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Distribution: EPC Website

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## **SCHEME PARTICIPATION FEES - POLICY AND INVOICING GUIDELINES**

### **1. Background**

The purpose of the present document is exclusively to clarify the administrative rules put in place to ensure proper execution of the collection of scheme participation fees, as defined in the Scheme Management Internal Rules (SMIRs).

The rules and guidelines set out in this document do not supersede the SEPA Credit Transfer (SCT) and SEPA Direct Debit Scheme (SDD) Rulebooks (the 'Rulebooks') in effect or the SMIRs, which set out the rights and obligations of SEPA Scheme participants.

### **2. Invoicing policy**

In accordance with the relevant provisions of the SMIRs, the EPC will on a yearly basis establish the following year's Scheme participation fees to recover the costs related to the Scheme Management function performed by the EPC and the Scheme Management governance bodies.

These fees may be levied at the individual Participant level, or at group level, for those Participants which are part of a declared 'group' (see below), as defined in the Regulation (EU) No 648/2012 of the European Parliament and of the Council of 4 July 2012 on OTC derivatives, central counterparties and trade repositories (the EMIR Regulation) as amended from time to time, or for those Participants located in a country outside the European Economic Area and within the geographical scope of the Schemes, which are part of a group meeting substantially equivalent requirements as referred to in the definition of a 'group' in the EMIR Regulation.

The applicable fees will be fixed in a fair, reasonable and non-discriminatory way by the EPC Board upon a proposal submitted by the Scheme Management Board (SMB) based on the fee setting mechanism approved by the EPC Board upon recommendation by the SMB, and will be made public on the EPC Website.

### **3. Invoicing timeline**

1. Communication to Scheme participants regarding start of upcoming Scheme participation fee cycle, and invitation to submit new group(ing) declarations or amend existing group(ing) declarations (in the week following the August Scheme Register update publication date).
2. Deadline for submission and finalisation of new or amended group(ing) declarations (deadline date for October Scheme Register publication<sup>1</sup>). The Secretariat can extend the deadline with one week (maximum), to resolve any outstanding issues regarding a group(ing) declaration.
3. Snapshot number of Scheme participants (individual participants and participants belonging to groups) (October Scheme Register update publication date).

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<sup>1</sup> <http://www.europeanpaymentscouncil.eu/index.cfm/sepa-credit-transfer/sct-register-of-participants/>



All Scheme participants included with the October Scheme Register publication will, regardless of their operational readiness date, be invoiced for their Scheme participation in the following year.

4. Calculation of Scheme participation fee, based on the following year's estimated costs related to the Scheme Management function performed by the EPC, divided by the number of Scheme participants included with the aforementioned 'snapshot', taking into account the number and size of declared group(s)(ings)) (Q4 SMB meeting).

Scheme participants which have informed the EPC by the deadline date for the October Scheme Register publication of their intention to terminate their participation to one or more Schemes before the end of the corresponding year, will be – partially or fully - excluded from the fee calculation for the following year.

A margin shall be factored in to cover for unexpected participation terminations occurring between the October Register publication and the invoicing and fee collection taking place at the start of the following year.

5. Approval of Scheme participation fee levels (Q4 Board meeting) and publication on EPC Website.
6. Send out of the Scheme participation fee invoices and fee collection (beginning of Q1 of the invoicing year).

The invoices are to be paid within 30 days from the invoicing date fees by means of electronic SEPA instruments only.

#### **4. Group(ing) declarations**

In the case of a declared group or grouping as defined in the EMIR Regulation, the Scheme participation fees will be consolidated and calculated based on a sliding scale taking into account the number of Scheme Participants that are part of such a group or grouping across the geographical scope of the Schemes; the consolidated scheme participation fee amount will cover all three Schemes (SCT, SDD Core, SDD B2B) and be due by the parent undertaking or the central body of the corresponding group or grouping.

Parent undertakings of a group or central bodies of a grouping are invited in August-September to declare their group(ing) composition to the EPC, by providing the duly completed "Template Grouping Declaration" (EPC283-14), as well as a list of all member Scheme Participants using a standard Excel template (EPC287-14). Both documents should be sent to the Secretariat by email and by regular mail, and will only become effective upon the EPC's confirmation of receipt.

To ensure a correct calculation of the Scheme participation fee levels, it is of the utmost importance that grouping declarations are made accurately (including correct name and BIC of parent undertaking and relevant subsidiaries) and in a timely fashion.

