safety of outer space operations as a contribution to the long-term sustainability of outer space activities ... (our underlining)"*".
- The ASA monitoring of policy development in the space ecosystem and newsletters help contributing to the dissemination of the Committee's policies, priorities and agendas.

In view of the above, we respectfully believe that the ASA is fit, willing and able to provide a meaningful representation and present various deliverables at the Committee and its subcommittees' sessions and to actively contribute to the interaction and exchange of views and activities that the Committee deem appropriate.

We hope you can consider positively our application. We are eager to play our part as permanent observer at the global and pivotal UN Committee that governs the exploration and use of space for the benefit of all humanity. Please also note that we have initiated the process to secure consultative status with the UN Economic and Social Council (ECOSOC) and aim to accomplish this as soon as practicable. We will inform the Committee of any progress made in obtaining consultative status with ECOSOC.

Access Space Alliance Ltd

Company Registration no | 11882078 | VAT Registration no | 261 5110 43
Registered Address | 27 Queen Walk | London | W5 1TP | UK



We thank you for taking the time to consider this application.

We look forward to hearing from you. In the meantime, we remain at your disposal to provide any further information you may require.

Yours sincerely

A handwritten signature in black ink, appearing to be 'Betty Bonnardel', written in a cursive style.

Betty Bonnardel
Co-founder of the ASA

Annexes 1a and 1b

Access Space Alliance Ltd

Company Registration no | 11882078 | VAT Registration no | 261 5110 43
Registered Address | 27 Queen Walk | London | W5 1TP | UK



Annex 1a –Access Space Alliance Definition Document

The Access Space Alliance (ASA) is a not-for-profit non-governmental international organization incorporated on 14 March 2019, with registered office in England and Wales at 27 Queen Walk, London, United Kingdom, W5 1TP, and corporate presences in Belgium and France.

ASA Articles of Association are available on line [here](#) and attached hereunder as annex 1b.

Additional information about ASA, including:

- an overview, including accounts
- filing history
- people and
- more

is available [here](#).

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **11882078**

The Registrar of Companies for England and Wales, hereby certifies that

ACCESS SPACE ALLIANCE LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **14th March 2019**



* N11882078M *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Application to register a company



Received for filing in Electronic Format on the: **14/03/2019**

X816RNTD

Company Name in full: **ACCESS SPACE ALLIANCE LTD**

Company Type: **Private company limited by guarantee**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **27 QUEEN WALK
LONDON
UNITED KINGDOM W5 1TP**

Sic Codes: **61300
62020
71122
82302**

Proposed Officers

Company Director **1**

Type: **Person**

Full Forename(s): **MR ANTONINO**

Surname: **AZZARELLI**

Service Address: **27 QUEEN WALK**
 LONDON
 UNITED KINGDOM W5 1TP

Country/State Usually **UNITED KINGDOM**
Resident:

Date of Birth: ****/04/1963** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: Person
Full Forename(s): MRS ELISABETH SOPHIE CATHERINE
Surname: AZZARELLI
Service Address: 27 QUEEN WALK
LONDON
UNITED KINGDOM W5 1TP
Country/State Usually Resident: UNITED KINGDOM
Date of Birth: ****/09/1969** **Nationality:** BRITISH
Occupation: DIRECTOR

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type: Person
Full Forename(s): MR CHRISTIAN
Surname: FREIHERR VON DER ROPP
Service Address: 27 QUEEN WALK
LONDON
UNITED KINGDOM W5 1TP
Country/State Usually Resident: GERMANY
Date of Birth: ****/05/1981** **Nationality:** GERMAN
Occupation: DIRECTOR

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: ANTONINO AZZARELLI

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: **/04/1963 ***Nationality:*** BRITISH

Service Address:
27 QUEEN WALK
LONDON
UNITED KINGDOM
W5 1TP

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Individual Person with Significant Control details

Names: **ELISABETH SOPHIE CATHERINE AZZARELLI**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/09/1969** ***Nationality:*** **BRITISH**

Service Address: **27 QUEEN WALK
LONDON
UNITED KINGDOM
W5 1TP**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Individual Person with Significant Control details

