

DeezNutz Foundation

Constitution

Version 1.0

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1. Introduction and Purpose

The DeezNutz Foundation is the non-profit organisation funded through donations from the 'Professor Suggon DeezNutz' project, an original culture-comedy based digital asset or 'meme-coin' that seeks to combine the power of humour and decentralised asset technology to create a new operating model for the provision of charitable acts.

2. Objectives

2.1. Primary Objectives

2.1.1. **Charitable and Fertility-Related Missions**

The DeezNutz Foundation is dedicated to promoting fertility, genital health, and research. It will fund fertility assistance, genital restoration, and education to counter declining fertility rates and improve human reproductive health globally.

2.1.2. **Restoration & Renewal**

The Foundation will assist individuals in need of genital health restoration, providing funding for surgeries, treatments, and other medical necessities. Our goal is to ensure that everyone's "Nutz" get the attention they deserve.

2.1.3. **Truth, Humour & Goodwill**

We believe humour is essential for human health and spreading positive, productive truths. The Foundation will use humour and creative initiatives to improve mental health and foster goodwill, while promoting truthful, impactful messages globally.

2.2. Secondary Objectives

2.2.1. **Digital Content & Education**

The Foundation will support digital projects, NFTs, and blockchain initiatives that align with the DeezNutz mission, including educational content on fertility, reproductive health, and other humorous yet impactful causes.

2.2.2. **General Community-Driven Initiatives**

Other community-driven, educational, humorous, or creative initiatives that align with the Foundation's mission may also be funded.

3. Charitable Focus Definition

This Charitable Focus Definition aims to provide clear direction for the DeezNutz Foundation's activities while maintaining the flexibility to adapt and respond to evolving needs in reproductive and genital health.

3.1. Core Focus Areas

This definition outlines the charitable focus of the DeezNutz Foundation, providing a framework for its activities while maintaining flexibility for future adaptations. Its core focus areas are expanded below in sections 3.2-3.5.

3.2. Reproductive Health and Fertility

3.2.1. Scope

- 3.2.1.1. Support for individuals and couples facing fertility challenges
- 3.2.1.2. Promotion of natural and holistic approaches to fertility enhancement
- 3.2.1.3. Advocacy for environmental and lifestyle factors affecting fertility

3.2.2. Priorities

- 3.2.2.1. Low-risk, non-invasive fertility assistance methods
- 3.2.2.2. Programs promoting overall reproductive health
- 3.2.2.3. Support for practitioners focusing on natural fertility enhancement

3.3. Genital Health and Restoration

3.3.1. Scope

- 3.3.1.1. Support for individuals affected by genital mutilation, accidents through mis-adventure or cosmetic surgeries
- 3.3.1.2. Promotion of genital health and integrity
- 3.3.1.3. Advocacy against non-consensual genital alterations

3.3.2. Priorities

- 3.3.2.1. Restoration techniques for genital mutilation survivors
- 3.3.2.2. Education on the importance of genital integrity
- 3.3.2.3. Support for practitioners specialising in restorative procedures

3.4. Education and Awareness

3.4.1. Scope

- 3.4.1.1. Public education on reproductive and genital health
- 3.4.1.2. Awareness campaigns on factors affecting fertility
- 3.4.1.3. Promotion of body positivity and acceptance

3.4.2. Priorities

- 3.4.2.1. Evidence-based information dissemination
- 3.4.2.2. Culturally sensitive educational programs
- 3.4.2.3. Use of innovative and engaging methods, including appropriate humour (attention grabbing and compassionate)

3.5. Research and Innovation

3.5.1. Scope

- 3.5.1.1. Support for research into natural fertility enhancement
- 3.5.1.2. Funding for studies on genital restoration techniques
- 3.5.1.3. Innovation in educational methodologies

3.5.2. Priorities

- 3.5.2.1. Independent research free from conflicts of interest
- 3.5.2.2. Studies focusing on low-risk, high-impact interventions
- 3.5.2.3. Collaborative research promoting open access to findings

3.6. Guiding Principles

3.6.1. Do No Harm

Prioritise methods, treatments, and research with minimal risk of side effects or harm.

3.6.2. Holistic Approach

Consider the whole person, including physical, emotional, and environmental factors affecting reproductive and genital health.

3.6.3. Independence

Maintain independence from pharmaceutical and large medical industry influence, focusing on grassroots and community-based solutions.

3.6.4. Empowerment

Empower individuals with knowledge and resources to make informed

decisions about their reproductive and genital health.

3.6.5. Positive Focus

Maintain a constructive, solution-oriented approach in all activities and communications.

3.7. Excluded Activities

3.7.1. The Foundation will not support

- 3.7.1.1. Treatments with high risk of side effects or harm
- 3.7.1.2. Research or treatments heavily dependent on pharmaceutical interventions
- 3.7.1.3. Activities that could be perceived as promoting or enabling non-consensual genital alterations
- 3.7.1.4. Programs that discriminate based on race, gender, sexual orientation, or other protected characteristics

3.8. Flexibility and Adaptation

- 3.8.1. This definition is intentionally broad to allow for adaptation to emerging needs and opportunities.
- 3.8.2. The Foundation may expand or refine its focus areas based on:
 - 3.8.2.1. New scientific discoveries
 - 3.8.2.2. Changing societal needs
 - 3.8.2.3. Emerging health challenges related to reproductive and genital health

3.9. Review and Amendment

- 3.9.1. This Charitable Focus Definition shall be reviewed annually to ensure its relevance and effectiveness.
- 3.9.2. Significant amendments require approval through the Foundation's standard voting procedures.

4. Governance Structure

This section aims to clearly define the foundation's full government structure, including rights and limitations of token holders within the DeezNutz ecosystem, ensuring transparency and appropriate expectations.

4.1. Board of Directors

4.1.1. Number of Directors

Minimum of 3 and maximum of 7

4.1.2. Term Length: Directors serve 2-year terms, with a maximum of 3 consecutive terms (6 years total).

4.1.3. Replacement: Directors may be replaced by a community vote (1 Nutz = 1 vote) or by a vote of 75% of the existing board members.

4.1.4. VETO Power

The board retains veto power over resolutions for regulatory or charitable focus reasons.

4.2. Compliance Officer

This core structural position aims to ensure robust regulatory compliance while achieving the foundation's goals and maintaining alignment with Singapore's regulatory expectations for charitable organisations.

4.2.1. Appointment and Transition

4.2.1.1. Prior to the minting of all 69 billion Nutz, the role of Regulatory Compliance Officer shall be assigned to a board member.

4.2.1.2. Upon completion of minting 69 billion Nutz, the role shall transition to a standalone position.

4.2.2. Responsibilities

The Regulatory Compliance Officer shall:

4.2.2.1. Ensure overall compliance with Singapore regulations for Charities and Institutions of a Public Character.

4.2.2.2. Oversee KYC/AML procedures as outlined in the KYC/AML Compliance Policy.

4.2.2.3. Monitor and ensure compliance in the implementation of medical-related education and charitable spending, focusing on:

- 4.2.2.3.1. Adherence to the Hippocratic Oath, particularly the principle of "do no harm"
- 4.2.2.3.2. Ensuring all actions are conducted with full informed consent
- 4.2.2.3.3. Verifying the professional and ethical standards of all practitioners
- 4.2.2.3.4. Authenticating the sound mind and genuine need of beneficiaries

4.2.3. Authority

4.2.3.1. The Regulatory Compliance Officer shall have the authority to:

- 4.2.3.1.1. Access all relevant documents and information
- 4.2.3.1.2. Conduct investigations into potential compliance breaches
- 4.2.3.1.3. Pause any charitable act under the Foundation's control for review

4.2.4. Review Process

4.2.4.1. Upon pausing a charitable act, the Regulatory Compliance Officer shall:

- 4.2.4.1.1. Present the case to Class A and B NFT holders for a vote
- 4.2.4.1.2. Have unrestricted ability to present their case to voters without interference from directors
- 4.2.4.1.3. If dissatisfied with the result or participation levels of the Class A and B NFT holder vote, the Regulatory Compliance Officer may trigger a full community vote using the Nutz coin.

4.2.5. Reporting Requirements

4.2.5.1. The Regulatory Compliance Officer shall:

- 4.2.5.1.1. Provide quarterly compliance reports to the board
- 4.2.5.1.2. Submit an annual compliance report to relevant Singapore authorities
- 4.2.5.1.3. Immediately report any significant compliance issues to the board and relevant authorities

4.2.6. Independence

4.2.6.1. The Regulatory Compliance Officer shall operate independently and without undue influence from the board or NFT holders.

4.2.7. Resources

4.2.7.1. The Foundation shall provide necessary resources for the Regulatory Compliance Officer to effectively perform their duties.

4.2.8. Removal

- 4.2.8.1. The Regulatory Compliance Officer may only be removed by a supermajority (75%) vote of both the board and Class A NFT holders.

4.3. Secretary

4.3.1. Appointment

- 4.3.1.1. The Board of Directors may appoint a Secretary to support the efficient functioning of the Foundation's governance.

4.3.2. Responsibilities

The Secretary shall:

- 4.3.2.1. Ensure the Board's compliance with the constitution and relevant regulations
- 4.3.2.2. Maintain and update all official records of the Foundation
- 4.3.2.3. Prepare and distribute meeting agendas, minutes, and other documentation
- 4.3.2.4. Assist in organising Board and community meetings
- 4.3.2.5. Monitor the implementation of Board decisions and constitutional requirements
- 4.3.2.6. Liaise with the Compliance Officer to ensure regulatory obligations are met
- 4.3.2.7. Manage communication between the Board, NFT holders, and the broader community
- 4.3.2.8. Oversee the administration of governance processes, including voting procedures

4.3.3. Qualification

The Secretary shall have appropriate qualifications in corporate governance or law, and experience in non-profit and/or blockchain-based organisations.

4.3.4. Term

The Secretary shall serve a two-year term, renewable based on performance and Board approval.

4.3.5. Reporting

The Secretary reports directly to the Board of Directors and works closely with the Compliance Officer.

4.3.6. Independence

While supporting the Board, the Secretary shall maintain a degree of independence to ensure objective oversight of governance processes.

4.4. Community Participation

Community members participate through their ownership of Nutz tokens and NFTs. Voting and decision-making are conducted using a decentralised application (dApp) for transparency and security.

4.5. NFT Distribution and Voting Rights

4.5.1. Upon completion of Nutz minting, the following NFT classes will be distributed:

4.5.1.1. Class A (God of the Sack)
For holders of over 690,000,000 Nutz.

4.5.1.2. Class B (Certified Nut Job)
For holders of over 69,000,000 Nutz.

4.5.1.3. Class C (Tough Nutz)
For holders of over 6,900,000 Nutz.

4.5.1.4. Class D (PeaNutz)
For holders of over 690,000 Nutz.

4.5.2. NFT Voting Powers:

4.5.2.1. Class A Holders
Submit resolutions on fund allocation for charitable acts (fertility treatments, genital restoration, public events).

4.5.2.2. Class A + B Holders
Review and vote on these resolutions. The most supported resolutions go to a full community vote (1 Nutz = 1 vote).

4.5.3. VETO Power
The board retains veto power over resolutions for regulatory or charitable focus reasons.

4.5.4. Inactive Tokens/NFT
Tokens and/or NFTs are temporarily excluded from voting after 3 consecutive missed votes but are automatically reactivated upon

participation.

