

## Foundation Statutes — Version 1.1

**Swiss Non-Profit Association (CC Art. 60–79)**

**Last Updated: 09.12.2025**

### **1. Name, Form, and Headquarters**

#### **1.1 Name**

The association is named **NOORCHAIN Foundation** ("the Foundation").

#### **1.2 Legal Form**

The Foundation is established as a **non-profit association** under Articles **60–79** of the Swiss Civil Code (ZGB/CC).

#### **1.3 Headquarters**

The Foundation is headquartered in Switzerland. The specific canton and registered address may be designated by the Board.

#### **1.4 Legal Personality**

The Foundation acquires legal personality upon adoption of these statutes by the founding members.

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### **2. Purpose of the Foundation**

#### **2.1 Mission**

The purpose of the Foundation is to support, maintain, and steward the NOORCHAIN blockchain ecosystem, including technology, governance, security, documentation, and long-term integrity.

#### **2.2 Ethical Blockchain Governance**

The Foundation shall uphold and promote the Proof of Signal Social (PoSS) mechanism as an ethical, non-extractive, socially aligned validation model.

#### **2.3 Swiss Legal Light Compliance**

The Foundation ensures strict adherence to the Swiss "Legal Light" framework, including:

- no custody of user assets
- no guaranteed or promised returns
- no financial product offering

- no investment solicitation
- full transparency in governance and reporting

## **2.4 Management of the Foundation Allocation (5%)**

The Foundation oversees the **5% Genesis Foundation Allocation**, dedicated to:

- audits and security
- research and development
- educational and NGO partnerships
- open-source initiatives
- governance operations and transparency

## **2.5 Public-Interest Role**

The Foundation acts as the neutral, long-term guardian of the NOORCHAIN vision, exclusively serving the public interest and not pursuing commercial profit.

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## **3. Activities**

To fulfil its mission, the Foundation may:

### **3.1**

Support and coordinate open-source development of NOORCHAIN.

### **3.2**

Maintain governance rules, documentation, specifications, and public reports.

### **3.3**

Develop and maintain relationships with NGOs, schools, curators, and partners participating in PoSS.

### **3.4**

Conduct or finance security audits and technical assessments.

### **3.5**

Organize or support events, workshops, and educational initiatives.

### **3.6**

Publish transparency reports, PoSS updates, and governance decisions.

### **3.7**

Oversee the on-chain multisig wallet and enforce transparency in fund usage.

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## **4. Independence & Neutrality**

### **4.1 Institutional Neutrality**

The Foundation is politically, financially, and religiously neutral.

### **4.2 Prohibited Conduct**

The Foundation must avoid:

- speculative or price-influencing behaviour
- deceptive or aggressive marketing
- market manipulation
- activities inconsistent with Swiss public-interest standards

### **4.3 Duty of Loyalty**

All members act independently and exclusively in the public interest.

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## **5. Values & Principles**

### **5.1 Open-Source Priority**

The NOORCHAIN ecosystem must remain open-source whenever feasible.

### **5.2 Swiss Stewardship**

Governance must follow Swiss standards of transparency, accountability, and neutrality.

### **5.3 Ethical Innovation**

PoSS must remain human-centric, fair, and socially meaningful.

### **5.4 Transparency**

Budgets, governance decisions, audits, and updates must be published regularly.

### **5.5 Social Impact**

The Foundation prioritizes support to NGOs, schools, and public-benefit actors.

### **5.6 No Custody & No Promised Returns**

The Foundation must not hold user assets or provide any form of financial return.

### **5.7 Long-Term Sustainability**

All decisions must support resilience, neutrality, and public utility.

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## **6. Membership**

## **6.1 Eligibility**

Members may be individuals or institutions aligned with the Foundation's mission.

## **6.2 Minimum Membership**

The Foundation maintains a minimum of three members.

## **6.3 Admission**

New members are admitted by General Assembly (GA) decision or by Board delegation.

## **6.4 Resignation**

Members may resign by written notice; prior obligations remain.

## **6.5 Membership Register**

A membership register is maintained and updated yearly.

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# **7. Governing Bodies**

The Foundation includes:

## **7.1 General Assembly (GA)**

- supreme governing authority
- elects and dismisses Board members
- approves annual accounts
- amends statutes
- validates governance updates

## **7.2 Foundation Board**

- 3 to 5 members
- ensures long-term strategy
- ensures compliance with Legal Light
- oversees budgets and reports
- represents the Foundation legally

## **7.3 Multisig Committee (3/5)**

The on-chain executive arm.

Recommended composition:

- Founder / Project Lead

- NGO or Curator Representative
- Technical Expert
- Legal or Compliance Observer
- Community / Educational Representative

Responsibilities:

- Execute approved governance decisions
  - Secure and manage the Foundation Allocation
  - Publish periodic transparency reports
  - Rotate signers according to the Multisig Charter
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## **8. On-Chain Governance**

### **8.1 Oversight Role**

The Foundation oversees (but does not control) on-chain governance.

### **8.2 No Custody Rule**

The Foundation must not hold user tokens or provide custodial services.

### **8.3 Governance Updates**

PoSS parameters and governance settings may be updated through community-approved proposals.

### **8.4 Immutable Genesis**

Genesis allocations are permanent after mainnet launch.

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## **9. Financial Resources**

### **9.1 Sources of Funding**

Foundation resources include:

- optional membership fees
- donations and grants
- the 5% Foundation Allocation
- lawful, non-speculative income

### **9.2 Non-Profit Rule**

The Foundation does not distribute profits or dividends.

## **9.3 Annual Reporting**

Financial statements are approved annually by the GA.

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## **10. Liability**

### **10.1 Limited Liability**

Only Foundation assets are liable for obligations.

### **10.2 No Personal Liability**

Members and Board members assume no personal liability.

### **10.3 No Operational Liability**

The Foundation is not liable for smart contract bugs, user activity, or third-party tools.

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## **11. Transparency & Reporting**

### **11.1 Mandatory Publications**

The Foundation must publish:

- annual report
- financial statements
- governance updates
- PoSS parameter changes
- audit results

### **11.2 Public Access**

Reports must be publicly accessible.

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## **12. Dissolution**

### **12.1 Dissolution Conditions**

The Foundation may be dissolved by:

- decision of the General Assembly
- judicial ruling under Swiss law

### **12.2 Allocation of Assets (Swiss Law Requirement)**

Upon dissolution:

All remaining assets shall be transferred to one or more Swiss non-profit organizations pursuing a purpose similar to that of NOORCHAIN Foundation.

Assets may not be returned to members, founders, Board members, Multisig members, or any private individual.

On-chain funds that cannot be repurposed legally shall be sent to a public reserve address or irreversible burn address, ensuring no private benefit.

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### **13. Signature & Adoption**

These statutes were adopted on:

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

Place: \_\_\_\_\_

Founding Members — Signatures