Names: CHRISTIAN FREIHERR VON DER ROPP

Country/State Usually Resident: GERMANY

Date of Birth: **/05/1981 ***Nationality:*** GERMAN

Service Address: 27 QUEEN WALK
LONDON
UNITED KINGDOM
W5 1TP

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: **ANTONINO AZZARELLI**

Address **27 QUEEN WALK
LONDON
UNITED KINGDOM
W5 1TP**

Amount Guaranteed **1**

Name: **ELISABETH SOPHIE CATHERINE AZZARELLI**

Address **27 QUEEN WALK
LONDON
UNITED KINGDOM
W5 1TP**

Amount Guaranteed **1**

Name: **CHRISTIAN FREIHERR VON DER ROPP**

Address **27 QUEEN WALK
LONDON
UNITED KINGDOM
W5 1TP**

Amount Guaranteed **1**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

ACCESS SPACE ALLIANCE LTD

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company.

Name of each subscriber

Authentication by each subscriber

Antonino Azzarelli

Elisabeth Sophie Catherine Azzarelli

Christian Freiherr Von Der Ropp

Date 14 March 2019

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
Of
ACCESS SPACE ALLIANCE LTD

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms

- (1) The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008), shall not apply to the Company.
- (2) In the articles, unless the context requires otherwise:
- | | |
|---------------------------|--|
| "the 2006 Act" | means the Companies Act 2006; |
| "articles" | means the Company's articles of association; |
| "bankruptcy" | includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy; |
| "chairman" | has the meaning given in article 12; |
| "chairman of the meeting" | has the meaning given in article 25; |
| "Companies Acts" | means the Companies Acts (as defined in section 2 of the Companies Act 2006, in so far as they apply to the Company); |
| "director" | means a director of the Company, and includes any person occupying the position of director, by whatever name called; |
| "document" | includes, unless otherwise specified, any document sent or supplied in electronic form; |
| "electronic form" | has the meaning given in section 1168 of the 2006 Act; |
| "member" | has the meaning given in section 112 of the 2006 Act; |
| "ordinary resolution" | has the meaning given in section 282 of the 2006 Act; |
| "participate" | in relation to a directors' meeting, has the meaning given in article 10; |
| "proxy notice" | has the meaning given in article 31; |
| "special resolution" | has the meaning given in section 283 of the 2006 Act; |
| "subsidiary" | has the meaning given in section 1159 of the 2006 Act; and |
| "writing" | means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise. |

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the 2006 Act as in force on the date when these articles become binding on the Company.

2 Liability of members

The liability of each member is limited to £1.00, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 2 DIRECTORS DIRECTORS' POWERS AND RESPONSIBILITIES

3 Directors' general authority

Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

4 Members' reserve power

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

5 Directors may delegate

- (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions; as they think fit.
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

6 Committees

- (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

7 Directors to take decisions collectively

- (1) The general rule about decision-making by directors is that any decision of the directors must be

either a majority decision at a meeting or a decision taken in accordance with article 8.

- (2) If:
- (a) The Company only has one director, and
 - (b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may, subject to articles 8(3) and 16 take decisions without regard to any other of the provisions of the articles relating to directors' decision-making.

8 Unanimous decisions

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

9 Calling a directors' meeting

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice.
- (2) Notice of any directors' meeting must indicate:
 - (a) Its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

10 Participation in directors' meetings

- (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - (a) The meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11 Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - (a) To appoint further directors, or;
 - (b) to call a general meeting so as to enable the members to appoint further directors.

12 Chairing of directors' meetings

- (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

13 Casting vote

- (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14 Conflicts of interest

- (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when:
 - (a) The Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes:
 - (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for shares or other securities of any of the Company's subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and

conclusive.

- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- (8) Where the number of non-conflicted directors is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a conflict as anticipated by the Companies Acts, the quorum shall be all the disinterested directors.
- (9) When all the directors of the Company are conflicted, the Company shall pass the conflict to the Company's members for approval by ordinary resolution.

