

# Consortium for Execution of Rendezvous and Servicing Operations (CONFERS)

## Articles of Collaboration

### Amendment 01

Date: 01/08/2020

**Executive Committee Action:** The following changes were proposed, discussed and subsequently approved by the CONFERS Executive Committee on 01/08/2020:

In accordance with the terms and conditions of the above referenced Articles, Amendment No. 01 hereby amends Articles of Collaboration to read as follows:

1. Amendment 01 notifies Members that the Membership Requirements paragraphs in Article 1 have been revised to read as indicated in bold strikethrough below:

The Parties agree that membership in the CONFERS shall be granted only to firms or institutions that:

- a) Have ~~valuable~~ insight into on-orbit servicing and will contribute their respective talents and resources to the CONFERS for activities such as periodic meeting attendance, committee and subcommittee participation, and other consultation and/or services as may be appropriate;
- b) Are not more than 50% owned/controlled by their respective government; and
- c) For U.S. companies, are not suspended or debarred from contracting with or receiving funds from the United States Government.

During the period of time when CONFERS is receiving funding from the U.S. Government, the CM will notify the Government of the addition or deletion of Members quarterly and upon request.

In addition, the CM will make appropriate filings under the National Cooperative Research and Production Act.

2. Amendment 01 notifies Members that the Membership Dues paragraphs in Article 1 have been revised to read as indicated in bold and strikethrough below:

The Executive Committee will develop and approve a dues structure commensurate with the activities and responsibilities required to achieve the goals of the Consortium. The intent of CONFERS will be to begin collecting dues as soon as practical, but no later than July 2019. Dues will be set for subsequent years by recommendation from the Executive Committee, no later than 60 days prior to the end of the year. Members also may be asked to provide non-monetary contributions, such as hosting meetings or providing subject matter expertise, during the course of Consortium activities.

**For the period of January 2020- December 2020**, Members will ~~begin~~ paying annual dues ~~by July 2019~~ in the amounts listed as follows: **\$2,500** for Sustaining Member, **\$1,000** for Contributing Member, and **\$500** for Observer.

Dues will be set for subsequent years by recommendation of the Executive Committee **and written notification to members no later than 60 days prior to the end of the year**. Members will pay non-refundable dues annually beginning 1 January ~~in the amounts listed in the approved and updated AOC of each year~~. New Members will pay pro-rated dues payable upon initial acceptance of membership and then annual dues thereafter. Using the pro-rated dues structure, based upon the date of initial application acceptance, Members joining after 1 July ~~2020~~ will pay 50% of the membership fee.

3. Amendment 01 notifies Members that the Executive Committee Quorum, Voting and Proxy Protocol paragraphs in Article 2 have been revised to read as indicated in bold italics below:

The Executive Committee may conduct business at all meetings where **a quorum is achieved. A quorum is defined as five (5) or more of the nine (9) members are present, providing at least four (4) of the seven (7) elected members are present.**

The Executive Committee shall dispose of business issues presented to it by a vote of all Executive Committee members present at the meeting where the issues are presented and discussed. Only those individuals actually present at the meeting may vote. Executive Committee meetings may be conducted by conference call, and voting shall be accomplished only by those members participating on the conference call. Voting on all issues presented to the Executive Committee for decision shall be deemed

approved by a simple majority of all Executive Committee members participating in the vote. **For voting on new members, e-mail voting is acceptable as long as the following protocols are followed: 1) To be part of a meeting, it must be sent to all executive committee members. 2) For a vote to be valid in the context of an e-mail meeting, a quorum of ballots must be returned.** The Executive Committee shall have the authority to approve the following actions:

- a) Approve draft standards forwarded to the Executive Committee by the CONFERS sustaining and contributing Members;
- b) Approve admission of new Members to the Consortium;
- c) Approve the creation and dissolution of committees to assist the Consortium in conducting its business affairs; and
- d) Approve annual program plan for funding.

The Executive Committee may choose to require a super-majority vote to approve certain business issues presented to it for decision. For CONFERS, a super-majority is defined as 2/3 of the voting body. Those issues requiring a super-majority vote to approve shall be identified in advance of the meeting at which such vote will be conducted. Such issues may include, but will not be limited to:

- a) Revising the Articles of Collaboration; and
- b) Delegating authority of Executive Committee to the Chair of the Executive Committee.

Should a member of the Executive Committee be unavailable to participate in a scheduled Executive Committee meeting or conference call, that member may designate an individual from his or her organization to serve as that member’s proxy for the meeting. Executive Committee members who wish to be represented by a proxy must inform the Chair and CM 24 hours in advance of the scheduled meeting regarding the need for a proxy.

- 4. Except as provided herein, all terms and conditions of the referenced Articles of Collaboration and preceding modifications remain unchanged and in full force and effect.

Consortium Member is required to sign this Amendment and return it to ATI finalize this action.

**Consortium Member**

Name: \_\_\_\_\_ (Member Organization Name)

By: \_\_\_\_\_ (Member Organization Representative)

Title: \_\_\_\_\_ (Representative’s Title)

Signature: \_\_\_\_\_

Date: \_\_\_\_\_