



Articles of Incorporation

Article 1 Nature of this Document

Section01 This Organization was originally certified on the 3rd September 2002 in the State of Alabama, USA pursuant to the Alabama Nonprofit Corporation Act and retains its identity with that same Organisation.

Section02 The name of this nonprofit organization shall be "The Immortality Institute" or "Immortality Institute", or "Immlnst", or "Longecity" or "Longe City" or any similar spelling or any one these words in connection with an internet sub-level domain name that is registered on behalf of the Organisation.

Section03 the Organisation may operate specific aspects of activity under other names as agreed by a majority of sitting Directors. The alternative name(s) and their associated remit of subsidiary activities shall be listed in the Bylaws.

Article 2 Mission

Section01 The mission of the Organisation is to conquer the blight of involuntary death.

Section02 To advance the mission, the Organisation aims to provide, among other things:

- (a) a forum for the exchange of information and views;
- (b) a repository of relevant information;
- (c) an electronic infrastructure to support community projects and initiatives;
- (d) targeted funding for relevant community initiatives and projects.

Section03 The Organisation may adopt any further descriptions and announcements and other statements of its aims, aspirations, activities, policies, and positions as authorised by the Board or made by an authorised Officer. Where such statements are to be considered as prominent or important or to referred to on a regular basis, the statement shall be incorporated in the Bylaws.

Section04 The Organisation shall operate on a not-for profit basis, organized exclusively for charitable, educational, and scientific purposes as may qualify it as exempt from federal income tax under applicable sections of the Internal Revenue Code (1986), as amended, or corresponding section(s) of any future federal tax code.

Article 3 Registered Address

Section01 The Organisation shall have the power and right to establish and maintain offices and to engage in activity at any other place or places within or outside the State it is incorporated in.

Section02 The current seat and registered address of the Organisation is c/o Shepard 999 Pleasant Ave Auburn, Alabama 36832, USA

Article 4 Internal Regulation

Section01 Provisions for the regulation and management of the affairs of the Organisation shall be set out in its Constitution, which consists of the Articles of Incorporation and the Bylaws.

Section02 The operation of the organisation shall be governed by Bylaws. The Bylaws may be amended or repealed, in whole or in part, in the manner provided therein.

Section03 References to specific terms in this Constitution shall be to the definition associated with that term therein. These specific terms shall be capitalised.

Section04 References to specific dates in this Constitution shall be to Greenwich Mean Time. References to days as duration shall mean a 24hr period.



Articles of Incorporation

Article 5 Board of Directors

Section01 The Organisation shall be governed by a Board of Directors (the Board) comprised of no fewer than three persons.

Section02 All corporate powers shall be exercised by or under authority of the Board, and the business and affairs of the Organisation shall be managed under the direction of the Board.

Section03 Directors shall be natural persons. The Bylaws may prescribe other qualifications for Directors and the manner of their appointment and dismissal.

Section04 The Directors shall not, as such, be liable for obligations of the Corporation.

Section05 The Board may delegate decisions regarding action, communication, policy, expenditures, and other matters relating to the affairs of the Organisation to appointed Officers or to designated individuals on a temporary basis.

Article 6 Membership

Section01 The Organisation may have one or more classes of Members, the designation of such class or classes, the manner of election or appointment and the qualifications and rights of the Members of each class shall be set forth in the Bylaws.

Section02 Members of the Organisation shall not, as such, be liable for obligations of the Organisation.

Article 7 Duration and Dissolution

Section01 The duration of the Organisation shall be perpetual.

Section02 The Organisation shall not dissolve, disband, discontinue its activities, deplete the entirety of its assets or suspend this Constitution except as provided in this Article.

Section03 The Organisation shall disband

- (a) when the Mission has been fulfilled as decreed by a unanimous decision of the Board and an additional affirmative Referendum (as described in the Bylaws) or
- (b) when it can no longer pursue its mission effectively as decreed by a unanimous decision of the Board and an additional affirmative Referendum or
- (c) when the number of active Directors has been below 3 for more than 150 consecutive days.

Section04 In the event of the dissolution of the Organisation, any assets remaining shall be disposed of by the Board of Directors, exclusively for the purpose of fostering its mission in accordance with law to one or more organizations (including, without limitation, organs of federal, state or local government) engaged in activities substantially similar to those of the Organisation.

Section05 The provisions of Title 10, Chapter 3A, and Article 7 of the Code of Alabama as amended, or any superseding provisions on the dissolution of non-profit organisations shall apply.

Article 8 Transitional arrangements

Section01 This version of the Articles of Incorporation comes into force on January 8th 2011, 00:08 GMT or as soon as possible thereafter.

Section02 The Persons listed in an appendix to these Articles shall continue to be recognised as Directors of the Organisation until such time as they are replaced in accordance with this Constitution.

Section03 The Persons listed in an appendix to these Articles shall continue to be recognised as Officers of the Organisation until such time as they are replaced in accordance with this Constitution.

Section04 Decisions, votes and agreements made in accordance with the previous Constitution shall not be invalidated by the adoption of the revised Articles of Incorporation, unless these former decisions, votes and agreements endure and are now in conflict with the new revised version in which case they shall be considered void wherever possible in law.



Appendix

In accordance with Article 8, Section 02, from January 8th 2010 the following named individuals shall continue to serve as Directors of the Organization.

- Sven Bulterijs, Ninove, Belgium
- Jeremy Shepard, Auburn, Alabama, USA
- Eric Schulke, Stevens Point, Wisconsin, USA
- Shannon S. C. Vyff, Lubbock TX
- Sebastian C. Sethe, Newcastle, United Kingdom (Chairman of the Board)

In accordance with Article 8, Section 02, and in accordance with Bylaw C Article 3, Section 01 (b), from January 8th 2010 the following above named individuals shall continue to serve as officers or act in stead of Lead Officers of the Organization.

