

ADHERENCE GUIDE TO THE NPC PAYMENT SCHEMES

NPC004-05 / Version 1.1 / Date of Publication: 16.05.2024

Public

ADHERENCE GUIDE TO THE NPC PAYMENT SCHEMES

| | |
|------------------|---|
| Abstract | The present document provides detailed guidelines for Applicants wishing to adhere to one or more of the NPC managed payment schemes. |
| Reason for Issue | Adherence guide to NPC Credit Transfer Scheme and NPC Instant Credit Transfer Scheme |
| Produced by | Nordic Payments Council (NPC) |
| Circulation | Publicly available |

TABLE OF CONTENTS

| | | |
|-------|--|----|
| 1 | Preface to the adherence Guide | 4 |
| 1.1 | About the NPC Payment Schemes | 4 |
| 1.2 | The role of the NPC | 4 |
| 2 | Introduction to the Adherence Guide | 4 |
| 2.1 | Purpose of the document | 4 |
| 2.2 | The NPC Register of Participants | 5 |
| 2.3 | Publication Date and Readiness Date | 6 |
| 3 | Preparation to the Adherence Process | 7 |
| 3.1 | Pre-Conditions to Adhere | 7 |
| 3.2 | Eligibility Self-Assessment | 8 |
| 3.2.1 | <i>Preliminary Overview of Eligible PSPs and Adherence Documents Required</i> | 10 |
| 3.3 | Branches and subsidiaries | 11 |
| 3.4 | The BIC | 12 |
| 4 | The Adherence Documents and Process | 12 |
| 4.1 | The Adherence Pack – Documents to be submitted by all Applicants | 12 |
| 4.1.1 | <i>Mandatory Adherence Documents for all Applicants</i> | 14 |
| 4.2 | NPC compliant Clearing and Settlement Mechanism | 15 |
| 4.2.1 | <i>Details of Clearing and Settlement (CSM) Arrangements</i> | 15 |
| 4.3 | Completing and submitting the Adherence Documents | 15 |
| 4.3.1 | <i>Self-submitting Applicants</i> | 16 |
| 4.3.2 | <i>Agents acting on behalf of the Applicant</i> | 16 |
| 4.3.3 | <i>NASOs acting on behalf of the Applicant(s)</i> | 18 |
| 4.4 | STEP BY STEP GUIDE – Instruction for completing the Adherence Agreement (Annex 1) and the Schedule (Annex 2) | 18 |
| 4.5 | STEP BY STEP GUIDE – Instructions to the General Counsel for completing the LEGAL Opinion (Annex 3) | 20 |
| 5 | Application Processing by the NPC Secretariat | 22 |
| 5.1 | Evaluation of the Application | 22 |
| 5.2 | Inclusion in the Register of Participants | 22 |
| 5.3 | Reject of an Application | 22 |
| 5.4 | TABLE: Processing flow of Applications (Including All Actors) | 23 |
| 6 | Personal Data Protection | 24 |
| 6.1 | Personal data collection in relation to the adherence process | 24 |
| 6.2 | Rights of data subjects | 25 |
| 6.3 | Disclosure of personal data | 25 |
| 6.4 | Where the personal data is processed | 26 |
| 6.5 | Personal data breach notification | 26 |

Adherence Guide to the NPC Payment Schemes

Version History

| Version | Date | Edited by | Comments |
|---------|------------|-----------|--|
| 1.0 | 2023-11-01 | NPC | Published 1 November 2023 |
| 1.1 | 2024-05-15 | NPC | Updated section 4.2 and some minor clarification updates |

1 Preface to the adherence Guide

1.1 About the NPC Payment Schemes

The **NPC Credit Transfer Scheme** (the “**NCT Scheme**”) and the **NPC Instant Credit Transfer Scheme** (the “**NCT Inst Scheme**”) establish a set of harmonised rules, practices and standards to allow payment service providers (“**PSPs**”) to process (instant) NPC credit transfer transactions in one, or several of the **Scheme Currencies**¹, based on the rules set out in the NPC (Instant) Credit Transfer Scheme Rulebook (the “**NCT Rulebook**” and the “**NCT Inst Rulebook**”) and their associated documents such as the NPC (Instant) Credit Transfer Scheme Implementation Guidelines (the “**IGs**”), as amended from time to time. Linked to the NCT Scheme is an option to use **Extended Remittance Information (ERI)**.

The NCT Scheme and the NCT Inst Scheme are referred to jointly in this document as the “**Schemes**” and the NCT Rulebook and the NCT Inst Rulebook are referred to jointly as the “**Rulebooks**”.

1.2 The role of the NPC

The Schemes are administrated by the **Nordic Payments Council** (the “**NPC**”), i.e., the Scheme Manager.

- The **NPC Secretariat** is (the “**Secretariat**”) is responsible for approve applications to join each single Scheme separately.
- The Secretariat is responsible for overseeing adherence to the Schemes.
- The Secretariat is responsible for investigating complaints from applicant Scheme Participants whose application for participation in one or more Schemes has been rejected, as well as for managing disputes arising within the Scheme and for handling breaches of the Rulebook.

Further details on the role of the Secretariat and other NPC functions can be found in the **NPC Scheme Management Rules** (the “**Rules**”), whereas further details on the administration and compliance processes can be found.

2 Introduction to the Adherence Guide

2.1 Purpose of the document

This document (the “**Adherence Guide**”) provides detailed guidance on the adherence process for each of the NPC Credit Transfer (“**NCT**”) Schemes and NPC Instant Credit Transfer (“**NCT Inst**”) Scheme (each individually a “**Scheme**”, together “**Schemes**”).

It is directed at:

¹ Reference: NPC100-01 NPC Scheme Currencies

- NPC Members² wishing to join the Schemes (“Applicants”) as **Participants**,
- **Agents** applying on behalf of Member Applicants (e.g., parent companies of Applicants subsidiaries), and
- National Adherence Support Organisations (“**NASOs**”)

with a view to providing these entities with a step-by-step guide on the process established by the NPC for adhering to the Schemes.

The NPC Members applying to participate in the Scheme is called “**Applicant**” or “**Payment Service Provider**” (abbreviated “**PSP**”).