4.6. Token Holder Rights and Limitations

4.6.1. Purpose

This section outlines the rights and limitations of both Nutz token holders and NFT holders within the DeezNutz Foundation ecosystem, clarifying their roles in governance and decision-making processes

4.6.2. Nutz Token Holder Rights

4.6.2.1. Voting Rights

4.6.2.1.1. Participate in full community votes on resolutions that have passed initial NFT holder approval.

4.6.2.1.2. Voting power: 1 Nutz token = 1 vote.

4.6.2.2. Proposal Review

Review and vote on resolutions that have received majority support from Class A and B NFT holders.

4.6.2.3. Emergency Action Review

Participate in community votes to ratify or reject emergency actions when called upon.

4.6.2.4. Transparency

Access to public quarterly reports and annual independent audit summaries.

4.6.2.5. Participation Incentives

Eligibility for random bonuses of Nutz or special NFTs for active voters.

4.6.3. NFT Holder Rights

4.6.3.1. Class A NFT Holders

4.6.3.1.1. Submit resolutions on fund allocation for charitable acts.

4.6.3.1.2. Review and vote on resolutions (1 NFT = 1 vote).

4.6.3.1.3. Access to detailed quarterly financial reports.

4.6.3.2. Class B NFT Holders

4.6.3.2.1. Review and vote on resolutions submitted by Class A holders (1 NFT = 1 vote).

4.6.3.2.2. Access to detailed quarterly financial reports.

4.6.3.3. Class C and D NFT Holders

4.6.3.3.1. Specific rights as defined in the NFT distribution and voting rights section of the constitution.

4.7. Limitations and Clarifications

4.7.1. No Ownership Claims

Token ownership does not confer any ownership rights over the Foundation or its assets.

4.7.2. No Profit Distribution

Tokens are not shares or securities and do not entitle holders to any profits or dividends.

4.7.3. No Redemption Rights

The Foundation is not obligated to redeem tokens for fiat currency or any other asset.

4.7.4. Voting Restrictions

Tokens and NFTs are temporarily excluded from voting (majority calculation) after 3 consecutive missed votes. Voting rights are automatically reactivated upon participation in a vote.

4.7.5. Resolution Limitations

Token holders can only vote on resolutions that have passed initial NFT holder approval.

4.7.6. No Guaranteed Value

The Foundation makes no guarantees regarding the future value of Nutz tokens or NFTs.

4.8. Participation in Governance

4.8.1. Hierarchical Approval Process

Resolutions must gain majority support from Class A and B NFT holders before proceeding to a full community vote.

4.8.2. Community Oversight

Token holders can call for review of emergency actions by achieving a 50% majority.

4.8.3. Policy Amendments

Significant changes to Foundation policies require approval through standard voting procedures.

4.9. Separation of Roles

4.9.1. Token Holders

- 4.9.1.1.** All holders of Nutz tokens have voting rights in community-wide decisions.
- 4.9.1.2.** Voting power: 1 Nutz token = 1 vote
- 4.9.1.3.** Token holders participate in final voting on resolutions that have passed initial NFT holder approval.

4.9.2. NFT Holders

- 4.9.2.1.** NFT holders are divided into four classes
A, B, C, and D
- 4.9.2.2.** Voting power for NFT-specific decisions
1 NFT = 1 vote
- 4.9.2.3.** Class A NFT Holders
Can submit resolutions on fund allocation for charitable acts
- 4.9.2.4.** Class A and B NFT Holders
 - 4.9.2.4.1.** Review and vote on resolutions submitted by Class A holders.
 - 4.9.2.4.2.** Resolutions with majority support proceed to community-wide vote

4.9.3. Board of Directors

- 4.9.3.1.** Responsible for day-to-day operations and spending within defined limits.
- 4.9.3.2.** Retain veto power over resolutions for regulatory or charitable focus reasons.

4.9.4. Overlapping Roles

NFT holders may also be token holders, but their voting powers are separate and applied in different contexts as outlined above.

4.9.5. Inactive Participation

- 4.9.5.1.** Both tokens and NFTs are temporarily excluded from voting after 3 consecutive missed votes.
- 4.9.5.2.** Voting rights are automatically reactivated upon participation in a vote.

4.10. Transparency and Reporting

4.10.1. Access to Information

- 4.10.1.1. All token holders have access to public reports and summaries of Foundation activities.
- 4.10.1.2. NFT holders (particularly Class A and B) have access to more detailed financial and operational information.

4.11. Compliance and Regulatory Considerations

4.11.1. Regulatory Adaptation

- 4.11.1.1. Token holder rights may be subject to change to comply with regulatory requirements.
- 4.11.1.2. The Foundation will strive to maintain the spirit of community governance within regulatory constraints.

4.12. Dispute Resolution

4.12.1. Participation in Resolution Process

Token holders may participate in the final stage of the dispute resolution process through community voting.

4.13. Misconceptions

4.13.1. Not a Security

Nutz tokens are not securities and should not be purchased with the expectation of profit.

4.13.2. No Guarantee of Influence

While tokens grant voting rights, the Foundation cannot guarantee that any individual's vote will directly influence outcomes.

4.14. Amendments

4.14.1. Process for Changing Rights

Any changes to token holder rights must go through the full governance process, including NFT holder approval and community vote.

4.15. Community Voting and Decision-Making

4.15.1. dApp Integration

All voting (fund allocation, governance decisions) will be conducted through a decentralised application (dApp) for transparency and security.

4.15.2. Special Resolutions

A "Special Resolution" may be created by any Nutz NFT holder at a cost of 1 million Nutz (fee sent to the foundation) and then presented for a full community vote (1 Nutz = 1 vote) if over 50% of all NFT holders (Classes A, B, C, and D - including inactive NFTs) vote in favour of it.

Special Resolutions that have not reached a full community vote will expire after 6 months from their creation.

4.16. Advisory Board

4.16.1. Purpose

The Advisory Board provides expert guidance to the DeezNutz Foundation on medical, ethical, and strategic matters related to reproductive and genital health.

This Advisory Board structure ensures that the DeezNutz Foundation has access to expert guidance in navigating the complex medical, ethical, and strategic landscape of reproductive and genital health philanthropy.

4.16.2. Composition

4.16.2.1. The Advisory Board shall consist of 5-9 members, including:

- 4.16.2.1.1. Medical professionals specialising in reproductive health, urology, cosmetic surgery or regenerative medicine
- 4.16.2.1.2. Bioethicists
- 4.16.2.1.3. Public health experts
- 4.16.2.1.4. Patient advocates
- 4.16.2.1.5. Experts in non-profit management and philanthropy

4.16.3. Appointment and Term

4.16.3.1. Advisory Board members are appointed by the Board of Directors.

4.16.3.2. Members serve two-year terms, with the option for renewal.

4.16.3.3. Terms are staggered to ensure continuity of expertise.

4.16.4. Responsibilities

Provide expert advice on:

4.16.4.1. Medical and scientific aspects of supported treatments and research

4.16.4.2. Ethical considerations in program implementation

4.16.4.3. Emerging trends and innovations in reproductive and genital health

4.16.4.4. Review and provide recommendations on proposed research funding and treatment programs.

4.16.4.5. Assist in developing ethical guidelines for the Foundation's activities.

4.16.4.6. Offer insights on potential collaborations and partnerships.

4.16.5. Meetings and Engagement

4.16.5.1. The Advisory Board meets quarterly, with additional meetings as needed.

4.16.5.2. Members may be called upon for individual consultations on specific issues.

4.16.5.3. Annual joint meeting with the Board of Directors to align strategic direction.

4.16.6. Conflict of Interest

4.16.6.1. Advisory Board members must disclose any potential conflicts of interest.

4.16.6.2. Members shall recuse themselves from discussions where they have a conflict.

4.16.7. Confidentiality

4.16.7.1. Members sign a confidentiality agreement to protect sensitive Foundation information.

- 4.16.7.2. Discussions and recommendations of the Advisory Board are kept confidential unless explicitly approved for public disclosure.

4.16.8. Compensation

- 4.16.8.1. Advisory Board members serve on a volunteer basis.
- 4.16.8.2. Reasonable expenses related to Board activities are reimbursed.

4.16.9. Relationship to Board of Directors

- 4.16.9.1. The Advisory Board serves in a consultative capacity and does not have voting rights on the Board of Directors.
- 4.16.9.2. Recommendations of the Advisory Board are given serious consideration but are not binding.

4.16.10. Relationship to Community Voting

- 4.16.10.1. The Advisory Board serves in a consultative capacity and does not have voting rights relating to NFT or Token holders.
- 4.16.10.2. Advisory board analysis of pending community votes/resolutions with recommendations of the Advisory Board are encouraged but not compulsory. When provided, recommendations are made prominent to NFT or Token holders during the voting process but are not binding.

4.16.11. Reporting

- 4.16.11.1. The Advisory Board provides written reports of its recommendations to the Board of Directors.
- 4.16.11.2. An annual summary of Advisory Board activities and key recommendations is included in the Foundation's annual report.

4.16.12. Review and Evaluation

- 4.16.12.1. The effectiveness and composition of the Advisory Board are reviewed annually.

- 4.16.12.2.** Feedback from the Board of Directors and Foundation staff is considered in this review.

5. Crypto Asset Management and Operational Integration

5.1. Purpose

This section outlines the DeezNutz Foundation's approach to managing cryptocurrency assets and integrating crypto operations into its charitable activities, while maintaining regulatory compliance and separation from speculative activities.

This framework aims to integrate cryptocurrency into the DeezNutz Foundation's operations in a manner that aligns with its mission, maximises operational efficiency, and maintains regulatory compliance. It emphasises the use of cryptocurrency as a tool for charitable activities while clearly separating the Foundation from speculative or commercial crypto operations.

5.2. Legal and Operational Distinction

- 5.2.1.** The DeezNutz Foundation is established as a separate legal entity from any cryptocurrency creation or trading operations.
- 5.2.2.** The Foundation operates independently as a non-profit organisation, focusing on its charitable mission regardless of cryptocurrency market conditions.

5.3. Crypto Asset Management

- 5.3.1.** The Foundation will maintain a significant portion of its assets in cryptocurrency form, prioritising stability and security.
- 5.3.2.** Asset storage will utilise multi-signature wallets and cold storage solutions to ensure maximum security.
- 5.3.3.** The Board of Directors is responsible for overseeing the management of crypto assets, including decisions on asset allocation and risk management.

5.4. Use of Cryptocurrency in Operations

- 5.4.1.** The Foundation will accept donations in cryptocurrency, including those derived from the minting process of associated tokens.
- 5.4.2.** Cryptocurrency will be the preferred method for paying for services and implementing charitable activities where feasible and compliant with local regulations.
- 5.4.3.** When necessary for operational purposes, the Foundation may convert cryptocurrency to fiat or stablecoins, following a predetermined and transparent process.

5.5. Risk Management

- 5.5.1.** The Foundation will implement strategies to mitigate volatility risks, such as using stablecoins for short-term operational funds.
- 5.5.2.** Regular risk assessments will be conducted to ensure the Foundation's crypto holdings do not jeopardise its ability to fulfil its charitable mission.

5.6. Prohibition on Unnecessary Speculation

- 5.6.1.** The Foundation will not engage in cryptocurrency trading or asset allocation for purely speculation purposes.
- 5.6.2.** Any conversion between cryptocurrencies or to fiat will be done solely for operational needs or risk management purposes.

5.7. Transparency and Reporting

- 5.7.1.** The Foundation will maintain detailed records of all cryptocurrency transactions and holdings.
- 5.7.2.** Regular reports will be published detailing the Foundation's cryptocurrency assets, transactions, and their use in charitable activities.
- 5.7.3.** An annual audit will include a specific section on cryptocurrency management and usage.

