

COMPANIES ACTS, 1963 to 2003

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

IRISH PAYMENT SERVICES ORGANISATION LIMITED

(As adopted by Special Resolution passed on 6th March 2006)

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Table C in the First Schedule to the Companies Act, 1963 (hereinafter referred to as "**Table C**") shall apply to the Company. Regulations 3, 4, 7, 21, 22, 23, 32, 39 (a), 41 to 50 inclusive, 52 and 67 of Table C shall not however apply to the Company. In the event of any conflict between these Articles of Association (hereinafter referred to as the "**Articles**") and the Regulations of Table C, these Articles shall prevail.

2. In these Articles:-

"**Act**" means the Companies Act, 1963 (No. 33 of 1963);

"**Board**" means the board of directors of the Company;

"**Central Bank**" means the Central Bank and Financial Services Authority of Ireland, and includes any successor thereto or other person which may have in law supervisory responsibility for the business or activities of members of the Company in connection with a System or a Scheme or generally the functioning of payment, clearing and settlement systems (including any System) in or with respect to the State;

"**Chairman**" means any person appointed to act as chairman of the Board pursuant to Article 13(f), and shall include any other person duly acting in place of such person as chairman of the Board (and whether in relation to any particular meeting of the Board or otherwise) under and pursuant to these Articles; and in the case of any general meeting of the Company, means any person constituted as chairman of such meeting pursuant to Regulations 13 or 14 of Table C;

"**Clearing Company**" means any company or body corporate or other legal entity which operates or proposes to operate a System in the State; and shall include any successor thereto or replacement thereof from time to time as operator of such System;

"credit institution" has the meaning assigned to such term in Regulation 2 of the European Communities (Licensing and Supervision of Credit Institutions) Regulations 1992, and shall include an undertaking other than a credit institution providing any one or more of the financial services set out in the Schedule to such Regulations, in each case so long as the relevant credit institution or undertaking is (and continues to be) supervised by a competent authority (as defined in such Regulations) and is authorised by such competent authority to provide money transmission services to customers; and where the Central Bank is a participant in a System or Scheme operated by a Designated Company, such term shall include the Central Bank;

"Deputy Chairman" means any person appointed to act as deputy chairman of the Board under and pursuant to Article 13(g);

"Designated Company" means a Designated Clearing Company or a Designated Payment Company, or both, as the context so requires or admits;

"Designated Clearing Company" means any Clearing Company which has, and continues to hold, designated status pursuant to Article 6;

"Designated Payment Company" means any Payment Company which has, and continues to hold, designated status pursuant to Article 6;

"member" means, unless the context otherwise requires, a member of the Company as divided into the categories as referred to in Article 4 (and so that the terms **"ordinary member"**, **"associate member"** and **"affiliate member"** shall be determined in accordance with Article 4), and **"membership"** shall, unless the context otherwise requires, be construed accordingly;

"member's Funding Contribution" means, in respect of the Running Costs for any period of assessment, the amount or proportion thereof which such member (being an ordinary member) is liable for such period and as determined pursuant to these Articles;

"Payment Company" means any company or body corporate or other legal entity which operates or proposes to operate a Scheme in the State; and shall include any successor thereto or replacement thereof from time to time as operator of such Scheme;

"Register" means the register of members of the Company to be kept as required by Section 116 of the Act and as maintained by the Secretary from time to time;

"Reserved Matter" means a matter on which a vote of members or directors (as the case may be) is to be taken on a weighted vote basis and accordingly other than on the basis of one person/one vote, which such matter(s) shall comprise any of the following:

- (a) in respect of the financial year of the Company or other period of assessment concerning the Running Costs, a determination as to the estimated and budgeted Running Costs and/or (as the case may be) as to each member's Funding Contribution in respect thereof for such period being a determination to be made by the Board, and not by the ordinary members, unless otherwise so resolved by the Board (which such determination shall itself be made on a weighted vote basis);

- (b) in respect of any proposed alteration to or replacement of these Articles, a resolution in respect of such alteration or replacement;
- (c) in respect of the proposed designation of a Clearing Company or a Payment Company under and pursuant to Article 6 (and which accordingly would thereby become a Designated Company) (being a determination to be made by the Board, and not by the ordinary members);
- (d) the adoption of any arrangement for the appointment by ordinary members of their nominee directors to the Board under and pursuant to Article 13(e) (such arrangement being a matter for adoption by the Board, and not by the ordinary members); and
- (e) any other matter as may be designated as such, whether by the Board or by the ordinary members, which such designation shall itself however not be such a reserved matter;

"related" means, in the context of a connection or relationship between two or more persons, that such persons are under common ownership or control in each case as determined by the Board by reference to such information, opinions and circumstances as the Board may consider fit or desirable and may reasonably take into account;

"Rules for Clearing" means all such rules, standards and regulations as may be adopted or promulgated from time to time by any Designated Company, or proposed to be so adopted or promulgated by any Clearing Company or Payment Company, in relation to or concerning the maintenance, use and operation of a System or Scheme (as the case may be);

