

# **NOORCHAIN — Legal Light Framework (Switzerland)**

## **Public Version 1.1**

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Prepared by the **NOORCHAIN Foundation — Governance & Legal Division**

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### **0. Introduction**

The purpose of this Legal Light Framework is to define the public legal position of the **NOORCHAIN protocol** under Swiss regulatory principles, with particular reference to the **Swiss Civil Code (Art. 60–79)** and the **Legal Light CH classification**.

This document provides:

- a clear and stable legal interpretation of the protocol,
- the operational and regulatory boundaries of the NOORCHAIN Foundation,
- compliance rules for contributors, curators, partners, and developers,
- a transparent explanation of the status of the NUR token,
- guidance for NGOs, schools, social actors, and technical partners,
- a long-term governance and risk-mitigation framework.

This document is **not legal advice**.

It is a public transparency document summarising the Foundation's legal position and commitments.

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### **1. Swiss Legal Classification (Legal Light CH)**

NOORCHAIN operates as:

**A non-profit, non-custodial, non-investment blockchain protocol,**

governed by a Swiss association (the NOORCHAIN Foundation) and validated through a social-impact mechanism (PoSS).

Under Swiss regulatory interpretation, NOORCHAIN is **not**:

- a bank,

- a financial intermediary,
- a payment service provider (PSP),
- a custodian of user assets,
- an investment scheme,
- a yield-generating platform,
- an issuer of securities.

Instead, NOORCHAIN is classified as:

**A Utility Token protocol enabling access to protocol features and social participation functions.**

This classification requires strict adherence to Legal Light CH standards:

- no custody,
- no investment offering,
- no financial promotion,
- no yield or returns,
- full transparency,
- open governance,
- responsibility of users for their own wallets.

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## **2. Core Legal Principles**

### **2.1 Non-Custodial Architecture**

The Foundation, the Multi-sig Committee, contributors, and developers must **never**:

- hold user assets,
- operate wallets for third parties,
- access private keys,
- recover user accounts,

- execute transactions on someone's behalf.

All users act independently and retain full responsibility for their wallets.

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## 2.2 No Promised Returns

NOORCHAIN does **not**:

- promise or guarantee returns,
- offer interest-bearing products,
- promote yield or APR/APY,
- suggest token price appreciation,
- provide staking as a financial product.

PoSS rewards are **non-financial**, strictly protocol-defined, and based solely on validated social actions.

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## 2.3 No Investment Offering

The Foundation does **not** sell NUR tokens as:

- investments,
- securities,
- revenue-producing assets.

Any optional pre-sale allocation must include:

- vesting,
  - non-speculative messaging,
  - strict documentation,
  - complete separation from Foundation finances,
  - execution via Noor Dev Sàrl (not the Foundation).
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## 2.4 Fixed Token Supply

The NUR total supply is **immutable**:

**299,792,458 NUR**

There is:

- no inflation,
- no discretionary minting,
- no monetary expansion,
- no yield-derived issuance.

PoSS rewards are exclusively distributed from the **pre-allocated 80% PoSS Reserve**.

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## 2.5 Non-Profit Orientation

The NOORCHAIN Foundation acts as:

- a steward of the mission,
- a guardian of non-profit principles,
- a public-good institution.

It does **not**:

- operate commercially,
- distribute profits,
- engage in financial intermediation,
- offer services requiring FINMA licensing.

All resources must support transparency, governance, research, education, open-source development, and social-impact initiatives.

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## 3. Token Classification (NUR Token — Swiss Regulatory View)

Under Swiss regulatory guidelines (FINMA ICO Framework, Utility Token classification), the **NUR** token is defined as a:

## Utility Token with Non-Financial Purpose

Its primary functions are:

- enabling interaction with the NOORCHAIN protocol,
- allowing validation of PoSS social actions,
- granting access to ecosystem applications (Curators Hub, Pay, Studio),
- powering governance-related participation mechanisms,
- facilitating incentive structures for NGOs, schools, and social actors.