All capitalised terms used but not defined in the present document shall have the meaning attributed to them in the Rulebooks and the Rules.

For all questions that are not covered by the present guide, Applicants can contact the NPC Secretariat at info@npcouncil.org

2.2 The NPC Register of Participants

The NPC keeps and publishes a Register of Participants for each NPC Scheme (the “**Register**”) or “**Registers**”) on the NPC website.

The Register is published regularly and contain the details of Participants that are ready to send and/or receive NPC Credit Transfer- and NPC Instant Credit Transfer transactions in the respective Scheme Currency(ies), and whether any possible options have been made that are linked to the scheme(s).

The published Register contains a record for each Participant to the relevant Scheme(s) and include the following information:

- Name of the Participant
- Address of its registered office
- Reference BIC – a BIC8 or BIC11 selected by and applicable to the Participant
- Readiness Date – the date by which the Participant will be ready and able to process NPC payment transactions under the relevant Scheme
- Scheme Currency(ies)
- Options if applicable
- Scheme Leaving Date if applicable

² Legal entity which has been legally constituted and has the legal personality in accordance with the laws and practices of its country of origin.

2.3 Publication Date and Readiness Date

The NPC updates the Register regularly, by adding/removing the names of Participants joining/exiting the Schemes.

A prerequisite for participating in the Scheme(s) is to first become an NPC member, which requires approval from **NPC's Board of Directors** (the "**NPC Board**"). It is therefore important for non-NPC members to note the time of the NPC Board Meetings published at the NPC website and submit the application for NPC membership at the latest 6 months before the Readiness Date.

The process for Scheme Adherence:

- **Adherence Receipt Deadline at NPC** – The deadline to send the application documents to the NPC Secretariat is 4 months before the Readiness Date agreed with the **Clearing and Settlement Mechanism (CSM)**. To be considered within the deadline, by that date Applicants must send complete adherence packages, at least in their electronic formats (i.e., scanned copies of the originals) to the NPC Secretariat. Original copies of the Adherence Agreement and of the Legal Opinion shall be sent via regular mail to the NPC premises before the relevant Register Publication Date.
- **Register Publication Date** – Is the date on which the updated Register is published on the NPC website.
- **Operational Readiness Date** – Is the date on which the Applicant effectively becomes a Participant to the Scheme and its possible option(s), and Scheme Currency(ies) it has adhered to (the "**Readiness Date**"), as it becomes reachable for payments made under the rules of that Scheme. As of the Readiness Date the Participant is bound to all obligations and is entitled to all the benefits set out in the related Rulebook.
- The NPC require Applicants to state a Readiness Date in the Schedule information to the Adherence Agreement agreed with the CSM. **Applicants can in fact state a Readiness Date that is up to 6 months subsequent to the date of their application. (In certain cases, exceptions to the 6-month timeframe can be considered, especially if the CSM demonstrates a commitment to the specified Readiness Date.) This has to be duly specified to the NPC Secretariat.**

An Applicant who submits an application with a Readiness Date for which the Deadline for receipt by the NPC has already passed, will be contacted by the Secretariat to set a new Readiness Date.

The recommendation to all Applicants is to submit the adherence application well in advance to the Adherence receipt deadline at NPC, to avoid any risk of missing the desired Readiness Date.

3 Preparation to the Adherence Process

Applicants are advised to familiarise themselves with the Adherence Documents and the Adherence Process first. This information can be found under [Becoming an NPC Scheme Participant](#), on the NPC website.

They are also advised to create a list of their own documentation that they need to support and/or use in the adherence process.

These steps aim at helping Applicants to:

- Design the adherence workflow
- Plan the time schedule
- Plan the effort, budget and resource allocation
- Identify the areas where they need legal advice

3.1 Pre-Conditions to Adhere

| Applicant Pre-Conditions to Adhere | |
|---|---|
| Conditions | Description of the Conditions |
| Condition #1 The Applicant must be an NPC Scheme Member | In order to be eligible as Participant, the Applicant must be an NPC Scheme Member , unless eligible to be an NPC Non-Member Participant as set out in Section 6.0 in the NPC Bylaws . |
| Condition #2 The Applicant must satisfy all the relevant Eligibility Criteria | In order to be eligible as a Participant, an Applicant must at all times comply with Section 5.4 of the Rulebooks. This compliance is equally required from a Participant at all times during its participation in the Scheme. Participants should at all times also comply with the relevant Participant obligations as set out in Sections 5.7 and 5.8 of each Rulebook. |
| Condition #3 The Applicant must have a valid BIC 8 or BIC 11 | The reference BIC is a BIC 8 or BIC 11 selected by and applicable to the Participant, used by the NPC only as a means of identifying unambiguously the Participant organisation. Its purpose is not as routing BIC. If the Applicant has no valid BIC, it will not be possible to adhere to the Scheme. For further information regarding BICs, Applicants are requested to contact SWIFT. |

| | |
|---|--|
| Condition #4 The Applicant must be prepared/actively preparing to be reachable and be able to process NCT (Inst) transactions in selected Scheme currency(ies) by the Readiness Date. | If this is not the case, the Applicant should not submit an Adherence Pack but rather wait until it is ready and then submit its Adherence Pack. |
|---|--|

Table 1 Applicant Conditions to Adhere

3.2 Eligibility Self-Assessment

The Eligibility Criteria for the admission to the Schemes are listed in the Rulebooks (section 5.4) and here below. The criteria reflect the key technical and legal requirements that must be fulfilled by all Scheme Participants to best ensure the proper functioning, operation and integrity of the Scheme.

The Secretariat will only approve an Applicant for participation in a Scheme if it can certify/demonstrate that it satisfies the Eligibility Criteria. The information provided by an Applicant in accordance with the instructions included in the present document should enable the Secretariat to determine whether or not the Applicant is able to satisfy them.

