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European Cards Stakeholders Group – Payment Service Provider Sector Group

Terms of Reference

(Approved by Board)

1. Name and Objectives

The Payment Service Provider Sector Group (PSPSG) is composed of the Payment Service Providers (PSPs) and/ or the associations thereof which are Members of the international non-profit association named “European Cards Stakeholders Group”, abbreviated “ECSG”.

Pursuant to the By-Laws of the ECSG, PSP means anybody referred to in Article 1(1) of the Directive 2007/64/EC of the European Parliament and of the Council of 13 November 2007 on payment services in the internal market amending Directives 97/7/EC, 2002/65/EC, 2005/60/EC and 2006/48/EC and repealing Directive 97/5/EC (hereafter: “PSD”), as well as legal entities and natural persons benefiting from the waiver under Article 26 of the PSD, as amended from time to time.

For the purposes of the present terms of reference, it is assumed that, at least in the initial period following the establishment of the ECSG, the European Payments Council (EPC) will be the sole ECSG Member pertaining to the ECSG PSP Sector and consequently the PSPSG. If other PSPs and/ or associations thereof would become ECSG Members, the present terms of reference will be revised accordingly.

The ECSG Members which belong to the ECSG PSP Sector shall abide by the ECSG By-Laws, the ECSG Internal Rules and the present terms of reference, whereby the By-Laws and/ or the Internal Rules (in that order) shall prevail.

The objectives of the PSPSG are to contribute to the activities of the ECSG, to discuss non-competitive matters and to agree on positions to be proposed to or taken at the ECSG.

2. Mandate

The PSPSG holds its mandate from the Board and is accountable to the EPC Cards Working Group (CWG) and, indirectly, the Board. The Group will operate under these Terms of Reference from the date the ECSG is established as a legal entity. It will hold its mandate until otherwise directed by the Board. The Chair of the PSPSG may be invited to attend Board meetings.

The members of the PSPSG will at all times execute their mandate in accordance with the stipulations of the EPC Code of Conduct on competition law (EPC212-14), as amended from time to time.



3. Scope of Work

The activities of the PSPSG will be based on the activities of the ECSG.

In particular, the members of the PSPSG, as ECSG Board members belonging to the PSP Sector, will prepare ECSG Board meetings based on CWG (or Board) input and handle all other matters related to the ECSG which need to be agreed upon or coordinated, without requiring CWG or Board guidance.

The PSPSG will react to requests or proposals from the ECSG, or will itself make proposals to the ECSG, either at its own initiative or based on specific requests coming from the CWG or, as the case may be, the Board, depending on topics and circumstances.

4. Deliverables

The PSPSG work plan shall be an integral part of the CWG work plan, defining individual work items, each with clear scope, deliverables and timeline as well as a cost/benefit analysis for approval by the EPC Board.

5. Funding

The EPC, as long as it remains the sole Member of the ECSG belonging to the PSP Sector, will contribute one fifth (1/5) of the annual budget of the ECSG, subject to the approval of the EPC Board and the EPC General Assembly (as part of the EPC annual budget approval process).

6. Membership Criteria

The PSPSG will consist of a maximum of four members drawn from members of the Cards Working Group (including the Cards Working Group Chair) and one Board member who has been assigned to the PSPSG. If the Board chooses not to assign a Board member to the PSPSG, then a fifth member may be drawn from the Cards Working Group.

The composition of the PSPSG will be well balanced in terms of skills and experience, geographic representation and types of institution represented. In particular, the Group shall contain a good balance between business expertise and technical and standards knowledge related to the market and product management of card payments.

The PSPSG members will be presented for election to the ECSG General Assembly as the PSP Sector's ECSG Board members. They will fully subscribe to the EPC SEPA vision, be able to devote the necessary time to the PSPSG and the ECSG Board and be proficient in English as the working language.



The composition of the PSPSG will be initiated by the Nominating and Governance Committee (NGC), with a call for candidates published through the EPC Secretariat. The Board will approve the final composition. The same procedure will apply to subsequent vacancies and additions. It is not envisioned that Observers (as defined in the Internal Rules of the EPC (EPC205-14)) may be appointed to the PSPSG.

The Chair of the Cards Working Group, who will be nominated as the EPC Representative in the ECSG General Assembly, will be the Chair of the PSPSG. The Chair will also be the spokesperson of the PSP Sector in the ECSG. The Chair will be responsible for proactively guiding the PSPSG in meeting its deliverables and ensuring coherence with EPC objectives.

One PSPSG member will be nominated as Alternate to the EPC Representative in the ECSG General Assembly. If the Chair of the PSPSG would be elected Chair or Vice-Chair of the ECSG, the Alternate will become the spokesperson of the PSPSG.

The Secretary of the PSPSG will be provided by the EPC Secretariat. The Secretary supports the Chair and is accountable for ensuring compliance with EPC processes.

7. Group Organisation

The PSPSG will meet physically or by telephone conference, according to the demands of its work programme, to agree on PSP Sector positions in the ECSG context. A draft meeting schedule should be proposed at the end of each year for the following year, in light of the following year's ECSG (Board) meeting schedule.

The PSPSG will develop its conclusions and recommendations on the basis of broad consensus. In the event of a serious divergence of views, reference will be made to the CWG for advice and guidance.

The PSPSG may define positions within its mandate on its own if and when it is not possible (due to unpredictable and urgent circumstances, with a duty to inform the CWG or the Board immediately thereafter) or required to refer to the CWG or to the Board.

At the ECSG Board, each PSPSG member will have one vote. The PSPSG members, representing the EPC (and not their own individual organisation), will vote in line with established EPC positions, without prejudice to their legal status as Board member.