

# **URAI INSTITUTIONAL GOVERNANCE & TRUST CHARTER**

Version 2.0 – Delaware Corporate Governance Format

Adopted by Formal Resolution of the Board of Directors

Effective Date: \_\_\_\_\_

## **SECTION I – CORPORATE GOVERNANCE FRAMEWORK**

### ***Article 1 – Authority of the Board***

Pursuant to the Delaware General Corporation Law (DGCL), the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The Board shall exercise fiduciary duties of care and loyalty in furtherance of the Corporation's Mission Lock and long-term sustainability objectives.

### ***Article 2 – Fiduciary Obligations***

Directors shall act in good faith, in the best interests of the Corporation and its stockholders, and with such care as an ordinarily prudent person would use under similar circumstances.

### ***Article 3 – Supermajority Structural Protections***

Amendments to the Mission Lock, Capital Covenant, or Governance Safeguards shall require:

- Two-thirds (2/3) approval of the full Board.
- Affirmative consent of at least one Independent Director.
- Documentation of deliberative rationale in Board minutes.

## **SECTION II – CAPITAL COVENANT**

### ***Article 4 – Reserve Requirements***

The Corporation shall maintain a minimum operating reserve equivalent to no less than eighteen (18) months of forecasted operating expenses, subject to quarterly review.

### ***Article 5 – Leverage Controls***

Total indebtedness shall not exceed thresholds approved by Board resolution and shall be evaluated against downside scenario modeling.

### ***Article 6 – Counter-Cyclical Strategy***

During periods of macroeconomic contraction, the Corporation may deploy reserves for strategic acquisitions or infrastructure reinforcement only upon Board approval and compliance with reserve covenant thresholds.

## **SECTION III – AI GOVERNANCE CONTROLS**

### ***Article 7 – Permitted Uses***

AI systems may be utilized for analytical modeling, forecasting, and operational efficiency subject to oversight.

### ***Article 8 – Prohibited Authority***

AI systems shall not have authority to amend governance documents, alter capital structure, modify Mission Lock provisions, or override quorum requirements.

### ***Article 9 – Auditability***

All AI-assisted decisions impacting financial, regulatory, or structural matters shall be logged, version-controlled, and reviewable by the Board or designated audit committee.

## **SECTION IV – ENTROPY & RISK MONITORING**

### ***Article 10 – Quarterly Risk Index***

The Corporation shall maintain and review a quarterly composite index evaluating Governance Drift, Capital Risk Exposure, Regulatory Vulnerability, Cultural Integrity, and Technology Dependency.

### ***Article 11 – Escalation Protocol***

Red or Black tier classification shall require immediate Executive reporting and Board review with documented mitigation plan.

## **SECTION V – CONTINUITY & SUCCESSION**

### ***Article 12 – Executive Succession***

The Board shall maintain and annually review a documented CEO and executive succession plan, including emergency incapacity protocols.

### ***Article 13 – Knowledge Preservation***

Strategic decisions, crisis events, and capital allocation rationales shall be archived in durable, redundant formats to ensure institutional continuity.

## **SECTION VI – BOARD RESOLUTION TEMPLATE**

WHEREAS, the Board has reviewed the URAI Institutional Governance & Trust Charter;

WHEREAS, the Board finds such Charter to be in the best interests of the Corporation;

NOW, THEREFORE, BE IT RESOLVED that the Charter is hereby adopted effective as of the date set forth above.

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Chair of the Board

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Independent Director

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Chief Executive Officer

## SECTION VII – EXHIBITS

### ***Exhibit A – Mission Lock Statement***

The Corporation exists to build durable, governance-first AI infrastructure designed for long-term resilience and institutional integrity.

### ***Exhibit B – Capital Covenant Table***

Metric	Policy
Minimum Reserve	18–24 Months Operating Expenses
Leverage Cap	Board Approved Threshold
Acquisition Discipline	Board Supermajority Review Required

### ***Exhibit C – Emergency Failsafe Trigger Conditions***

1. Capital reserve breach.
2. Governance deadlock.
3. Confirmed mission deviation.
4. Regulatory enforcement action.

Upon trigger, expansion freeze and external review shall be initiated.