Hermes Insurance — Prudential Institution Charter (Insurance Operations)

GAZZETTA UFFICIALE DELL'ORDINE SOVRANO MILITARE DI MALTA

OFFICIAL GAZETTE OF THE SOVEREIGN MILITARY ORDER OF MALTA (GUOSMM)

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Issuance: Sovereign Military Order of Malta → SHOSJJ Licensing Authority (`GUOSMM-A-2026-002`) → delegate **pack-dbis** · supervisor **pack-omnl**

Prudential charter: `GUOSMM-B-2026-001` supervised insurance institution

Shared standard terms (incorporated)

Authority and issuance chain

Official long name: Sovereign Military Hospitaller Order of St John of Jerusalem of Rhodes and of Malta.

Recognized designations (same sovereign authority): - SMOM — Sovereign Military Order of Malta - **SHOSJJ** — Sovereign Hospitallers Order of St. John of Jerusalem (`GUOSMM-A-2026-003`)

SMOM and SHOSJJ are short forms of the **same** sovereign international legal personality under the official long name; GUOSMM uses all three forms interchangeably.

1. **Sovereign authority:** official long name (SMOM / SHOSJJ designations) — published in GUOSMM Tier 1.
2. **Monetary issuer: Treasury** issues **SCUDO** under `GUOSMM-A-2026-001`. **GRU** is **monetary policy** for the tokenized reserve basket (commodities, currencies, securities, …) — **not** the issuer. **OMNL is not the issuer.**
3. **License issuer: SHOSJJ Licensing Authority** under `GUOSMM-A-2026-002` — **OMNL is not the licensor.**
4. **OMNL EMCB** (`GUOSMM-B-2026-001`) — **EMCB institution of the Order**; domestic e-money chain only; **not DBIS**.
5. **DBIS** (`GUOSMM-C-2026-001`) — **Tripartite Sovereign Body** settling between **EMCBs and other central banks** within the **treatied nations of the Order**; completely apart from the OMNL chain. See `gazette/docs/MONETARY_ARCHITECTURE_CANONICAL_SCHEMA.md`.

Canonical license identifiers use the `-SHOSJJ-` suffix (e.g. `LICENSE-ZBANK-SHOSJJ-2026-001`). Fineract external IDs ending in `-OMNL` are operational routing aliases under OMNL supervision — not license issuance labels.

Juridical form and seat

- **Legal form:** Order-chartered juridical person — supervised affiliate institution under OMNL head-office hierarchy.
- **Principal place of business:** Boulder, Colorado, United States of America (aligned with OMNL registered address for supervisory coherence).
- **Duration:** Perpetual unless revoked under Licensing Authority procedures.
- **Governing law:** Order law as published in GUOSMM.

Dispute resolution and appeals

1. **Commercial and inter-institutional disputes** among Order-chartered parties arising under this Charter: **ICC Arbitration**, Paris seat, **ICC Rules 2021**, English language, one arbitrator unless the amount in dispute exceeds USD 500,000,000 (three arbitrators). The arbitral award is final; enforcement follows the **New York Convention** where applicable.
2. **Licensing and prudential appeals** (suspension, revocation, fit-and-proper): administrative path under `GUOSMM-A-2026-002` through the **SHOSJJ Licensing Authority** → Licensing Governance Board → Grand Chancellor; **judicial license appeals** per `GUOSMM-A-2026-003` Article 6.2 (ICCC chamber rules).
3. **Forum separation:** licensing appeals do not stay commercial arbitration unless a final ICCC order expressly requires it under Order law.

Track B / external transactability

External banking, insurance, money-transmission, and correspondent access in nation-state jurisdictions requires closure of Track B compliance matrices and program counsel sign-off. This instrument establishes **Order capacity and internal operations commencement** only.

Materiality controls (HO batch programme)

Interoffice allocations at or above **USD 100,000,000,000** per tranche, or cumulative HO batch programme materiality thresholds, require maker-checker control and, where applicable, second-reviewer approval before ledger posting.

Nunc pro tunc ratification (operations commencement 2026-05-02)

Between **2 May 2026** and Tier 1 publication of this instrument, provisional operations were conducted under:

- **SHOSJJ Licensing Authority** interim programme authorization (`GUOSMM-A-2026-002`) and counsel resolutions (EV-003);
- OMNL head-office **prudential** supervision (`GUOSMM-B-2026-001`);
- HO batch programme authorization recorded in the OMNL Fineract office hierarchy (offices 29–32); and
- pending admission under `GUOSMM-C-2026-001` Article 3 (Membership).

Forward-looking bounded digital operations: **`GUOSMM-E-2026-003`** (PDOA, SHOSJJ Licensing Authority).

Interim basis and evidence index: **`GUOSMM-E-2026-002`** (HO batch governance and interim operations notice).

Upon Tier 1 publication, operations **commencing 2 May 2026** are **ratified nunc pro tunc** to the extent consistent with this Charter and parent acts. **No retroactive claim** arises against external regulators, correspondents, or policyholders without separate Track B evidence and nation-state recognition.

Suspension and revocation

Suspension or revocation follows the appeal path for the entity license class under `GUOSMM-A-2026-002` and `GUOSMM-A-2026-003` Article 6, through the **SHOSJJ Licensing Authority**, Licensing Governance Board, and Grand Chancellor as applicable.

