

NOORCHAIN FOUNDATION

Foundation Statutes — Version 1.1

Swiss Tech Foundation Format

Last Updated: 08.12.2025

1. Name, Form, and Headquarters

1.1 **Name**

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

1.2 **Form**

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

1.3 **Headquarters**

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

1.4 **Legal Personality**

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

2. Purpose of the Foundation

2.1 The purpose of the Foundation is to support, maintain, and steward the **NOORCHAIN blockchain ecosystem**, including its underlying technologies, documentation, governance framework, and long-term integrity.

2.2 The Foundation shall promote and safeguard the **Proof of Signal Social (PoSS)** consensus mechanism as an ethical, non-extractive, socially aligned model for blockchain validation.

2.3 The Foundation ensures that NOORCHAIN remains compliant with the **Swiss Legal Light framework**, including:

- no custody of user assets,
- no guaranteed or promised financial returns,
- no speculative or investment-oriented narrative,
- full transparency in governance and funding.

2.4 The Foundation manages and oversees the **5% Foundation Allocation** defined in the NOORCHAIN Genesis, including budgets for:

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

2.5 The Foundation acts as the neutral, long-term guardian of the NOORCHAIN vision, ensuring ethical development and alignment with public good principles.

3. Activities

To fulfil its purpose, the Foundation may undertake the following activities:

3.1 Fund, coordinate, or support open-source development of NOORCHAIN and its ecosystem.

3.2 Maintain public documentation, governance rules, and technical specifications.

3.3 Coordinate relationships with partners, NGOs, schools, and curators participating in the PoSS model.

3.4 Conduct or finance security reviews, audits, and assessments of the NOORCHAIN protocol.

3.5 Facilitate workshops, events, and outreach promoting ethical blockchain usage and digital citizenship.

3.6 Operate public communication channels, transparency portals, and reporting systems.

3.7 Maintain the on-chain multi-sig wallet and ensure proper governance over the Foundation allocation.

4. Independence & Neutrality

4.1 The Foundation is politically, financially, and religiously neutral.

4.2 The Foundation must avoid:

- speculative behavior,
- deceptive marketing,
- market manipulation,
- or any activity that may conflict with Swiss integrity and transparency standards.

4.3 Members must act independently and solely in the interest of public good and the sustainable development of NOORCHAIN.

5. Values & Principles

The NOORCHAIN Foundation operates under the following principles:

5.1 **Open Source by Default**

Core technologies, specifications, and documentation should be developed publicly and under open-source licenses whenever possible.

5.2 **Swiss Integrity & Neutrality**

The Foundation adopts Swiss governance norms: independence, transparency, neutrality, and long-term stewardship.

5.3 **Ethical Innovation**

All development must respect privacy, dignity, and legal boundaries.

PoSS must remain human-centric, non-extractive, and socially aligned.

5.4 **Transparency in Governance**

Decisions, audits, funding allocations, and governance updates must be published regularly.

5.5 **Social Impact Priority**

NOORCHAIN exists to empower communities, NGOs, schools, and social actors, not to enable financial speculation.

5.6 **No Custody & No Promised Returns**

Under the Legal Light CH framework, the Foundation must not hold user assets or guarantee returns of any form.

5.7 **Long-Term Sustainability**

All governance and development choices must prioritize resilience, public utility, and multi-decade sustainability.

6. Membership

6.1 The Foundation consists of individual or institutional members aligned with the Foundation's mission.

6.2 **Minimum Membership**: 3 members at all times.

6.3 **Admission**

New members may be admitted by decision of the General Assembly or by delegation to the Board.

6.4 **Resignation**

Members may resign by written notice. Resignation does not relieve them of prior obligations.

6.5 **Membership Register**

A register of members shall be maintained and updated annually.

7. Governing Bodies

The Foundation comprises the following organs:

7.1 General Assembly (GA)

- Supreme governing body
- Meets at least once per year
- Approves annual reports and accounts
- Elects and dismisses Board members
- Amends statutes with a qualified majority
- Validates major governance updates

7.2 Foundation Board

- 3 to 5 members
- Responsible for long-term direction
- Ensures compliance with Swiss Legal Light principles
- Oversees Foundation budget and resource allocation
- Represents the Foundation in legal matters

7.3 Multi-sig Committee (3/5)

The on-chain executive organ of the Foundation.

Composition (recommended):

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

Responsibilities:

- Secure on-chain Foundation Allocation
- Co-sign governance decisions and parameter changes
- Publish transparency reports
- Rotate signers according to rules defined in the Governance Charter

8. On-Chain Governance

8.1 The Foundation oversees, but does not control, the on-chain governance system.

It ensures that governance proposals follow ethical, legal, and technical guidelines.

8.2 The Foundation must not hold user tokens or operate custodial services.

8.3 PoSS parameters may be updated through governance proposals, coordinated by the Foundation Board and Multi-sig Committee.

8.4 Any Genesis allocation changes are strictly prohibited after mainnet launch.

9. Financial Resources

9.1 The Foundation's resources include:

- optional membership fees,

- donations and grants,
- the 5% Foundation Allocation assigned in the NOORCHAIN Genesis,
- and any income derived from lawful, non-speculative activities.

9.2 The Foundation does not distribute profits.

All resources must be reinvested into public good activities aligned with the Foundation's stated purpose.

9.3 Annual financial statements shall be prepared and approved by the General Assembly.

10. Liability

10.1 Only the assets of the Foundation are liable for its obligations.

10.2 Members and Board members are not personally liable.

10.3 The Foundation assumes no liability for:

- risks related to smart contracts,
- user operations on the NOORCHAIN network,
- or third-party tools or applications.

11. Transparency & Reporting

11.1 The Foundation must publish:

- an annual activity report,
- financial statements,
- any governance updates,
- PoSS parameter changes,
- and audit results, when applicable.

11.2 Reports must be made available to the public.

12. Dissolution

12.1 The Foundation may be dissolved by:

- a decision of the General Assembly (qualified majority),
- or by judicial decision as provided by Swiss law.

12.2 Upon dissolution:

- all assets must be transferred to another Swiss non-profit organization serving similar public-good objectives,
- and any on-chain funds must be assigned to a public reserve or burn address, ensuring no private enrichment.

13. Signature & Adoption

These statutes were adopted on:

Date: _____

Place: _____

Founding Members (Signatures)

1. _____

2. _____

3. _____