It is extremely important that Applicants **provide accurate, up-to-date and complete information** in relation to the criteria set out in this document. If an Applicant fails to provide the necessary information, consideration of its application could be subject to delay or further investigation in accordance with the Rules. Each Applicant shall determine its status as follows:

| Eligibility Self-Assessment | |
|--|---|
| Eligibility Criteria Section 5.4 of the NPC Rulebooks | <p>To qualify for participation in a Scheme, Applicants must at all times:</p> <ul style="list-style-type: none"> • be an NPC Scheme Member unless eligible to be an NPC Non-Member Participant; • be active in the business of providing banking and/or payment services to Payment Service Users; • be active in the business of providing accounts used for the execution of payments, holding the Funds needed for the execution of payments or making the Funds received following the execution of payments available to Payment Service Users; • be established in a SEPA country or territory, as defined in the EPC list of countries and territories included in the SEPA Schemes' geographical scope, see reference [11], in Greenland or in the Faroe Islands; • be able to pay its debts as they fall due, and not be insolvent as defined in accordance with any insolvency law applicable to the Participant; • maintain a sufficient level of liquidity and capital in accordance with regulatory requirements to which it is subject; • be able to meet rating or other criteria set under the terms of the Scheme from time to time for the purpose of establishing the Participant's ability to meet its financial obligations; • comply with applicable regulations in respect of money laundering, sanctions restrictions and terrorist financing; |

| | |
|--|--|
| | <ul style="list-style-type: none"> • participate, or be eligible to participate, directly or indirectly in one or more CSMs for the purpose of providing access to the Scheme; • develop and effect operational and risk control measures appropriate to the business undertaken by the Participant, such as the risk management provisions set out in the Rulebook and in the Risk Management Annex III to the Rulebook |
|--|--|

| PSPs considered to automatically satisfy the Eligibility Criteria | PSPs considered to satisfy only certain Eligibility Criteria |
|---|---|
| <p>Institutions that fall within the following categories are <u>deemed to satisfy all the criteria</u> set out above:</p> <ul style="list-style-type: none"> • an NPC Scheme Member and; • a credit institution³ which is authorised in accordance with Article 8 (1) of Directive 2013/36/EU⁴ by a state which is a member of the European Economic Area; • the institutions referred to in points (2) to (23) of Article 2 (5) of Directive (EU) 2013/36/EU; • Institutions/entities/undertakings, incorporated in a non-EEA country to which the geographical scope of the SEPA payment schemes has been extended, that have been licensed by the relevant National Competent Authority in accordance with the applicable requirements, and are listed under the document, see reference [11]⁵, in Greenland or in the Faroe Islands. | <p>If the applicant is:</p> <ul style="list-style-type: none"> • an NPC Scheme Member unless granted [eligible] to be an NPC Non-Member Participant and; • any other eligible PSP listed in Article 1(1) of the Payment Services Directive (“PSD2”) (i.e., Electronic Money Institution, Post Office Giro, Licensed Payment Institutions, ECB/NCBs, Member States/Local Authorities); • or an undertaking other than those referred to in Article 1(1), that has been authorised as a payment institution under Article 11, PSD2 <p><u>the Applicant is deemed automatically to have met only certain of the Eligibility Criteria</u>, due to at least equivalent requirements being imposed on them by virtue of authorisation and continuing requirements under the PSD2.</p> <p>To this extent, the Applicant will be asked to provide Legal Opinion supporting its application.</p> <p>This is further illustrated and detailed under Table 3.</p> |

Table 2: Eligibility Assessment

The assessment above is relevant to the amount of information required for each type of Applicant PSP at the time of its adherence. This is set out in details under Section 4 below.

³ It can be noted the definition of “credit institution” differ between local law, e.g., Swedish, and the EU directive.

⁴ The Applicant’s license is deemed to be an authorisation in accordance with Article 8(1) of Directive 2013/36/EU

⁵ Reference 11 has the tile: “EPC list of countries and territories included in the SEPA Schemes’ geographical scope”.

3.2.1 Preliminary Overview of Eligible PSPs and Adherence Documents Required

| Type of PSP | Relevant Adherence Document |
|--|--|
| 1. Credit Institutions authorised in accordance with Article 8(1) of Directive 2013/36/EU³ | PSPs considered to automatically satisfy all the Eligibility Criteria <u>Application Documents Required:</u> |
| 2. Institutions referred to in points (2) to (23) of Article 2 (5) of Directive (EU) 2013/36/EU | <ul style="list-style-type: none"> Adherence Pack (Section 4.1) <ul style="list-style-type: none"> including Standard Legal Opinion A brief description of CSM arrangements ensuring full operability as of the Readiness Date (Section 4.2) |
| 3. PSPs which have been authorised as payment institutions under Article 11 of the Payment Services Directive, or any other payment service providers listed in Article 1.1 of the Payment Services Directive⁶ | PSPs considered to automatically satisfy only part of the Eligibility criteria. <u>Application Documents Required:</u> <ul style="list-style-type: none"> Adherence Pack (Section 4.1) <ul style="list-style-type: none"> including Standard Legal Opinion for PSD2 entities A brief description of CSM arrangements ensuring full operability as of the Readiness Date (Section 4.2) |
| 4. State Treasuries | PSPs considered to automatically satisfy only part of the Eligibility Criteria <u>Application Documents Required:</u> <ul style="list-style-type: none"> Adherence Pack (Section 4.1) Legal Opinion including: <ul style="list-style-type: none"> it is the treasury of the state itself, and not the treasury of an organ or entity under the control of the state be based on the Standard Legal Opinion for PSD2 entities with exceptions of <ul style="list-style-type: none"> be able to pay its debts as they fall due or that it is not insolvent; or |

⁶ For the avoidance of doubt not credit institutions authorised in accordance with Article 8(1) of Directive 2013/36/EU or deemed to be an authorisation in accordance with Article 8(1) of Directive 2013/36/EU.

| | |
|--|---|
| | <ul style="list-style-type: none"> ▪ that it meets rating or other criteria set under the terms of the Scheme for the purpose of establishing its ability to meet its financial obligations; ▪ unless there are exceptional circumstances, or the applicant is not the treasury of an EEA member state or Switzerland • A brief description of CSM arrangements ensuring full operability as of the Readiness Date (Section 4.2) |
|--|---|

Table 3 Overview Eligible PSPs

3.3 Branches and subsidiaries

For PSPs listed in the EPC list of countries and territories included in the SEPA Schemes' geographical scope⁷, in Greenland or in the Faroe Islands ("**Countries/Territory**"), a non-subsidiary branch is not able to adhere (nor become an NPC Scheme Member or NPC Non-Member) separately from the legal entity of which it forms part, as a branch does not have separate legal personality.