- Chairman of the Board: Sebastian C. Sethe
- President – Sebastian C. Sethe
- Treasurer – Jeremy Shepard,
- Secretary – Shannon S. C. Vyff,
- Team Coordinator – Eric Schulke
- Lead Engineer – Sebastian C. Sethe
- Lead Editor – Sebastian C. Sethe
- Lead Moderator – Sven Bulterijs

Appendix ends here.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

Bylaw A. User Agreement

Article 1 The following shall be the letter of the agreement that all visitors, Members and their guests will be asked to abide by when interacting with the Organisation website:

Please read this Agreement carefully before accessing the Site.

Section01 The Nature of this Agreement

- (a) The following are the terms and conditions (the "Agreement") offered to any person ("you") for access and use (including but not limited to forum user registration) of the Immortality Institute (the Organisation) web site and all affiliated web sites (the "Site"). The Agreement is the basis for using and interacting with the Organisation website. By accessing the Site, you agree to abide by this Agreement.
- (b) Access to the Site is a privilege and not a right. If you do not agree with this Agreement, or have no intention to follow the rules outlined herein, you may not use the Site. If you have any reason to interact with a representative of the Organisation, but you do not wish to follow these rules, please email support@imminst.org
- (c) The information in this document is subject to change. These changes will be announced on the Site, but you must also agree to periodically review this document for changes. After eight (8) days of any change in the Rules, your continued use of the Site indicates your acceptance of any changes made.

Section02 Account registration

- (a) Only natural persons aged 16 or above may register an account.
- (b) Each natural person may hold one single account. Registering with multiple accounts is not allowed unless specific permission is given by the Organisation.
- (c) You may not use the account of another person unless such use is inadvertent and infrequent (e.g. using a family members login from the same computer not noticing that the person forgot to log out).
- (d) Persons whose accounts have been suspended, deleted or blocked by the Organisation may never register another account unless specific permission is given by the Organisation.
- (e) Users are free to choose any alias for an account as long as the alias is not offensive and as long as there is no risk that the username may be confused with a natural person, entity, initiative or endeavour that the person using the account is not authorised to represent. Final decisions on the acceptability of any user alias are made by the Secretary.
- (f) A Member who has been suspended or banned from the Site is not considered in good standing. A person who has been suspended or banned from the Site may not apply to become a Member.
- (g) Accounts may be suspended, deleted, or changed by the Organisation for a variety of reasons including but not limited to a violation of this User Agreement. If you are unsure why your account is inaccessible you can email support@imminst.org. You must not register a new account the without express permission from the Secretary.
- (h) When an account has been suspended, Members will be notified within 8 days of suspension and may appeal to the Secretary within 8 days after receiving such notification. If no agreement can be reached with the Secretary, the Member may appeal the case to the Board. There is no right to appeal for users or other individuals who are not Members.

Section03 Content

- (a) the Organisation provides an open platform for registered users to share text, video, audio, programmes, scripts, files, hyperlinks and other material on the Site ("Content") as long as such sharing is lawful and not in contravention of this Agreement. However, the Organisation does not undertake to scrutinise, evaluate, test or verify any Content prior to it being shared on the Site.
- (b) Content from the Site may be downloaded solely for your own non-commercial use.
- (c) You understand that by using the Site, you may be exposed to Content that you may deem offensive, indecent or objectionable.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

- (d) The Organisation does not control the Content contributed by users and, consequently, provides no guarantee as to the correctness, integrity or fitness of such Content.
- (e) Content are the responsibility of the person from whom such Content originated. You agree that you and not the Organisation, are entirely responsible for all Content that you upload, post, email, link, transmit or otherwise make available via the Site.
- (f) When contributing Content, you agree that this Content may be edited or deleted or rendered to display in a different manner at the discretion of the Organisation.
- (g) When contributing Content, you agree that you will not subsequently demand that this Content be edited or deleted or rendered to display in a different manner.
- (h) The Organisation will not use Content you contribute for commercial gain without your express permission, but cannot warrant or guarantee in any way that others who you decide to share the Content with might not use it for commercial activities.
- (i) The Organisation cannot be held responsible for any Content that has been contributed through its open platform. The Organisation will not react to requests to verify, redact, edit, delete or obfuscate any Content.

Section04 Intellectual Property & Privacy

- (a) By contributing Content you agree that you shall have no recourse against the Organisation for any alleged or actual infringement or misappropriation of any proprietary right in relation to the Content that you have contributed.
- (b) By contributing your own original Content you agree to make this Content available in perpetuity under a Creative Commons Attribution-Non-Commercial-No Derivative Works 3.0 United States License. <http://creativecommons.org/licenses/by-nc-nd/3.0/us/> unless you give express notification to the contrary at the same time that you contribute the Content.
- (c) The Organisation will not share private data with third parties without your consent, however the Organisation may use the information it obtains as a result of your visiting and/or registering with the Site for the purpose of enforcing this Agreement or in order to save a life or prevent unlawful activity.
- (d) The Organisation is not responsible if you decide to post or share private information about yourself or others on the forum. The Organisation will not normally redact, remove or alter such data if you subsequently change your mind.