NUR is expressly **not**:

- a security token,
- a revenue-generating asset,
- a stablecoin,
- a fiat-backed instrument,
- a payment token with regulated conversion,
- an investment vehicle.

The token's role is strictly functional, supporting the operation of the blockchain, dApps, and the PoSS reward mechanism.

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### 3.1 No Financial Rights or Claims

Holding NUR does **not** grant:

- ownership rights in the Foundation,
- profit-sharing rights,
- dividends,
- claims over assets,
- revenue participation,
- rights to expect financial appreciation.

NUR provides **access**, not **ownership**.

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### **3.2 Allocation Integrity (Genesis 5/5/5/5/80 Model)**

The token distribution model defined at genesis is:

- **5% — Foundation Allocation**
- **5% — Dev Company Allocation (Noor Dev Sàrl)**
- **5% — Stimulus Allocation for early PoSS incentives**
- **5% — Optional Pre-sale Allocation**
- **80% — PoSS Mintable Reserve (halving every 8 years)**

This structure is:

- immutable after mainnet,
- governed transparently,
- documented publicly,
- aligned with Swiss non-profit rules.

No entity may alter Genesis allocations once mainnet is launched.

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### **3.3 No Monetary Expansion**

The NUR supply is fixed:

**299,792,458 NUR (speed-of-light symbolic cap)**

This ensures:

- predictable emission,
  - no inflation risk,
  - no discretionary minting,
  - no monetary policy manipulation.
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### 3.4 PoSS Rewards — Legal Nature

PoSS rewards are classified as:

**Protocol-defined social rewards, not financial yields.**

Characteristics:

- no deposit required,
- no lock-up,
- no interest rate,
- no profit expectation,
- rewards limited by protocol rules,
- emissions constrained by the halving and the cap.

Rewards represent **recognition for positive actions**, not income.

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### 3.5 Conversion and Fiat Considerations

NOORCHAIN does **not**:

- provide or operate crypto–fiat conversion,
- run a payment service provider (PSP),
- process financial transfers,
- guarantee liquidity or price levels.

Conversions, if desired, must be handled **exclusively by external regulated PSPs**.

The Foundation does not endorse, control, or supervise such operations.

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## 4. Institutional Architecture

The NOORCHAIN ecosystem is built on a **clear separation of roles**, ensuring transparency, accountability, and strict compliance with the Legal Light CH framework.

The institutional architecture is composed of four independent entities:

1. **NOORCHAIN Foundation** (non-profit governance body)

2. **Multi-sig Committee (3/5)** (on-chain executive arm)
3. **Curators** (NGOs, schools, social actors)
4. **Noor Dev Sàrl** (technical development unit)

This separation prevents conflicts of interest, protects decentralisation, and ensures compliance with Swiss non-profit and regulatory standards.

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#### **4.1 NOORCHAIN Foundation (Non-Profit Association)**

The Foundation is the **legal anchor** of the project and acts as the guardian of:

- mission and purpose,
- governance and compliance,
- long-term sustainability,
- transparency and documentation,
- public-good alignment.

Its responsibilities include:

- maintaining Legal Light CH compliance,
- supervising the PoSS model and curator ecosystem,
- managing the 5% Foundation Allocation (non-custodial execution),
- coordinating governance proposals,
- publishing annual reports,
- representing NOORCHAIN in legal and institutional contexts.

The Foundation does **not**:

- hold user assets,
- operate wallets for third parties,
- run a PSP or financial service,
- offer investment opportunities,

- alter fixed-supply constraints.

The Foundation acts as **steward**, not operator.

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#### **4.2 Multi-sig Committee (3/5)**

The Multi-sig Committee is the **on-chain executive body** of the Foundation.

Its structure follows a widely recognised model: **3-out-of-5 signatures required** for all approved actions.

Roles included (non-binding recommendation):

1. Founder / Project Lead
2. NGO or Social Impact Representative
3. Technical Expert
4. Legal or Compliance Observer
5. Educational or Community Representative

#### **Responsibilities:**

- execute governance-approved decisions,
- manage the Foundation Allocation on-chain,
- implement PoSS parameter updates within protocol limits,
- oversee technical upgrades,
- execute emergency procedures if required,
- publish transparency and stewardship reports.