"Rules for Participation" means all such principles, rules and regulations as may be adopted or promulgated from time to time by any Designated Company, or proposed to be so adopted or promulgated by any Clearing Company or Payment Company, in relation to the admittance to participation (and continuing participation) of persons in a System or Scheme (as the case may be);

"Running Costs" means, in respect of the costs and expenses (inclusive of any taxation or other liabilities relating thereto, and allowing for the creation of any appropriate reserves, and exclusive of any material capital expenditure) of carrying on the business and activities of the Company incurred or estimated to be incurred in respect of any financial year of the Company or other period of assessment as determined by the Board, the aggregate amount of such cost and expenses for such period, and whether actual or estimated, as determined from time to time by the Board, in each case if considered appropriate by the Board (after deducting or allowing for any such costs and expenses funded or discharged or to be funded or discharged by any special interest group(s));

"Secretary" means any person, whether or not also a director, appointed by the Board to perform the duties of the secretary of the Company;

"special interest group" shall have the meaning attributed to such term in Article 19;

"Scheme" means a payment scheme or facility established, maintained and operated by a Designated Payment Company or (as the case may be) maintained and operated or proposed to be maintained and operated by a Payment Company, which operates or is intended to operate so as to provide for or to facilitate the use, presentation, collection, processing, handling, sorting, transfer, transmission and distribution of any payment instrument or payment product denominated in euro;

"System" means a payment, settlement and clearing system established, maintained and operated by a Designated Company or (as the case may be) maintained and operated or proposed to be maintained and operated by a Clearing Company, which operates or is intended to operate so as to provide for or to facilitate the presentation, collection, processing, handling, sorting, transfer, transmission, distribution, exchange, clearance and settlement of any means or mode of transfer of money and denominated in euro, and which would constitute a payment system within the meaning of the Central Bank Act, 1997; and

"Voting Rights" means the voting rights which an ordinary member or director (as the case may be), and whether determined on the basis of either one vote or a weighted vote per member or director (as the case may be), shall be entitled to exercise at any general meeting of or on any resolution by the Company or (as the case may be) which any director appointed to the Board shall be entitled to exercise at any meeting of or on any resolution by the Board, in each case as determined pursuant to these Articles.

In these Articles, where the context admits or requires:

- (a) the word **"company"**, except where used in reference to the Company, shall be deemed to include any firm, partnership, association or other body of persons, whether or not incorporated, and if incorporated, whether or not a company within the meaning of the Act;
- (b) the word **"person"** shall be deemed to include any individual, any company (as defined above) as well as any State, government or other authority, international, national, supreme, municipal, local or otherwise; and
- (c) references to the singular shall include the plural and vice versa; references to any Statute or Regulation shall include such Statute or Regulation as amended, varied, supplemented or re-enacted from time to time; and references to the **"State"** means Ireland.

MEMBERSHIP

- 3. Regulation 2 of Table C shall be amended by the insertion of the number "200" for the number "500" therein.
- 4. The members shall consist of those persons who from time to time are accepted into membership of the Company by the Board in accordance with these Articles (such membership in any individual case to commence from the date the name and address of such person is entered onto the Register as a member, and accordingly to be evidenced thereby), and the members shall be divided into the following categories:
 - (a) **"ordinary member"**, being a credit institution which is certified to the Company by a duly authorised officer of a Designated Company as being (and so long as it continues to be) a direct participant (that is a participant in its own right and for its own account) in the System or Scheme operated by such Designated Company; such credit institution shall, so long as it remains an ordinary member of the Company and subject to these Articles, be entitled to attend and vote at general meetings of the Company;

- (b) **"associate member"**, being a credit institution which is certified to the Company by a duly authorised officer of a Designated Company as being (and so long as it continues to be) an indirect participant (that is through an agency or similar arrangement with a direct participant, and thus not in its own right or for its own account) in the System or Scheme operated by such Designated Company; such credit institution shall not however be entitled to vote at general meetings of the Company, but shall be entitled to attend at such meetings if so permitted by the Board; and
- (c) **"affiliate member"**, being a person (whether or not a credit institution) not already an ordinary member and which is certified by the Secretary as having (and so long as it continues to have) a representative on a special interest group; such person shall not however be entitled to attend or vote or be represented at general meetings of the Company.

An associate member and an affiliate member shall be entitled to receive (only) such information on the activities and business of the Company as the Board may decide or determine from time to time.

The Board shall be entitled to call for delivery by a Designated Company of any evidence or information it considers fit or desirable to vouch or support any certification as referred to in this Article 4 prior to directing the Secretary to have the relevant credit institution or person noted as a member in the Register.

- 5. The Secretary shall maintain the Register and provide therein for the category of membership applicable to each member and, in the case of ordinary members, a note as to their respective Voting Rights from time to time as determined pursuant to those Articles. In the event of any dispute as to membership of the Company or any category thereof or attributable Voting Rights, a certified copy extract from the Register as issued by the Secretary at the direction of the Board shall, save in the case of manifest error, as of the date of issue of such extract be conclusive of such matter at such time.

