

Retail Sector Group Terms of Reference

1. The ECSG and the RSG

- 1.1 The European Card Stakeholders Group (ECSG) will be registered as an AISBL (international non-profit association) representing five "sectors":
 - Payment Service Providers
 - Retailers
 - Processors (of card transactions)
 - Vendors (manufacturers of cards, payment devices, and related IT systems)
 - Payment Card Schemes
- 1.2 The "Retailers" referred to in Article 1.1 are represented by the Retail Sector Group (RSG). The RSG is composed of retailers, wholesalers, or providers of non-financial goods and services (often referred to as 'merchants' in the payments world) that accept card transactions. These organisations (companies or representative associations), hereafter referred to in short as 'retailers', have agreed to participate in the ECSG and adhere to the ECSG By-laws and the present RSG Terms of Reference.
- 1.3 The objectives of the RSG are to contribute to the activities of the ECSG, to discuss non-competitive matters between its members and where possible to agree on positions to be proposed to the ECSG.

2. Membership

- 2.1 Organisations wishing to join the Retail Sector Group must meet all of the following criteria:
 - a) be a legal person or entity that sells goods and/or services at a physical or virtual "point of sale" and is the intended recipient of funds, which have been the subject of a payment transaction;
 - b) have a significant retail card payment activity in the EU;
 - c) agree to cooperate and maintain a good dialogue within the retail sector representatives, who they may represent in a sub-working group, expert team, ECSG committee, board meeting and general meeting as a ECSG Member.

- 2.2 The organisation must provide the required resources (personal or financial) for the work of the ECSG and its expert teams.
- 2.3 The organisation must be willing to support solutions based on Implementation Specifications recognised within the SEPA Cards Standardisation Volume – book of requirements, knowing that such deployment remains market-driven. Details can be found here : <http://www.cardscsg.eu/index.cfm/sepa-cards-standardisation-volume-version-71-published-in-2015/>
- 2.4 Organisations wishing to apply for RSG membership must complete and submit an application, either by letter, e-mail, or using the application form in Annex B, and send it to the Retail Sector Group Coordinator (see Article 5). The application must contain the name and full details of the contact person, and confirm that the organisation will abide by and remain compliant with the Retail Sector Terms of Reference and the ECSG By-laws.

3. Functional organisation

- 3.1 The RSG will meet before each ECSG General Assembly and Board meeting (or at any other occasion where it is deemed required) to discuss and prepare its opinion(s) on relevant ECSG agenda items. Meetings may be in person or by conference call or digital meeting, depending on the availability of RSG members.
- 3.2 Each RSG meeting shall have an agenda that is sent by email to all RSG members, at least 3 working days in advance of the meeting. If relevant, pre-read materials will also be sent in advance of the meeting.
- 3.3 After each meeting minutes reflecting the conclusions of the meeting will be circulated to each RSG member.
- 3.4 All RSG members will receive any documentation made available within the ECSG's activities and may participate in all existing working groups under the ECSG (e.g. task forces, expert teams).
- 3.5 All RSG members will have the right to participate in ECSG's General Assembly meetings.
- 3.6 All RSG members will have the right to be selected to the ECSG's Board as one of the five RSG representatives. The representatives will be nominated by the RSG to represent them at any ECSG body other than the General Assembly.
- 3.7 The RSG is properly convened if 80% of its members are present or represented by a proxy; if a member does not attend the RSG meetings on three (3) consecutive occasions, they will not be considered when calculating the percentage of attending members.
- 3.8 The RSG will always aim to take its decisions by consensus. In case it fails to reach a consensus, the decision will be taken by a simple majority of the votes cast, i.e. by members present or represented. Each RSG member shall have one vote. In the event of an equal vote, the final decision will be taken by the appointed spokesperson or proxy spokesperson, in close coordination with the

RSG coordinator.