5.8. Regulatory Compliance

- 5.8.1.** The Foundation will comply with all relevant regulations regarding the use and management of cryptocurrency by non-profit organisations.
- 5.8.2.** The Compliance Officer will regularly review and update procedures to ensure ongoing compliance with evolving cryptocurrency regulations.

5.9. Educational Role

- 5.9.1.** The Foundation may provide educational content about the responsible use of cryptocurrency in charitable contexts.
- 5.9.2.** This education will focus on the potential benefits and risks of cryptocurrency in non-profit operations, without promoting any specific cryptocurrency investments.

5.10. Separation from Token Creation or Management

- 5.10.1.** While the Foundation may benefit from donations derived from associated token minting, it is not involved in the creation, promotion, or trading of these tokens.
- 5.10.2.** The Foundation will maintain clear communication about its role as a beneficiary of crypto donations, distinct from any involvement in token economics or management.

6. Foundation and Community Interaction

This framework aims to allow the DeezNutz Foundation to fully utilise its unique identity and community support in pursuing its charitable mission, while maintaining necessary separations to ensure regulatory compliance.

6.1. Foundation's Role in Public Communications

- 6.1.1.** The Foundation can and should publicise its charitable acts, educational content, and public awareness campaigns.
- 6.1.2.** The Foundation may use the meme character in its educational and public content, as this is integral to its identity and mission.

- 6.1.3.** When referencing the associated meme coin or NFTs, the Foundation will focus on their role as donation mechanisms rather than as investment opportunities.

6.2. Community Engagement

- 6.2.1.** The Foundation recognizes and values its community of supporters, including holders of associated meme coins and NFTs.
- 6.2.2.** The Foundation may acknowledge and appreciate community efforts that align with its mission and values.

6.3. Separation of Promotional Activities

- 6.3.1.** The Foundation will not directly promote the meme coin or NFTs as investment opportunities.
- 6.3.2.** Community members, acting independently, may choose to promote the meme coin or NFTs.
- 6.3.3.** The Foundation will make clear in its communications that community promotional activities are separate from the Foundation's official activities.

6.4. Use of Meme Character and Branding

- 6.4.1.** The Foundation retains the right to use the meme character and associated branding in its official communications, educational materials, and charitable campaigns.
- 6.4.2.** Usage will focus on advancing the Foundation's charitable mission and public education efforts.

6.5. Transparency in Funding Sources

- 6.5.1.** The Foundation will be transparent about receiving funding from meme coin minting and NFT sales.
- 6.5.2.** Communications will clarify that supporting these initiatives is one way to contribute to the Foundation's mission, without encouraging investment.

6.6. Educational Content

- 6.6.1.** The Foundation may produce educational content about cryptocurrency and NFTs in the context of charitable giving.
- 6.6.2.** This content will be informational and balanced, discussing both potential benefits and risks.

6.7. Public Awareness Campaigns

- 6.7.1.** The Foundation may run public awareness campaigns that utilise the meme character and associated humour.
- 6.7.2.** These campaigns will focus on the Foundation's charitable objectives and not on promoting cryptocurrency investment.

6.8. Community-Led Initiatives

- 6.8.1.** The Foundation may acknowledge and support community-led charitable initiatives that align with its mission.
- 6.8.2.** Clear distinctions will be made between Foundation-led and community-led activities.

6.9. Regulatory Compliance

- 6.9.1.** All Foundation communications and activities will comply with relevant regulations governing non-profit organisations and cryptocurrency.
- 6.9.2.** The Compliance Officer will review public communications to ensure they maintain appropriate separation between charitable activities and cryptocurrency promotion.

6.10. Periodic Review

This policy will be reviewed annually to ensure it continues to serve the Foundation's mission while maintaining regulatory compliance.

7. Financial Management / Auditing and Controls

This comprehensive reporting and Financial Controls framework aims to ensure robust financial management, transparency, and compliance with Singapore regulations while maintaining the unique structure and goals of the DeezNutz Foundation.

7.1. Minting Phase Fund Allocation

- 7.1.1. 22 Billion Nutz Minted: Primarily for administration and the establishment of the Foundation (up to 80% funds raised).
- 7.1.2. 22-44 Billion Nutz Minted: Primarily for the creation and distribution of NFTs and related voting mechanisms (up to 50% funds raised).
- 7.1.3. 44-69 Billion Nutz Minted: Up to 50% of funds will be allocated to charitable projects relating to mission awareness, education and public events

7.2. Token Minting Clarification

- 7.2.1. The Foundation explicitly acknowledges that:
 - 7.2.1.1. It cannot guarantee any future donations from token minting
 - 7.2.1.2. It has no control over or responsibility for the token minting process
 - 7.2.1.3. Its role begins only upon receipt of donations
 - 7.2.1.4. It operates independently of any token creation or trading activities

7.3. Post-Minting Phase Fund Allocation

- 7.3.1. 69% of funds will be used for charitable activities
- 7.3.2. 22% for product development
- 7.3.3. 9% for administration

7.4. Spending Controls

- 7.4.1. **Spending Cap**
After all 69 Billion Nutz are minted, no more than 4% of total funds can be

spent per month (69% charity, 22% development, 9% administration).

7.4.2. Single Entity/Consultant Cap

No consultant or single entity receiving funds for development or administrative roles, or any combination thereof, may be allocated more than \$250,000 USD per calendar year. For individuals receiving funds through charitable acts, for example for medical care, this limit is \$100,000 USD per procedure/instance of assistance, unless enabled by a community vote.

7.4.3. Asset Management Rules:

- 7.4.3.1.** AUM (Assets Under Management) should be maintained in crypto-native form whenever possible. Multi-party key distribution of self-managed wallets will be used whenever possible.
- 7.4.3.2.** AUM may be converted between the top 50 crypto assets by market capitalization with a director majority vote.
- 7.4.3.3.** 10% of total AUM may be freely converted into other investments with majority director approval.
- 7.4.3.4.** These rules may be overridden by a full community vote.
- 7.4.3.5.** All movements that are not conducted on a transparent distributed ledger (blockchain) should be reported to the full community within 90 days

7.5. Incentives for Participation:

Random bonuses of Nutz or special NFTs will be awarded to voters or authors of successful resolutions. Recipients of charitable spending may also be awarded unique collectable NFTs to commemorate their participation.

7.6. Crypto Asset Management & Storage

- 7.6.1. Implement multi-signature wallets for all cold storage crypto asset holdings, requiring at least 3 out of 5 signatures for transactions.**
- 7.6.2. Conduct monthly reconciliations of all crypto asset holdings.**

7.6.3. Utilise a combination of hot and cold storage solutions for optimal security:

7.6.3.1. Maintain a small portion (not exceeding 10% of total holdings) in hot wallets for operational needs.

7.6.3.2. Store the majority of assets in cold storage using hardware wallets or other offline storage methods.

7.6.4. Implement a robust key management system:

7.6.4.1. Use Shamir's Secret Sharing or similar cryptographic techniques to distribute keys or key fragments among trusted board members, the Compliance Officer and optionally reputable third party key management services.

7.6.4.2. Store backup key fragments in geographically dispersed, secure locations.

7.6.5. Conduct quarterly security audits of the crypto asset management system.

7.6.6. Maintain detailed logs of all crypto asset movements, accessible to the Compliance Officer and auditors.

7.6.7. Provide regular training to key personnel on best practices for crypto asset security and management.

7.6.8. Develop and maintain a crypto asset disaster recovery plan, including procedures for accessing funds in various scenarios.

7.7. Fiat Currency Management & Storage

7.7.1. Maintain fiat currency holdings in bank accounts with established Singapore financial institutions.

7.7.2. Require dual signatories for all fiat currency transactions.

7.8. Auditing and Financial Controls

7.8.1. Reporting and Transparency

- 7.8.1.1. Publish monthly financial statements on the Foundation's website.
- 7.8.1.2. Provide quarterly detailed financial reports to Class A and B NFT holders.
- 7.8.1.3. Submit annual financial returns to the Commissioner of Charities and ACRA as required by Singapore law.

7.9. Risk Management

- 7.9.1. **Establish a risk management committee comprising board members and independent experts.**
- 7.9.2. **Conduct annual risk assessments covering financial, operational, and compliance risks.**
- 7.9.3. **Develop and maintain a risk register and mitigation strategies.**

7.10. Whistleblower Protection

- 7.10.1. **Implement a confidential whistleblowing channel for reporting financial irregularities.**
- 7.10.2. **Protect whistleblowers from retaliation, in accordance with Singapore's Whistleblower Protection Act.**

7.11. Continuous Improvement

- 7.11.1. **Review and update financial controls and procedures annually.**
- 7.11.2. **Provide regular training to staff on financial policies and procedures.**

7.12. Community Oversight

- 7.12.1. **Allow Class A and B NFT holders to request special audits with a 50% majority.**
- 7.12.2. **Present significant financial decisions to the community for vote, as outlined in the voting procedures.**

8. Operational Policies

8.1. Risk Management

8.1.1. Purpose

This policy outlines the DeezNutz Foundation's approach to identifying, assessing, and managing risks that could impact its operations, reputation, and ability to fulfil its mission.

This policy aims to create a proactive and balanced approach to risk management, focusing on key areas of concern while respecting the Foundation's values and community-driven nature.

8.1.2. Key Risk Areas

8.1.2.1. Regulatory Risks

8.1.2.2. Financial and Market Risks

8.1.2.3. Operational Risks

8.1.2.4. Reputational Risks

8.1.2.5. Community-Related Risks

8.1.3. Roles and Responsibilities

8.1.3.1. Compliance Officer

8.1.3.1.1. Primary responsibility for monitoring and managing regulatory risks

8.1.3.1.2. Oversee implementation of charitable acts and spending to ensure compliance

8.1.3.1.3. Assess and mitigate risks related to treatments and their impacts

8.1.3.1.4. Provide regular risk assessment reports to the board and NFT holders

8.1.3.2. Board of Directors

8.1.3.2.1. Overall responsibility for risk management strategy

- 8.1.3.2.2. Manage financial and market risks
- 8.1.3.2.3. Approve risk management policies and procedures
- 8.1.3.2.4. Review and act on risk reports from the Compliance Officer

8.1.3.3. Community

- 8.1.3.3.1. Self-regulate to identify potential risks from within the community
- 8.1.3.3.2. Report significant concerns through appropriate channels

8.1.4. Risk Management Process

8.1.4.1. Risk Identification

- 8.1.4.1.1. Conduct regular risk assessments in all key areas
- 8.1.4.1.2. Encourage open communication about potential risks from all stakeholders

8.1.4.2. Risk Assessment

- 8.1.4.2.1. Evaluate identified risks based on likelihood and potential impact
- 8.1.4.2.2. Prioritise risks for mitigation efforts

8.1.4.3. Risk Mitigation

- 8.1.4.3.1. Develop and implement strategies to address high-priority risks
- 8.1.4.3.2. Regularly review and update mitigation strategies

8.1.4.4. Risk Monitoring

- 8.1.4.4.1. Continuously monitor the effectiveness of risk mitigation strategies
- 8.1.4.4.2. Adjust approaches as needed based on changing circumstances

8.1.5. Regulatory Risk Management

8.1.5.1. The Compliance Officer shall:

- 8.1.5.1.1. Stay informed about relevant regulations in all jurisdictions where the Foundation operates
- 8.1.5.1.2. Conduct due diligence on all charitable acts and treatments before implementation
- 8.1.5.1.3. Ensure all activities comply with applicable laws and regulations
- 8.1.5.1.4. Maintain open communication with regulatory bodies as appropriate

