



## **ACCORD PROJECT GOVERNANCE CHARTER**

### **Legal Structure**

The Accord Project Project is a single-member Delaware Limited Liability Company formed on June 22, 2017. The sole member of Accord Project is Clause, Inc. (“Clause”), a Delaware corporation. The Accord Project Project is managed by its directors Peter Hunn, Houman Shadab, and Daniel Selman. Accord Project does not have a board of directors and is managed as indicated below.

### **Management**

Management of Accord Project is carried out through a general Steering Committee (SC) and, if established, a Technical Steering Committee (TSC). The SC consists of a minimum of three members and may include non-voting members. SC membership may also be based on a fee-based member level to be determined at a later time. Members of the SC are listed on the Accord Project’s website.

The SC shall have primary decision making responsibility over Accord Project, with each member having a single equal vote. A quorum shall constitute greater than 50% of eligible voting members at any given time. Tiebreaking votes, where necessary, shall be cast by an Accord Project Director appointed for that purpose on a rotating annual basis. The SC will meet at least every quarter. The initial members of the SC will be determined by the Directors of Accord Project and serve until December 31, 2018. Thereafter, existing SC members will determine annually the membership of the SC for the subsequent year. No SC member may serve for more than three consecutive years.

If established, the TSC shall advise on the undertaking of technical activities and development of technical standards by Working Groups, which may include approval of projects or deliverables. The TSC shall consist of a minimum of three members. The TSC shall meet at least three times a year and carry out its work on an “as needed” basis. TSC members shall be determined by the SC and each member shall serve a tenure of at least one year.

The business of both the SC and any TSC shall be determined by an agenda approved and finalized a least a week prior to each meeting of the SC and TSC. Dates for each meeting of the SC and any TSC shall be set at the previous meeting of each.

### **Advisory Board**

The Accord Project shall be advised by advisory board that meets from time to time as determined by the Steering Committee. The membership of the Advisory Board shall be

determined by the SC and may listed on the Accord Project website or other appropriate medium.

## **Membership**

Organizations and individuals gain membership to Accord Project by signing a Participant Agreement.

All members are part of and must contribute to the work of a Working Group or as otherwise specified in writing. Members that are affiliated with an organization are representatives of the organization, which shall be deemed to be the member. Organizational members may nominate more than one member to Accord Project. Membership in Accord Project is subject to the discretion of the SC.

## **Working Groups**

Accord Project comprises a number of Working Groups (listed [here](#)). Each Working Group is headed by a single Chair. A Chair will be determined by the SC and serve for a one year term. Initial Chairs shall be determined by Accord Project directors and serve until December 31, 2018. Each Chair may serve no longer than a three-year term in the aggregate. Each Working Group shall be governed by and operate Accord Projecting to its Charter. Working Group charters may not be amended so as to exclude participation of members. Working Group chairs should stay informed of and seek to harmonize their work with the activities of the other working groups. To this end, WG Chairs should meet at quarterly to discuss their work and identify any action items.

## **Standards Development**

The Accord Project develops and maintains a variety of standards for smart legal contracts as governed by the Accord Project Standards Development Process document.

## **Proposals and Changes**

Proposals for new Working Groups, activities, or ad hoc projects must be submitted to and approved by the SC. Proposals shall be considered at each meeting of the SC or, where necessary or appropriate, proposals and changes may be determined by the SC in a manner in addition to, and in lieu of, a formal meeting. Proposals for a new Working Group or activity should be submitted [here](#).

Any changes to this Governance Charter must be approved by the Steering Committee.



