

# **NOORCHAIN — Legal Architecture Version 1.1**

**Last Updated: 09.12.2025**

## **Document Classification**

This document describes the structural legal architecture of NOORCHAIN, including the roles of the Foundation, Noor Dev Sàrl, the Multisig Committee, and the governance rules defined in the Genesis Pack.

It is primarily an internal reference document, but includes sections intended for public transparency. In case of discrepancy, the Foundation Statutes, Multisig Charter, and Legal Light Framework take precedence.

## **Non-Custodial Architecture**

NOORCHAIN does not provide custody services. All user wallets remain fully self-managed.

The Foundation oversees governance and transparency; Noor Dev Sàrl executes technical operations; the Multisig Committee enforces on-chain decisions. No entity has unilateral control over user funds.

## **1. Purpose of this Document**

The purpose of this Legal Architecture is to define a clear, transparent, and compliant legal structure for the NOORCHAIN blockchain ecosystem.

This document establishes:

- institutional roles
- separation of powers
- compliance boundaries
- governance responsibilities
- risk limitations
- interaction between on-chain and off-chain entities

Its objective is to ensure long-term regulatory safety, mission alignment, and structural integrity.

## **2. Legal Context (Switzerland – Legal Light Framework)**

NOORCHAIN operates under Swiss association law (Articles 60–79 CC) and the Legal Light CH model, characterized by:

- non-profit orientation
- non-custodial architecture
- no investment offering
- no promised returns
- full transparency
- user self-custody

Under this framework, NOORCHAIN is not classified as:

- a financial intermediary
- a PSP
- a custodial provider
- an investment product

### **3. Institutional Architecture Overview**

NOORCHAIN's legal structure includes four independent entities:

1. NOORCHAIN Foundation (non-profit governance)
2. Multi-sig Committee (3/5) (on-chain executive)
3. Curators (NGOs, schools, social actors)
4. Noor Dev Sàrl (technical development unit)

Each entity has strict boundaries to preserve neutrality, safety, and Legal Light compliance.

### **4. NOORCHAIN Foundation (Non-Profit Association)**

The Foundation is the legal anchor and guardian of the NOORCHAIN ecosystem.

Responsibilities:

- safeguard the mission and vision
- maintain Legal Light CH compliance
- manage the Foundation's 5% genesis allocation (non-custodially)
- supervise Curators
- publish governance and transparency reports
- represent NOORCHAIN in legal matters
- coordinate governance processes

Restrictions:

- no custody of user assets
- no exchange or conversion services
- no financial products
- no wallet management for third parties

The Foundation acts as steward and compliance guardian — not as a financial operator.

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

The Multi-sig Committee serves as the on-chain executive of the Foundation.

Responsibilities:

- execute governance decisions
- manage the Foundation's on-chain address
- apply PoSS parameter updates
- approve technical upgrades

- perform emergency actions (pausing modules)
- maintain compliance boundaries

Restrictions:

- cannot custody user assets
- cannot modify fixed supply
- cannot bypass governance
- cannot operate commercially

All actions must be documented through public reports.

## **6. Curators (Social Validators)**

Curators include NGOs, schools, community institutions, and verified social actors.

Roles:

- validate PoSS actions
- apply ethical and integrity standards
- support community programs
- participate in advisory governance consultations

Restrictions:

- no governance authority
- no financial responsibilities
- no custody of user funds
- no exploitation or reward farming

Curators receive 30% of PoSS rewards (non-financial, protocol-driven) for validated actions.

## **7. Noor Dev Sàrl (Technical Development Unit)**

This entity represents the development-side allocation (5%) defined at genesis.

Responsibilities:

- maintain the NOORCHAIN codebase
- implement protocol upgrades
- develop ecosystem applications (Pay, Hub, Studio)
- support technical documentation

Restrictions:

- no governance authority
- no control over supply
- no custody of user funds
- no role in financial activities

The Sàrl operates independently from the Foundation to preserve separation of powers.

## **8. Separation of Powers**

NOORCHAIN enforces permanent separation to prevent conflicts of interest.

