

# Cookie DAO Constitution

## *PREAMBLE*

*We, as representatives of Cookie DAO, hereby declare our commitment to operate independently in conceiving, developing, and executing diverse blockchain solutions around creating a central data layer for the AI agents and the DeFAI economy, aligned with our conviction that data is the driver of the agentic economy and that we will create a comprehensive, open-source data hub, developed together with partners and external contributors to achieve an independently scalable, most accurate, decentralized data infrastructure. Our aim is to create this central data layer, as DeFAI cannot function properly without vast, deep, and accurate data - we aim to build, develop, and upkeep a scalable layer that anyone can contribute to, creating a database for this economy. These endeavors, collectively referred to as the Project, shall be guided by the principles, objectives, and procedures outlined in this Constitution.*

*This Constitution shall serve as the foundational framework for our autonomous Community, reflecting the core values and aspirations that have shaped the DAO since its inception. It is intended to provide a standardized set of guidelines for our collective operations and potential future subdivisions within the DAO's evolving structure.*

*Just as our Community and its goals evolve, so too may this Constitution, adapting to the dynamic needs of our Community. Every amendment or alteration to this document shall follow the prescribed management processes. Nevertheless, the fundamental goals and values underlying the Community's formation and this Constitution shall remain constant.*

*Our collective aim is to foster a sustainable and cohesive Community capable of collaborating effectively towards a decentralized Ecosystem, while upholding the principles that underpin the DAO's establishment and fostering mutual respect among its members.*

## **#1. Purpose of Cookie DAO**

As Cookie DAO we believe in a fundamental idea of blockchain, which is complete decentralization. Therefore, our goal is to create an InfoFi data infrastructure to underpin the DeFAI economy, develop a central data layer, and reward technical and data contributors for their work and support. One of our key projects, underpinning our technological framework and ensuring a fair power and reward distribution in our Ecosystem, is the **\$COOKIE Token (\$COOKIE or Token)**, which we created and deployed on the blockchain network in June 2024 to provide governance layer for Cookie DAO as well as serve in different ways within the Ecosystem.

## **#2. Becoming part of the Community**

1. We are a decentralized Community of professionals and users, who believe in the importance of providing data for market analysis and empowerment of data-driven decisions in crypto. There are no formal requirements to become part of the Cookie DAO Community, except being a supporter of our vision. Having said that, if you want to have a

say on what we as Cookie DAO do, you have to hold a Token and use it according to paragraph #4, article 1 of this Constitution if you want to cast a vote (such members of the Community are further called **Tokenholders**).

2. By becoming a member of our Community, you agree to act in accordance with this Constitution and with respect for the principles and values of the DAO and the principles of solidarity and mutual respect between its members, particularly not using hate speech in interactions between Community members and striving to fully respect their privacy.

### **#3 Ownership of the DAO's solutions**

1. We believe in the idea of decentralization and the Open Web. Because of that, the source code and documentation of IT solutions, whether developed internally or ordered by the DAO from third-party providers, will be shared with the Community as open-source whenever possible. However, such disclosure will only take place if it does not harm the Project's security, competitive position, or strategic interests. The DAO will assess each case individually to ensure that openness aligns with the long-term sustainability and growth of the Ecosystem.
2. Due to the fact that in the current legal and regulatory situation, the DAO is not seen as an entity with legal personality, where necessary, we decide in order to safeguard all the interests of our Community to entrust the role of trustee, including with regard to copyrights, to the legal wrapper indicated in paragraph #6 of this Constitution, which will hold in custody these rights until a change in the legal situation allows the DAO to directly and rightfully acquire these rights for its own behalf.

### **#4. Voting procedure**

1. Only Tokenholders who will use \$COOKIE in the SAS function, available via <https://www.cookie.community/staking> can vote on the DAO matters (**Voting**). Each Token used as described in the previous sentence has a power of one vote but an additional mechanism for multiplying voting power based on the period of staked tokens may be implemented, subject to a Voting.
2. Official and binding Voting of the DAO will take place via <https://snapshot.org/#/> or a similar tool chosen by the Community.
3. The right to propose actions of the DAO, including changes to the Constitution (Proposal) belongs solely to the group of Community's most merited members, called the Chef's Council. Such limitation is dictated by the need of the Community, in its early stage of formation, to focus on matters most crucial to its full technological and operational development, as well as long-term sustainability. This provision may be revised after the period of 2 years, together with the maturity of the DAO and moving ahead to the next phase of decentralization. After that period, applications to join the Chef's Council will open to individuals who demonstrate exceptional commitment to the Ecosystem. Eligibility will require holding at least 500,000 \$COOKIE (with a minimum value of \$100,000, considering the token's dynamic price) staked in SAS for at least 12 months. The Chef's Council will also regularly review activity of the members of the Community and may, in its own

discretion, invite to its ranks the ones that contribute most. All the proposals will be submitted for public Voting by a chosen representative of the Chef's Council.