In such case the "parent" legal entity applies to become a Participant in the Scheme and all of its branches located in the Countries/Territory will automatically be covered by its adherence, without all such branches being required to be reachable.

Before sending the application, Applicants are required to verify with their legal counsel the legal status/qualification of the relevant institution.

⁷ See Rulebooks, under 0. Document Information, 0.1 References, reference [11]

3.4 The BIC

The Registers list adhering PSPs with their individual BIC8 or BIC11. **They do not list branches** of PSPs in the Countries/Territory as branches of a Participant are considered covered by the BIC8 of the head office.

Only PSPs and subsidiaries of PSPs can be listed in the Registers as Participants in the Scheme.

The Participant Registers **do not constitute operational databases** and do not contain a comprehensive list of BICs used for routing payments. The Participant Registers are not designed for routing payments. In the Participant Registers, BIC8 or BIC11 are used by NPC solely as a means of identifying unambiguously the Participant organisation.

A Scheme Participant must ensure that the correct BIC8s or BIC11s are registered in the directories of the NPC compliant Clearing and Settlement Mechanisms (the “CSMs”) for routing purposes. Each CMS has in place a directory with the BIC of its participants that is used by participants in order to check if the BIC provided by a customer or derived from IBAN refers to a participant reachable through that CSM. Any CSM defines internally the rules in order to register its participants and to correctly check the routing.

Institutions adhering to more than one Scheme are requested to provide the NPC with **the same reference BIC for each Scheme**.

4 The Adherence Documents and Process

Once the Applicant has made sure that the pre-conditions above are fulfilled and has performed a preliminary eligibility self-assessment, in order to adhere to one or more Schemes, it is required to download, complete and submit a basic Adherence Package (the “**Adherence Pack**”) and, if applicable, the relevant Additional Documents required.

4.1 The Adherence Pack – Documents to be submitted by all Applicants

The Adherence Pack is the **core set of mandatory documents** necessary to adhere and must be duly completed in all its relevant parts **by all types of eligible PSPs**.

The Adherence Pack is available for download on the dedicated NPC webpage [Becoming an NPC Scheme Participant](#), and contains the mandatory adherence documents, namely:

- 1) The **Adherence Agreement (Annex 1)** – This is the multilateral contract that will bind the Applicant/Participant with the NPC and each other Participant in the same Scheme;
- 2) The **Schedule to the Adherence (Annex 2)⁸** – Where the Applicant is asked to provide basic details in relation to its organisation and its application;
- 3) The **Standard Legal Opinion (Annex 3)** – to be duly completed and signed by an internal/external qualified lawyer, supporting the information provided for the adherence; **or**
- 4) The **Standard Legal Opinion for PSD2 entities (Annex 4)** – to be duly completed and signed by an internal/external qualified lawyer, supporting the information provided for the adherence

⁸ The NPC prefers that the Applicant uses the Excel template for the Schedule to the Adherence (Annex 2)

Any Applicant wishing to **adhere to more than one Scheme Currency** at the same time must submit two Schedules to the Adherence (Annex 2), i.e., one for each Scheme Currency.

Any Applicant wishing to **adhere to more than one Scheme** at the same time must submit separate Adherence Pack for each Scheme (i.e., separate Adherence Agreements, Schedules to the Adherence Agreements and Legal Opinions).

Any Applicant wishing to **add Scheme Currency(ies) to an already adhered Scheme(s)** must submit a new Adherence Pack for each Scheme including the new Scheme Currency.

Any application will remain valid up to 6 months from its submission, if not subject to acceptance of extension (see section 2.3). After 6 months, the Applicant is required to sign new Adherence Agreement and Legal Opinion and ensure that all the other relevant details provided under the Schedule and/or in the Additional Documents are still up to date.

Section 4.4 and the following below explain in detail how to duly complete and submit each main document of the Adherence Pack.

4.1.1 Mandatory Adherence Documents for all Applicants

| Documents for all Applicants (Adherence Pack Documents) | | | |
|--|---|---|----------------|
| Documents | Type of Applicants | | |
| Required Standard Adherence Documents | Credit Institution (Article 8(1) Directive 2013/36/EU) Institutions referred to in points (2) to (23) of Article 2 (5) of Directive (EU) 2013/36/EU | PSPs which have been authorised as payment institutions under Article 11 of the Payment Services Directive , or any other payment service providers listed in Article 1.1 of the Payment Services Directive | State Treasury |
| Annex 1 – Standard Adherence Agreement | MANDATORY | MANDATORY | MANDATORY |
| Annex 2 – Schedule to the Adherence Agreement | MANDATORY | MANDATORY | MANDATORY |
| Annex 3 – Standard Legal Opinion | MANDATORY | N/A | N/A |
| Annex 4 – Standard Legal Opinion for PSD2 entities | N/A | MANDATORY | N/A |
| Legal Opinion – based on Standard Legal Opinion for PSD2 entities taking into account Eligibility criteria 5.4 of being the treasury of a sovereign state. The Legal Opinion should also certify its role as treasury of the state itself and not the treasury of an organ, or entity under the control of the state. The Legal Opinion should be signed by a reputed lawyer. | N/A | N/A | MANDATORY |

Table 4: Mandatory Adherence Documents

4.2 NPC compliant Clearing and Settlement Mechanism

4.2.1 Details of Clearing and Settlement (CSM) Arrangements

| Type of Document: | Additional Document |
|--|--|
| Mandatory for: | <ul style="list-style-type: none"> • Credit Institutions authorised in accordance with Article 8(1) of Directive 2013/36/EU⁹ • Institutions referred to in points (2) to (23) of Article 2 (5) of Directive (EU) 2013/36/EU • PSPs which have been authorised as payment institutions under Article 11 of the Payment Services Directive, or any other payment service providers listed in Article 1.1 of the Payment Services Directive • State Treasury |
| Confirmation of a compliant CSM is required: | <ul style="list-style-type: none"> • Name of the compliant CSM that will provide CMS services to the Applicant in the Statement in the Schedule to the Adherence (Annex 2) |

All Participants must have access to appropriate infrastructures for clearing and settling NPC (Instant) Credit Transfer transactions either directly or indirectly, through a self-declared NPC Payment Scheme compliant CSM. A list of self-declared NPC Payment Scheme compliant CSMs is published on the NPC website. Applicants are advised to read the relevant Rulebook and related Implementation Guidelines for ensuring that their arrangements for clearing and settling NPC Payment Scheme payments will be in line with those documents. Please consider the following questions before completing the Schedule to the Adherence (Annex 2) with this condition for eligibility:

- Does the Applicant have any arrangements in place, whether indirectly through a Scheme Participant, or directly with a fully NPC Payment Scheme compliant CSM for clearing and settling NPC Payment Scheme payments?
- Will such arrangements satisfy the requirement for the Applicant to be reachable for the purposes of adherence in the Scheme?