Section05 Limitation of Liability

- (a) In no event will the Organisation be liable for consequential or incidental damages which may arise in connection with your use of the Site. Accordingly, you agree that the Organisation shall not be responsible to you or anyone else for any loss-of-profit, direct, indirect, incidental, special, or consequential damages arising out of the use of the site.
- (b) You acknowledge that the limitations set forth herein are integral to the amount of consideration levied in connection with the access and use of the Site and any services rendered hereunder and that, were the Organisation to assume any further liability other than as set forth herein, such consideration would of necessity be set substantially higher.
- (c) You agree to defend, indemnify and hold the Organisation and its officers, directors, agents, and employees harmless against all costs, expenses, and losses, incurred from any violation of this Agreement (including negligent or wrongful conduct) by your use and access of the Site.
- (d) The Organisation provides the Site and associated information "as is" and does not make any direct or indirect express or implied warranties.
- (e) The Organisation does not verify the credentials of anyone contributing Content to the site and does not endorse any Content that is contributed as advice. Anyone providing advice and guidance on or in association with the site is doing this strictly in a personal capacity, whether or not this person has an official role with the Organisation, unless the advice is specifically, expressly and in each instance authorised by a Director. Users are reminded that 'Advisors' are advising the Board on policy. This does not constitute an endorsement by the Organisation of that Advisors' communications with others.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

Section06 Basic Prohibitions

- (a) The following activities are strictly prohibited and may lead to immediate suspension or deletion of the account, court action and notification of law enforcement officials.
- (b) Violating any applicable local, state, national or international law;
- (c) Personal threats to anybody, whether or not that person is using the Site
- (d) Misrepresenting yourself as a person who you are not.
- (e) Representing yourself as affiliated with an organisation without due authorisation.
- (f) Contributing Content that contains a virus, any type of malware or corrupted data;
- (g) Interacting with the Site in such a way as to seriously impair the functioning or usability of the Site including but not limited to excessive contribution of irrelevant Content;
- (h) Display the contents of the Site on a different web site without permission.
- (i) Violate the Site's security including but not limited to accessing unauthorized data or logging into an account or attempt to log into an account for which you do not have authorization, scan or test for hardware or software vulnerabilities, perform a denial of service attack, attempt to spread a virus or malware, or falsify TCP/IP information.
- (j) Contributing any solicitation including but not limited to advertising, promotional materials, junk mail, spam, chain letters, pyramid schemes (also see section 8 below)

Section07 Content related to health

- (a) Any and all advice and/or opinion provided is strictly personal and never endorsed by the Organisation, nor should it be construed to be the official policy of the Organisation to provide health advice.
- (b) You must seek professional medical advice prior to embarking on any course or treatment associated with any Content on the Site.
- (c) You must determine what government regulations exist associated with the procurement and use of restricted substances such that they do not contravene any laws in your country.
- (d) All Information on the Forums, including those associated with health, sciences fora are provided as an area for the open exchange of anecdotal experience and information, not as a professional source of advice.

Section08 Advertising, promotions and commercial activity

- (a) Organisations or individuals seeking to advertise on the Site must first apply to the Organisation for such approval.
- (b) Advertising is any Content (including private messages) that draws attention to, solicits, endorses, offers for sale, links to, critiques or otherwise relates to goods or services where one of the parties involved in initiating such Content or one of their associates stands to benefit from financial transactions that may results from such Content.
- (c) We do not support surreptitious advertising where users who may have a financial stake in such matters contribute Content simply to increase product desirability or brand awareness. Such Content will be censored on the basis of suspicion alone. On occasion, 'innocent' Content may inadvertently be subjected to such censure. Users should be aware of this and are kindly asked to refrain from protest in these cases, as the common aim is to increase the quality of Content on the Site.
- (d) Even if a promotion has been agreed by the Site, this does not imply, and no-one must imply that this constitutes an official endorsement by the Site of the promotion, the organisation and individual conducting the promotion or the promoted products or procedures.
- (e) Users must not use the Site for initiating or conducting commercial transactions, whether in private messages or by using contact details displayed on the Site unless expressly authorised by the Site.

Section09 Rewards

- (a) Users may be enrolled automatically in a system that rewards certain contributions (see Bylaw E section 4).
- (b) Such rewards are bestowed according to the whim of the Organisation. The system by which contributions are valued may apply differently to different users or ant different times.
- (c) No user is entitled to any reward whatever the merit of their contribution.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

- (d) Rewards are never to be considered compensation or consideration for certain activities.
- (e) Activities aimed at achieving a reward or recognition that are eligible to undermine the spirit of the rewards system, are prohibited and may lead to immediate account suspension. Such activities include, but are not limited to: 'gaming' the system without regard to its underlying objectives; agreements with other users to 'push' each other; posting sub-standard content to receive reward points; exploiting loopholes in the automated rewards system; putting pressure on any user to award reward points.

Section10 Posting Guidelines

- (a) Users must agree to consider the posting guidelines as specified in Article 2. Adherence to these guidelines is monitored by Moderators, Directors and other designated Officers.
- (b) Violation of a guideline will incur a warning. Repeat violation on more than three separate occasions will result in a time-limited suspension of the user account ranging from eight days to eight years.
- (c) Disputes regarding the enforcement of posting guidelines should be taken up, in the first instance, with the Moderator who has issued the warning. If no resolution can be found in dialogue, the dispute can be notified to the Lead Moderator. Warnings issued by the Lead Moderator can be disputed with the Secretary. Users who have an open dispute with a Moderator cannot be warned again by the same Moderator – but the Moderator in question may still report questionable posts by that user.
- (d) The Site has reserved a forum for the expression of free speech known as the William O'Rights Memorial Forum. The Site will not restrict Content in this forum even if it violates the posting guidelines as long as such Content does not violate the other provisions in this Agreement. This is a forum where users can engage in 'flame wars', ensure that posts are not interfered with by a Moderator, or complain about the Site without threat of censure.

Article 2 Posting Guidelines:

Section01 A-- General tone of conversations

- (a) A.1-- Be polite. That does not mean that you cannot try to destroy another's argument utterly but never lose your tone or your temper while doing so. Also under no circumstances should you employ personal judgments or remarks about people themselves rather than their arguments. Aside from the fact that such judgments are more often than not ill founded, they drag down the overall quality of the discussion as well as costing time and space.
- (b) A.2-- Some words are generally considered offensive terms, in polite conversation such as "fuck", "shit", "faggot" or "nigger". Causing offence rarely if ever helps to elevate the quality of a discussion. Generally, use of such words will result in a warning or ban, but discretion may be exercised depending on the context.