#### **Restrictions:**

The Multi-sig must **never**:

- custody user funds,
- guarantee returns,
- engage in market manipulation,

- operate commercially,
- modify fixed supply or Genesis allocations,
- bypass governance procedures.

The Multi-sig's mandate is **operational execution**, not strategic leadership.

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#### **4.3 Curators (Social Validators)**

Curators are organisations such as:

- NGOs,
- schools and educational institutions,
- community organisations,
- recognised social actors.

Their mission is to:

- validate PoSS actions ethically,
- ensure integrity and anti-abuse measures,
- support social and community-driven usage,
- contribute advisory input to governance (non-binding).

#### **Restrictions:**

Curators:

- do not custody or manage funds,
- do not exercise voting power over governance,
- cannot manipulate PoSS rewards,
- act independently of the Foundation,
- must comply with ethics and privacy rules.

Curators receive **non-financial PoSS rewards (30%)** for each validated action, as defined by protocol allocation.

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#### 4.4 Noor Dev Sàrl (Technical Development Unit)

Noor Dev Sàrl is the entity responsible for:

- maintaining the codebase,
- developing protocol upgrades,
- supporting ecosystem applications (Pay, Curators Hub, Studio),
- ensuring documentation and tooling quality,
- contributing to research and innovation.

##### Restrictions:

Noor Dev Sàrl:

- holds no governance authority,
- does not manage or custody user funds,
- cannot alter token supply,
- cannot operate financial or PSP-like services.

It is strictly a **technical** and **development-focused** entity.

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#### 4.5 Separation of Powers

NOORCHAIN enforces a strict separation:

Entity	Primary Power	Explicit Limitations
Foundation	Governance & Compliance	No custody, no financial operations
Multi-sig (3/5)	On-chain execution	Cannot override fixed rules or supply
Curators	Validate PoSS actions	No governance authority, no custody
Noor Dev Sàrl	Technical development	No governance, no financial authority

This structure ensures:

- decentralisation,
  - checks and balances,
  - legal compliance,
  - protection of public-good purpose.
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## **5. Foundation Restrictions (Legal Boundaries)**

To maintain compliance with Swiss non-profit regulations and the Legal Light CH framework, the NOORCHAIN Foundation is subject to strict and immutable boundaries. These restrictions define what the Foundation **may** and **may not** do, ensuring long-term regulatory safety and preventing misclassification as a financial service provider.

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### **5.1 Prohibited Activities (Non-Negotiable)**

The Foundation must **not** engage in any activity that would place it under the supervision of FINMA or classify it as a financial intermediary.

**The Foundation may not:**

#### **a. Custody or manage user assets**

It must not:

- hold NUR or other assets on behalf of users,
- manage wallets for third parties,
- recover lost private keys,
- execute transactions on behalf of users.

#### **b. Provide or operate financial services**

The Foundation is prohibited from:

- running payment services (PSP),
- processing crypto–fiat conversions,
- offering exchange services,

- holding liquidity pools,
- conducting lending, borrowing, or credit operations,
- guaranteeing liquidity or token value.

#### **c. Offer returns, yields, or investment products**

It must not:

- guarantee financial return,
- advertise token appreciation,
- operate staking-as-a-service,
- promote NUR as an investment opportunity,
- issue NUR in exchange for capital investment.

#### **d. Modify the token supply**

The Foundation cannot:

- change the fixed supply,
- mint new tokens,
- alter Genesis allocations after mainnet,
- bypass or interfere with PoSS emission rules.

#### **e. Engage in speculative or commercial operations**

Strictly forbidden:

- trading Foundation funds,
- market manipulation,
- speculative token sales,
- commercial use of the Foundation's name or assets.

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### **5.2 Permitted Activities (Within Legal Limits)**

While prohibited from financial activity, the Foundation may perform functions essential to governance, transparency, and ecosystem support.