4.3 Completing and submitting the Adherence Documents

Under the Rules, an Applicant may complete the Adherence Pack and the Additional Documents using one of the following two methods:

Method 1 – the Applicant completes its own Adherence Documents, or

Method 2 – the Applicant gives legal authority to an Agent (e.g., the parent company) to complete the Adherence Pack on its behalf. NASOs can act as Agents for the applicants.

All documents in the Adherence Pack must be submitted at the same time.

⁹ Or deemed to be an authorisation in accordance with Article 8(1) of Directive 2013/36/EU

4.3.1 Self-submitting Applicants

Method 1 – Applicant completes its own Adherence Pack

Where an Applicant downloads the Adherence Pack from the NPC website and completes it on its own, it must read through the Adherence Pack, correctly execute the Adherence Agreement (with Schedule(s)) and complete the relevant pro-forma Legal Opinion.

For Method 1 an Applicant needs to prepare and submit the following documentation:

- Adherence Agreement (Annex 1);
- Schedule to the Adherence Agreement (Annex 2);
- Legal Opinion (Annex 3 or Annex 4 if PSP2 entities);
- Legal Opinion being a the treasury of a sovereign state
- Additional document/information certifying that the Applicant satisfies the eligibility criteria of having access to an NPC Payment Scheme compliant CSM

Templates of the three main adherence documents for each Scheme can be found on the NPC website at the dedicated NPC webpage [Becoming an NPC Scheme Participant](#)

4.3.2 Agents acting on behalf of the Applicant

Method 2 – An Authorised Agent completes the Adherence Agreement for the Applicant

The NPC recognises that it may be easier for an Applicant to undertake the adherence process through an Agent instead of completing the form by itself. Any legal person, having received legal authority from the Applicant to act and sign on its behalf, may act as the Agent for the Applicant. **Examples of entities that can act as Agents include NASOs, parent companies, national banking associations or other Applicants.**

If an Applicant wishes to use an Agent for completing the Adherence Agreement, it must give this Agent **binding legal authority to act on its behalf**. If the Applicant is in any doubt as to whether it has done this correctly, it must consult its own internal or external legal counsel for advice. The Applicant will also be required to supply the Agent with sufficient information enabling it to complete the schedule to the Adherence Agreement.

An Agent will be responsible and required to:

- Correctly execute the Adherence Agreement (Annex 1) and Schedule (Annex 2);
- Obtain a Legal Opinion (Annex 3 or 4) from either the Applicant's internal counsel or from an external counsel. The legal counsel has to ensure a proper reflection of the legal authority of the Agent to complete the Adherence Agreement in the Legal Opinion.
- Provide additional document/information certifying that the Applicant satisfies the eligibility criteria of having access to an NPC Payment Scheme compliant CSM

An Agent may complete one Adherence Agreement on behalf of each Applicant or on behalf of all of the Applicants on whose behalf it is acting at the same time. Where an Agent wishes to complete one Adherence Agreement on behalf of all of the Applicants, it must ensure that it provides a list of each of

their names and a Schedule completed on behalf of each Applicant¹⁰ as an annex to the Adherence Agreement.

Where an Agent is completing Adherence Packs on behalf of several Applicants at the same time (i.e., a parent company on behalf of several subsidiaries, a “**Grouping**”, it is only required to submit one Legal Opinion (i.e., Annex 3 or 4), appropriately covering all the Applicants.

However, where an Agent is acting for Applicants who are not all established in one and the same jurisdiction, it must obtain separate Legal Opinions (i.e., Annex 3 or 4) relating to the laws of each jurisdiction.

The Agent has no legal responsibility in relation to the Scheme. It does not assume any of the rights and obligations arising from the adherence of the Applicant. It is only obliged to the Applicant to complete the Adherence Pack (more information on the role and responsibilities of an Agent can be found in the Rules).

Applicants (and Agents on behalf of them) should submit the Application Documents to the appropriate NASO (if relevant) or to the NPC directly in two manners:

1. Electronic copies of the Adherence Documents (Adherence Pack and Additional Documents)

should be sent (PDF version of the Adherence Agreement, the Schedule information and the Legal Opinion) by e-mail either to the NPC at info@npcouncil.org or to the appropriate NASO.

It is strongly recommended to provide the Scheme information in an Excel spreadsheet for which a template is available under Adherence pack for each Scheme at [Becoming an NPC Scheme Participant](#). Applicants may, however, choose to provide the Schedule information in a PDF document for which a template is available as well at [Becoming an NPC Scheme Participant](#). Applicants are recommended to also save an electronic copy of their own records.

- a. **The original documents (mandatory).** When original Adherence Pack are sent either to NASOs or to the NPC this should be done by secure means (e.g., courier or special delivery), not by regular mail. The Adherence Agreement and the Legal Opinion can be signed through either wet signatures or electronic signatures:
- b. **Wet signatures: The Applicants are required to send original wet copies only of the Adherence Agreement and of the Legal Opinion(s);**
- c. **Electronic Signatures:** Electronic signatures are accepted by the NPC under the regulation (EU No 910/2014 of the European Parliament and the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market (EIDAS) as amended from time to time by the European Parliament and the Council of the European Union. When signed electronically, the documents can be sent to the NPC at info@npcouncil.org or to the appropriate NASO’s e-mail address.

¹⁰ If the Schedule information is provided as an excel file, only one excel file containing the Schedule information of each Applicant on whose behalf the Agent submits the adherence pack has to be completed.