Section02 B-- General writing style

- (a) B.1-- Do not write excessive amounts of text. Be concise! No one has the time or the inclination to plough through a pile of superfluous rhetoric in order to discover your main points. If you really feel that you have to write an essay, then write a summary at the end as every considerate essay-writer would do.
- (b) B.2-- While every caution is advised about over-using the forums design tools, please by all means DO use them, if this helps to make the text more accessible.

Section03 C-- Starting a new topic

- (a) C.1-- Before starting a new topic please consider if the topic is informative, or will stimulate an interesting discourse.
- (b) C.2-- Please check if the issue has been discussed before on the Site (It is not important to be a 100% sure about this – the Organisation forums are quite large and old. But please make a quick search, especially if you have not been with the community for long. Sometimes, it may make sense to open a new topic anyway, but would be great if you could reference previous discussions.)
- (c) C.3-- Please think about a good title. (This is very important. Please spend some time on considering the title. Titles like "A Question", "Hello" or "Life Extension" may lead to an otherwise interesting topic being deleted. Challenging titles may draw a lot of visitors will still



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

incur a warning if they are not informative. Give full titles. "Vitamin E" is a bad title, "Vitamin E harmful?" is not as good as "Risk of Vitamin E supplements in Cancer".)

- (d) C.4-- Is it a privileged topic? (Members can create new topics over which they, as threadstarter have editorial control. This is to empower members who are willing to put in a bit of work to maximise the quality and values of a discussion thread. Other contributors must be alerted to the threadstarters intention in the first post, but cannot subsequently complain if their posts are edited.

Section04 D-- Replying to topics:

- (a) D.1-- Please ask yourself "Does my reply offer a significant contribution?"
- (b) D.2-- It is critical that you try to keep follow-up posts on topic. Avoid going off on a different tangent. If it occurs to you that this might be another thread, open a new thread and put a link to it in the old one. The last word about relevance stays with the Moderators or the threadstarter.
- (c) D.3-- As an extension of the previous point, do not derail a topic with fundamental critique even if you think that this would be desirable. In particular do not question the necessity of a certain life-extension technique by referring to another method that seems more relevant to you. (Two examples: do not answer a question about the capacity of artificial intelligence to value human emotion correctly by stating that the 'Singularity' is a bunch of nonsense anyway; Do not intrude on an exchange about the bioavailability of resveratrol by stating that you don't care because you are signed up for cryonics)
- (d) D.4-- Refrain from posting personal information unless it is inherently necessary to elaborate your views or position.
- (e) D.5-- There is usually no benefit for people in reading that you agree unless you give an explanation to go with it.
- (f) D.6-- You do not have to be an expert on the subject matter, but if you feel that you really don't know enough about the subject, then ask informed questions before stepping into the ring for debate. If someone posts a link or uploads an article- read it before you go on. Also read the posts of your predecessors and be aware of related discussions elsewhere

Section05 E-- Posting images:

- (a) E.1-- You are welcome to post your own images and drawings when they are relevant to sharing knowledge. Irrelevant or excessive posting of images, including emoticons (smiles) often diminishes quality of the Content and will likely incur a warning.
- (b) E.2-- Showing images to illustrate a point or make a humorous quip is popular with some posters, but please consider if such posts could derail a discussion or create issues around copyright infringement.
- (c) E.3-- Please be considerate about causing embarrassment when sharing images. As a rule of thumb, if you would be uncomfortable viewing it at work, do not post it.
- (d) E.4-- Avatars: we encourage users to use a small portrait (passport-type) photograph as 'Avatar' of themselves, but this is not a requirement. However, the use of other peoples photographs or organisational logos as Avatar is not normally allowed.

Section06 F-- Quotes and references

- (a) F.1-- When replying to a previous post by quoting it, only quote precisely enough text as is necessary to understand your reply. Using the "reply" function in the forums will quote the entire post that you are replying to. Do not use this feature without due consideration.
- (b) F.2-- If you quote, reference the quote properly, but only quote the important bits. (It is customary to put alterations to a quote in square brackets and indicate left-out bits by putting "...") Do not quote whole articles, rather give a link or upload them. If you have to quote a substantial passage, then indicate the important passages that you want to draw attention too.
- (c) F.3-- The use of references is strongly encouraged. Such references should contain enough information to find the relevant source with one or two mouse clicks. When using a link, please remember that the hypertext url may be specific to your own access and useless to others.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

Bylaw B. Membership

Article 1 Membership

Section01 Only one membership may be held by any single private individual.

Section02 Membership is granted at the discretion of the Secretary acting on behalf of the Board.

Article 2 Membership Donations

Section01 Donations marked 'membership' are considered membership applications.

Section02 Membership donations of or exceeding \$5 USD in a single transaction will grant the donating private individual membership status for 30 days from the completion of the transaction.

Section03 Membership donations of or exceeding \$50 USD in a single transaction will grant the donating private individual membership status for a year from the completion of the transaction.

Section04 Membership donations of or exceeding \$25 USD in a single transaction will grant the donating private individual membership status for a year from the completion of the transaction, where the individual is in financial circumstances meriting special consideration, such as pensioner, student or unemployed. Whether or not this is the case will be determined by a designated Officer.

Section05 Membership donations of or exceeding \$500 USD in a single transaction will grant the donating private individual Membership for life.

Section06 Membership donations are non-refundable under any circumstances.

Article 3 Denial and revocation of membership

Section01 All Members can cancel their membership by giving written notice to the Secretary.

Section02 The Secretary may deny any membership application if that persons membership

- (a) would bring the Organisation into disrepute,
- (b) cannot be expected to contribute positively to the achievement of the Organisations mission.
- (c) is not supported by a membership donation

Section03 The Secretary can cancel or revoke any membership if

- (a) authorised by a vote of a majority of sitting Directors or
- (b) if a person's membership status is no longer supported by a membership donation

Section04 Decisions by the Secretary can be appealed to the Management Committee and subsequently the Board in accordance with normal procedures.