8.1.6. Financial and Market Risk Management

8.1.6.1. The Board of Directors shall:

- 8.1.6.1.1. Implement diversification strategies for the Foundation's assets
- 8.1.6.1.2. Regularly review and adjust investment policies
- 8.1.6.1.3. Monitor market conditions and adjust strategies accordingly
- 8.1.6.1.4. Ensure compliance with the Foundation's financial controls and policies

8.1.7. Community-Related Risk Management

8.1.7.1. The Foundation shall:

- 8.1.7.1.1. Promote a culture of responsibility and ethical behaviour within the community
- 8.1.7.1.2. Provide clear guidelines on acceptable conduct for community members
- 8.1.7.1.3. Implement a fair and transparent process for addressing concerns about community members' actions
- 8.1.7.1.4. Balance risk management with the Foundation's commitment to freedom of speech

8.1.8. Whistleblowing and Reporting

- 8.1.8.1. Maintain secure and confidential channels for reporting potential risks or misconduct
- 8.1.8.2. Protect individuals who report concerns in good faith from retaliation

8.1.9. Crisis Management

- 8.1.9.1. Develop and maintain a crisis management plan for rapid response to unforeseen events
- 8.1.9.2. Conduct regular crisis simulation exercises to test and improve response capabilities

8.1.10. Transparency and Reporting

- 8.1.10.1. Provide regular risk management updates to Class A and B NFT holders
- 8.1.10.2. Include a risk management section in the Foundation's annual report

8.1.11. Training and Awareness

8.1.11.1. Conduct regular risk management training for board members, staff, and key volunteers

8.1.11.2. Promote risk awareness throughout the Foundation and its community

8.1.12. Policy Review

8.1.12.1. Review and update this Risk Management Policy annually

8.1.12.2. Significant changes to this policy must be approved through the Foundation's standard voting procedures

8.2. Data Protection Policy

8.2.1. Purpose

This policy aims to protect the privacy and data rights of our beneficiaries while ensuring compliance with relevant regulations and the unique needs of the DeezNutz Foundation.

8.2.2. Compliance Framework

8.2.2.1. The DeezNutz Foundation commits to complying with:

8.2.2.1.1. Singapore's Personal Data Protection Act (PDPA)

8.2.2.1.2. Relevant data protection laws in jurisdictions where beneficiaries reside

8.2.2.1.3. Any additional requirements as requested by beneficiaries

8.2.3. Data Collection and Storage

8.2.3.1. Personal and health data will only be collected and stored as required for due diligence prior to authorising procedures or charitable spending.

8.2.3.2. All data will be encrypted and stored securely, with access restricted to the Compliance Officer.

8.2.4. Sensitive Data Handling

8.2.4.1. For genital cosmetic surgery reversal procedures:

- 8.2.4.1.1. Medical and health records will be anonymised and encrypted.
- 8.2.4.1.2. Access to these records will be strictly limited to the Compliance Officer.
- 8.2.4.1.3. Any disclosure to directors will be made with identities obfuscated.
- 8.2.4.1.4. Further disclosure to NFT holders or for publicity requires explicit approval from the data subject.

8.2.5. Consent and Rights of Data Subjects

- 8.2.5.1. Explicit consent will be obtained for all data collection, storage, and processing.
- 8.2.5.2. Beneficiaries have the right to:
 - 8.2.5.2.1. Access their personal data
 - 8.2.5.2.2. Request corrections to their data
 - 8.2.5.2.3. Withdraw consent and request data deletion
 - 8.2.5.2.4. Impose additional restrictions on data usage beyond legal requirements

8.2.6. Data Minimization and Retention

- 8.2.6.1. Only necessary data will be collected and retained.
- 8.2.6.2. Data will be securely deleted when no longer required for legal or operational purposes.

8.2.7. Cross-Border Data Transfers

- 8.2.7.1. When transferring data across jurisdictions:
 - 8.2.7.1.1. Ensure compliance with both origin and destination country regulations
 - 8.2.7.1.2. Implement appropriate safeguards (e.g., standard contractual clauses)
 - 8.2.7.1.3. Obtain explicit consent from data subjects for international transfers

8.2.8. Data Breach Protocol

- 8.2.8.1. In the event of a data breach:
 - 8.2.8.1.1. The Compliance Officer will be immediately notified
 - 8.2.8.1.2. Affected individuals will be informed within 72 hours
 - 8.2.8.1.3. Relevant authorities will be notified as required by law

- 8.2.8.1.4. A full investigation will be conducted to prevent future occurrences

8.2.9. Staff Training and Accountability

- 8.2.9.1. All staff and volunteers handling personal data will receive regular training on data protection.
- 8.2.9.2. Clear accountability measures will be established for data handling responsibilities.

8.2.10. Third-Party Data Processors

- 8.2.10.1. Any third-party data processors will be required to:
 - 8.2.10.1.1. Comply with this policy and relevant data protection laws
 - 8.2.10.1.2. Sign data processing agreements
 - 8.2.10.1.3. Implement appropriate technical and organisational measures

8.2.11. Transparency

- 8.2.11.1. A clear, accessible privacy policy will be maintained and regularly updated.
- 8.2.11.2. Data subjects will be informed about how their data is used in plain, understandable language.

8.2.12. Continuous Improvement

- 8.2.12.1. This policy will be reviewed annually and updated as necessary to reflect changes in regulations and best practices.

8.2.13. Oversight

- 8.2.13.1. The Compliance Officer will oversee the implementation of this policy.
- 8.2.13.2. Annual data protection audits will be conducted to ensure compliance.

8.3. Intellectual Property Policy

8.3.1. Purpose

This policy outlines the DeezNutz Foundation's approach to intellectual property (IP) rights, emphasising open sharing while ensuring proper attribution and preventing misuse.

This policy aims to promote open sharing and community engagement while protecting the Foundation's core intellectual assets and ensuring proper attribution.

8.3.2. Open Sharing Principle

- 8.3.2.1. The Foundation embraces an open-sharing model for its intellectual property to promote widespread use and community engagement.

8.3.3. Types of Intellectual Property

This policy covers:

- 8.3.3.1. Media content (images, videos, memes, etc.)
- 8.3.3.2. Smart contract code for meme coins and NFTs
- 8.3.3.3. Educational materials
- 8.3.3.4. Trademarks and logos

8.3.4. Media Content Usage

- 8.3.4.1. All media content created by the Foundation is freely available for public use and modification.
- 8.3.4.2. Users are encouraged to create derivative works (e.g., memes) using Foundation assets.
- 8.3.4.3. Usage Conditions:
 - 8.3.4.3.1. Proper attribution must be given to the DeezNutz Foundation as the original creator.
 - 8.3.4.3.2. Usage must not imply endorsement by or affiliation with the Foundation unless explicitly granted.
 - 8.3.4.3.3. Content must not be used to redirect community members away from the Foundation.

8.3.5. Smart Contract Code

- 8.3.5.1. All smart contract code developed by the Foundation is open-source.

8.3.5.2. The code is available for use, modification, and distribution under the following conditions:

8.3.5.2.1. Proper attribution to the DeezNutz Foundation must be maintained in the code and any derivative works.

8.3.5.2.2. Users must not claim original authorship of the code.

8.3.6. Licensing

8.3.6.1. Media Content Licence
Creative Commons Attribution-ShareAlike 4.0 International
(CC BY-SA 4.0)

8.3.6.2. 6.2. Smart Contract Code License
MIT License

8.3.7. Trademarks and Logos

8.3.7.1. The DeezNutz Foundation name, logo, and associated trademarks remain the exclusive property of the Foundation.

8.3.7.2. Use of trademarks and logos is permitted for non-commercial purposes with proper attribution.

8.3.7.3. Any commercial use of trademarks or logos requires explicit written permission from the Foundation.

8.3.8. Attribution Requirements

8.3.8.1. Proper attribution should include:

8.3.8.1.1. The name "DeezNutz Foundation" and/or "Professor Suggon DeezNutz" and/or

8.3.8.1.2. A link to the "Professor Suggon DeezNutz" or "DeezNutz Foundation" official websites and

8.3.8.1.3. Clear indication that the user is not affiliated with or endorsed by the Foundation or Meme Character (unless explicitly granted)

8.3.9. Enforcement

8.3.9.1. The Foundation reserves the right to take action against:

8.3.9.1.1. False claims of authorship or ownership of Foundation IP

8.3.9.1.2. Use of Foundation IP to mislead or redirect community members

- 8.3.9.1.3. Any use that goes against the Foundation's mission or values

8.3.10. Contributor Agreements

- 8.3.10.1. All contributors to Foundation projects must sign a Contributor Licence Agreement (CLA) granting the Foundation the right to use and distribute their contributions.

8.3.11. Third-Party IP

- 8.3.11.1. The Foundation respects third-party IP rights and will not knowingly infringe upon them.
- 8.3.11.2. Any use of third-party IP will be properly licensed and attributed.

8.3.12. IP Creation and Ownership

- 8.3.12.1. IP created by Foundation employees or contractors in the course of their work is owned by the Foundation.
- 8.3.12.2. IP created through collaborations will be governed by specific collaboration agreements.

8.3.13. Amendments

- 8.3.13.1. This IP policy may be amended by a community vote following the Foundation's standard voting procedures.

8.4. Collaboration Policy

8.4.1. Purpose

This policy outlines the principles and procedures for the DeezNutz Foundation's collaborations with external partners in furtherance of its mission in fertility health, genital restoration, education, and awareness through humour.

This policy aims to guide the DeezNutz Foundation in forming productive collaborations that advance its mission while maintaining its unique identity and values.

8.4.2. Collaboration Principles

8.4.2.1. All collaborations must align with the Foundation's core values of:

- 8.4.2.1.1. Promoting fertility health and genital restoration
- 8.4.2.1.2. Using humour to educate and raise awareness
- 8.4.2.1.3. Supporting freedom of speech
- 8.4.2.1.4. Advancing decentralisation

8.4.2.2. Collaborations should enhance the Foundation's ability to achieve its objectives without compromising its unique identity.