4.3.3 NASOs acting on behalf of the Applicant(s)

NASOs participate in the adherence process with a view to ensuring the effective and efficient adherence of PSPs to the Schemes.

The NPC has, in conjunction with a national community, identified one or more NASOs (NASO – usually the national banking association). A NASO is responsible for providing basic guidance on the adherence process and on adherence applications through a helpdesk, for liaising with the Secretariat in respect of an application (as requested by the applicant) and for such other tasks as the NPC may request it to perform from time to time. A NASO also carries out a basic preliminary review of an adherence application, if requested by the applicant to do so. The NPC publishes a list of NASOs on the [NPC website](#).

4.4 STEP BY STEP GUIDE – Instruction for completing the Adherence Agreement (Annex 1) and the Schedule (Annex 2)

| Steps for an Applicant of Agent to complete the Adherence Agreement and the Schedule | | |
|--|--|--|
| | Description of Steps | Applicants' Action |
| Step 1 | Read through the Adherence Guide and template Adherence Documents and in particular the Adherence Agreement. | Applicants are advised to familiarise themselves with the documentation first. |
| Step 2 | Download the Adherence documentation from the NPC webpage | The documents are made available in PDF format. There is also an Excel version available for the Schedule information (preferred). |
| Step 3 | Adherence Agreement: Fill in the legal name of Applicant. | This should be the legal name of the entity. |
| Step 4 | Adherence Agreement: Applicant/Agent proceeds to signature section. | <p>Applicants/their Agents should fill in the following information:</p> <ul style="list-style-type: none"> • Full name of the authorised person • Position of the authorised person • Date of signing the Adherence Agreement <p>An Applicant should ensure that an authorised person(s) from its organisation signs the Adherence Agreement. An Agent should ensure that it is authorised to sign on behalf of the authorised person(s) from the organisation of the Applicant.</p> |
| Step 5 | Schedule: Applicants are required to submit certain details, as set out in the Schedule. | <p>The Schedule provides the NPC with general information on the Applicant, Scheme currency, acceptance of cross border payments, and CSM arrangement. The following information provided in the Schedule will be published in the relevant Participant Register:</p> <ul style="list-style-type: none"> • Name of Applicant |

| | | |
|--|--|--|
| | | <ul style="list-style-type: none"> • Address of Applicant • Scheme Currency • Acceptance of cross border payments (YES/NO) • ERI (option to NCT Scheme) • CMS arrangement • Readiness Date <p>Please note that one Schedule per Scheme Currency will be required if adhering to multiple currencies within the same Adherence.</p> <p>Applicants must explicitly indicate a date on which they will be ready to adhere to the relevant Scheme (the “Readiness Date”).</p> <p>Where an Applicant is not ready to participate from the Readiness Date given, it may delay its participation to the Scheme, as necessary. Where an Applicant wishes to delay its participation to the Scheme, it must give timely notice to the Secretariat of not less than 15 calendar days before the relevant Register update publication date.</p> <p>It is strongly recommended that Applicants provide the Schedule information in an Excel file, for which a template Excel file is available for download from the NPC website. A printed version of the file must be forwarded along with the duly signed Adherence Agreement and Legal Opinion.</p> |
|--|--|--|

Table 5: Adherence Application - Instructions for an Applicant or Agent

4.5 STEP BY STEP GUIDE – Instructions to the General Counsel¹¹ for completing the LEGAL Opinion (Annex 3)

| Steps a General Counsel to complete the Legal Opinion | | |
|---|--|--|
| | Description of Steps | Legal Counsel's Action |
| Step 1 | Familiarise with the standard pro-forma template enclosed under Annex 3, or if relevant Annex 4 of the Adherence Pack. | The Legal Opinion must be completed by the Applicant's General Counsel. The Legal Opinion can be completed either by an external or by an internal General Counsel. |
| Step 2 | Evaluate all the necessary elements and information required. | <p>The purpose of the Legal Opinion is to give comfort to the NPC that the Applicant is able to satisfy the eligibility criteria set out in section 5.4 of the Rulebooks, and that it has the necessary power and authority to become a Participant to the Scheme.</p> <p>The intention is to use a standardised legal opinion and that amendments in the standardised text are only to be made exceptionally, however some amendments to the Legal Opinion can be accepted by the NPC:</p> <ul style="list-style-type: none"> • The Applicant is a legal entity which has been legally constituted and has the legal personality in accordance with the laws and practices of its country of origin, e.g., Denmark: <i>"The Applicant is under supervision of the Danish Financial Supervisory Authority. The Applicant is licensed to carry out bank activities cf. the Danish Financial Business Act section 7(1). The Danish Financial Business Act contains the implementation of the EU banking directives. The Applicant's license is deemed to be an authorisation in accordance with Article 8(1) of Directive 2013/36/EU."</i> • Reference to the NPC Instant Credit Transfer Waiver: 3. <i>The Adherence Agreement has been validly executed by the Applicant and the Rulebook, <u>subject to NPC028-01 Waiver NPC Instant Credit Transfer Scheme Adherence v1.0, approved by the NPC Board on March 27, 2024,</u> and the Adherence Agreement constitute legal, valid and binding obligations of the Applicant,</i> |

¹¹ It is required that the applicants signs the opinion at a corresponding sufficiently high level in the organisation, or by other independent legal counsel.

| | | |
|--------|---|--|
| | | <i>enforceable against the Applicant in accordance with their terms.</i> |
| Step 3 | Assess if the Legal Opinion related to an Adherence Agreement completed and signed by an Agent. | <p>The provided template wording of the Legal Opinion can cover both, the Adherence Agreement executed by the Applicant itself, as well as the Adherence Agreement executed by an Agent on behalf of the Applicant. To this extent, the relevant square brackets in the text must be properly adjusted.</p> <p>In fact, in order to ensure that the Legal Opinion is correctly completed, in case of Adherence documents completed and sent by an Agent, the General Counsel must ensure that the Legal Opinion includes a proper statement, confirming that the Agent is properly authorised to complete the Adherence Agreement on behalf of the Applicant.</p> |
| Step 4 | Make sure that the Legal Opinion does not pre-date the Adherence Agreement and that all dates are consistent. | <p>In completing the Legal Opinion, the General Counsel is asked to confirm that the Adherence Agreement has been validly executed by the Applicant.</p> <p>Consequently, the Legal Opinion cannot pre-date the Adherence Agreement. The Applicant will ensure that this is respected before submitting its Adherence Pack to the NPC Secretariat, saving time and costs.</p> <p>The General Counsel and the Applicant will also ensure that the date of signing of the Adherence Agreement is properly reflected in the Legal Opinion.</p> |
| Step 5 | Sending of the Legal Opinion – Evaluation time | <p>The Legal Opinion can be sent directly by the Applicant or by the General Counsel.</p> <p>Applicants are advised that a Legal Opinion which follows the pro-forma provided in Annex 3 of the Adherence Pack is usually handled rapidly, while any non-standard Legal Opinion might require longer processing.</p> |

