

## EPSM Advisory Council to the EPSM Board: Guidelines

### 1. Purpose

- The Advisory Council to the EPSM Board (in the following also “AC”) shall advise and assist the EPSM Board and the other EPSM Team members in improving EPSM’s operational activities, meetings, acquisition of new members and general strategic direction.
- The AC can prioritize topics to keep EPSM’s focus and avoid overburdening EPSM with too many topics according to the motto: “What matters most in the world of “payment service providers for merchants”.
- Especially, the AC can suggest and approach speakers for EPSM Meetings or potential new members.
- The AC members may also seek feedback from members and external contacts for these purposes.

### 2. Composition

- The members of the AC are nominated based on a prior written application (also by email) by a majority decision of the EPSM board. This can be done by email, webconference or telco.
- The members should be present or former named representatives of present or past EPSM members with an active interest in EPSM and the business of its voting members.
- The AC is not related to EPSM’s optional formal “Advisory Board” according to the EPSM bylaws.
- The AC shall consist of 2 – 20 members.
- The membership is personal and not remunerated, On request, moderate expenses can be reimbursed by EPSM after a decision by the EPSM Board.
- Members must update any new contact data to the EPSM Board in writing without undue delay.

### 3. Option for self-organization:

- The AC may nominate internally and elect a speaker and a deputy speaker who organizes meetings or discussions, and may organize its own internal organization.
- The work of the AC shall be usually achieved by consensus, but it shall also be possible to decide by simple majority voting of all AC members.
- The meetings may be held online, using e.g. EPSM’s webconference or teleconference infrastructure. A brief protocol shall document the participants and the outcome of each meeting.
- All communication and meetings must be conforming with competition and other relevant compliance rules.
- Upon request by the AC, the EPSM board will set up an e-mail group [ac@epsm.eu](mailto:ac@epsm.eu), and a closed LinkedIn-Group “EPSM-AC (internal)” to ease communication within the AC.

### 4. Time limit:

- The membership is permanent but must be reconfirmed to the EPSM Board in writing each two years. In case of no reconfirmation, membership shall end after another 6 months.
- The membership in the AC can also end by written cancellation by a member, by a termination decision of the EPSM Board or ends automatically 6 months after the last active, recorded participation in the AC.

### 5. External representation:

- The AC is an EPSM-internal group, without any formal rights under the EPSM bylaws.
- AC members can act on behalf or in the name of EPSM only after approval by the EPSM Board

### 6. Legal provision, Change of these Guidelines:

- These guidelines are subject to German law, place for any potential legal disputes is Munich, Germany.
- The term “in writing” includes also communication by e-mail or SMS.
- These guidelines have been set by the EPSM Board and can be updated or changed at any time by written decision of the EPSM Board (with majority voting) with subsequent e-mail communication to the AC members.

EPSM Board, 02 February 2021