4. RSG representation in the ECSG Board

- 4.1 The RSG will designate up to five representatives from among its members to the ECSG Board.
- 4.2 In accordance with Article 7.2 of the ECSG By-laws, the election process will be defined by the ECSG General Assembly.
- 4.3 The ECSG Board mandate duration is 2 years.
- 4.4 For the 2016-2017 mandate, the five ECSG Board representatives for the RSG will be nominated and proposed to the ECSG General Assembly by the RSG coordinator, following consultation with all interested organisations.
- 4.5 For mandates after 2017, in the event that more than five members are candidates to be a representative to the ECSG Board, the RSG members will undertake a vote in accordance with article 3.8, and nominate the candidates with the most votes. Each member will cast a ballot electing five representatives from among the candidates.
- 4.6 In instances where two or more candidates receive the same number of votes and the appointment of the five Board members is not possible, a second and, if necessary, a third round of voting will be convened for the tied candidates whereby each member of the RSG shall vote for the number of candidates corresponding to the number of remaining seats.
- 4.7 The designated representatives to the ECSG Board will, between them, agree and nominate a spokesperson for the RSG under the same criteria as articles 4.5 and 4.6 above. The spokesperson will also be responsible for assisting the Retail Sector Group Coordinator in fulfilling its objectives.
- 4.8 The Retail Sector Group coordinator will manage the processes described under 4.5, 4.6 and 4.7.

5. Retail Sector Group Coordinator

- 5.1 The RSG will appoint a coordinator. The coordinator will be the focal point for new and existing RSG members and the liaison and interface with the ECSG. The coordinator will :
 - i. Coordinate the preparatory meetings (e.g. before ECSG Board meetings) and arrange for meeting minutes
 - ii. Arrange for the appointment/election of representatives to the ECSG Board
 - iii. Coordinate the appointment of the spokesperson or proxy

spokesperson for the ECSG Board and General Assembly meetings

- iv. Arrange for the appointment of participants/representatives to the ECSG working groups
 - v. Arrange for the circulation of ECSG information to the RSG members
 - vi. Interface with the ECSG when urgent decisions must be taken (e.g. board consultation/decision via written procedure)
 - vii. Interface with new potential ECSG participants from retailers.
- 5.2 The RSG coordinator will preferably be a RSG member that sits on the ECSG Board.
- 5.3 The RSG coordinator will undertake their best endeavors to ensure the full participation of all RSG members.
- 5.4 For the 2016-17 period, the EuroCommerce Director-General or his representative will be the RSG coordinator.

6. Sector Membership Fee and Finances

- 6.1 The ECSG rules established that each of the five ECSG sectors (Article 1) will contribute 1/5 of the ECSG's annual budget (fixed at €250,000 per year for the 2016-2017 period). The RSG's annual contribution is therefore €50,000 for this period.
- 6.2 These RSG costs will be shared by RSG members according to a distribution agreed between the member organisations. The RSG coordinator arranges this agreement following consultation with all RSG members.
- 6.3 Organisations that have representatives on the ECSG Board on behalf of the RSG will be assessed a membership fee. Depending on the RSG budget, other RSG members may also be asked to contribute a fee to the RSG.
- 6.4 Members committing to be on the ECSG Board for a 2-year mandate also commit to a financial participation for a 2- year period, unless unforeseen termination occurs as defined under Article 7.
- 6.5 Membership fee rules will be communicated to the ECSG secretariat which will manage the invoicing of RSG members accordingly, either collectively or individually.

7. Membership Termination

- 7.1 Members may cease membership at any time, but financial participation for

the current year must be maintained until the end of that year.

7.2 Board members may cease membership at any time, but financial participation for the current year must be maintained until the end of that year. The RSG coordinator will arrange for a replacement for the remainder of the term.

7.3 All members may cease membership without penalty in cases of force majeure, e.g. insolvency or liquidation.

8. Amendments

8.1 Decisions to amend the present RSG Terms of Reference must receive a qualified majority (80%) of the RSG members and of the RSG representatives on the ECSG Board.

Annex A: Membership Application Form

The organisation listed below wishes to apply to become a member of the ECSG and its Retail Sector Group (RSG) and hereby confirms that it will abide by and remain compliant with the Retail Sector Terms of Reference and the ECSG By-laws.

Name of Representative (at ECSG General Assembly)	Organisation name	Full business contact details

Date _____

Signature

Name (if different from above):

Position _____

Please also detail (and attach) the following:

First Name	
Last Name	
Date of Birth	
Place of Birth	
Nationality	
Home Address	

Please attach a good quality PDF copy of your ID card or Passport together with your response and send it to: cv@eurocommerce.eu