Table 6: Adherence Application - Instructions for a Legal Counsel

5 Application Processing by the NPC Secretariat

5.1 Evaluation of the Application

The NPC Secretariat is responsible for determining whether an Applicant is eligible for joining the Schemes in accordance with the criteria set out in section 5.4 of the Rulebooks.

The Secretariat shall review the Adherence Pack submitted by an Applicant, together with any statements provided by NASOs, in making its decision in respect of an Applicant.

In the case of a successful application, the Applicant or its Agent will receive a written notification of admission to a Scheme.

The major responsibilities of the Secretariat include:

- Collating the adherence documentation received in respect of each Applicant and preparing lists of Applicants;
- Determining applications and informing Applicants which fail to satisfy the eligibility criteria set out in section 5.4 of the Rulebooks;
- Managing data in respect of the Adherence Pack received and archiving files;
- Maintaining the NPC Registers of Participants;
- Producing the Registers of Participants and publishing the Registers on the NPC website.

The Secretariat has its own internal procedure for processing the Adherence Pack. This process is not set out in this document.

5.2 Inclusion in the Register of Participants

The Applicant becomes a Scheme Participant and becomes subject to the Rulebook(s) on one of the Admission Dates as published on the NPC website or, where requested by the Applicant and agreed by the Secretariat, on a deferred Readiness Date (specified by the Applicant in advance to the Secretariat). The Secretariat may send the written notification to the Applicant in paper or electronic format.

The Secretariat will notify an Applicant for Scheme participation if it fails to satisfy the eligibility criteria set out in section 5.4 of the Rulebooks. In such case, the Secretariat may decide to request the Applicant to provide additional information, or to reject the application.

5.3 Reject of an Application

Where the Secretariat rejects an application, it will provide a letter to the Applicant setting out its reasons for rejecting an application. The Applicant may appeal to the **NPC Board** for a re-consideration of its application. A notice of appeal in such cases must be filed within 21 Calendar Days of the Applicant receiving a notification of rejection of its Adherence Application. The appeals notice must include a copy of the Adherence Application together with the letter of rejecting application supplied to the Applicant.

5.4 TABLE: Processing flow of Applications (Including All Actors)

| Actions of Applicant, Agent, NASO, and the NPC Secretariat in the Adherence Process | |
|---|---|
| Step 1 | <p>An Applicant or its Agent prepares and sends the Adherence Pack either to the appropriate NASO or directly to the NPC.</p> <p>Applicants are required to submit Adherence Pack to the NPC (and NASO, if applicable) in two manners:</p> <ul style="list-style-type: none"> • <u>Electronic copies of the Adherence Documents (Adherence Pack and Additional Documents)</u> should be sent (PDF version of the Adherence Agreement, the Schedule information and the Legal Opinion) by e-mail either to the NPC at info@npcouncil.org or to the appropriate NASO. <p>It is strongly recommended to provide the Scheme information in an Excel spreadsheet for which a template is available under Adherence pack for each Scheme at Becoming an NPC Scheme Participant. Applicants may, however, choose to provide the Schedule information in a PDF document for which a template is available as well at Becoming an NPC Scheme Participant. Applicants are recommended to also save an electronic copy of their own records.</p> <ul style="list-style-type: none"> • <u>The original documents (mandatory)</u>. When original Adherence Pack are sent either to NASOs or to the NPC (Nordic Payments Council, Box 7603, 103 94 Stockholm, Sweden, or Blasieholmsgatan 45 B, Stockholm, Sweden), this should be done by secure means (e.g., courier or special delivery), not by regular mail. <p>Unless signed electronically. Electronic signatures are accepted by the NPC under the regulation (EU No 910/2014 of the European Parliament and the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market (EIDAS) as amended from time to time by the European Parliament and the Council of the European Union. When signed electronically, the documents can be sent to the NPC at info@npcouncil.org or to the appropriate NASO's e-mail address.</p> <ul style="list-style-type: none"> • |
| Step 2 | <p>If a NASO is relevant to the process:</p> <ul style="list-style-type: none"> • The NASOs collect and check Adherence Pack; • The NASOs should retain a copy of each Adherence Pack for their records. <p>NASOs are required to submit the original Adherence Pack to the NPC, along with any statement setting out their concerns in respect of the application. NASOs are required to submit the Application Pack to the NPC in two manners:</p> <ul style="list-style-type: none"> • Electronically (PDF version of Adherence Agreement, Legal Opinion, and Schedule information; by e-mail to info@npcouncil.org. NASOs are strongly recommended to submit batches of Adherence Pack on a regular bases and to provide the Schedule information for all Applicants in the batch in one Excel spreadsheet for which a template is available at https://www.nordicpaymentscouncil.org/. <p>The original documents to be sent to NPC (Nordic Payments Council, Box 7603, 103 94 Stockholm, Sweden, or Blasieholmsgatan 45 B, Stockholm, Sweden). When original</p> |

| | |
|--------|---|
| | Adherence Pack are to be sent to the NPC, this must be done by secure means (e.g., courier or special delivery), not by regular mail. |
| Step 3 | The NPC Secretariat receives the application and stores an electronic version of it. Then it date-stamps the Adherence Pack received from NASO(s) or directly from Applicants. |
| Step 4 | Once the Adherence Pack is received, the NPC Secretariat confirms to the Applicant within 10 business days that the Adherence Pack has been received and is being processed. |
| Step 5 | <p>The NPC Secretariat processes the application and gives feedback to the Applicant if further evidence or information is needed.</p> <p>In case of a successful application, the Secretariat sends a written confirmation to the Applicant.</p> <p>All approved applications will be logged into the Register for the first publication date following the date of approval and in accordance with (but not earlier than) the Readiness Date supplied by the Applicant.</p> |
| Step 6 | If the application is rejected, the NPC Secretariat sends a letter of explanation to the Applicant which may decide to appeal the decision to the NPC Board. |
| Step 7 | The NPC Secretariat updates the Registers of Participants. |
| Step 8 | On Publication Date, the NPC Secretariat publishes the Registers of Participants. |

Table 7: Processing Applications Flow

6 Personal Data Protection

6.1 Personal data collection in relation to the adherence process

In the course of completing its adherence application, an Applicant may provide the NPC with information or documents including “personal data” (i.e., information relating to an identified or identifiable natural person, hereafter referred to as a “data subject”).