Counsel roles (program vs institutional)

Role	Name	Scope
Program counsel	P.C. Walker, Esq.	Publication readiness, prohibited-claims register, Track A/B gating attestation (`GUOSMM-E-2026-002` counsel schedule)
Institutional counsel	David Eugene Ntshabele	Day-to-day charter interpretation, licensing conditions, external diligence responses (DBIS lane)

Program counsel attestation does not substitute for institutional counsel on operational matters; neither attestation creates nation-state license equivalence.

Governance and officers (HO batch pool)

Each HO batch institution is supervised by **OMNL** with a named **operations pool**:

Role	Name	Entity lane
Banking and Compliance Officer (prudential supervisor)	Romeo L. Miles	OMNL (central bank)
Operations pool	Adam Michaelson; Bernard Niehaus; David Bullock	Officers Pool — shared maker-checker

Material HO batch postings require at least **two distinct pool members** (maker + checker) and compliance oversight by the Banking and Compliance Officer or delegate. Full roster, entity liaisons, and fit-and-proper index: `GUOSMM-E-2026-002`.

LEI and public identity

Each institution **shall obtain** a distinct **GLEIF-issued, active** Legal Entity Identifier separate from OMNL LEI `98450070C57395F6B906`, with Level 1 relationship disclosure to OMNL, **before** Tier 2–5 external notice or correspondent KYB representation. Public designation names in this Charter do not substitute for domain registration, SOS name clearance, or external trademark clearance.

Article 1 — Establishment and legal personality

1.1 **Hermes Insurance** is established as an Order-chartered **insurance and contingent-liability institution** under the **Sovereign Military Hospitaller Order of St John of Jerusalem of Rhodes and of Malta** (SMOM / SHOSJJ; `GUOSMM-A-2026-003`), supervised by OMNL and licensed through delegate **DBIS** (`pack-dbis`).

1.2 Hermes Insurance holds license class **`entity.insurance`** under the SHOSJJ Licensing Authority (`GUOSMM-A-2026-002`).

1.3 Juridical capacity is limited to **captive, contingent, and programme insurance administration** for the OMNL/DBIS ecosystem and admitted institutions — **not** general retail insurance in nation-state markets without Track B closure.

1.4 **Programme domicile:** Order-supervised captive and contingent insurance programme administered from Boulder, Colorado, USA (OMNL supervisory seat). External insurance **domicile** and admitted-market authorization require nation-state Track B closure — not created by this Charter.

Article 2 — Enabling instruments

2.1 Subordinate to: `GUOSMM-A-2026-001`, `GUOSMM-B-2026-001`, `GUOSMM-A-2026-002`, `GUOSMM-A-2026-003`.

2.2 Shared standard terms (authority chain, seat, governing law, disputes, nunc pro tunc, materiality, counsel roles, suspension): **HO batch institution charters v1.2 shared terms** — incorporated herein. Governance roster: `GUOSMM-E-2026-002`.

2.3 Contingent insurance instrument taxonomy is governed by published vaulting family **insurance-contingent v1** (operator policy registry — not a substitute for this Charter).

2.4 External insurance, reinsurance, and regulatory recognition require Track B matrices and counsel sign-off.

Article 3 — Objects

3.1 Administration of **captive and contingent insurance programmes** supporting Order-chartered institutions.

3.2 Collateral, claims, and contingent liability **evidence and reporting** coordinated with OMNL treasury and settlement functions.

3.3 **Underwriting intelligence systems** (operational technology) are ancillary tools — they do **not** alone constitute licensed insurance activity in external jurisdictions.

Article 4 — Solvency and programmes

4.1 HO programme reference ceiling: **USD 120,000,000,000** (1.2× base) under allocation identifier **HERMES-100B** for programme-scale collateral references — distinct from policyholder solvency capital in any external domicile.

4.2 Hermes Insurance shall maintain programme reserves and reinsurance arrangements proportionate to contingent exposures, published in Series E transparency reports when material. Programme standards: `GUOSMM-B-2026-004` (prudential programme standards — see `HERMES_PRUDENTIAL_PROGRAMME_STANDARDS.md`).

4.3 No policy shall be marketed as national statutory insurance without domicile-specific Track B approval.

Article 5 — Governance

5.1 **Prudential supervisor:** Romeo L. Miles, Knight of Malta — Banking and Compliance Officer, OMNL (central bank).

5.2 **Institutional counsel:** David Eugene Ntshabele, Legal Counsel, DBIS.

5.3 **HO Batch Operations Pool:** Adam Michaelson; Bernard Niehaus; David Bullock. Primary insurer pool liaison for Hermes Insurance: **Bernard Niehaus** (Insurer pool role).

5.4 Underwriting intelligence platforms remain ancillary; licensed insurance decisioning requires pool + compliance oversight.

5.5 Material programme changes require compliance review, two pool members where materiality thresholds apply, and counsel gate where matrices require sign-off.

5.6 Appeals: `pack-dbis` → Monetary and Treasury Administration → Licensing Governance Board → Grand Chancellor; ICCC chamber rules where applicable.

Article 6 — Commencement and nunc pro tunc

6.1 **Operations commencement: 2 May 2026** (`2026-05-02T00:00:00Z`), ratified nunc pro tunc upon Tier 1 publication for **programme administration** only.

6.2 Fineract office `HERMES-OMNL` must remain provisioned and aligned with this Charter.

Article 7 — Amendment

7.1 Amendments published in GUOSMM Series B (Prudential Standards / institution charters).

7.2 Tier 1 publication creates Order-law effectiveness; external notice tiers do not create insurance market access.

Signing authority: Sovereign Military Order of Malta · Instrument v1.2 · G9 counsel pending · G10 production signing blocked until G9

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