

zBank — Digital Asset Exchange Add-On Charter

GAZZETTA UFFICIALE DELL'ORDINE SOVRANO MILITARE DI MALTA

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

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zBank — Digital Asset Exchange Add-On Charter

Registration/publication number: GUOSMM-C-2026-008

Licence number: LICENSE-ZBANK-DAX-SHOSJJ-2026-003

Base charter: GUOSMM-C-2026-003

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 in force at commencement of the arbitration**, 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.

Supplemental activity separation

Base institution charters do **not** automatically authorize every adjacent financial, blockchain, exchange, custody, or market activity that an institution may wish to conduct.

Where an institution seeks to operate:

- a private or permissioned blockchain,
- a dedicated digital asset exchange,
- fiat conversion or FX desks,
- commodity or bullion exchange operations,
- securities or capital-markets programmes, or
- custody, nominee, escrow, safekeeping, or other ancillary regulated activities,

those activities must be covered by a **separate published add-on charter or license** with a distinct license identifier and explicit scope statement. The base charter remains the juridical anchor; the add-on publication defines the extra activity perimeter.

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.

Scope

Authorizes a closed-user-group or institutional digital-asset exchange operated by zBank for admitted counterparties, internal treasury conversion, and supervised digital-asset routing under Order-law controls.

Restrictions

- No public retail exchange launch.
- No derivatives venue authority unless separately published.
- No representation of host-state VASP, CASP, exchange, MTF, or similar status without local law closure.

Governance

This add-on remains subordinate to GUOSMM-C-2026-003, GUOSMM-A-2026-002, the shared charter terms, the HO batch supplemental licensing framework, and Track B host-state gating.

Signing authority: Sovereign Military Order of Malta · Supplemental activity add-on under the HO batch framework