

Statutes

1

Name, Seat, Register of Associations

1.1 The name of the association is the:

European Association of Payment Service Providers for Merchants

1.2 The association must be entered in the register of associations. After the registration, the abbreviation "e.V." (eingetragener Verein; engl. registered association) will be added to its name.

1.3 The association is located in Munich.

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Purpose

The purpose of the association is to represent the interests of European companies providing payment services or services for payment service providers for merchants. In these statutes, all companies which are not a bank or payment service provider are referred to as *merchants*.

3

Executive Committee

- 3.1 The Executive Committee consists of the chairperson, his deputy and the treasurer. A general meeting of the members may elect two more members as committee members.
- 3.2 Unless otherwise agreed to the contrary, the deputy chairperson has the same authority as the chairperson, if the chairperson is absent.
- 3.3 The Executive Committee is elected by a general meeting of the members for a period of two years. At all events they will remain in their office until a new election takes place. If a committee member leaves the Executive Committee before the end of his/her term of office, a new member will be elected until the end of the regular term.
- 3.4 The Executive Committee will pass decisions according to a majority of the members present. If the votes are tied, the chairperson will have the casting vote. Decisions via telecommunication are permitted, if all members of the Executive Committee participate.

4

Accounting

- 4.1 The treasurer, and thus the Executive Committee, is responsible for maintaining correct accounts. The financial year is the calendar year.

4.2 The annual accounts shall be produced by April 30th every year, at the latest, and submitted to the Executive Committee. It shall be audited by June 30, at the latest, by one or several auditors who are elected by the general meeting of the members. Each member shall have access to the auditor`s reports.

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Representation

- 5.1 The association is represented jointly by two committee members. If two further committee members have been elected, one of them shall act as chairperson, deputy chairperson or treasurer.
- 5.2 If there is only one committee member, then this member has the power of sole representation of the association.
- 5.3 There is no prohibition of multi-representation.

6

Membership

- 6.1 All companies, regardless of their legal form, whose payment services or services for payment services provided for merchants within the Single European Payment Area amount to more than half of their turnover, can become an ordinary member of the association.

6.2 An application for membership must be made in writing, with proof of registration in a commercial register and a short company profile being attached to the application.

The application to become an ordinary member shall be accompanied by the assurance that, during the elapsed financial year, payment services or services for payment services provided for merchants amounted to more than half of the turnover within the Single European Payment Area. A provisional decision regarding whether membership will be granted or not will be made by the Executive Committee. The final decision will be taken in the course of the following general meeting of the members. There is no right to membership. There is no right to vote before the decision by the general meeting has been taken.

6.3 At the beginning of each year, ordinary members shall pay a membership fee determined by the general meeting of the members.

6.4 Companies which are in the same branch of business (e.g. producers of terminals), or companies whose turnover with merchants has not met the criterion referred to in 6.2, can be granted membership as extraordinary members on the condition that they have been expressly recommended by at least two ordinary members. Extraordinary members are not required to attach the assurance referred to in 6.2 (2nd sentence) when submitting their application. Otherwise the regulations on membership for ordinary members shall apply accordingly.

- 6.5 Extraordinary members have no right to attend the informal meetings mentioned in 7.5, unless the Executive Committee invites them expressly. Extraordinary members will pay an annual fee which shall be agreed with the Executive Committee.
- 6.6 If a member is in arrears by more than one annual fee, the Executive Committee may cancel this member from the membership list.
- 6.7 A resignation letter is possible at any time and shall be made in writing. There will be no refund of fees already paid.
- 6.8 A member can be dismissed from the association by the Executive Committee, if this member behaves within or outside the association in a manner which damages the purposes or the reputation of the association.
- 6.9 An extraordinary membership can be terminated by the Executive Committee to take effect at the end of any year without giving any reasons.

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General meetings of the members

- 7.1 A general meeting of the members shall be convened by the Executive Committee, as required, and this will be at least once a year. This does not affect legal regulations concerning the right to convene the general meeting of the members.

- 7.2 Invitations must be made in writing and sent to the members. Invitations sent to the latest known address shall be considered to be in accordance with these statutes. Invitations shall be dispatched at least two weeks in advance, enclosing the agenda.
- 7.3 The general meeting will be chaired by the chairperson. The chairperson shall ensure that decisions are recorded in the minutes, and he shall sign the minutes when completed. Each member shall have access to the auditor`s reports.
- 7.4 Only ordinary members who have declared by June 30 that during the elapsed financial year, their payment services or services for payment services provided for merchants within the Single European Payment Area amounted to more than half of their turnover, have a vote. At the request of the Executive Committee, a proof by an auditor of the company may be required. Members who are in arrears with their annual fee for the current year or for previous years do not have the right to vote.
- 7.5 The Executive Committee may hold informal meetings of the members.
- 7.6 The general meetings of the members and the informal meetings shall be held in turn in the premises of the member companies or shall be organized by them. The Executive Committee is authorised to decide whether the association will bear all or part of the costs arising from the organization of such meetings.

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Advisory Council

- 8.1 The general meeting of the members may elect an Advisory Council, consisting of up to five members. The term of office of the members of the Advisory Council corresponds to that of the Executive Committee.
- 8.2 As required, the Advisory Council shall be convened by the chairperson, who also chairs the meetings.
- 8.3 The Advisory Council shall advise the Executive Committee.

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Dissolution of the association

- 9.1 The dissolution of the association requires a majority decision of the general meeting of the members, as prescribed by the statutes. Several liquidators will jointly represent the association. Otherwise the regulations concerning the Executive Committee shall apply accordingly.
- 9.2 In the event of the dissolution of the association, the association`s assets will be transferred to the ordinary members in equal parts.

Final Provisions

- 10.1 All declarations, invitations and messages may also be communicated by other means of telecommunication, as long as they are delivered in a form (e.g. fax, e-mail) which can be retained on a permanent data storage medium and the consignee is in agreement. By indicating the relevant address data, e.g. in his/her letterhead, a consent on the part of the consignee shall be considered to be given.
- 10.2 The working language within the association is English. The use of other languages requires the consent of the participants.

- END OF STATUTES -