The personal data collected typically include contact details of data subjects provided by the Applicant (such as personal data relating to employees, officers, or directors of the Applicant) and are only accessible or shared on a need-to-know basis.

The NPC are responsible for the processing of personal data as described in this guide for adherence and the NPC [Personal Data Policy](#) in the capacity of data controller. Applicants that submit personal data relating to a data subject to the NPC in the course of completing their adherence application are responsible for any processing of personal data which the Applicant determines the purposes and means of (i.e. the Applicant is responsible for the processing of personal data up until the transfer of such data to the NPC), including the responsibility to comply with all applicable laws and regulations, and may include providing notice to the individual about the adherence process and, where required, obtaining appropriate consent.

The NPC will process personal data for the purpose of ensuring the performance of the adherence agreement, the Rulebooks and/or the NPC Scheme Management Rules, including the administration and management of the NPC schemes as described in the aforementioned documents. These activities may include reviewing minutes from e.g. the Applicant’s board meetings as well as establishing and maintaining contact with representatives or other contact persons from the Applicant.

The personal data collected for the purposes described above include contact details such as phone number and e-mail address, as well as, name and title of data subjects.

The NPC only process personal data to the extent permitted in accordance with applicable data protection legislation. This means inter alia that the NPC needs to have a legal basis for the purposes for the processing of personal data. The legal basis for the NPC's processing of personal data for the purposes described above is legitimate interest, where the legitimate interest is to conclude and perform the adherence agreement with the organisation the data subject represents, as well as the performance of the other documents mentioned above (for more information regarding the meaning of legal basis, see the NPC [Personal Data Policy](#)).

The personal data processed for the purposes described above will be stored for as long as the NPC has a business relationship with the organisation which the data subject represents or is employed at. However, personal data related to such data subjects will be deleted if the contact person ceases to represent or work for the organisation or if NPC receives notification that the data subject shall no longer be a contact person.

The NPC may also process personal data in order to fulfil its legal obligations according to law or other statutes which the NPC are subject to, or if the NPC is subject to orders or decisions by courts or authorities, which require the NPC to process personal data, or when processing is necessary in order for the NPC, the data subject or the company the data subject represents, or any third party to establish, exercise or defend its legal claims, e.g. in connection with an ongoing dispute. The NPC may be required to store personal data for a longer time in order to fulfil such legal obligations, e.g. relating to bookkeeping according to the Swedish Accounting Act.

6.2 Rights of data subjects

The data subject has several rights in relation to the NPC and the NPC's processing of the data subject's personal data. For more information on these rights, see the NPC [Personal Data Policy](#). Pursuant to these rights, the NPC shall allow data subjects to:

- Exercise their access rights and obtain the correction or deletion of their personal data;
- Restrict the processing of their personal data in the future;
- Object to the processing of their personal data on compelling legitimate grounds;
- Unsubscribe from any NPC publications;

Data subjects may exercise the above rights (including the rights set out in the NPC [Personal Data Policy](#)) by contacting the NPC, which is most easily done by sending a written request to (Nordic Payments Council, Box 7603, 103 94 Stockholm, Sweden), or by e-mail to info@npcouncil.org. Please note that the NPC may need more information from the data subject in order to, e.g., confirm the data subject's identity before proceeding with the data subject's request to exercise his or her rights.

6.3 Disclosure of personal data

Access to the data subject's data is limited to recipients who require such access for the purposes described in section 1.1 above, or as otherwise stated below. The NPC will therefore share the data subject's personal data with other participants in the NPC schemes the NPC's suppliers, [group companies] and disclose them to third parties (e.g., professional advisers, or NASOs).

In addition, the NPC may, in exceptional circumstances, disclose personal data to third parties when:

- Disclosure is required by law or regulation;

- Disclosure is necessary in order for the NPC, the data subject or the company the data subject represents, or any third party establish, exercise or defend its legal claims, e.g. in connection with an ongoing dispute;
- Disclosure is necessary to co-operate with competent authorities;
- Disclosure is necessary to the relevant persons involved in any further investigation or subsequent judicial proceedings instigated as a result of an enquiry by the NPC (e.g., external counsel) or following a participant's complaint in accordance with the relevant provisions of the Rules.

The NPC will require entities acting as processors to process the personal data on behalf and under the instructions of the NPC to achieve the performance of the adherence agreement, the Rulebooks and/or the Rules only.

6.4 Where the personal data is processed

The NPC does not, in the normal course of business, transfer personal data to countries outside the EU or EEA. However, such transfers may occur, e.g., in relation to participants which, either themselves or by their sub-contractors, are located or have business activities in a country outside the EU or EEA. Prior to such transfer taking place, the NPC is responsible for ensuring that the transfer is made in accordance with applicable data protection legislation before it occurs. For example, the personal data collected by the NPC for the purposes described herein will not be transferred to countries that do not offer a level of data protection considered as adequate under applicable EU standards, or without the NPC ensuring appropriate safeguards based on the use of standard contractual clauses that the European Commission has adopted.

6.5 Personal data breach notification

In case of a breach of security leading to the accidental or unlawful destruction, loss, alteration, unauthorised disclosure of, or access to, personal data that the NPC collected for the purposes described herein, the NPC will notify the personal data breach to the Swedish Authority for Privacy Protection (Sw. Integritetsskyddsmyndigheten) and to the individuals concerned, if and as required under the applicable Swedish legislation.