

zBank — ISB Membership Admission and Operations Charter

GAZZETTA UFFICIALE DELL'ORDINE SOVRANO MILITARE DI MALTA

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

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

ISB admission: GUOSMM-C-2026-001 Article 3 (Membership)

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 **treated 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 — Admission and legal personality

1.1 **zBank** is **admitted** as a settlement member institution under **GUOSMM-C-2026-001** Article 3 (Membership) and established as an Order-chartered juridical person under the **Sovereign Military Hospitaller Order of St John of Jerusalem of Rhodes and of Malta** (SMOM / SHOSJJ; **GUOSMM-A-2026-003**).

1.2 **zBank** holds license class **entity.bank**, issued by the SHOSJJ Licensing Authority through delegate **DBIS** (pack-dbis), with **OMNL** as prudential supervisor and ledger operator.

1.3 **zBank** possesses capacity to maintain supervised accounts, effect interoffice settlement among Order-chartered institutions, participate in **DBIS** rail operations, and engage admitted counterparties **subject to** published prudential standards and Track B matrix closure for external-facing activity.

Article 2 — Enabling instruments

2.1 Subordinate to: **GUOSMM-A-2026-001**, **GUOSMM-B-2026-001**, **GUOSMM-C-2026-001**, **GUOSMM-C-2026-002**, **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 External transactability with nation-state banks, EMIs, and payment systems requires Track B compliance matrices and counsel sign-off — **not** created by this Charter alone.

Article 3 — Objects (zBank)

3.1 **Primary settlement member** for HO batch interoffice M1 programmes under OMNL supervision.

3.2 Treasury and liquidity coordination among Order-chartered batch institutions and head office.

3.3 ISO 20022-aligned institutional messaging and settlement evidence retention.

3.4 **Excluded without further license amendment:** retail deposit-taking marketing to the general public; claims of national banking charter equivalence.

Article 4 — Capital programme

4.1 HO batch allocated ceiling: **USD 120,000,000,000** (1.2× base programme) under allocation identifier **ZBANK-100B**, subject to OMNL head-office posting controls.

4.2 Capital and reserve treatment cross-references **GUOSMM-B-2026-002** (Reserve Asset Policy).

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** (maker-checker): Adam Michaelson; Bernard Niehaus; David Bullock — Officers Pool appointees under **GUOSMM-A-2026-002**. Primary operational liaison for zBank: **David Bullock**.

5.4 Material HO batch transactions require two distinct pool members (maker + checker) and compliance sign-off per shared standard terms.

5.5 Appeals: **pack-dbis** → Monetary and Treasury Administration → Licensing Governance Board → Grand Chancellor; ICCC chamber rules for judicial license appeals per **GUOSMM-A-2026-003** Article 6.2.

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 per shared standard terms.

6.2 Fineract office **ZBANK-OMNL** must remain provisioned and aligned with this Charter.

Article 7 — Amendment

7.1 Amendments published in GUOSMM Series C (Membership Standards / settlement member instruments).

7.2 Tier 1 publication creates Order-law effectiveness; Tiers 2–5 are notice and interoperability.

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



Teresa E. Lopez, Dame
Treasurer

Office of the Treasurer — SHOSJJ