

zBank — Fiat and FX Conversion 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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Registration/publication number: GUOSMM-C-2026-009

Licence number: LICENSE-ZBANK-FIATFX-SHOSJJ-2026-004

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 institutional fiat-currency conversion, treasury FX activity, and cash-in or cash-out coordination with approved endpoint banking partners where permitted by separate host-state arrangements.

Restrictions

- No claim of money-transmitter, EMI, payment-institution, or remittance-licence equivalence.
- No consumer-facing remittance programme from this add-on alone.
- No access claim to domestic payment rails 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