

Trustless Computing Association

Statute

1. Name and duration

An association within the meaning of Articles 60 et seq. of the Swiss Civil Code (“CC”) is hereby created under the name Trustless Computing Association.

The Association is created for an indefinite period of time.

2. Seat

The Association’s seat is in the Canton of Geneva.

3. Purpose

The association is created to:

1. Promote the values of freedom, democracy, equity and security in the world in the use and through the use of information technology and standards.
2. Expand democracy and liberty to our global digital spheres of information and communication, ensuring that all citizens will have democratic constitutional rights truly affirmed and maximized in cyberspace.

The Association has no profit purposes.

4. Means

The Association may pursue all lawful activities to achieve its purpose.

In particular, the Association may undertake the following:

1. Communication, conferences, meetings, exhibitions, association activities, publishing activities, promotion, training, research, implementation of infrastructures, competitions, memberships, and other services.
2. Development of computer systems, research proposals, research, creation of consortia.
3. Creation of industrial innovation chains, especially in the field of cybersecurity.

5. Resources

Resources of the Association may come from donations, legacies, sponsorship, partnerships, public subsidies, membership fees, revenues generated by the Association’s assets, as well as any other resources authorised by the law. All resources of the Association shall be used exclusively for its not-for-profit purposes

6. Objectives

1. The main objectives of the association is to constitute a uniquely accountable, competent, resilient and independent non-profit international IT standards-setting and certification body, provisionally named *Trustless Computing Certification Body (TCCB)* - and initial TCCB-compliant open IT ecosystem, computing base and social digital human computing space, provisionally named *Seevik Net*, according to the *Trustless Computing Paradigms* in its current and future versions.
2. TCCB and Seevik Net aim to achieve *radically-unprecedented levels of confidentiality, integrity and democratic control for society most critical IT systems*, initially in the area of human communications and media, while concurrently ensuring *legitimate* lawful access.
3. In order to achieve the association Objectives, as soon as certain conditions realize, the association will turn itself in such new standards-setting and certification body, change its name to Trustless Computing Certification Body, and replace this statute with a new one governance with a completely different one that is suitable to realize the aim of being uniquely democratically accountable, competent, resilient and independent.
4. The association governance is very simple, ultimately residing in its General Assembly of members. This initial governance and statute is just temporary, a placeholder, to make sure that a clean slate will be available to design the final governance and statute. In fact, the nature and quality of the future governance of the association will be the primary mean by which it will realize its objectives and purpose.
5. So, therefore, within three months after the association will have received funding in excess of \$150k, or its startup spin-off TRUSTLESS.AI Sarl will have received funding in excess of \$700k - whichever comes first - an Extraordinary Assembly will be convened whereby a new statute will be revised. Detailed though provisional future governance framework of the association is detailed in the *Addendum 1 – The Initial Governance of the Trustless Computing Certification Body*.

7. Bodies of the Association

The bodies of the Association are:

- The General Assembly,
- The Board
- The External Auditors, insofar as required by Swiss law.
- Advisory Boards and Executive Committee - which have only advisory role - may be created, and their members will be appointed by the Executive Director.

8. The General Assembly

1. Principles.

The General Assembly is the supreme authority of the Association within the meaning of article 64 et seq. CC. It is composed of all the Members.

2. Powers.

The General Assembly delegates to the Board the power to administer and represent the Association. The General Assembly remains with the following inalienable powers:

- 2.1. Adoption and amendment of the present Statute;
- 2.2. Nomination, surveillance and revocation of the External Auditors;
- 2.3. Approval of annual reports and audited accounts;
- 2.4. Admission and exclusion of Members;
- 2.5. Nomination, surveillance, discharge and revocation of Board members;

- 2.6. Decision on the dissolution or merger of the Association; and
- 2.7. Management of all matters that are not the responsibility of other bodies.

3. Meetings

- 3.1. The General Assembly is convened, organized and setup by the Executive Committee. It is in person or, during Covid - as per article 27 of the Covid-19 ordinance 3 - via video call or call, whereby each vote is cast and confirmed with email confirmation during the video call. As an if the Swiss law will change, the ability to hold remote General Assembly will be extended indefinitely.
- 3.2. The General Assembly is convened at least once a year for the approval of the financial statements, for the possible renewal of corporate offices and to present the budget for the current year, within four months of the end of the financial year.
- 3.3. An Extraordinary meeting of the General Assembly is required for changes to this Statute. It is convened whenever at least 20 percent of all Members or the Board requests it.