**The Foundation may:**

**a. Coordinate governance**

- oversee proposal processes,
- ensure procedural correctness,
- document approved changes.

**b. Support open-source development**

- fund audits, research, and open-source contributions,
- maintain repositories, documentation, and standards.

**c. Partner with NGOs, schools, and social institutions**

- coordinate PoSS curation programmes,
- support educational or community-driven initiatives.

**d. Manage and disclose Foundation allocation usage**

- provide grants aligned with public-good objectives,
- maintain strict, transparent accounting.

**e. Publish transparency and compliance documentation**

- annual governance reports,
- financial statements,
- multi-sig execution summaries,
- PoSS parameter updates.

**f. Maintain public communication channels**

- website,
- governance announcements,
- security disclosures.

These activities are aligned with Swiss association law and non-profit principles.

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### **5.3 Internal Restrictions for Safety and Independence**

To protect the integrity of the protocol, the Foundation must also adhere to additional internal constraints:

#### **a. Independence from token price**

The Foundation's work must not depend on or target token value.

#### **b. Neutrality in governance**

It cannot force or bias outcomes; governance must remain decentralised.

#### **c. Accountability**

Every use of funds must be documented and publicly accessible.

#### **d. No preferential treatment**

The Foundation must treat all community members, partners, and contributors fairly and transparently.

#### **e. Strict separation from Noor Dev Sàrl**

The Foundation:

- does not control the Sàrl,
- does not employ developers directly,
- does not absorb Sàrl financial flows,
- does not engage in commercial development.

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### **5.4 Rationale for These Restrictions**

These boundaries exist to:

- ensure long-term compliance with Swiss non-profit law,
- protect the Foundation from regulatory reclassification,
- maintain PoSS integrity and independence,

- ensure that NOORCHAIN remains a public-good infrastructure,
- enable safe partnerships with NGOs, schools, and institutional stakeholders,
- preserve trust for future phases (e.g., exchange listings, public governance).

The Foundation is a steward—not a financial operator.

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## 6. PoSS Legal Classification (Proof of Signal Social)

PoSS — Proof of Signal Social — is the core validation model of NOORCHAIN. Its legal interpretation is essential for regulatory clarity and for distinguishing the protocol from financial or yield-based systems.

Under Swiss Legal Light CH and the internal governance documents, PoSS is classified as:

### **A social-impact reward mechanism, not a financial product.**

It is designed to support ethical engagement, community participation, and social good—not capital investment or financial gain.

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## 6.1 Nature and Purpose of PoSS

PoSS rewards reflect **validated positive social actions**, including:

- micro-donations,
- community participation,
- educational activities,
- content validation,
- social contributions.

Its goals are:

- incentivising community engagement,
- enabling NGOs and schools to participate in blockchain systems,
- promoting public-good behaviours,

- creating measurable social impact.

PoSS does **not** aim to generate financial profit or returns.

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## 6.2 Non-Financial Classification

PoSS does **not** require:

- staking,
- deposits,
- lock-ups,
- delegation of tokens,
- financial commitment from participants.

It does **not**:

- offer interest,
- provide guaranteed returns,
- function as a yield mechanism,
- mimic traditional staking or DeFi models.

Rewards are simply:

**action × weight × protocol rules**

and carry **no financial promise**.

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## 6.3 Reward Origin and Limits

PoSS rewards are:

- pre-allocated at genesis,
- strictly capped,
- emitted under a halving schedule (8-year cycle),
- distributed ONLY from the **80% PoSS Reserve**.

There is:

- no inflation,
- no discretionary minting,
- no monetary expansion.

The protocol cannot exceed its predefined limits.

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#### 6.4 Reward Distribution Structure

Each validated PoSS action automatically triggers a two-party distribution:

- **70% — Participant**
- **30% — Curator**

This split is:

- structural,
- encoded at protocol level,
- not modifiable without a major protocol upgrade.

It ensures fairness, transparency, and shared responsibility.