8.4.3. Types of Collaborations

The Foundation will pursue collaborations in the following areas:

8.4.3.1. Healthcare and Medical Research:

- 8.4.3.1.1. Fertility treatments and research
- 8.4.3.1.2. Genital restoration procedures and studies
- 8.4.3.1.3. Alternative and traditional health approaches to reproductive health

8.4.3.2. Education and Awareness:

- 8.4.3.2.1. Public health education programs
- 8.4.3.2.2. Awareness campaigns on fertility and genital health

8.4.3.3. Comedy and Publicity:

- 8.4.3.3.1. Humorous content creation for health awareness
- 8.4.3.3.2. Public events and performances

8.4.4. Partner Selection Criteria

Potential collaboration partners will be evaluated based on:

- 8.4.4.1.** Track record of results and safety in their field
- 8.4.4.2.** Alignment with the Foundation's values and mission
- 8.4.4.3.** Commitment to ethical practices and "do no harm" principles
- 8.4.4.4.** Innovative approaches in their respective fields
- 8.4.4.5.** Positive testimonials and reputation
- 8.4.4.6.** Stance on decentralisation and freedom of speech (especially for comedy and publicity partners)

8.4.5. Due Diligence Process

8.4.5.1. The Compliance Officer will oversee a thorough vetting process for all potential partners.

8.4.5.2. Due diligence will include:

- 8.4.5.2.1. Review of partner's professional history and achievements
- 8.4.5.2.2. Assessment of ethical standards and practices
- 8.4.5.2.3. Evaluation of potential conflicts of interest
- 8.4.5.2.4. Verification of necessary certifications and credentials

8.4.6. Collaboration Agreements

8.4.6.1. All collaborations will be formalised through written agreements specifying:

- 8.4.6.1.1. Scope and objectives of the collaboration
- 8.4.6.1.2. Roles and responsibilities of each party
- 8.4.6.1.3. Resource commitments
- 8.4.6.1.4. Intellectual property rights
- 8.4.6.1.5. Confidentiality and data protection measures
- 8.4.6.1.6. Duration and termination conditions

8.4.7. Monitoring and Evaluation

8.4.7.1. Reviews of ongoing collaborations will be conducted to ensure:

- 8.4.7.1.1. Adherence to agreement terms
- 8.4.7.1.2. Progress towards stated objectives
- 8.4.7.1.3. Maintenance of ethical standards
- 8.4.7.1.4. Continued alignment with the Foundation's mission

8.4.8. Conflict Resolution

8.4.8.1. Disputes with collaboration partners will be resolved according to the Foundation's Dispute Resolution policy.

8.4.9. Transparency

8.4.9.1. Details of all collaborations will be made available to all NFT holders.

8.4.9.2. Significant collaborations will be subject to community vote as per the Foundation's voting procedures.

8.4.10. Termination of Collaborations

8.4.10.1. Foundation reserves the right to terminate any collaboration that:

8.4.10.1.1. No longer aligns with its mission and values

8.4.10.1.2. Fails to meet agreed-upon objectives

8.4.10.1.3. Engages in unethical or harmful practices

8.4.11. Review and Update

8.4.11.1. This Collaboration Policy will be reviewed annually and updated as necessary to reflect the Foundation's evolving needs and objectives.

9. Ethical Guidelines

These guidelines aim to ensure that the DeezNutz Foundation operates with the highest ethical standards while fulfilling its unique mission of combining humour with serious medical and restorative treatments.

9.1. Core Ethical Principles

The DeezNutz Foundation adheres to the following core ethical principles:

9.1.1. Do No Harm

Prioritise minimising side effects over producing results.

9.1.2. Informed Consent

Ensure all procedures and treatments are conducted with full, informed consent of the beneficiary.

9.1.3. Professional Excellence

Maintain the highest standards of professional care, including relocating beneficiaries to jurisdictions with superior care when necessary.

9.1.4. Evidence-Based Approach

Favour treatments with solid evidence of efficacy. For experimental treatments, the risk of adverse reactions must be near zero.

9.2. Treatment Selection Criteria

9.2.1. Risk Assessment

Prioritise treatments with minimal risk of harm or side effects.

9.2.2. Cost-Benefit Analysis

Match the amount spent on individual therapies to their potential for positive outcomes.

9.2.3. Non-Invasive Options

Favour non-invasive treatments such as stress relief measures (e.g., relaxation therapy, sound therapy) to aid fertility.

9.2.4. Experimental Treatments

Consider experimental treatments only if they pose low risk of adverse reactions and are proposed by the beneficiaries directly.

9.3. Genital Restoration

9.3.1. The Foundation considers genital restoration from damage caused by mis-fortune/mis-adventure and/or cosmetic surgery for both females and males as a focus area.

9.3.2. Support education initiatives on the importance of maintaining natural/healthy genitals and unnecessary nature and harms of genital cosmetic surgery.

9.3.3. Fund established procedures for genital cosmetic surgery reversal.

9.3.4. Consider supporting experimental procedures like regenerative medicine (e.g., Foregen's work) when they align with our risk assessment criteria.

9.4. Balancing Care and Humor

9.4.1. Recognize humour as beneficial for stress reduction and overall well-being, particularly in fertility-related issues.

9.4.2. Select beneficiaries who appreciate the balance between not taking everything seriously and maintaining respect for their care and positive outcomes.

- 9.4.3.** Ensure all humorous initiatives maintain respect for beneficiaries and do not compromise the quality of care or ethical standards.

9.5. Ethical Decision-Making Process

- 9.5.1.** For ethical dilemmas:

- 9.5.1.1.** Initial review by the board of directors and/or advisory board.

- 9.5.1.2.** If unresolved, escalate to a vote by Class A and B NFT holders.

- 9.5.1.3.** If further deliberation is needed, proceed to a full community vote.

- 9.5.2.** The default position is to not proceed with any procedure that raises significant ethical concerns.

9.6. Continuous Ethical Review

- 9.6.1.** Regularly review and update these guidelines to reflect advancements in medical ethics and fertility treatments.

- 9.6.2.** Encourage open dialogue about ethical considerations among all stakeholders.

9.7. Transparency

- 9.7.1.** Maintain transparency in all ethical decisions and their rationales.

- 9.7.2.** Publish annual ethics reports detailing adherence to these guidelines and any challenges encountered.

9.8. Whistleblower Protection

- 9.8.1.** Establish a confidential channel for reporting ethical concerns or violations.

- 9.8.2.** Protect individuals who report ethical issues from retaliation.

9.9. Guidelines for Humorous Acts

In summary these guidelines aim to harness the power of humour to support the DeezNutz Foundation's mission while maintaining respect, sensitivity, and a positive focus on education and improvement.

9.9.1. Purpose

These guidelines aim to ensure that the DeezNutz Foundation's use of humour aligns with its mission, values, and the sensitive nature of its work in fertility and genital health.

9.9.2. Core Principles

9.9.2.1. Humour as a Tool

Comedy and a bold attitude are integral to the Foundation's unique style and approach.

9.9.2.2. Positive Focus

Humour should uplift, educate, and raise awareness.

9.9.2.3. Respectful Approach

Maintain utmost respect for beneficiaries and sensitive topics.

9.9.2.4. Truth with a Smile

Use humour to make difficult truths more approachable and actionable.

9.9.3. Appropriate Use of Humour

9.9.3.1. Education and Awareness

Use humour to enlighten audiences about fertility issues and genital health.

9.9.3.2. Fundraising

Employ witty and engaging approaches to encourage support for the Foundation's mission.

9.9.3.3. Community Building

Foster a sense of camaraderie and shared purpose among supporters.

9.9.3.4. Stress Relief

Recognise humour's role in reducing stress around sensitive health topics (therefore potentially improving health outcomes both directly

or indirectly).

9.9.4. Boundaries and Restrictions

- 9.9.4.1. No Dark Content**
Avoid humour that relies on tragedy, suffering, or negative emotions.
- 9.9.4.2. No Shaming**
Never use humour to belittle or shame individuals, especially those facing health challenges.
- 9.9.4.3. Respect for Victims**
Maintain absolute respect for victims of genital mutilation, accidents, or infertility.
- 9.9.4.4. No Vulgarity**
Avoid crude or explicit sexual content that could offend or alienate.

9.9.5. Targeting of Humour

- 9.9.5.1. Acceptable Targets:** Humour may be directed at:
 - 9.9.5.1.1.** The Foundation itself and/or the Suggon DeezNutz character (self-deprecating humour)
 - 9.9.5.1.2.** General societal misconceptions about fertility & genital health
 - 9.9.5.1.3.** Perpetrators of censorship or misinformation in the field
- 9.9.5.2. Off-Limits**
Humour should never target individuals or groups based on their health conditions, personal choices, or protected characteristics.

9.9.6. Tone and Style

- 9.9.6.1. Bold and Direct**
Maintain the Foundation's "in-your-face" style while remaining respectful.
- 9.9.6.2. Educational**
Ensure humour serves to inform and enlighten.
- 9.9.6.3. Positive**
Focus on improvement, solutions, and hope.

- 9.9.6.4. Inclusive
Use humour that brings people together rather than divides.

9.9.7. Approval Process

- 9.9.7.1. All public humorous content must be reviewed and approved by:
 - 9.9.7.1.1. The Compliance Officer to ensure regulatory compliance
 - 9.9.7.1.2. At least two board members to ensure alignment with these guidelines

9.9.8. Community Feedback

- 9.9.8.1. Regularly seek feedback from the community, especially beneficiaries, on the appropriateness and effectiveness of the Foundation's humorous content.
- 9.9.8.2. Be prepared to adjust approaches based on community response.

9.9.9. Training

- 9.9.9.1. Provide training to all content creators and spokespersons on these guidelines and sensitive topic handling.

9.9.10. Continuous Improvement

- 9.9.10.1. Regularly review and update these guidelines to ensure they remain effective and appropriate.
- 9.9.10.2. Learn from any missteps and use them as opportunities for growth and refinement of the Foundation's approach.

9.10. Code of Conduct for Foundation Representatives

9.10.1. Purpose

This Code of Conduct outlines the expected behaviour and ethical standards for all representatives of the DeezNutz Foundation, including board members, employees, volunteers, and spokespersons.

It aims to ensure that all representatives of the DeezNutz Foundation maintain the highest standards of ethical behaviour, professionalism, and respect in their work, particularly in balancing the use of humour with the sensitive nature of the Foundation's mission.

9.10.2. Core Principles

- 9.10.2.1.** Integrity: Act honestly and ethically in all dealings.
- 9.10.2.2.** Respect: Treat all individuals with dignity and respect.
- 9.10.2.3.** Professionalism: Maintain high standards of professional conduct.
- 9.10.2.4.** Accountability: Take responsibility for actions and decisions.
- 9.10.2.5.** Transparency: Promote openness in communications and operations.

9.10.3. Ethical Behaviour

- 9.10.3.1.** Comply with all applicable laws, regulations, and Foundation policies.
- 9.10.3.2.** Avoid conflicts of interest and disclose any potential conflicts promptly.
- 9.10.3.3.** Maintain confidentiality of sensitive information.
- 9.10.3.4.** Use Foundation resources responsibly and for intended purposes only.

9.10.4. Respectful Communication

- 9.10.4.1.** Use appropriate language and tone in all communications.
- 9.10.4.2.** Be mindful of cultural sensitivities and diverse perspectives.
- 9.10.4.3.** Avoid discriminatory, offensive, or derogatory language.
- 9.10.4.4.** Listen actively and respond constructively to feedback.

9.10.5. Use of Humour

- 9.10.5.1.** Ensure humour aligns with the Foundation's mission and values.
- 9.10.5.2.** Avoid humour that could be perceived as offensive, discriminatory, or insensitive.

- 9.10.5.3. Use humour to educate and raise awareness, not to mock or belittle.
- 9.10.5.4. Be prepared to explain the educational purpose behind humorous content.

9.10.6. Public Representations

- 9.10.6.1. Clearly distinguish personal views from official Foundation positions.
- 9.10.6.2. Obtain approval before speaking publicly on behalf of the Foundation.
- 9.10.6.3. Ensure all public statements align with the Foundation's mission and values.
- 9.10.6.4. Use social media responsibly, being mindful of its impact on the Foundation's reputation.

9.10.7. Respect for Beneficiaries

- 9.10.7.1. Maintain the dignity and privacy of individuals receiving support from the Foundation.
- 9.10.7.2. Obtain informed consent before sharing any beneficiary stories or information.
- 9.10.7.3. Avoid sensationalising or exploiting beneficiary experiences for publicity (unless under beneficiaries direction).

9.10.8. Professional Development

- 9.10.8.1. Continuously educate oneself on relevant topics in reproductive and genital health.
- 9.10.8.2. Stay informed about best practices in non-profit management and charitable work.
- 9.10.8.3. Participate in training programs provided by the Foundation.

