Certificate of Formation

The Redmont Institute for Standardization LLC

Art. 1 – Preliminaries:

(1) The Formator of the LLC is NullaPoene.

(2) The Redmont Institute for Standardization LLC (hereafter “Institute”) shall be a non-profit LLC under the Legal Entity Act Part VI Section 2.

(3) The Institute’s linked in-game business shall be **RIS**.

(4) The nature of the Institute shall be:

(i) to create, distribute, and make available standards for industries, activities, etc in Redmont; and

(ii) other activities that promote or are compatible with this goal.

Art. 2 – Management:

(1) The LLC shall be jointly managed by its Class A members.

(2) Each member of the Institute shall have equal voting power with regard to member resolutions.

(3) There shall be the following member classes:

(i) Class A members:

(a) Class A members shall be managers of the Institute.

(b) Class A members shall have the right to vote on member resolutions.

(c) Class A members shall together form the managing committee.

(ii) Class B members:

(a) Class B members shall have the right to vote on member resolutions.

(iii) Class C members:

(a) Class C membership shall imply no voting rights of any kind and shall only create contribution requirements.

(4) Amendments to the Certificate of Formation shall be suggested by either a group representing TEN PERCENT (10%) of all voting power or the managing committee.

(5) Amendments to the Certificate of Formation shall be approved by a member resolution, but may be vetoed by a qualified resolution of the managing committee; an overriding qualified resolution majority shall nullify this veto.

Art. 3 – Membership

(1) Membership shall be non-transferable and void upon death, incapacitation, or inactivity longer than THREE (3) months.

(2) Membership may only be revoked through a qualified resolution of the managing committee and only for cause.

(3) Class A membership shall be obtained through member resolution.

(i) Should a Class A member be inactive for more than THIRTY (30) days, they shall become an inactive Class A member; this timeline shall run concurrently with that defined in Art. 3 (1).

(ii) Class A members may be demoted to Class B members by qualified resolution of the managing committee for misconduct or dereliction of duty. Class A members may be, at any time and for any reason, demoted to Class B members by qualified member resolution.

(4) Class B and Class C membership shall be obtained in a way to be defined by the bylaws, otherwise by resolution of the managing committee on a case-by-case basis.

(5) Class C members may be promoted to Class B members in a way which shall be prescribed in the bylaws.

(6) Any member may exit the Institute at any time, giving notice to any active member of the managing committee.

Art. 4 – Member Resolutions

(1) Voting on any member resolution must be open for a minimum of SEVENTY-TWO (72) hours.

(i) Should all possible votes be cast, voting shall end immediately.

(2) A member resolution may be proposed by either a group representing TEN PERCENT (10%) of all voting power or the managing committee.

(3) A member resolution must be announced in a forum in which it is reasonable to expect that all members are notified; the company docket shall not be sufficient. A ping in the Discord server of the Institute shall be sufficient, provided all members who do not have access to Discord receive notice through other means.

(4) Majorities shall be counted with respect to all cast votes, excluding explicit abstensions.

(i) By default a member resolution shall require a simple majority.

(ii) A qualified resolution shall require a majority of two-thirds.

(5) The quorum for a resolution shall be met when:

(i) At least half of all Class A members cast votes; and

(ii) At least one-third of all Class B members cast votes.

(iii) Explicit abstentions shall be counted towards the quorum.

(6) Should the quorum not be met, the vote may be repeated after at least THREE (3) days but before FOURTEEN (14) days, and, provided all members who didn't vote are properly notified, the quorum requirement shall be suspended for the relevant vote.

Art. 5 – Managing Committee

(1) The managing committee shall manage the daily affairs of the Institute.

(i) For this, the managing committee shall be empowered to pass resolutions.

(2) A resolution may be proposed by any member of the managing committee.

(3) Voting on a resolution shall be open for FORTY-EIGHT (48) hours.

(i) This may be reduced to TWENTY-FOUR (24) hours if a delay may seriously jeopardize the activities of the Institute as defined in this Certificate of Formation.

(ii) Should all active members of the managing committee have cast their vote, voting shall end immediately.

(4) Majorities shall be counted with respect to votes cast, excluding explicit abstentions.

(i) By default a resolution shall require a simple majority.

(ii) A qualified resolution shall require a majority of two-thirds.

(5) The quorum for a resolution shall be met when at least half of all active members of the managing committee cast votes.

(6) The managing committee may delegate specific responsibility and authority to any of its members through resolution. This shall be term-limited to a maximum of THREE (3) months.

Art. 6 – Capital Contributions

(1) There shall be no required capital contributions upon formation.

(2) The bylaws may specify a reasonable contribution requirement for acquiring membership.

(3) The bylaws may specify a reasonable minimum recurring contribution.

(i) Should a member not pay a required contribution within THIRTY (30) days of it being due, they shall be notified, and if they do not pay after THIRTY (30) days of being notified, a resolution of the managing committee may nullify their membership.

(4) Any person may at any time donate any amount of capital or assets to the Institute.

(i) A resolution of the managing committee, or delegated person thereof, may deny any donation.

(5) Any and all mandates of contributions shall apply equally to all members, not apply ex post facto, and any member shall have the option of leaving instead of paying a modified contribution.

(i) Incorporated entities may be required to pay differing contributions; their purpose (e.g., commercial or non-commercial) shall be considered in determining the extent of the difference.

Art. 7 – Dispute Resolution

(1) Any dispute shall first be brought in front of the managing committee.

(2) Should the dispute not be resolved within SEVEN (7) days, the parties shall have the right to bring their grievance before a competent court of Redmont.

Art. 8 – Bylaws

(1) Resolutions of the managing committee may create bylaws.

(i) These may not conflict with this Certificate of Formation.

(ii) Components of passed bylaws shall be severable with respect to conflicts, unless otherwise specified.

Art. 9 – Dissolution

(1) Dissolution shall be triggered upon either all members leaving the Institute or through a qualified member resolution, which must be proposed by the managing committee.

(2) Dissolution shall involve:

(i) Announcement of the dissolution by the DOC through the relevant channels;

(ii) Ending all contracts;

(iii) Paying all creditors and debts;

(iv) Ending all lawsuits; and

(v) Liquidating all remaining assets and returning the proceeds to donors up to their full donated amount, if specified as such in the dissolution resolution; all remaining proceeds shall go to the Government of Redmont.

Art. 10 – Information

(1) The managing committee shall produce monthly public reports detailing its activities.

(2) These reports shall also include an overview of the financials of the Institute.

(i) These shall be prepared by a person specifically determined by the managing committee and affirmed by the signature of a qualified natural person.

Art. 11 – Non-Profit

(1) The Institute shall at all times be operated as a non-profit entity.

(2) Any compensation must be reasonable and all transactions must be performed at arms-length.

(3) Distribution of revenue to members shall be impermissible.

Art. 12 – Liability

(1) No member, agent, or otherwise shall be liable for any debts or obligations of the Institute by reason of holding that role.

Art. 13 – Initial Members

(1) The initial Class A members of the Institute shall be:

NullaPoene