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#### 6.5 Compliance Rationale

PoSS is designed to remain fully compatible with Swiss non-profit and utility-token rules:

- rewards are **non-financial**,
- actions are **voluntary and social**,
- participation does **not** involve capital investment,
- rewards are limited by **protocol parameters**,
- no user expectation of profit is created.

This protects NOORCHAIN from classification as:

- a staking service,
  - a yield-bearing product,
  - an investment scheme,
  - a financial intermediary.
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## 6.6 No Custody, No Delegation, No Financial Risk

PoSS contains **no mechanism** where users:

- entrust funds to the Foundation or Multi-sig,
- deposit assets into a controlled pool,
- expose themselves to third-party custody,
- depend on a financial guarantee.

Users and curators act **independently**, maintaining full control over their wallets.

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## 7. Fiat Conversion (External Only)

NOORCHAIN does **not** provide, operate, or facilitate any form of crypto–fiat conversion.

This is a core Legal Light CH requirement and a strict boundary preventing the Foundation from becoming a regulated payment service provider (PSP).

All conversions between **NUR ↔ CHF/EUR/fiat** must be handled **exclusively by external, regulated PSP partners**.

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### 7.1 No Internal Conversion Services

The NOORCHAIN Foundation does **not**:

- operate a crypto exchange,
- provide trading or swap mechanisms,
- run fiat payment services,

- guarantee liquidity or token value,
- process payments in CHF, EUR, USD, or any fiat currency,
- handle buy/sell operations for users,
- store personal or financial data for payment processing.

These restrictions ensure compliance with Swiss financial regulations and prevent misclassification as a payment institution.

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## 7.2 External PSP Providers (Optional and Independent)

If users or organisations wish to convert NUR into fiat, they must rely on **independent, regulated financial entities**, such as:

- licensed crypto–fiat PSPs,
- fintech companies with VQF/OAR/FINMA onboarding,
- KYC/AML-compliant service providers.

These PSPs:

- operate fully independently from NOORCHAIN,
- maintain their own compliance and regulatory obligations,
- are responsible for their onboarding procedures (KYC/AML),
- manage their own risks and user identification standards.

The Foundation does **not**:

- endorse PSP decisions,
  - control their operations,
  - supervise their customer onboarding,
  - access personal data collected by PSPs.
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## 7.3 No PSP Functionality Within NOORCHAIN

To avoid any conflict with Legal Light CH and FINMA requirements, NOORCHAIN includes **no internal PSP functionality**, such as:

- fiat gateways,
- crypto–fiat bridges,
- merchant payment processing,
- collection or routing of funds,
- conversion APIs or endpoints.

Payments within the NOORCHAIN ecosystem are **crypto-only** and entirely **self-custodial**.

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## 7.4 Compliance Rationale

These boundaries exist to ensure that:

- the Foundation remains outside PSP regulation,
- users retain full control and responsibility over their assets,
- NOORCHAIN remains a utility-based, non-financial blockchain,
- all conversion risk stays with independent PSP entities,
- no regulatory confusion arises regarding financial services.

The Foundation's role is **governance, transparency, and stewardship**—never financial intermediation.

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## 8. Compliance Boundaries (Non-Negotiable Rules)

To preserve long-term regulatory stability and ensure alignment with the Swiss Legal Light CH model, NOORCHAIN operates under a set of **permanent, non-negotiable compliance boundaries**.

These rules apply to:

- the Foundation,
- the Multi-sig Committee,

- Noor Dev Sàrl,
- Curators,
- contributors and partners.

They represent immutable safeguards protecting the protocol, the community, and institutional partners.

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### 8.1 No Custody of User Funds

Under no circumstances may the Foundation or Multi-sig:

- hold user assets,
- manage wallets for others,
- store private keys,
- intervene in user account recovery,
- execute transactions on a user's behalf.

Self-custody remains the foundation of user responsibility.

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### 8.2 No Guaranteed Returns or Financial Yield

NOORCHAIN may not:

- offer interest,
- present NUR as a return-generating asset,
- advertise token appreciation,
- provide staking-as-a-service,
- support APR/APY-based messaging.

PoSS rewards must remain **non-financial, limited, and action-based**.