Section05 Individuals whose membership status has been revoked or denied will not have membership status while the appeal is pending, but must be permitted one appeal hearing by the Board which shall be conducted within 14 days of revocation or denial.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

Bylaw C. Leadership

Article 1 All Leadership

Section01 the Organisation Leadership consists of

- (a) Directors,
- (b) Lead Officers
- (c) Officers
- (d) Guardians

Section02 Personal Details

- (a) All Leaders must identify themselves by name and current address upon request from an Lead Officer or the Board,
- (b) All Leaders must consent to such detail being held on file by the organisation for a period not less than ten years.

Section03 Pledge

All Leaders must sign, agree to, and abide by the following pledge:

- (a) I agree to abide by the principles and rules set out in the Constitution
- (b) I understand that Imminst is represented only by Directors and persons specifically nominated by the Board.
- (c) I understand that I am offering assistance to Imminst only to the degree that I am comfortable with. I will not engage in activities that I do not have the desire, time or technical expertise to pursue.
- (d) I will notify Imminst when I plan to cease participation for a period of more than 30 days.
- (e) I understand that I may be trusted with sensitive data, dissemination or mishandling of which could cause harm to Imminst, its members, its affiliates or others. This data may include, but it not limited to:
 - 1) personal identifiable information, including data such as names, dates of birth, addresses, contact detail and
 - 2) technically sensitive information, including data such as passwords, software, scripts and codes and
 - 3) financially sensitive information, including data such as bank details or details of financial transactions, and
 - 4) other confidential information, including data that has not obviously been intended for publication to an undefined readership, personal communications, communications with restricted access
 - 5) and any other information which can reasonably be considered sensitive, personal, confidential or otherwise privileged.
- (f) I promise not to communicate, view, store, transfer, alter, delete, copy, convert, disseminate or otherwise engage with such sensitive information unless it is absolutely required.
- (g) I confirm that I will immediately inform the Board if I become aware of any potential or actual conflict between my interests and those of Imminst.
- (h) I will not either directly or indirectly, receive or accept for my own benefit or the benefit of any person or entity other than Imminst any gratuity, emolument, or payment of any kind from any person or entity other than Imminst in relation to my activities for Imminst
- (i) I understand that Imminst will not lay claim to any intellectual property which I develop hereunder. I will grant Imminst a free, nonexclusive, non-transferable license to any intellectual property which I develop hereunder.
- (j) I understand that either myself or Imminst can terminate this agreement at any time in writing.
- (k) I promise that at the time this agreement terminates, I will deliver to Imminst any and all documents or any other copies of information or material connected with his agreement and I will destroy or delete any copies of such material at the request of Imminst.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

Section04 Inactivity

- (a) A person in Leadership shall be considered active unless that person is on pre-announced leave for a specified time not exceeding 30 days.
- (b) Notification of inactivity
 - 1) If the activity of a member of Leadership is in doubt, the President or any Director may write to that person using the last recorded email address for that person with a formal Request for Confirmation of Activity (RCA).
 - 2) An RCA shall be made known to all Members on the same day it is send out.
 - 3) No more than one RCA may be issued to the same member of Leadership within a period of 40 days.
 - 4) If a member of Leadership does not confirm activity by making a formal reply by email within 14 days of a RCA being send out to that Leader, that Leaders status shall be recorded as inactive.
- (c) An inactive Leaders status can be restored to active by the Board.
- (d) An inactive Leader can be removed from post by the Chair, or in case the Chair is inactive by any Director.

Section05 Multiple Offices

Any two or more Leadership positions may be held by the same person, except

- (a) The President and the Secretary may not be the same person

Article 2 Directors

Section01 Election

- (a) Directors are elected by Referendum according to the special conditions set out in this section.
- (b) Only Individuals who have been Members for more than 8 months may stand as candidate for Director election.
- (c) A candidate can declare a candidature in writing to the Chair during the first 8 days of one of the followings months: January, March, June, September (timezone:GMT).
- (d) The candidate may identify, at the time of announcing the candidature, whether the candidate wishes to replace a particular member of the Board.
- (e) Within 56 hours of announcing candidature, a candidate must be endorsed by 8 Members or 1/10 of all membership (whichever number is smaller), or the candidature will be void on this occasion.
- (f) Where a candidature is valid according to the preceding conditions the Chair must initiate a Referendum to determine the candidates' election to Director to be concluded within the month that the candidature was announced in (timezone:GMT).
- (g) A candidate who has been unsuccessful in a Director election cannot stand for Director election again until 6 months have passed.

Section02 Duties

- (a) The Board of Directors shall be a committee to conduct all affairs of the Organisation not otherwise specifically provided for in the Constitution.
- (b) Directors are expected to vote (or vote abstain) on every motion before the Board.
- (c) Directors shall elect a chairperson (the Chair) amongst themselves.
- (d) Directors are expected to attend, inter alia to the following matters:
 - 1) Appointing Officers and Lead Officers
 - 2) Fulfil the duties of Lead Officers where no Lead Officer has been appointed.
 - 3) Reviewing reports from all Lead Officers
 - 4) The drafting, agreement and monitoring of a Budget
 - 5) Reviewing appeals by Members and other individuals as described in this Constitution
 - 6) Represent the Organisation in an official capacity including to regulatory and law enforcement authorities, media, contractors and other partners and the public

Section03 Number of Directors

- (a) There may not be more than 7 Directors in post at any time
- (b) There may not be less than 3 Directors in post at any time



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

Section04 Caretaker Board

- (a) If at any time the number of active Directors falls below 3, the remaining Board; or, if there is no one remaining on the Board, any Guardian shall arrange for a Referendum to elect the requisite number of persons to Directorship to bring the number of active Directors to exactly 3.
- (b) If there are less than 3 persons serving on the Board for a period of more than 150 consecutive days, the Council of Guardians shall assume the role of a caretaker Board with the sole task of disbanding the Organisation.