4. Convening

- 4.1. The convening of the Assembly, both ordinary and extraordinary, takes place by means of a notice to be delivered to all Members at least 20 days before the date of convocation, sent by e-mail to the addresses given by the members themselves.

5. Decision-making and voting rights

1. Voting rights. Each Member shall have an equal voting right at the General Assembly.
2. Power of attorney. Members may vote in person or by proxy.
3. Process. Voting takes place by a show of hands or voting via email. Upon request of at least one-fifth of the Members, voting may take place by secret ballot if the meeting is in person.
4. Majority of votes. All decisions shall require a simple majority of all votes expressed (including votes by proxy), insofar as the present Statute do not provide for a different majority.
5. Decisions by circular letter. Proposals to which all Members have adhered in writing are equivalent to decisions taken by the General Assembly, in accordance with article 66 para. 2 CC.
6. Conflict of interest. In accordance with article 68 CC, a Member may not vote for decisions relating to a matter or a legal proceeding regarding the Association where he or she, his or her spouse, parents or relatives in direct line are a party to the matter.
7. Minutes. The meetings of the General Assembly and its decisions are recorded in the minutes.

10. Board

1. Role and powers.

The Board is the executive body of the Association. It has the right and the duty to manage the affairs of the Association and to represent it in accordance with the Statute (art. 69 CC). In particular, the Board shall take all necessary measures to achieve the purposes of the Association, ensure the correct application of the present Statute and any other internal regulations, administer the property, assets and resources of the Association, manage the accounts, engage and supervise a Director, if necessary, and convene and organise the General Assembly.

2. Pro-bono.

Board members shall act on a pro-bono basis, with the exception of reimbursement of their effective costs and travel expenses. Potential attendance fees may not exceed those paid for official commissions of the Canton of Geneva. For activities that exceed the usual scope of the function, each Board member may

receive appropriate compensation. Paid employees of the Association may only sit on the Board in an advisory capacity.

11. Secretariat

The Board may create a secretariat and/or appoint an Executive Director to manage the day-to-day affairs of the Association.

12. Dissolution and liquidation

In case of dissolution of the Association, the General Assembly will designate one or more liquidators determining their powers.

Remaining assets will be entirely assigned to a non-profit entity, which pursues similar public interest purposes and which is tax exempted. In no event may the assets of the Association be returned to its founding members or Members, nor should they use some or all of the assets for their own benefit in any way.

13. Duration

The duration of the association is unlimited and may be dissolved by resolution of the extraordinary assembly of members.

14. Jurisdiction

For all matters not expressly provided for in these Articles of Association, reference is made to the relevant laws in force and to the general principles of the Swiss legal system.


15. Addendums

The addendums 1 below is an integral part of this Statute.

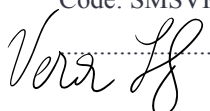
Place and date of the constituent meeting of the Association are May 21^h in Rome and via Zoom.

Read, approved and signed,


Rufo Guerreschi, born in Rome on 23.3.1970, resident in Rome at Via Francesco Vettori 39, Fiscal Code: GRRRFU70C23H501L, email rufo@guerreschi.org

date **24/5/2021**

Vera Simsic Guerreschi, born in Sarajevo on 1.07.1977, resident in Rome at Via Francesco Vettori 39, Fiscal Code: SMSVRE77I441Z153I, email verasimsic@yahoo.com

date **24/5/2021**

Nicholas Martin Kelly, born on 21/12/1984, in the city of Sydney, Australia, resident in Sesto S.G., LO, Italia, email nick@bauin.space

date 24/5/2021

Addendum 1 – The Governance of the Trustless Computing Certification Body

TCCB Assembly

Ultimate decision-making power will reside in the TCCB *Assembly*, composed up of 75-85 members, to be compensated at 200% of their going market rate according to their expertise and profile, for the time they'll be required to serve. The composition of such Assembly will be divided as follows:

- **25%: Scientific & Ethical Advisory Board.** Initially composed of Trustless Computing Association scientific advisory board, with some addition and removals. Chosen according to technical-proficiency, and proven record of altruism and ethical stands, and resiliency from external legal and illegal pressures (blackmail, bribes, etc).
- **30%: Global Citizens' Assembly.** *Global citizens will be selected*, and their vote weighted, such that via scientific methods it will maximize global representativity of all major differentiating human factors, such as gender, race, religion, political orientation, and it will be further weighted by 20% according to size of the members' nations population. Their selection and review will greatly minimize their risk of being subject to corruption, threat, or blackmail by powerful entities.
- **30%: Current or Past Members of Parliamentary Committees of nation-states.** Members from all nations will be able to join. The selection of such members will minimize their risk of being subject to corruption, threat, or blackmail by powerful entities. Members' vote will be weighted via scientific methods to maximize global representativity of all major differentiating human factors, such as gender, race, religion, political orientation, and it will be further weighted by 20% according to size of the members' nations population, and by 20% on the relative "democratic effectiveness" of parliamentary elections. Members will be selected half from defense, interior, or intelligence oversight committees, and another half from privacy and civil rights committees.
- **3%: Organizational Users,** of TCCB-certified IT services, with voting proportionate to the number of active end-users.
- **3%: Individuals Users,** with voting proportionate to the number of active end-users.
- **3%: Technical Partners of TCCB-compliant IT services** split among such partners in proportion to the level of resource-commitment to the TCCB.
- **6% TCCB Member NGOs.** Non-profit organizations in the area of cyber peace, security civil rights, and democratic governance.
- **Member Nations.** Nations are very welcome to join the TCCB governance, though they are not necessary. Nations that decide to become members acquire the following rights and obligations:
 - Acquire voting rights in the Assembly, activated when at least 8 nations from 3 continents have joined. Voting power will be 30%, diluting others' voting rights. Their voting will be weighted by 30% by population size and 30% by GDP, and so will be their yearly membership fee. The 1st three nations joining will have 50% extra voting power for the first 2 years.
 - Acquire a right to receive a due-process reply to lawful access requests to TCCB a user of TCCB-certified IT services, in cases whereby such nation has reasons to believe a user of such service has committed or is planning a grave crime.
 - Acquire a right to apply to TCCB certifications for IT for their own national governmental use.
 - Commit bindingly to share always and only with TCCB any tools or information in regards to attacks or vulnerabilities, actual or potential, to TCCB-certified IT, or TCCB organs, organizational infrastructure, and its members.
 - Offered initially to our home country Switzerland, our long-time formal R&D partners Italy and Austria, long-time interlocutors like Germany, as well as other EU nations, United States, Israel, South Korea, India, and others (even possibly China and Russia).

Democratic Deliberative Discourse Areas

Discussions within the organs will self-manage according to the state-of-the-art online [Citizens' Assembly](#) methods (e.g. *Deliberative Society Process*), by which members will self-educate on the matter of deliberation, invite experts, and then deliberate on it. Translation will be provided of all text in the 5 most common languages.

Members of all TCCB Assembly and the other organs will rely on a TCCB-certified digital infrastructure for deliberative discussion, information sharing, socializing and voting, that offers the highest integrity, and in some cases highest confidentiality. To radically reduce the risk of integrity compromise, all voting by TCCB organs will be via "open ballot" (i.e. non-secret).

All members of such organs will utilize a TCCB Cloud service, a TCCB-certified iOS/Android mobile app, and will also be provided with a TCCB-compliant client device (e.g. www.seevik.net) to engage in confidential discussions, especially critical for the discussions performed by the TCCB Judicial Board, which has to handle sensitive investigation evidence and information, whose leakage could cause grave national security or public security harm.

TCCB Cloud, TCCB Jury, and TCCB Judicial Board

Nations that choose to join TCCB governance, with its benefits and obligations - and nations where a TCCB-certified Cloud locates one of its hosting rooms - are guaranteed the ability to submit a lawful access request to the TCCB or to a local TCCB Provider, which will be handled according to the TCCB Cloud process, which is summarized here below:

- If the request is by the national government, locally where one of the redundant hosting rooms of the TCCB Cloud is located - or by a foreign government, whose request is appropriated by such government - the request will be vetted in their due process (not in the evidence) by a **TCCB Jury**, a jury made of 5 or more random-sampled citizens and 2 random-sampled parliamentarians of local national jurisdiction, which will act as both citizen-jury and citizen-witnesses. Every 3 months, 15 are sampled and instructed. When the need arises 10 are randomly called, as soon as 5 arrive, the process can begin.
- If the request is from a foreign government, then such request will be vetted by a **TCCB Judicial Board**, made of 15 recognized experts in international law, civil rights, and public security, who have been elected or appointed to high offices, such as a leading international court, the highest court of a large democratic nation. Deliberation will happen remotely using TCCB-compliant devices. If approved, such Board instructs the TCCB Jury as to what data should be conceded to the requesting public authority. The Board decision will assess the "*legitimacy*" for each request by evaluating the furnished and autonomously-acquired evidence to determine to what extent the request complies with the national legislation where TCCB is based (Switzerland currently), and it maximizes:
 - Compliance to and promotion of international civil rights and civil rights norms.
 - Promotion of international security and safety.
 - Complies to laws and constitutions of the jurisdiction of the requester and the target.