

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.

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.

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.

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.

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.

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.

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

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.

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.

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.

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.

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.

13. Signature & Adoption

These statutes were adopted on:

Date: _____

Place: _____

Founding Members — Signatures

1. _____
2. _____
3. _____