Article 3 Lead Officers

Section01 Lead officers roles

- (a) The Organisation recognizes the following Lead Officers:
 - 1) the President shall act as the chief executive officer
 - 2) the Secretary shall manage membership affairs
 - 3) the Treasurer shall manage financial affairs
 - 4) the Team Coordinator shall oversee various volunteer activities
 - 5) the Lead Editor shall serve as an Editor and oversee the Editors
 - 6) the Lead Moderator shall serve as a Moderator and shall oversee the Moderators
 - 7) the Lead Engineer shall serve as a Engineer and oversee the Engineers
- (b) where a Lead Officer has not been appointed, the Board shall designate one of their number to act in stead of a Lead Officer until such time that a Lead Officer has been appointed and agreed to commence performance of that role. An up-to date register shall be kept at all times detailing which Director acts in stead of a Lead Officer.
- (c) All Lead officers shall submit a report of their activities to the Board on a regular basis as agreed with the Chairperson, but at least once every 6 months.

Section02 Appointment and dismissal

- (a) Lead Officers are appointed according to the special conditions set out in this section.
- (b) To initiate the appointment procedure, the Board shall approve a single draft agreement in a Board vote and issue a call for applications to all Members or more widely.
- (c) The call for applications shall remain open for no less than 21 days.
- (d) Only individuals who have been Members for more than 8 months may stand as candidate for election to Lead Officer.
- (e) At the close of the call, the Board shall review all applications and shall
 - 1) If one candidate has applied, decide on appointing that candidate or not within 14 days
 - 2) If more than one candidate has applied, draw up a shortlist of not fewer than 2 candidates within 14 days and initiate a Referendum to decide which one candidate on that shortlist, or no candidate shall be appointed.
- (f) Lead Officers are dismissed by the Board or in a Referendum. A motion to dismiss a Lead Officer must specify a Board Member as an interim successor in accordance with Art.3 Sec.01(b).

Section03 President

- (a) The President, except where otherwise directed by the Board, is the chief executive officer of the Organisation.
- (b) The Board of Directors may authorize the President to sign contracts on behalf of and binding The Organisation, and may at any time, withdraw or terminate such authorization once given.

Section04 Treasurer

- (a) The Treasurer shall have the care and custody of all the funds and securities of The Organisation shall deposit the same in the name of The Organisation in such bank or trust as the Board may select.
- (b) The Treasurer shall sign all cheques, drafts, notes and orders for the payment of money and shall pay out and dispose of the same when, as, and if authorized to do so by the Board
- (c) The Treasurer shall keep full and accurate accounts of receipts and disbursements.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

- (d) The Treasurer shall render to the President and Directors whenever they may require a current account of all financial transactions and of the financial condition of the Organisation within 5 days of being requested to do so.

Section05 Secretary

- (a) The Secretary shall have the care and custody of membership records.
- (b) The Secretary shall determine membership matters.
- (c) The Secretary shall keep a current record of all members and guardians
- (d) The Secretary shall maintain records of membership activity in various initiatives as required by the Board or other Lead Officer

Section06 Team Coordinator

- (a) The Team Coordinator shall oversee activities for which, as agreed by the Board, a team of volunteers has been established to pursue a certain activity or project
- (b) The Team Coordinator shall appoint and dismiss a Team Leader for each team as ratified by the Management Committee.
- (c) The Secretary shall maintain a current record of all teams and team members in liaison with the Secretary

Section07 Lead Editor

- (a) The Lead Editor shall manage publications, official web site content and layout.
- (b) The Lead Editor shall appoint and dismiss Editors as ratified by the Management Committee.

Section08 Lead Moderator

- (a) The Lead Moderator shall be responsible for moderating non-official (user-contributed) Content on the website, and for enforcing Bylaw A.
- (b) In liaison with the Secretary, the Lead Moderator shall be responsible for mediating disputes among Members and also for mediating disagreements within Leadership.
- (c) The Lead Moderator shall appoint and dismiss Moderators as ratified by the Management Committee.

Section09 Management Committee

- (a) The Lead Officers collectively constitute the Management Committee.
- (b) The Management Committee shall exchange information, arbitrate disputes and agree strategy among Officers.
- (c) Appointments and dismissals of Officers made by a Lead Officer shall not be valid unless reviewed and ratified by the Management Committee.
- (d) Decisions of the Management Committee are made by majority vote.
- (e) The President shall convene and preside over all meetings of the Management Committee.

Article 4 Officers

Section01 Moderators

- (a) Moderators moderate individual electronic forum(s) on The Organisation's website.
- (b) Moderation includes the enforcement of the User Agreement, editing contributions where appropriate, helping to link and highlight noteworthy information, assisting requests for information and dealing with complaints about the behaviour of users.
- (c) Moderators are overseen appointed and dismissed by the Lead Moderator.

Section02 Engineers

- (a) Engineers work on the software the Institute uses.
- (b) Engineers assist with, among other things, identifying software errors and inefficiencies, improving the running of the software, establishing new software, advising on software options and keeping data secure from unwanted interference.
- (c) Engineers may have far reaching data access.
- (d) Engineers are overseen, appointed and dismissed by a Lead Engineer.