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### 8.3 No Investment Offering

The Foundation is strictly prohibited from:

- selling NUR as an investment,
- conducting ICO/STO-style offerings,
- promising financial value or future revenue,
- targeting speculative fundraising.

Any optional pre-sale allocation must follow:

- vesting,
  - proper documentation,
  - non-speculative messaging,
  - strict separation from Foundation accounts.
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#### **8.4 No Internal PSP Services**

The Foundation must not:

- process crypto–fiat conversions,
- route payments,
- operate merchant gateways,
- hold liquidity pools,
- provide on-chain settlement for third parties.

These activities would trigger PSP classification under Swiss law.

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#### **8.5 No Market Manipulation**

The Foundation, Multi-sig, and Dev Sàrl must not:

- influence token price intentionally,
- conduct speculative trading,
- artificially affect liquidity,

- publish statements designed to create price expectations.

Token price evolution is **market-driven**, not Foundation-driven.

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## 8.6 No Modification of Fixed Token Supply

The Foundation cannot:

- increase or decrease total supply,
- create inflation,
- reassign reserve allocations,
- modify Genesis values after mainnet launch.

This ensures integrity and regulatory stability.

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## 8.7 No Financial Promotion

Public communication must **never** use:

- investment language,
- speculative terminology,
- phrases implying profit or return,
- misleading marketing narratives.

Allowed terminology includes:

- “non-profit protocol”,
  - “utility token”,
  - “self-custodial system”,
  - “public-good mission”,
  - “social-action rewards”.
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## 8.8 No Undisclosed Governance Actions

All governance actions must be:

- documented,
- publicly communicated,
- executed via approved procedures,
- transparently recorded on-chain.

No hidden or unilateral actions are permitted.

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## **8.9 Compliance Enforcement**

Violations trigger:

1. **Immediate Multi-sig intervention**
2. **Foundation Board review**
3. **Mandatory public disclosure**
4. **Corrective measures**
5. **Possible partner suspension**

Regulatory safety takes precedence over operational convenience.

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## **9. Official Disclaimers**

The following disclaimers apply to all NOORCHAIN communications, documentation, websites, software repositories, and public materials.

They are required to ensure transparency, protect users, and maintain alignment with Swiss Legal Light CH standards.

These disclaimers must appear in:

- the NOORCHAIN website footer,
- the /legal page,
- whitepapers,
- public governance documents,

- GitHub repositories where applicable,
  - investor and partner materials.
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### 9.1 No Investment Advice

NOORCHAIN does not provide investment, financial, or trading advice.

Nothing contained in:

- the website,
- whitepapers,
- documentation,
- technical specifications,
- governance materials,
- or social media channels

should be interpreted as a recommendation to buy, sell, or hold any token or digital asset.

Users must make independent decisions and consult qualified advisors when needed.

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### 9.2 No Guaranteed Returns

The NUR token does **not**:

- generate interest,
- offer financial returns,
- provide dividends,
- promise capital appreciation,
- function as a yield-bearing instrument.

PoSS rewards are strictly **non-financial**, based solely on validated social contributions, and limited by protocol rules.

There is no expectation of profit from using or holding NUR.

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### 9.3 Non-Custodial Operation

The Foundation does not:

- custody assets,
- manage user wallets,
- store private keys,
- recover lost access,
- execute transactions on behalf of users.

Users retain full responsibility for their digital assets and operational security.

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### 9.4 Open-Source Software Disclaimer

NOORCHAIN software is provided **as-is**, under open-source licenses defined in each repository.

The Foundation is not liable for:

- bugs or vulnerabilities,
- smart contract failures,
- node or network outages,
- user mistakes or misuse,
- losses from third-party integrations,
- external services such as PSPs or exchanges.

Users must evaluate risks independently.

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### 9.5 No PSP Services or Fiat Processing

The Foundation does not:

- operate payment services,

- process crypto–fiat conversions,
- offer merchant or settlement systems,
- handle user identification (KYC/AML),
- endorse or supervise PSP partners.

Fiat transactions and conversions are the responsibility of external regulated entities.