9.10.9. Reporting Violations

- 9.10.9.1. Report any suspected violations of this Code to the Compliance Officer or through the whistleblower channels.

9.10.9.2. Cooperate fully with any investigations into potential misconduct.

9.10.10. Consequences of Violations

9.10.10.1. Violations of this Code may result in disciplinary action, up to and including termination of employment or association with the Foundation.

9.10.10.2. Serious violations may be reported to relevant authorities if they involve illegal activities.

9.10.11. Annual Acknowledgment

9.10.11.1. All Foundation representatives must review and acknowledge this Code annually.

9.10.11.2. Ongoing training will be provided to ensure understanding and compliance with this Code.

10. Impact Measurement and Reporting

10.1. Purpose

This section outlines the DeezNutz Foundation's commitment to measuring, evaluating, and reporting on the impact of its charitable activities.

This Impact Measurement and Reporting framework demonstrates the DeezNutz Foundation's commitment to accountability, transparency, and continuous improvement in its charitable activities.

10.2. Impact Measurement Framework

10.2.1. Establish clear, measurable objectives for each program and initiative.

10.2.2. Develop key performance indicators (KPIs) aligned with the Foundation's mission and goals.

10.2.3. Utilise both quantitative and qualitative methods to assess impact.

10.2.4. Regularly review and update the measurement framework to ensure relevance and effectiveness.

10.3. Data Collection

- 10.3.1.** Implement robust systems for collecting data on program outputs and outcomes.
- 10.3.2.** Ensure data collection methods respect beneficiary privacy and dignity.
- 10.3.3.** Use a combination of surveys, interviews, medical data (where appropriate and with consent), and observational techniques.
- 10.3.4.** Collaborate with partner organisations and healthcare providers to gather comprehensive data.

10.4. Evaluation Process

- 10.4.1.** Conduct regular internal evaluations of all programs and initiatives.
- 10.4.2.** Commission independent, external evaluations for major programs at least every three years.
- 10.4.3.** Involve beneficiaries in the evaluation process through participatory methods.
- 10.4.4.** Analyse data to identify trends, successes, and areas for improvement.

10.5. Key Impact Areas

- 10.5.1. Reproductive Health Outcomes**
Track improvements in fertility rates, reproductive health knowledge, and overall well-being of beneficiaries.
- 10.5.2. Genital Health Restoration**
Measure success rates of restoration procedures, patient satisfaction, and quality of life improvements.
- 10.5.3. Education and Awareness**
Assess changes in knowledge, attitudes, and behaviours related to reproductive and genital health.
- 10.5.4. Community Engagement**
Evaluate the reach and engagement of awareness campaigns, educational programs and token holder voting platform/dApp.

10.6. Reporting

- 10.6.1.** Publish an annual Impact Report detailing the Foundation's activities and their outcomes.
- 10.6.2.** Provide quarterly updates on ongoing projects and their progress.
- 10.6.3.** Ensure all reports are accessible and understandable to a general audience.
- 10.6.4.** Include beneficiary stories and testimonials, with appropriate consent and privacy protections.

10.7. Transparency

- 10.7.1.** Clearly communicate the methodology used for impact measurement.
- 10.7.2.** Acknowledge limitations and challenges in data collection and analysis.
- 10.7.3.** Share both positive outcomes and areas identified for improvement.

10.8. Continuous Improvement

- 10.8.1.** Use evaluation findings to inform program design and resource allocation.
- 10.8.2.** Regularly review and update impact measurement methodologies.
- 10.8.3.** Foster a culture of learning and adaptation within the Foundation.

10.9. Stakeholder Engagement

- 10.9.1.** Share impact reports with all stakeholders, including donors, partners, and the wider community.
- 10.9.2.** Seek feedback from stakeholders on the impact measurement and reporting process.
- 10.9.3.** Use impact data to inform and engage in broader discussions on reproductive and genital health issues.

10.10. Ethical Considerations

- 10.10.1.** Ensure all impact measurement activities adhere to ethical research standards.
- 10.10.2.** Obtain informed consent from all participants in impact studies.
- 10.10.3.** Protect the confidentiality and anonymity of beneficiaries in all reporting.

11. Regulatory Compliance

11.1. KYC/AML Compliance Policy

11.1.1. Purpose

This policy outlines the DeezNutz Foundation's commitment to complying with Know Your Customer (KYC) and Anti-Money Laundering (AML) regulations as required by Singapore law for Charities and Institutions of a Public Character (IPCs).

11.1.2. Scope

- 11.1.2.1.** 2.1. This policy applies to the Foundation's operations, particularly in the disbursement of funds and engagement of service providers.
- 11.1.2.2.** The initial funding through the decentralised minting process of the Nutz meme coin is outside the scope of this KYC/AML policy.

11.1.3. Compliance Officer

The Foundation shall appoint a Compliance Officer responsible for overseeing KYC/AML procedures and ensuring adherence to this policy.

11.1.4. Risk Assessment

The Foundation will conduct regular risk assessments to identify potential money laundering or terrorism financing risks in its operations.

11.1.5. KYC Procedures for Service Providers

11.1.5.1. All healthcare professionals, service providers, and contractors engaged by the Foundation shall undergo KYC checks.

11.1.5.2. KYC checks will include, but are not limited to:

11.1.5.2.1. Verification of identity

11.1.5.2.2. Professional credentials check

11.1.5.2.3. Screening against sanctions lists

11.1.6. KYC for Direct Donations

11.1.6.1. For fiat currency donations exceeding SGD 10,000 (or equivalent), the Foundation will conduct KYC checks on the donor.

11.1.6.2. For crypto donations, the Foundation will implement blockchain analytics to assess the risk profile of the sending address.

11.1.7. Transaction Monitoring

11.1.7.1. The Foundation will monitor all financial transactions for suspicious activities.

11.1.7.2. Any suspicious transactions will be reported to the relevant authorities as required by Singapore law.

11.1.8. Record Keeping

All KYC/AML related records will be maintained for at least 5 years, in compliance with Singapore regulations.

11.1.9. Training

All board members and relevant staff will receive regular training on KYC/AML procedures and regulatory requirements.

11.1.10. Third-Party KYC Service

The Foundation will utilise reputable KYC service providers such as idenfy or FrankieOne to conduct KYC checks when required.

11.1.11. Reporting

The Foundation will file all necessary reports with the relevant Singapore authorities, including the Commissioner of Charities and the Monetary Authority of Singapore, as required by law.

11.1.12. Policy Review

This policy will be reviewed annually and updated as necessary to ensure compliance with evolving Singapore regulations.

11.2. Regulatory Adaptation Clause

11.2.1. Purpose

The Regulatory Adaptation Clause outlines the DeezNutz Foundation's approach to adapting to regulatory changes across various jurisdictions, ensuring operational continuity and compliance while maintaining the Foundation's core mission and values.

This clause aims to provide the DeezNutz Foundation with the flexibility to respond swiftly to regulatory changes while maintaining appropriate oversight and alignment with its core mission and values.

11.2.2. Monitoring Regulatory Changes

11.2.2.1. The Compliance Officer shall:

- 11.2.2.1.1. Continuously monitor regulatory developments in all relevant jurisdictions.
- 11.2.2.1.2. Maintain relationships with legal experts in key operational areas.
- 11.2.2.1.3. Provide quarterly reports to the Board on significant regulatory changes or trends.

11.2.3. Quick Response Authority

11.2.3.1. Compliance Officer and Directors are authorised to implement immediate changes in response to regulatory shifts that affect:

- 11.2.3.1.1. Ongoing charitable activities or beneficiary welfare.
- 11.2.3.1.2. Financial operations and asset management.
- 11.2.3.1.3. Legal compliance of the Foundation's core activities.

11.2.4. Scope of Quick Response Actions

11.2.4.1. Permitted actions under quick response authority:

- 11.2.4.1.1. Temporary suspension or modification of specific activities.
- 11.2.4.1.2. Reallocation of funds to compliant jurisdictions or asset types.
- 11.2.4.1.3. Implementation of new compliance procedures.
- 11.2.4.1.4. Engagement of legal counsel or regulatory experts.

11.2.4.2. Limitations on quick response actions:

- 11.2.4.2.1. Actions must be temporary in nature, not to exceed 30 days without Board approval.
- 11.2.4.2.2. Cannot fundamentally alter the Foundation's mission or core values.
- 11.2.4.2.3. Financial reallocations limited to 20% of total assets without full Board approval.

11.2.5. Notification and Ratification Process

11.2.5.1. Any quick response action must be:

- 11.2.5.1.1. Documented in detail, including rationale and expected impact.
- 11.2.5.1.2. Communicated to all Board members within 24 hours.
- 11.2.5.1.3. Presented to Class A and B NFT holders within 72 hours.

11.2.5.2. Board Ratification:

- 11.2.5.2.1. The Board must ratify or modify any quick response action within 7 days.
- 11.2.5.2.2. b) If not ratified, a plan for reversal or modification must be implemented immediately.

11.2.6. Long-term Adaptations

11.2.6.1. For regulatory changes requiring substantial or long-term adaptations:

- 11.2.6.1.1. The Compliance Officer will prepare a comprehensive impact analysis and adaptation proposal.
- 11.2.6.1.2. The Board will review and, if approved, present the proposal to Class A and B NFT holders for vote.
- 11.2.6.1.3. Implementation will follow standard voting procedures as outlined in the Foundation's constitution.

11.2.7. Financial Adaptations

11.2.7.1. Directors have immediate authority to:

- 11.2.7.1.1. Update fund storage methods to comply with new regulations.
- 11.2.7.1.2. Modify asset types held by the Foundation to meet regulatory requirements.

11.2.8. Any such financial adaptations must be:

- 11.2.8.1. Reported to the Board within 24 hours.
- 11.2.8.2. Communicated to Class A and B NFT holders within 72 hours.
- 11.2.8.3. Reviewed at the next scheduled Board meeting.

11.2.9. Beneficiary Protection

- 11.2.9.1. In all regulatory adaptations, the welfare and ongoing support of the Foundation's beneficiaries shall be prioritised.
- 11.2.9.2. The Compliance Officer shall develop contingency plans for continuing support to beneficiaries in the event of significant regulatory disruptions.

11.2.10. Transparency and Reporting

- 11.2.10.1. A log of all regulatory adaptations, including quick response actions, shall be maintained and made available to NFT holders.
- 11.2.10.2. An annual regulatory compliance report shall be published, detailing significant adaptations and their impacts.

11.2.11. Review and Amendment

- 11.2.11.1. This Regulatory Adaptation Clause shall be reviewed annually to ensure its effectiveness.
- 11.2.11.2. Amendments to this clause require approval through the Foundation's standard voting procedures.

12. Conflict Resolution

12.1. Conflict of Interest Policy

12.1.1. Purpose

This policy aims to protect the integrity of the DeezNutz Foundation's decision-making process and maintain trust in the Foundation's operations. It provides guidelines for identifying, disclosing, and managing conflicts of interest.

12.1.2. Definition

A conflict of interest arises when an individual's personal interests could compromise their judgment, decisions, or actions in the best interest of the Foundation.

12.1.3. Applicability

This policy applies to all board members, NFT holders, and key employees of the DeezNutz Foundation.