Section03 Team Leaders

- (a) Team Leaders lead a particular project or initiative.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

- (b) Team leaders establish the goals of the team and ensure that those goals are accomplished within a specified timeframe. They report on progress on a regular basis to the Team Coordinator.
- (c) Team leaders are overseen appointed and dismissed by the Team Coordinator

Section04 Editors

- (a) Editors shall draft the content of publications or official website Content in specific agreed areas or for specific projects
- (b) Editors are overseen by the Lead Editor
- (c) Editors are appointed and dismissed by the Lead Editor

Section05 Spokesperson

- (a) Spokespersons are authorized to represent The Organisation on specific occasions or for a specific period of time, or on specific subjects.
- (b) Spokespersons shall be appointed and dismissed by the President

Section06 Advisors

- (a) Advisors provide expert advice to the Institute Leadership.
- (b) Advisors are not appointed to give authoritative advice to the general membership or to the public on behalf of The Organisation and must avoid creating any impression to the contrary.
- (c) Advisors shall be appointed and dismissed by the Board.

Article 5 Guardians

Section01 All Individuals who have previously served as Director or Lead Officer or been a Lifetime Member for a period of at least 3 years shall be eligible as guardians.

Section02 Guardians shall be nominated and registered by the Board.

Section03 Guardians advise the community on strategic developments.

Section04 Guardians Veto

- (a) Guardians may, in a special veto prevent the taking of any decision by an Officer, by the Board or in a Referendum that would fundamentally compromise the pursuit on the Institutes mission or endanger the Institutes existence
- (b) This veto must be proposed by a Guardian and be supported by at least 66% of all registered Guardians.

Article 6 Teams

Section01 The Organisation shall, from time to time, form such teams as are necessary or desirous to engage in a certain activity

- (a) The Team Coordinator shall
 - 1) establish and disband teams as necessary and
 - 2) appoint a Team leader for each team and
 - 3) be an *ex officio* member of all teams and
 - 4) inform the Board of all team formations and of all team leader appointments.
- (b) Teams shall consist of no fewer than one Member but may include non-Members
- (c) The mission of the team shall be specified upon its establishment.
- (d) Duties of team participants shall be specified in the appointment.

Section02 Team leaders

- (a) The Team Coordinator may delegate the authority to appoint team members to the Team Leader of that team
- (b) The Team Leader of each Team shall be regarded as an Officer and as a member of Leadership, unless expressly stipulated otherwise by the Board.
- (c) The Team Leader may specify such rules, codes of conduct and objectives as required for the effective functioning of the team.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

Bylaw D. Decisions & Votes

Article 1 Officers Decision

Section01 Officers may take individual decisions and conduct day-to-day operations within the remit of their responsibilities as laid out in this Constitution and as agreed by the Management Committee.

Section02 An Officer's decision may be overturned by a Lead Officer who is authorised to appoint that Officer or by Board Vote or Referendum.

Article 2 Proposing a motion

Section01 Any issue arising may be made subject of a Board Vote or a Referendum by any two Directors, or by a Guardian and a Director, where either one is proposing the voting brief and the other seconding the same.

Section02 Votes must be presented in a Voting Brief. The Voting Brief must set out the all of the following elements:

- (a) rationale for proposing the vote;
- (b) the projected costs of adopting the motion;
- (c) the designated voting period which must be no less than 48 hours for a Board vote or 7 days for a Referendum;
- (d) a selection of fixed options to include an option to reject the motion entirely and an option to register an abstention;
- (e) any qualifier that must be met for the motion to become effective.
- (f) whether the voting is by secret or by public ballot

Article 3 Meetings

Section01 The Organisation shall maintain an interactive website which shall be considered an ongoing meeting of all Members and Directors as long as the website is commonly and usually accessible from within a majority of states in the US or Europe.

Section02 Members may represent themselves in this meeting by utilizing an electronic alias.

Section03 All communications that are disseminated via the Organisations website shall be considered valid notification to the entire membership 24 hours after they have been published unless otherwise stipulated in this Constitution.

Section04 Meetings and votes of the Board can also be conducted by other forms of communication but minutes of the meeting and a record of all votes must be deposited on the website within 30 days.

Section05 Referenda may only be conducted electronically on or via the website except when authorised by a specific Board Vote.

Article 4 Voting Rights

Section01 All active Board members may vote in a Board Vote.

Section02 All Members in good standing may vote in a Referendum

Section03 A member entitled to vote may vote in person or may vote by proxy executed in writing by the member, or by his duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Article 5 Chairs Privilege

Section01 The Chairperson may pause any vote once for a maximum period of 30 days pause for any reason

Section02 The Chairperson may halt, reschedule or terminate a vote if

- (a) the outcome may collide with any vote that is currently pending or
- (b) circumstances have changed so as to render the vote baseless in light of the intentions stated in the voting brief or
- (c) the Voting Brief is insufficiently precise.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

Section03 Any decision by the Chairperson under this Article may be overturned by a Board Vote.

Section04 The Chairperson may not exercise Chairs privilege on in a vote specifically aimed at overturning a previous decision by the Chair under this Article.

Article 6 Tally

Section01 When the designated voting period has expired, any member of Leadership may present an accurate tally of the votes cast.

Section02 The first accurate version of such a tally shall be considered the final tally.

Section03 The option that received the most votes in favour shall be considered the outcome of the vote, unless expressly specified to the contrary by the vote brief.

Section04 Where the tally indicates that no option has received a majority of votes cast, excluding abstentions, the vote shall be considered defeated.

Article 7 Changes to the Articles of Incorporation and the Bylaws

Section01 Changes to the Articles of Incorporation and the Bylaws are decisions subject to votes that may only be made in accordance with the additional provisions in this Article.

Section02 The proposed change must be notified in full to a Guardian and the Guardian must acknowledge receipt of said notification.

Section03 The proposed change may not be put to a vote before 48 hours have passed from the time a Guardian has acknowledged receipt.

Section04 The motion is only valid by either unanimous agreement of the Board or if ratified by a simple majority of the Board and an additional Referendum.

Bylaw E. Finances

Article 1 Sustainability & Non-profit status

Section01 The Organisation may not sign up to or engage in any activity that involves a variable financial expenditure if that expenditure could, in the estimation of the Treasurer or any Director exceed 80% of current assets and where there is no reasonable option to disengage from the activity in due time to prevent this occurrence.