Entity Authority Limitations

Foundation Governance, mission stewardship No custody, no financial services

Multi-sig On-chain execution Cannot alter immutable rules

Curators Validate PoSS actions Advisory only, no governance

Noor Dev Sàrl Technical development No governance, no custody

## **9. On-Chain Governance Architecture**

On-chain governance covers:

- parameter updates (PoSS, limits, module settings)
- technical upgrades
- community-driven proposals

Governance cannot modify:

- total supply
- the 70/30 PoSS split
- genesis allocations (5/5/5/5/80)
- Legal Light restrictions

Any action requires:

1. Proposal
2. Documentation
3. Review
4. Multi-sig approval
5. Public announcement

This ensures transparency and institutional safety.

## **10. Risk Boundaries & Compliance**

### **10.1 Technical Risks**

- vulnerabilities
- exploits
- network failures

Mitigation: audits, code reviews, emergency controls.

### **10.2 Legal Risks**

- misclassification
- custodial risk
- speculative communication

Mitigation: strict boundaries and compliant documentation.

### **10.3 User Risks**

- key loss
- phishing
- third-party misuse

Mitigation: education and non-custodial guidance.

#### 10.4 Governance Risks

- centralization
- misuse of authority

Mitigation: multi-sig requirements and public reporting.

#### 11. Interaction with External Entities

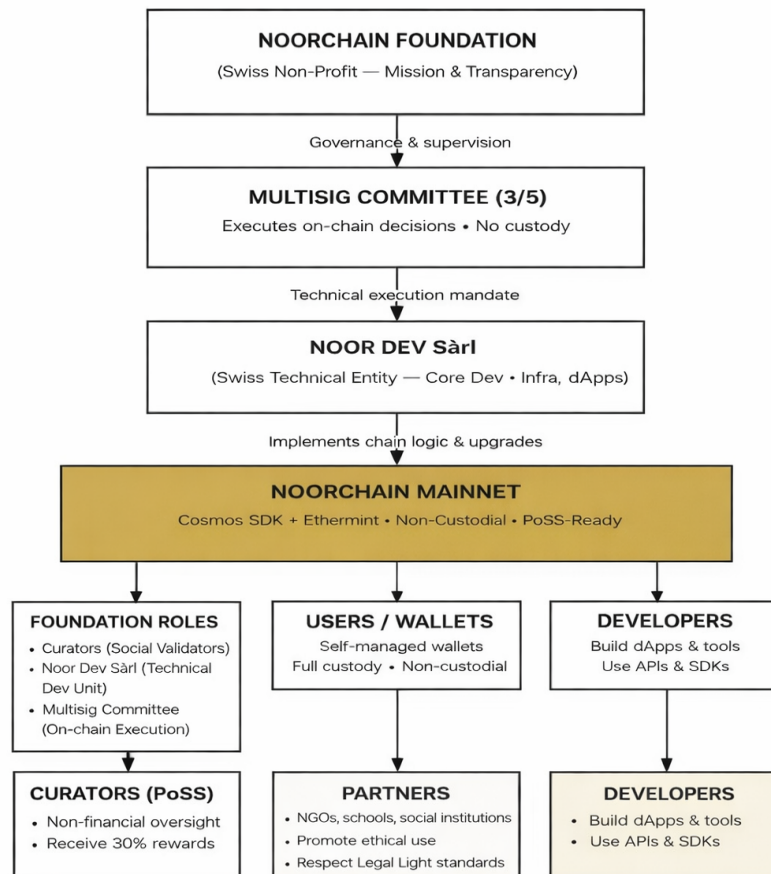
NOORCHAIN does not:

- provide financial services
- run PSP operations
- convert NUR ↔ fiat
- manage KYC/AML processes
- endorse external PSPs

Partners (NGOs, schools, etc.) must respect:

- ethical use
- transparency
- no financial exploitation

#### Diagram — Legal Architecture Overview



### **13. Document Integration**

This Legal Architecture is included in:

- Genesis Governance Pack
- Governance Charter (C2)
- Multi-sig Charter (C1)
- Legal Light Framework (D1)
- Compliance Framework (D3)
- Foundation Statutes
- Website Legal Section (Phase 6)

It is a core structural component of NOORCHAIN's legal framework.

### **14. Signature**

Prepared by:

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