Any BIC changes or name changes to be processed in the Register of Participants relevant to a grouping declaration should be reported in a timely fashion, and not later than by the deadline date for the October Scheme Register publication. Grouping declarations (or amendments thereto) received after the submission deadline will not be taken into consideration until the following cycle. Consequently, impacted Scheme participants shall be invoiced individually, at the individual participation fee level.



## 5. Participation termination, mergers and acquisitions

The EPC Secretariat maintains a separate register of Participants for each of the Schemes, containing the name, reference BIC, contact address and other details determined by the EPC in respect of each Participant. The registers are regularly updated by the Secretariat as specified in the relevant schedule published on the EPC Website<sup>2</sup>.

The SMIRs stipulate that, if a Participant changes its details, so that the register does not carry accurate data in respect of the Participant, the Participant shall notify the Secretariat as soon as it is reasonably practicable to do so. It is the responsibility of the Participant to ensure that the Secretariat is provided with information in relation to the Participant that is accurate and up-to-date at all times.

In the context of Scheme participation fees, the aforementioned requirement to notify the Secretariat of changes pertaining to the Participant in a timely manner is not only of relevance to ensure correct invoicing and a smooth collection of fees, but is also of specific relevance to Scheme participation terminations (for example through mergers and acquisitions). Indeed, the failure to notify the Secretariat of an intended participation termination could lead to the generation of scheme participation invoices for entities which are no longer existing. Moreover, the calculation of the relevant scheme participation fees will be flawed, because it would be based on an erroneous number of participants adhering to the Scheme.

**In case of failure to timely report an intended Scheme participation termination, and to the furthest reasonably possible extent, the EPC will aim to recover the due Scheme participation fees from the merged/acquiring entity.**

Furthermore, it is to be noted that, pursuant to Section 3.4.9 Eligibility, Merger and Acquisition of a Participant of the SMIRs, the EPC Compliance and Adherence Committee may decide to initiate a formal complaint against Participants for failing to notify the EPC of mergers or acquisitions requiring updates to the Registers of Participants, which qualifies as a breach of the Rulebooks under Section 3.4.1 of the SMIRs.

## 6. Late payments

The SMIRs explicitly provide that the failure of a Participant to pay Scheme participation fees due shall constitute an Event of Default, on the basis of which the EPC may, at its sole discretion and upon notice by registered mail, temporarily or permanently suspend the entry of the Participant in the register(s) of the relevant Scheme(s), as of the first following register update publication, but not earlier than 30 calendar days after the issuance of such notice of suspension.

In the event of Participants no longer being able to pay their debts as they fall due, becoming insolvent or having ceased to exist, the Secretariat may decide to rectify the register of Participants (i.e. by removing the Participant from all Schemes adhered to) after verification of such event with the relevant national regulator or national authority.

In case of an actual insolvency/bankruptcy, the EPC will in all likelihood not be able to recover the Scheme participation fees due from the Participant's bankruptcy estate.

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<sup>2</sup> <http://www.europeanpaymentscouncil.eu/index.cfm/sepa-credit-transfer/sct-register-of-participants/>.



## **7. Role of NASOs**

The support of the National Adherence Support Organisations (NASOs) is indispensable for keeping the Registers of Participants up to date and for sharing information relevant to Scheme participants within their local community.

To this end, all communications sent to Scheme participants in the course of a Scheme participation fee cycle will also be shared with the NASOs. Also, at the start of a new cycle, each NASO will be requested to review the entries of the Scheme participants of their country or territory in the Registers of Participants, to ensure that any necessary BIC changes, name changes or address changes can be processed in a timely manner.

The EPC furthermore invites the NASOs (on a voluntary basis) to act as a billing agent for the fees being levied in their community, i.e. collecting fees on behalf of the EPC, and to help EPC in recovering fees from Participants which would fail to pay the invoices sent to them despite reminders, for example by providing alternative contact information, etc.

## **8. Approved payment instruments**

The EPC aims to collect SEPA Scheme participation fees using SEPA Direct Debit Core (SDD Core) as the preferred payment instrument.

By making use of SDD Core, the Participants' payment administration will be made easier, since the process is automated. It will also avoid missing payment deadlines, which generates reminders as well as unnecessary escalation and extra work, and could even result into being suspended from the EPC SEPA Schemes Registers of Participants, as set out above.

To this end, a template direct debit mandate will be sent to all Participants, which they will be invited to sign and send back (via email or regular mail).

Participants which prefer not to make use of SDD Core may settle their SEPA Scheme participation fee invoices by SEPA Credit Transfer (SCT).