Section02 The Organisation shall not engage in any activities that would endanger its status as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or its status as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any future version of such a federal tax code.

Section03 The estimation of the Treasurer or any Director according to Section 01 must be published in a manner that it is easily accessible to all Members. The estimation is considered void only if the person who made it retracts it or when is no longer in post as a Treasurer or Director.

Article 2 Expenses

Section01 Expenses may only be incurred for the purpose of furthering the Organisations Mission.

Section02 Valid receipts must be kept for all expenses. No expense may be reimbursed without a valid receipt.

Section03 Any expense incurred on behalf of the Organisation must be approved by the Treasurer before it is incurred.

Section04 Any Officer may incur expenses of up to \$80 in any period of 7 days without the prior approval of the Treasurer, unless that Officer is instructed otherwise by the Treasurer. Such expenses must be notified to the Treasurer as soon as possible and cannot be incurred twice without the approval of the Treasurer.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

Section05 A Treasurer's decision to allow or disallow an expense may be overturned by a Board vote.

Article 3 Budgets and reporting

Section01 Between March 2nd & March 18th each year, the Treasurer shall take account of all assets and liabilities and make an estimation of the Organisation's operating revenues and expenses and provide an estimate of revenue or losses until the following March 1st.

Section02 Between March 18th and March 30th each year, the Board shall draft plans for expenditure in the following year (the Annual Budget).

Section03 The Board may revise the Annual Budget at any time.

Section04 If a Budget or a revised Budget would result in an expense which, in the estimation of the Treasurer or any two Directors would likely mean a reduction of greater than 30% of current assets at the following March 1st compared to current assets at the previous March 2nd, the Budget must be approved by a Referendum.

Section05 If a Budget or a revised Budget would result in an expense which, in the estimation of the Treasurer or any Director would likely mean a reduction of greater than 60% of current assets at the following March 1st compared to current assets at the previous March 2nd, the Budget must be approved by a Referendum and by an additional majority vote of all registered Guardians.

Section06 The Treasurer shall notify the Board between the 1st and 8th day of each June, September and December about the progress of spending the Budget and about any alterations in the projected revenues, expenses and surplus.

Article 4 Dedicated Funds

Section01 Research budget

- (a) The Board shall be required to dedicate not less than 10% of the Annual Budget, towards the conduct of novel scientific or technical research that may advance the Institutes mission.

Section02 Project Funds

- (a) The Board may, from time to time, set aside a Budget under the control of any member of Leadership that this person may use to advance a specific project that has been approved by the Board.
- (b) Expenses under this section, do not require the approval of the Treasurer, unless stipulated otherwise at the time the Budget was initiated.

Section03 Dedicated Donations

- (a) A donation shall be considered dedicated if the donor clearly states that the donation is to be used for a specific purpose only and outlines that purpose upon making the donation.
- (b) Anonymous donations cannot be considered to be dedicated.
- (c) Donations cannot be dedicated after they have been received.
- (d) Dedicated donations may only be used for the purpose of their dedication.
- (e) Dedicated donations that cannot be used for the purpose of their dedication within 12 months shall be returned to the donor unless the dedication specifies otherwise.
- (f) Membership donations are not considered dedicated donations.

Article 5 Compensation

Section01 Payments to Officers

- (a) No one shall receive payment or salary for acting as a Director.
- (b) Officers may receive pay for their time invested.
- (c) A Director may receive payment for time invested where a Director has also been appointed as an Officer or fulfils the duties of an Officer or any other duties or activities to the benefit of the Organisation that, in the estimation of the Board warrants financial consideration beyond the reimbursement of reasonable expenses,
- (d) Payments to an Officer or Director beyond the reimbursement of reasonable expenses that exceed \$200 in any calendar month must be authorised by a Referendum.



BYLAWS

IMMINST.ORG

Final Approved Draft (from Version Nov.25th 2010)

Section02 Compensation review

- (a) Scope for compensation for Officer activities, the remit of activities and expected results. shall be agreed by the Board ahead of the activities being performed wherever possible.
- (b) After the activities have been performed, the Chair shall recommend to the Board to what extend the expected results have been met. If the person performing the activities is also the Chair, the Treasurer shall make the recommendation instead.
- (c) The Board may adjust the amount of compensation according to whether particular goals have been met, partially met or exceeded.
- (d) The Board may decide to award compensation without a prior agenda according to subsection (a). Compensation under this subsection exceeding \$200 per person per year must be authorised in a Referendum.

Section03 Employment

- (a) The Board shall make fair determination, in accordance with applicable law in each individual case whether an Officer or other person who receives pay from the Organisation on a regular basis shall be considered an employee of the Organisation.
- (b) Where applicable, the Board shall fulfil the legal duties of an employer as determined by the country of residence of the employee.

Section04 Reward points

- (a) The Board shall establish a system of acknowledgement for contributions that may give beneficiaries the opportunity to redeem such acknowledgements for tangible benefits, but not for cash.
- (b) The Board shall appoint a person or persons to administer or oversee the system of acknowledgement and to guarantee that it is fair and sustainable.
- (c) A Budget shall be set aside to fund tangible benefits under this system.
- (d) Persons participating under this system may not
 - 1) expect to receive certain rewards or any reward, and
 - 2) assume that a method of apportioning acknowledgement will not change or be changed retroactively, and
 - 3) infer or assert any claims or entitlements whatsoever from participating and
 - 4) receive rewards totalling more than \$300 in usual purchase value in any one calendar year.

Article 6 Transparency

Section01 Financial details and decisions under this Bylaw shall be shared with the Membership in a timely manner wherever possible.

Section02 Security, commercial or privacy considerations may preclude transparency according to this article. If a decision has been made to not share certain information, the Treasurer shall periodically review that decision.