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## **9.6 Data Protection**

NOORCHAIN does not collect or store:

- private keys,
- wallet balances,
- financial information,
- PoSS activity logs linked to identities.

Minimal non-identifying data may be collected for:

- website analytics,
- contact forms,
- partner communication.

All external PSPs manage their own data policies independently.

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## **9.7 External Links Disclaimer**

The NOORCHAIN website and documentation may include links to external resources.

The Foundation is not responsible for:

- accuracy,
- content quality,
- reliability,
- security

of external websites or tools.

Accessing third-party platforms is at the user's discretion.

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## 9.8 Regulatory Evolution

Swiss and international regulations may evolve.

NOORCHAIN may revise its:

- Legal Notices,
- governance documentation,
- compliance frameworks,
- public disclaimers

to maintain strict regulatory alignment.

Users should check for updates periodically.

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## 10. Transparency & Reporting

Transparency is a core requirement of the NOORCHAIN Foundation and a fundamental pillar of the Legal Light CH framework.

It ensures accountability, trust, and responsible governance.

All governance actions, use of resources, and protocol changes must be documented and made accessible to the public.

The Foundation, Multi-sig Committee, and associated entities must adhere to the following transparency standards.

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### 10.1 Annual Governance Report

The Foundation must publish a comprehensive **Annual Governance Report**, including:

- decisions taken by the Board and General Assembly,
- governance updates and charter modifications,
- curator programme evolution,

- compliance updates,
- summary of transparency actions.

This report must be openly accessible on the official website.

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## **10.2 Biannual Multi-sig Transparency Report**

Every **6 to 12 months**, the Multi-sig Committee must publish:

- all executed on-chain actions,
- expenditures related to Foundation Allocation,
- PoSS parameter adjustments (if any),
- changes in committee membership,
- emergency or discretionary actions (if applicable),
- operational notes relevant to governance.

The purpose is to ensure that no on-chain activity occurs without public oversight.

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## **10.3 Annual Financial Statement**

The Foundation must prepare and publish annual financial statements containing:

- Foundation budget overview,
- grants, donations, and approved expenditures,
- administrative and operational costs,
- allocation of resources to technical or social initiatives,
- remaining balance of Foundation reserves.

Statements must reflect strict alignment with Swiss non-profit accounting principles.

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## **10.4 Public Documentation of Protocol Updates**

Any protocol modification requiring governance action must include publicly available documentation describing:

- purpose of the update,
  - scope and impact,
  - expected outcomes,
  - compatibility and safety considerations,
  - references to relevant governance proposals.
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### 10.5 Security Incident Reporting

In the event of a technical vulnerability, exploit, or network risk, the Foundation must ensure:

- immediate assessment,
- transparent communication,
- public disclosure of relevant information,
- cooperation with developers and partners to mitigate impact,
- publication of a **Security Incident Report**.

This report helps maintain integrity and reinforces trust in the protocol.

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### 10.6 Public Accessibility of Governance Documents

The following documents must remain permanently accessible:

- Legal Light Framework (this document),
- Governance Charter,
- Foundation Statutes,
- Compliance Framework,
- Multi-sig Committee Structure,
- Genesis Governance Pack,

- PoSS Specification and Parameters.

Accessibility ensures community oversight and institutional transparency.

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## 10.7 Public Record of Signers and Entities

To ensure clarity and accountability:

- active Multi-sig signers,
- former Multi-sig signers,
- Foundation Board members,
- legal and technical representatives (if applicable)

must be listed publicly, **without exposing private or sensitive information.**

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## 10.8 Update Procedure

All updates to:

- compliance documents,
- governance charters,
- technical requirements,
- legal notices,

must include:

1. version number increment,
2. public changelog entry,
3. publication date,
4. approval reference (Foundation Board or Governance Process).

Transparency applies at every stage of the project lifecycle.

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## 11. Integration of Legal Documents

The Legal Light Framework forms part of a **broader legal and governance architecture** governing the NOORCHAIN ecosystem.