12.1.4. Disclosure

12.1.4.1. All covered individuals must disclose any potential conflicts of interest to the board promptly.

12.1.4.2. Disclosures should be made in writing and recorded in the Foundation's conflict of interest register.

12.1.5. Permitted Participation

12.1.5.1. NFT holders and directors may vote on matters that impact them directly, provided that:

12.1.5.1.1. The impact is not solely for financial benefit.

12.1.5.1.2. The vote does not involve misappropriation or misdirection of funds.

12.1.5.1.3. Any personal benefit is related to health services provided by the Foundation or fair compensation for labour/input.

12.1.6. Prohibited Activities

- 12.1.6.1. Using Foundation assets or information for personal gain beyond the scope of permitted health benefits or fair compensation.
- 12.1.6.2. Directing funds to associates or family members without proper disclosure and approval processes.
- 12.1.6.3. Influencing decisions that would result in disproportionate personal financial benefit.

12.1.7. Management of Conflicts

- 12.1.7.1. When a conflict is disclosed, the board (excluding any conflicted members) will determine if it is material.
- 12.1.7.2. For material conflicts, the conflicted individual may present information but must recuse themselves from voting on the matter.
- 12.1.7.3. All decisions involving conflicts of interest must be made by a disinterested majority.

12.1.8. Transparency

- 12.1.8.1. Decisions involving conflicts of interest must be documented, including the nature of the conflict and how it was managed.
- 12.1.8.2. This information should be made available to NFT holders and included in the Foundation's annual report.

12.1.9. Violations

- 12.1.9.1. Violations of this policy may result in disciplinary action, including removal from the board or revocation of voting rights.
- 12.1.9.2. Any transaction entered into in violation of this policy may be voided.

12.1.10. Annual Review

- 12.1.10.1. All covered individuals must annually review this policy and disclose any conflicts of interest.
- 12.1.10.2. The board will review this policy annually to ensure its effectiveness and compliance with relevant laws and regulations.

12.2. Dispute Resolution

This dispute resolution framework aims to provide a fair, transparent, and efficient process for addressing conflicts within the DeezNutz Foundation's decentralised structure, while protecting the privacy of our beneficiaries.

12.2.1. General Principles

- 12.2.1.1. The DeezNutz Foundation aims to resolve all disputes internally, fairly, and efficiently.
- 12.2.1.2. Transparency shall be maintained throughout the dispute resolution process, except where confidentiality is required to protect sensitive information.
- 12.2.1.3. All parties involved in a dispute are expected to act in good faith and work towards amicable resolutions.
- 12.2.1.4. Disputes may be created by any class of Nutz NFT holder at a cost of 1million Nutz per dispute resolution step from step 2 onwards (described below)

12.2.2. Types of Disputes

This policy covers disputes including, but not limited to:

- 12.2.2.1. Disagreements over charitable spending decisions
- 12.2.2.2. Challenges to voting outcomes
- 12.2.2.3. Complaints about the Compliance Officer's decisions
- 12.2.2.4. Conflicts between board members
- 12.2.2.5. Issues raised by beneficiaries or service providers

12.2.3. Internal Resolution Process

- 12.2.3.1. Step 1: Informal Resolution
 - 12.2.3.1.1. Parties are encouraged to discuss and resolve issues informally.
 - 12.2.3.1.2. The Compliance Officer may facilitate these discussions if requested.
- 12.2.3.2. Step 2: Formal Complaint

12.2.3.2.1. If informal resolution fails, a formal complaint can be submitted to the board.

12.2.3.2.2. The board will review the complaint within 14 days.

12.2.3.3. Step 3: Board Review

12.2.3.3.1. a) The board will investigate the complaint and propose a resolution.

12.2.3.3.2. b) If the complaint involves a board member, they will recuse themselves from the process.

12.2.3.4. Step 4: NFT Holder Review

12.2.3.4.1. a) If the board's resolution is unsatisfactory, the matter can be escalated to a vote by Class A and B NFT holders.

12.2.3.4.2. b) A majority vote is required to overturn or modify the board's decision.

12.2.3.5. Step 5: Community Vote

12.2.3.5.1. a) As a final internal step, the matter can be put to a full community vote (1 Nutz = 1 vote).

12.2.3.5.2. b) The outcome of this vote will be considered final and binding.

12.2.4. Confidentiality and Anonymity

12.2.4.1. All disputes involving financial or medical data of beneficiaries will be anonymised before any public or community discussion.

12.2.4.2. Only the Compliance Officer will have access to the non-anonymised data during the dispute resolution process.

12.2.5. External Mediation

12.2.5.1. If all internal processes have been exhausted without resolution, parties may mutually agree to seek external mediation.

12.2.5.2. The mediator shall be a neutral third party agreed upon by all involved parties.

12.2.5.3. The cost of mediation shall be shared equally among the disputing parties unless otherwise agreed.

12.2.6. Legal Action

12.2.6.1. Legal action should be considered a last resort after all other methods of resolution have been exhausted.

12.2.6.2. Any party initiating legal action must provide written notice to the Foundation at least 30 days in advance.

12.2.7. Documentation and Reporting

12.2.7.1. All stages of the dispute resolution process shall be documented.

12.2.7.2. An annual report summarising disputes and their resolutions shall be made available to all NFT holders, with sensitive information redacted.

12.2.8. Continuous Improvement

12.2.8.1. The dispute resolution process shall be reviewed annually by the board and Compliance Officer.

12.2.8.2. Recommendations for improvements shall be put to a vote by Class A and B NFT holders.

12.3. Whistleblower Protection

12.3.1. Purpose

The Whistleblower Protection Policy aims to encourage and enable individuals to raise serious concerns within the DeezNutz Foundation without fear of retaliation, and to provide protection for those who do so in good faith.

This policy aims to create a safe environment for reporting concerns while protecting the integrity of the DeezNutz Foundation and its mission.

12.3.2. Scope of Reportable Issues

12.3.2.1. This policy covers the reporting of:

12.3.2.1.1. Misleading actions or communications within the Foundation

12.3.2.1.2. Actions causing harm to beneficiaries of the Foundation's charitable activities

12.3.2.1.3. Misappropriation or misuse of Foundation funds

12.3.2.1.4. Violations of the Foundation's ethical guidelines or code of conduct

12.3.2.1.5. Breaches of legal or regulatory requirements

- 12.3.2.1.6. Any other actions that go against the Foundation's mission and values

12.3.3. Who Can Report

12.3.3.1. This policy applies to:

- 12.3.3.1.1. Foundation employees and contractors
- 12.3.3.1.2. NFT holders
- 12.3.3.1.3. Community members
- 12.3.3.1.4. Collaborators and partners
- 12.3.3.1.5. Beneficiaries of the Foundation's activities
- 12.3.3.1.6. Any other stakeholders or members of the public

12.3.4. Reporting Procedure

12.3.4.1. Reports can be made through:

- 12.3.4.1.1. A dedicated, secure online reporting platform
- 12.3.4.1.2. Direct communication with the Compliance Officer
- 12.3.4.1.3. A confidential email established for this purpose

12.3.4.2. Anonymous reporting is permitted and protected under this policy.

12.3.5. Confidentiality

12.3.5.1. The identity of the whistleblower will be kept confidential to the fullest extent possible, consistent with the need to conduct an adequate investigation.

12.3.5.2. The whistleblower's identity may only be disclosed:

- 12.3.5.2.1. With the whistleblower's explicit consent
- 12.3.5.2.2. If required by law or regulatory bodies

12.3.6. Investigation Process

12.3.6.1. All reports will be promptly and thoroughly investigated by the Compliance Officer or an appointed independent investigator.

12.3.6.2. The Foundation commits to allocating necessary resources for thorough investigations.

12.3.6.3. The whistleblower will be kept informed of the progress and outcome of the investigation, to the extent that confidentiality allows.

12.3.7. Protection and Support for Whistleblowers

12.3.7.1. The Foundation prohibits retaliation against any individual who reports concerns in good faith.

12.3.7.2. Protection measures include:

12.3.7.2.1. Legal support and representation if needed

12.3.7.2.2. Financial support if the whistleblower faces economic hardship due to their report

12.3.7.2.3. Psychological support services

12.3.7.2.4. Protection of employment status for internal whistleblowers

12.3.7.3. If a whistleblower believes they have faced retaliation, they should immediately report it through the same channels used for initial reporting.

12.3.8. False or Malicious Reports

12.3.8.1. Individuals who knowingly make false or malicious reports will face consequences, including:

12.3.8.1.1. Nullification of voting rights and special access attached to their NFTs

12.3.8.1.2. Potential legal action to recover damages caused by false reports

12.3.8.1.3. Exclusion from future participation in Foundation activities

12.3.9. Education and Awareness

The Foundation will provide regular training and information to all stakeholders about this whistleblower policy and how to use it.

12.3.10. Reporting to Authorities

12.3.10.1. This policy does not prevent individuals from reporting issues directly to relevant regulatory or law enforcement authorities.

12.3.10.2. The Foundation will cooperate fully with any external investigations resulting from such reports.

12.3.11. Policy Review

12.3.11.1. This policy will be reviewed annually and updated as necessary to ensure its effectiveness.

12.3.11.2. Any changes to this policy must be approved through the Foundation's standard voting procedures.

12.3.12. Non-Interference Clause

Any attempt to prevent, hinder, or interfere with a whistleblower's report will be treated as a serious violation of this policy and may result in disciplinary action.

13. Emergency Powers

This Emergency Powers framework aims to provide the Foundation with the flexibility to respond to crises swiftly while maintaining accountability and community oversight.

13.1. Definition of Emergencies

Emergencies are defined as situations that pose an immediate threat to:

- 13.1.1.** The health and safety of beneficiaries
- 13.1.2.** The legal standing or operational continuity of the Foundation
- 13.1.3.** The Foundation's assets or financial stability
- 13.1.4.** The Foundation's ability to fulfil its charitable mission

13.2. Types of Emergencies

Emergencies may include, but are not limited to:

- 13.2.1.** Unforeseen adverse events related to charitable spending
- 13.2.2.** Regulatory crackdowns or legal challenges
- 13.2.3.** Need for rapid relocation of operations to a different jurisdiction
- 13.2.4.** Cybersecurity breaches or data leaks
- 13.2.5.** Natural disasters affecting the Foundation's operations or beneficiaries

13.3. Activation of Emergency Powers

- 13.3.1.** Emergency powers can be activated by a unanimous vote of the board of directors, or by the Compliance Officer in consultation with at least two board members.
- 13.3.2.** The reason for activating emergency powers must be documented and communicated to all NFT holders within 24 hours.

13.4. Scope of Emergency Powers

During an emergency, the board of directors may:

- 13.4.1.** Temporarily suspend or modify normal operational procedures
- 13.4.2.** Reallocate funds within the existing budget
- 13.4.3.** Enter into necessary contracts without going through standard approval processes
- 13.4.4.** Temporarily suspend non-critical activities
- 13.4.5.** Implement necessary measures to protect beneficiaries, assets, and data

13.5. Veto Power

- 13.5.1.** The board of directors retains veto power over any action or decision, to be used for:
 - 13.5.1.1.** Ensuring regulatory and/or constitution compliance
 - 13.5.1.2.** Maintaining charitable focus
- 13.5.2.** Any use of veto power must be reported to NFT holders within 48 hours, including the rationale for its use.

13.6. Safeguards and Limitations

- 13.6.1.** Emergency powers are limited to actions directly related to addressing the specific emergency.
- 13.6.2.** Emergency powers cannot be used to:

- 13.6.2.1.** Change the Foundation's fundamental structure or purpose
- 13.6.2.2.** Alter voting rights of NFT or token holders
- 13.6.2.3.** Permanently dispose of significant assets
- 13.6.3.** Any emergency action resulting in expenditure exceeding 5% of the Foundation's total assets requires approval from the Compliance Officer.
- 13.6.4.** All actions taken under emergency powers must be logged and reported in detail.