15 Records of decisions to be kept

The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

16 Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

17 Methods of appointing directors

- (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:
 - (a) By ordinary resolution, or
 - (b) by a decision of the directors.
- (2) In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- (3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

18 Termination of director's appointment

A person ceases to be a director as soon as:

- (a) That person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

19 Directors' remuneration

- (1) Directors may undertake any services for the Company that the directors decide.

- (2) Directors are entitled to such remuneration as the directors determine:
 - (a) For their services to the Company as directors, and
 - (b) for any other service which they undertake for the Company.
- (3) Subject to the articles, a director's remuneration may:
 - (a) Take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

20 Directors' expenses

The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at-

- (a) meetings of directors or committees of directors;
 - (b) general meetings, or
 - (c) separate meetings of the holders of debentures of the Company;
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

PART 3 MEMBERS BECOMING AND CEASING TO BE A MEMBER

21 Applications for membership

No person shall become a member of the Company unless:

- (a) That person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

22 Termination of membership

- (1) A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

23 Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when:
 - (a) That person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

24 Quorum for general meetings

The quorum for a general meeting shall be determined according to section 318 of the 2006 Act and no business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

25 Chairing general meetings

- (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
 - (a) The directors present, or
 - (b) (if no directors are present), the meeting,must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

26 Attendance and speaking by directors and non-members

- (1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

27. Adjournment

- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - (a) The meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must:
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

28 Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded and acted upon in accordance with these articles and sections 321 and 322 of the 2006 Act.

29 Errors and disputes

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

30 Poll votes

- (1) A poll on a resolution may be demanded:
 - (a) In advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by:
 - (a) The chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if:
 - (a) The poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

31 Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - (a) States the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

- (4) Unless a proxy notice indicates otherwise, it must be treated as:
- (a) Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

32 Delivery of proxy notices

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

33 Amendments to resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4 ADMINISTRATIVE ARRANGEMENTS

34 Means of communication to be used

- (1) Anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- (2) Every notice convening a general meeting shall comply with the provisions of section 307 and 325 of the 2006 Act as to the length of notice required for the meeting and the giving of information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditor for the time being of the Company.

- (3) Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (4) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

35 Company seals

- (1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is:
 - (a) Any director of the Company;
 - (b) the Company secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

36 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

37 Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

38 Rules

- (1) The directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
 - (a) The admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Company in relation to one another, and to the Company's servants;
 - (c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.

- (2) The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

39 Profits not to be distributed

The income and property of the Company shall be applied solely towards the promotion of the Company's objects and activities and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company:

- (a) Of the usual professional charges for business done by any Director or member of the Company who is a solicitor, accountant or other person engaged in a profession when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration is under discussion;
- (b) of reasonable remuneration to any person holding office as an event or fund raising organiser or manager for work undertaken whilst holding that office, notwithstanding that he/she is a Director or member of the Company: Provided that any Director withdraws from any meeting whilst his/her remuneration is being discussed;
- (c) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director;
- (d) of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not above the published base lending rate of a clearing bank to be selected by the Directors;
- (e) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
- (f) of reasonable and proper rent for premises demised or let by any member of the Company or a Director;
- (g) to any Director of reasonable out-of-pocket expenses. Provided that no payment to a member or Director shall be effective unless passed at a quorate meeting of the Directors.

40 Dissolution

If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company or companies, society or societies (whether charitable or not) having activities similar to those of the Company at the time of dissolution which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by article 39 above, chosen by the members of the Company at or before the time of dissolution.

DIRECTORS' INDEMNITY AND INSURANCE

41 Indemnity

- (1) Subject to paragraph (2), a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:
 - (a) Any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act),
 - (c) any other liability incurred by that director as an officer of the Company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article:
 - (a) Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "relevant director" means any director or former director of the Company or an associated company.

42 Insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article:
 - (a) A "relevant director" means any director or former director of the Company or an associated company,
 - (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.