4. Each \$COOKIE Tokenholder will have the right to vote on the submitted Proposal by casting one of the following votes:
  - a. For, in which case the Tokenholder supports the Proposal;
  - b. Against, in which case the Tokenholder does not support the Proposal; or
  - c. Abstain, in which case the Tokenholder neither supports or rejects the Proposal,
5. The following number of votes shall be required to approve the Proposal in the Voting so that it becomes an **Approved Proposal**:

Type of Proposal	Votes Required, [% of votes]	Voting Time, [hours]
Minor changes not otherwise listed	50% + 1	24
Changes to the activities of the Project, structure of the DAO, choosing or changing a Legal Wrapper or Representative, disposal of all or a substantial amount of the DAO's assets, approving certain expenses from the Treasury.	50% + 1	48
Changes to the functionalities of the Token, rights of the Token holders, creating off-chain legal entities to represent the DAO and appointing people to fill their bodies, choosing partners, service providers and other entities to support DAO.	50% + 1	48
Emergency Proposal addressing an urgent issue (an issue which directly concerns the existence of the DAO) when time is of the essence.	50% + 1	12
Changes within the Constitution	75% + 1	72

## #5. Implementation of decisions

1. Approved Proposals that can be implemented in an automatic way by the means of smart contracts, will be implemented in that way.
2. Approved Proposals that cannot be implemented in an automatic way and require manual, off-chain implementation will be implemented by the Cookie DAO Legal Wrapper (defined below) or Representative (defined below).
3. Implementation of some Approved Proposals will require allocation of funds from the Treasury. If such allocation of funds cannot be done automatically, by the means of a smart contract executing Approved Proposal, it will be conducted by a Representative or a dedicated Treasurer (as defined below).

## #6. Legal Wrapper

1. As a DAO, we cannot as of now operate off-chain, because we do not have legal capacity. Sometimes we will need to operate in real world, and thus we need a legal wrapper – a legal entity acting as our chosen trusted partner and a trustee of our rights and obligations, e.g. in case of signing an agreement (**Legal Wrapper**).
2. We hereby confirm that in previous DAO off-chain votes, prior to the generation and issuance of Tokens, the Legal Wrapper to assist the DAO in its day-to-day operations was selected Cookie DAO Foundation, an entity established in accordance with Cayman law, whose statute reflects goals in line with those of the DAO, especially when it comes to spreading and educating about blockchain technology and underlying decentralization.
3. Although the Legal Wrapper is currently situated in **the Cayman Islands**, the DAO does not identify with this jurisdiction as a fully decentralized organization created by the International Community and as such can never be associated with a single country or territory.

## #7. DAO representatives

1. Some Approved Proposals cannot be done automatically using smart contracts and also are not fit for a Legal Wrapper to proceed with them. These activities include for example signing of some statements, or approving transfers of DAO's funds. For such actions, we may choose in a Voting a member of the Community (**Representative**) to undertake them.

## #8. The Treasury

1. As a DAO we have our own funds in crypto-assets, e.g. from the distribution of \$COOKIE Tokens, kept on a dedicated multisig wallet (**Treasury**).
2. Transfer of funds from the Treasury will require an oracle decision, stating there has been an Approved Proposal, whose execution involves the transfer of a certain amount of funds.

3. The Representative responsible for holding the key to the Treasury will be referred to as the **Treasurer** and will be appointed for a 24-month term through an off-chain vote conducted by the Chef's Council. Any transfer of funds from the Treasury will require both an oracle decision and approval using the key held by the Treasurer.
4. We hereby confirm that the Chef's Council has already appointed the first Treasurer for a 24-month term through off-chain voting, commencing on the date of this Constitution's approval through voting.

#### **#9. The Off-Chain Resolutions**

1. Given that the off-chain DAO had already formed some time ago, in order to make the on-chain form of DAO possible i.e. enable the generation and issuance of tokens and the creation of a governance process, the DAO had previously made decisions in the form of off-chain surveys. To ensure efficient and uninterrupted development of the Project, some of these pre-Constitution decisions may be formally implemented after official community voting during a 6-month transition period, starting from adopting of the Constitution in Voting, aligning them with the DAO's governance framework once established.