13.7. Duration and Renewal

- 13.7.1.** Emergency powers are initially granted for a period of 14 days.
- 13.7.2.** Extension beyond 14 days requires:
 - 13.7.2.1.** Approval by a majority vote of Class A and B NFT holders
 - 13.7.2.2.** Subsequent extensions require a full community vote (1 Nutz = 1 vote)
- 13.7.3.** 7.3. Each extension is limited to 30 days.

13.8. Financial Limits

- 13.8.1.** Emergency spending is capped at 10% of the Foundation's liquid assets, unless approved by a majority of Class A and B NFT holders.
- 13.8.2.** 8.2. Any emergency spending exceeding this limit requires a full community vote.

13.9. Reporting and Transparency

- 13.9.1.** Daily updates must be provided to all NFT holders during the emergency period.
- 13.9.2.** A comprehensive report must be published within 7 days of the emergency's resolution, detailing:
 - 13.9.2.1.** The nature of the emergency

13.9.2.2. All actions taken

13.9.2.3. Financial impact

13.9.2.4. Lessons learned and preventive measures for the future

13.10. Community Oversight

13.10.1. NFT holders can call for an immediate review of emergency actions by achieving a 20% quorum.

13.10.2. If called, a community vote must be held within 72 hours to ratify or reject the emergency actions.

13.11. Post-Emergency Review

13.11.1. Within 30 days of the emergency's resolution, a thorough review must be conducted by the Compliance Officer and an independent third party.

13.11.2. The review findings and recommendations must be presented to all NFT holders and put to a community vote for implementation.

14. Succession Planning Policy

14.1. Purpose

The succession planning policy outlines the DeezNutz Foundation's approach to ensuring leadership continuity, maintaining organisational stability, and fostering growth through strategic succession planning.

This policy aims to ensure leadership continuity and community involvement in key succession decisions while maintaining the flexibility needed for effective organisational management.

14.2. Scope

14.2.1. This policy covers succession planning for:

14.2.1.1. Board of Directors (Key Role)

14.2.1.2. Compliance Officer (Key Role)

14.2.1.3. Management roles

14.3. Key Principles

14.3.1. Maintain organisational stability and effectiveness during leadership transitions

14.3.2. Ensure community involvement in critical succession decisions

14.3.3. Balance continuity with the introduction of fresh perspectives

14.3.4. Promote transparency in the succession process

14.4. Succession Planning for Key Roles

14.4.1. Board of Directors

14.4.1.1. Succession planning for directors shall occur no more frequently than necessary to maintain board effectiveness.

14.4.1.2. The process for director succession:

- 14.4.1.2.1. i. Identification of potential vacancies or need for new skills
- 14.4.1.2.2. ii. Creation of a candidate pool through nominations from current directors and Class A NFT holders
- 14.4.1.2.3. iii. Vetting of candidates by the Compliance Officer
- 14.4.1.2.4. iv. Presentation of vetted candidates to Class A and B NFT holders for voting
- 14.4.1.2.5. v. Election by full community vote (1 Nutz = 1 vote)

14.4.1.3. Directors shall serve staggered terms to ensure continuity of board operations.

14.4.2. Compliance Officer

14.4.2.1. Succession planning for the Compliance Officer shall follow a similar process to that of directors.

14.4.2.2. Additional steps include:

- 14.4.2.2.1. Assessment of regulatory landscape and required qualifications

14.4.2.2.2. Inclusion of independent compliance experts in the vetting process

14.4.2.3. The outgoing Compliance Officer shall provide a comprehensive handover to ensure continuity of compliance functions.

14.5. Management (non-key) Succession Planning

14.5.1. Identification of Roles

14.5.1.1. Directors are responsible for identifying critical management roles requiring succession planning.

14.5.1.2. Class A and B NFT holders may propose new roles or modifications to existing roles through the resolution process.

14.5.2. Candidate Selection

14.5.2.1. Directors are responsible for selecting and appointing middle management positions.

14.5.2.2. Class A and B NFT holders are encouraged to present potential candidates as part of their resolutions or proposals to the community.

14.5.3. Development and Training

14.5.3.1. The Foundation shall implement professional development programs to prepare internal candidates for future leadership roles.

14.5.3.2. Mentorship programs pairing current leaders with potential successors shall be established.

14.6. Emergency Succession Plan

An emergency succession plan shall be maintained for all key roles, outlining immediate steps to be taken in case of unexpected vacancies.

14.7. Succession Planning Review

14.7.1. The board shall conduct an annual review of the succession plan, assessing its effectiveness and making necessary updates.

- 14.7.2.** The reviewed succession plan shall be presented to Class A and B NFT holders for feedback.

14.8. Transparency and Communication

Regular updates on succession planning efforts shall be provided to the community, balancing transparency with confidentiality of personal information.

14.9. External Recruitment

- 14.9.1.** While internal candidates are preferred, external recruitment may be considered when specific skills or fresh perspectives are needed.
- 14.9.2.** Any proposal for external recruitment for key roles must be approved by Class A and B NFT holders.

14.10. Onboarding and Transition

A comprehensive onboarding process shall be established for all key roles to ensure smooth leadership transitions.

14.11. Policy Review

- 14.11.1.** This Succession Planning Policy shall be reviewed annually and updated as necessary to reflect the evolving needs of the Foundation.
- 14.11.2.** Any significant changes to this policy must be approved through the Foundation's standard voting procedures.

15. Transparency and Reporting

This section consolidates all information from previous sections regarding the Foundation's commitment to transparency and regular reporting across all its activities.

This summary of all transparency and reporting content into one area ensures that all stakeholders have access to clear, comprehensive information about the Foundation's activities, finances, and impact.

15.1. Financial Reporting

- 15.1.1.** Quarterly financial reports provided to Class A and B NFT holders
- 15.1.2.** Annual independent audits
- 15.1.3.** Regular updates on crypto asset holdings and transactions

15.2. Token Separation Communications

- 15.2.1.** All Foundation communications will clearly state that the Foundation:
 - 15.2.1.1.** Is separate from token creation and trading activities
 - 15.2.1.2.** Functions solely as a recipient of donations from these activities
 - 15.2.1.3.** Operates independently as a charitable organisation
- 15.2.2.** This separation will be clearly communicated in:
 - 15.2.2.1.** All public documents
 - 15.2.2.2.** Regulatory filings
 - 15.2.2.3.** Partnership agreements
 - 15.2.2.4.** Annual reports

15.3. Impact Reporting

- 15.3.1.** Annual Impact Report detailing the Foundation's activities and their outcomes
- 15.3.2.** Quarterly updates on ongoing projects and their progress

15.4. Governance Transparency

- 15.4.1.** Publication of board meeting minutes (with sensitive information redacted)
- 15.4.2.** Clear communication of decision-making processes

15.5. Community Updates

- 15.5.1.** Regular updates on Foundation activities shared with the broader community
- 15.5.2.** Transparent communication about the relationship between the Foundation and associated cryptocurrency operations

15.6. Regulatory Compliance Reporting

- 15.6.1.** Annual compliance reports
- 15.6.2.** Prompt disclosure of any regulatory issues or investigations

15.7. Accessibility of Information

- 15.7.1.** Maintenance of a public website with up-to-date information
- 15.7.2.** Commitment to making reports understandable to a general audience

15.8. Whistleblower Reporting

- 15.8.1.** Annual summary of any whistleblower reports received and their resolutions (with appropriate privacy protections)

15.9. Continuous Improvement

- 15.9.1.** Regular review of reporting practices to ensure they meet stakeholder needs and regulatory requirements

16. Amendments to the Constitution

This section outlines the process for making changes to the Foundation's constitution, ensuring that it remains a living document that can adapt to changing circumstances while maintaining its core principles.

The amendment process ensures that the constitution can evolve with the Foundation's needs while maintaining its integrity and the involvement of its community.

16.1. Amendment Proposal Process

- 16.1.1.** Amendments may be proposed by the Board of Directors, Compliance Officer, or Class A NFT holders
- 16.1.2.** Proposed amendments must be submitted in writing with a clear rationale

16.2. Review Process

- 16.2.1.** All proposed amendments will be reviewed by the Board and the Compliance Officer for legal and regulatory compliance
- 16.2.2.** The Advisory Board will be consulted for input on proposed amendments

16.3. Voting Process

- 16.3.1.** Amendments require approval by a majority of Class A and B NFT holders
- 16.3.2.** Following NFT holder approval, amendments must be ratified by a full community vote (1 Nutz = 1 vote)

16.4. Implementation of Amendments

- 16.4.1.** Approved amendments will be incorporated into the constitution within 30 days
- 16.4.2.** All stakeholders will be notified of the changes

16.5. Limitations on Amendments

- 16.5.1.** No amendment may alter the fundamental charitable purpose of the Foundation
- 16.5.2.** Amendments must comply with all relevant laws and regulations

16.6. Emergency Amendments

In cases of urgent regulatory compliance, the Board may implement temporary amendments, subject to ratification within 90 days

16.7. Regular Review

The constitution will be reviewed in its entirety every two years to ensure it remains current and effective

16.8. Documentation of Amendments

A log of all amendments, including dates and rationales, will be maintained and made publicly available

17. Phased Implementation

17.1. Purpose

This section acknowledges the gradual nature of implementing the Foundation's full governance and operational structure as outlined in this constitution.

17.2. Implementation Principles

17.2.1. The Foundation commits to implementing all aspects of this constitution as swiftly as resources and circumstances allow.

17.2.2. Implementation will be prioritised based on regulatory requirements, operational necessity, and available resources. 17.2.3 The pace of implementation will be tied to the progress of meme coin minting and resulting available funds.

17.3. Pre-Minting Phase

17.3.1. During the initial setup and pre-minting phase, the founding members will fulfil multiple roles to establish basic operations.

17.3.2. Priority will be given to implementing essential governance structures and regulatory compliance measures.

17.4. Minting Phase

17.4.1. As minting progresses and funds become available, the Foundation will gradually implement more complex structures and roles.

- 17.4.2. The Board of Directors will regularly review and approve plans for expanding the Foundation's operational capacity.

17.5. Post-Minting Phase

- 17.5.1. Following the completion of minting, the Foundation will work towards full implementation of all constitutional provisions.
- 17.5.2. Any aspects of the constitution not yet implemented will be prioritised and scheduled for implementation.

17.6. Transparency and Reporting

- 17.6.1. The Foundation will provide regular updates on the progress of constitutional implementation.
- 17.6.2. Any delays or challenges in implementation will be communicated transparently to all stakeholders.

17.7. Interim Measures

- 17.7.1. Where full implementation of a constitutional provision is not immediately feasible, the Board may approve interim measures that align with the spirit of the constitution.
- 17.7.2. Such interim measures will be documented and reviewed regularly.

17.8. Review and Adjustment

- 17.8.1. The phased implementation plan will be reviewed annually and adjusted as necessary to reflect the Foundation's growth and changing circumstances.

17.9. Full Implementation Goal

- 17.9.1. The Foundation aims to achieve full implementation of all constitutional provisions within 24 months of the completion of meme coin minting, subject to available resources and regulatory requirements.

Appendices:

A. Glossary of Terms

B. Visual Representation of Governance Structure

C. Case Studies and Ethical Scenario Responses

D. First-Year Implementation Plan