Annex 2 –Access Space Alliance Members

This is the list of the current members of the Access Space Alliance:

	Name	Country
1	AB5 Consulting	UK
2	ADA University	Azerbaijan
3	Agencia Espacial Mexicana	Mexico
4	Alén.Space	Spain
5	Archangel Lightworks Ltd	UK & US
6	Azzurra Telecom	UK
7	BHO Legal	Germany & Belgium
8	Catapult Satellite Applications	UK
9	Cicero & Friends	UK
10	City University of London	UK
11	Commercial Space Technologies Ltd	UK & Russia
12	CommStar Space Communications, LTD	UK
13	Dragonfly Aerospace	South Africa
14	Exotrail	France
15	Florida Institute of Technology	US
16	GP Advanced Projects	Italy
17	Groundspace	France
18	II-VI	US
19	KAUST	Saudi Arabia
20	Leaf Space	Italy
21	Miratlas	France
22	Momentus Inc.	US
23	Mynaric	US
24	Neom	Saudi Arabia
25	Novantel	Italy
26	NHS Guy's and St Thomas'	UK
27	ODYSSEUS SPACE	Luxembourg
28	Omnispace	US
29	Plus Ultra	Spain, Germany & Luxembourg
30	Precious Payload	UAE & US
31	Price Forbes & Partners Ltd	UK
32	QuadSat	Denmark
33	RF Microtech	Italy
34	RPC Telecommunications	UK

35	Sfera Technologies	Bulgaria
36	Shamoon College of Engineering	Israel
37	Space.tec partners	Germany & Belgium
38	St Helena Government	St Helena
39	Stellar Project	Italy
40	Surrey Satellite Technology Ltd	UK
41	Swedish Space Corporation	Sweden
42	ThrustMe	France
43	TOPTICA Photonics	Germany & US
44	UK Space Agency	UK
45	University of Birmingham	UK
46	University of Glasgow	UK
47	University of Manchester	UK
48	University of Nottingham	UK
49	Volante Global	Bermuda
50	Xona Space Systems	US & Canada

The Access Space Alliance also holds partnerships or memberships with the following entities:

BIF (Broadband India Forum)
EPIC (European Photonics Industry Consortium)
ITU-APT Foundation of India
SIA India (Satcom Industry Association India)
CEPT (European Conference of Postal and Telecommunications Administrations)
ITU (International Telecommunications Union – SME member)



Annex 3 –Access Space Alliance Organisation Document

Please find below information about the Access Space Alliance (ASA)'s organisation:

1 Background

The Access Space Alliance (ASA or the alliance) is organized as follows:

- **The Board** is the governing body of the alliance;
- **The Council** is the advising body of the Board, which overlooks at the activities of the Alliance;
- **The Committees** are working groups or discussion groups, preparing position papers or guidelines or standards as it may fit each committee; and
- **The Stakeholder Members of the Alliance or Stakeholder or SMOA.**

2. Purposes and Functions

The purposes of ASA include to:

- support the evolution and growth of the space sector, especially that of the small satellite sector;
- develop policy positions and technical standards;
- organise events, conferences, workshops, lectures and related activities in person, online or in any other format;
- provide related engineering, scientific, business/finance and/or legal/regulatory and/or consulting activities such as connecting companies, advising, advocating policies and guidelines, promoting the sector, researching, developing standards and processes;
- represent and, as may be appropriate, defend the interests of the Stakeholders Member of the Alliance.

The functions of ASA include:

- provide a platform where SMOA can contribute, manage, operate and create solutions for the space sector.
- provide expert advice by approved experts in fields relevant to the space sector.
- offer international representation platform at the International Telecommunications Union and other international bodies related to space, European, other regional bodies and relevant national agencies and regulators.

- developing positions, industry standards and guidelines for technology, processes, legal instruments, etc.
- representing SMOA at the Board, Council and Committee;
- holding specialised committees, workshops, lectures and at least one yearly conference.

3 Board of Directors

Composition. The Board of Directors (“Board”) shall be composed of the Directors.

Chairman. The Chairman of the Board shall be elected and preside as set out in the Articles of Association. The Chairman shall preside at all meetings of the Board of Directors and shall also attend the meetings of the Council.