To maintain coherence, stability, and regulatory compliance, this document must be interpreted together with the other foundational documents of the project.

These documents collectively define:

- the legal identity of the NOORCHAIN Foundation,
  - the governance structure and operational procedures,
  - the compliance rules and risk boundaries,
  - the responsibilities of each entity (Foundation, Multi-sig, Curators, Dev Sàrl),
  - the immutable principles of the PoSS model and token supply,
  - the genesis allocation model (5/5/5/5/80),
  - the decentralised governance and technical update processes.
- 

## **11.1 Governance Charter**

The Governance Charter establishes:

- the decision-making structure,
- governance proposal procedures,
- voting thresholds,
- authority boundaries,
- documentation requirements,
- the relationship between off-chain and on-chain governance.

The Legal Light Framework must be applied in accordance with these provisions.

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## **11.2 Foundation Statutes**

The Foundation Statutes define:

- the legal form and mission of the Foundation,

- membership and Board structure,
- rights and duties of each organ,
- non-profit obligations,
- dissolution procedures,
- public-good alignment.

This framework is built directly upon the statutory mission of neutrality, transparency, and ethical conduct.

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### **11.3 Multi-sig Committee Charter**

The Multi-sig Committee document defines:

- the 3-out-of-5 signature threshold,
- committee composition and rotation,
- execution boundaries,
- transparency obligations,
- emergency procedures,
- rules preventing custody or financial intermediation.

The Legal Light Framework reinforces these constraints.

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### **11.4 Compliance Framework**

The Compliance Framework provides:

- operational limitations,
- communication rules (allowed and forbidden terms),
- partner onboarding constraints,
- reporting obligations,
- risk identification and mitigation.

This Legal Light Framework is the **public-facing synthesis** of that internal document.

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### **11.5 Legal Notices & Disclaimers**

These notices govern:

- intellectual property,
- open-source responsibilities,
- liability limitations,
- data protection rules,
- non-custodial operation,
- non-financial disclaimers,
- external PSP disclaimers.

The Legal Light Framework must be consistent with these legal notices.

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### **11.6 Genesis Governance Pack**

The Genesis Governance Pack includes:

- Token Allocation Model (5/5/5/5/80),
- PoSS Reserve structure and halving rules,
- immutable supply cap,
- address synchronisation requirements (Phase 7),
- post-mainnet constraints.

The Legal Light Framework reiterates and publicly communicates these constraints.

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### **11.7 Public Whitepaper & Documentation**

The Public Whitepaper and public documentation (site /docs) must:

- remain aligned with this Framework,

- avoid financial language,
  - present PoSS accurately,
  - respect all regulatory boundaries,
  - reflect the latest compliance updates.
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## 11.8 Binding and Complementary Nature of Documents

This Framework is:

- a **public transparency document**,
- subordinate to Swiss law and Foundation Statutes,
- complementary to internal governance documents,
- binding for Foundation-related communications,
- a reference for partners, NGOs, schools, and institutional stakeholders.

Where inconsistencies arise, the stricter compliance rule shall prevail.

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## 12. Conclusion & Signature

The NOORCHAIN Legal Light Framework sets out the regulatory principles, operational boundaries, and governance commitments that define the protocol under Swiss law.

It ensures that the ecosystem remains:

- **non-custodial**,
- **non-profit oriented**,
- **fully transparent**,
- **legally compliant**,
- **ethically aligned**,
- **mission-driven**,
- **sustainable over decades**.

NOORCHAIN's structure—Foundation, Multi-sig Committee, Curators, and Dev Sàrl—has been deliberately designed to maintain:

- strict separation of powers,
- clear legal accountability,
- independence from financial activities,
- protection against centralisation,
- adherence to the fixed supply model,
- compliance with the Swiss Legal Light CH classification.

This Framework will be updated as needed to reflect regulatory evolution, governance decisions, and the long-term growth of the protocol.

Stakeholders, partners, NGOs, and users are encouraged to consult this document regularly.

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## **Signature**

Prepared by:

**NOORCHAIN Foundation — Governance & Legal Division**

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