Meetings of the Board. Meetings of the Board shall be held in accordance with the Articles of Association. The head of the Council, and others can be invited to the Board meeting as observers. Only the Board members can cast a vote, with the advice of other invited members.

Functions and Responsibilities. The Board of Directors shall oversee the activities of the alliance and provide direction to the Council and the committees. The Board shall appoint the Head of the Council. The Board shall establish the objectives and policies of the alliance. It shall set the budget, control all funds and/or properties of the alliance and have such other authority as provided in the Articles of Association and these Bylaws.

Operation. The procedure for calling of Board meetings shall be as set out in the Articles of Association. All Directors shall serve without compensation by the alliance. However, they can provide expert advice to the SMOA and can be paid for such advice through independent consultancy contracts. Directors can also be hired by the alliance in accordance with decisions taken by the Board.

4. Council

Function. The Council’s function is to advise the Board on the control and running the alliance’s activities.

Composition. The Council shall be composed of a Head Councillor or Head of Council and a number of Councillors which have several responsibilities. Board members can attend the Council meetings or be represented by one of the Board members and participate in the decision making where necessary.

Head Councillor (or Head of the Council). The Head Councillor shall be appointed by the Board and serve for a term of two years and can be re-elected (not necessarily consecutively) only for one additional year. The Head Councillor may be reappointed, after finishing its term (see a) above) by the Board in case the circumstance deemed it necessary. The Head Councillor shall declare any conflict of interest that there may exist (at the beginning of its investiture and then at any point in time thereafter when such conflicts may occur) to the Board and the Council. In cases where such

conflicts exist, the Head Councillor shall refrain to take any decisions and refrain from any discussions linked to such conflicts, and the responsibility of such activity shall be given to the Deputy Head Councillor. The Head Councillor shall serve without compensation by the alliance.

5. Councillors

Councillors or members of the Council shall be proposed by the Head Councillor and/or the Board members and appointed by the Board. All Councillors shall serve without compensation by the alliance. The Councillors can serve for a period up to two years and can stand for a re-election only once. The Board may allow the reassignment of the Councillors if necessary.

6. Committees

Appointment. The Council may establish such Committees as it deems necessary for the alliance to carry out its activities. The number of committees and sub-committees, as well as their terms of reference, will be established and validated by the Board of Committee, as and when such board is convened; usually once a year, or in extraordinary basis when a new committee is formed or terminated.

Structure. The Committee structure can be amended from time to time by the Council, and under the advice of the Head of Committees. The Head of Committees is also a member of the Council. Members of committees, and their Chairman, shall be proposed by the members of each committee and approved by the Head of Committees, unless otherwise provided in these Bylaws. All committee members, including the Head of Committees, shall serve without compensation by the alliance. In case of disagreement for the appointment of new committees and their Chairman, then the Head Councillor will have the final say on such appointments.

Head of Committees. The Chair of Committees is also the Councillor of Committees and he or she is appointed by the Board of Directors with the advice of the Head of the Council. The Chair of the Committees shall declare to the Board of Directors and the Council any conflict of interest that there may exist. In cases where such conflicts exist, the Chair of Committees shall refrain to take any decisions and refrain from any discussions linked to such conflicts, and the responsibility of such activity shall be given to the Deputy Chair of Committees. In case there is also a conflict with the Deputy Chair of Committees, the Head of the Council will be asked to decide on the matter. The Chair of the Committees shall serve without compensation by the alliance.

Committee meetings. Committee meetings will ordinarily be held once per month under the responsibility of the Head of the Board of Committees, but committee members may call for additional meetings, should they deem it necessary. Meetings may be held in-person, by telephone, or via video conference. Committee meetings shall be called by email, sent to all necessary participants, at a notice of not less than 10 days from the meeting. Rules can be changed from time to time.

7. Stakeholder Members of the Alliance

A stakeholder, or anyone on their behalf, may approach the Directors of the Board, or any Councillor, for nomination to appointment to become a Stakeholder Member of the Alliance. A nominated stakeholder, wishing to become a SMOA, shall be appointed by the Board of Directors, and upon recommendation and agreement of the Council.