DESIGNATION

- 6. Any Clearing Company or Payment Company may apply to the Company to have the System or Scheme operated by it designated as a system or scheme approved by the Company, such application to be made in such manner (and to contain such information particulars) as the Board shall determine from time to time, and so that if so approved such Clearing Company or Payment Company shall have and hold designated status for the purposes of these Articles. Provided however that as a condition of obtaining and continuing to hold such designated status, such Clearing Company or Payment Company concerned shall comply with the following terms, that is to say that:
 - (a) in the case of any Clearing Company, it is, and continues to remain, approved by the Central Bank to operate the System being or to be operated by such Clearing Company;
 - (b) it will advise the Company of any Rules for Participation and Rules for Clearing as may be proposed for adoption, and of any proposed changes thereto to be adopted, as relevant to the System or Scheme being or to be operated by such Clearing Company or such Payment Company; and it will (unless contrary to its best interests as demonstrated to the satisfaction of the Board) adopt such best practice principles, rules and regulations as defined and promulgated by the Company (in consultation with the Central Bank) relating to the

establishment, operation and control of, and the participation by persons in, such System or Scheme;

- (c) it will disclose to the Company such information concerning the maintenance, use and operation of such System or Scheme as the Company may reasonably require from time to time, but excluding such information which such Clearing Company or Payment Company may by reason of confidentiality and in accordance with applicable law be prohibited from so disclosing; and it will cooperate with any inquires made or studies undertaken by, and act upon (unless contrary to its best interests as demonstrated to the satisfaction of the Board) all and any findings concerning the operation of such System or Scheme made by, the Company (including without limitation any audit committee established by the Company from time to time) with regard to risk and security management and control and legal and regulatory compliance as relevant to the operation of such System or Scheme;
- (d) it will acknowledge and support the Company as the strategic, representative and administrative body or organisation for Systems and Schemes in the State; and will seek the advice and guidance of the Company on all strategic, risk policy, crisis management, technical dispute, technical and payment default issues in each case which have or may have implications across or for the payments industry in the State.

7. Every person who is a participant in any System or Scheme operated by a Designated Company shall, subject to being certified as such pursuant to Article 4 and to any evidence or information which may be required in support thereof being furnished to the Board (as referred to in Article 4), automatically be entitled (if a direct participant in such System or Scheme) to ordinary membership or (if an indirect participant in such System or Scheme) to associate membership of the Company. Provided however that as a condition of becoming and continuing to be a member of the Company, such person shall comply with the following terms, that is to say:

- (a) in the case of an ordinary member, it pays to the Company its fair and equitable share as an ordinary member of the Running Costs and in particular its member's Funding Contribution as may be determined by the Board from time to time, and on the due date for payment therefor; and it also pays to the Company its fair and equitable share as may be determined by the Board of the costs and expenses incurred by or under the auspices of the Company in relation to any special interest group of which such member is a participant, and on the due date for payment therefor;
- (b) in the case of an associate member, it pays to the Company its fair and equitable share as an associate member of the Running Costs as may be determined by the Board from time to time, and on the due date for payment therefor; and it also pays to the Company its fair and equitable share as may be determined by the Board of the costs and expenses incurred by or under the auspices of the Company in relation to any special interest group of which such member is a participant, and on the due date for payment therefor;
- (c) it discloses to the Company such information concerning its participation in any System or Scheme operated by any Designated Company as the Company may reasonably require from time to time, but excluding such information which such person may by reason of confidentiality and in accordance with applicable law be prohibited from so disclosing;

- (d) it is not suspended from participation or terminated as a participant in any System or Scheme operated by any Designated Company; and
- (e) it acknowledges and support the Company as the strategic, representative and administrative body or organisation for Systems and Schemes in the State.

An affiliate member shall, as a condition of becoming and continuing to be a participant in a special interest group, pay to the Company its fair and equitable share as may be determined by the Board of the costs and expenses incurred by or under the auspices of the Company in relation to any special interest group of which such member is a participant, and on the due date for payment therefore; and shall acknowledge and support the Company as the strategic, representative and administrative body or organisation for Systems and Schemes in the State.

MEMBERSHIP TERMINATION OR SUSPENSION

8. The Board shall be entitled by notice in writing to suspend and/or terminate the membership of a member, with effect at such time as may be decided by the Board, in any of the following circumstances:
- (a) the member shall have failed to pay to the Company any sums payable by such member to the Company by the due payment date therefor;
 - (b) the member shall be in breach of any of the provisions of these Articles, in each case as determined by the Board;
 - (c) the member shall have given notice in writing to the Company that it is withdrawing from membership of the Company;
 - (d) the commencement of any winding up, examinership, receivership, creditor moratorium or other analogous event of or affecting such member;
 - (e) if, in the reasonable opinion of the Board, any conduct or action of such member shall be regarded as injurious to the standing, character or interests of the Company or may or does threaten the integrity or security or operational reliability of the System;

provided however that, unless the exigencies otherwise so require, in the case of any event occurring as described in paragraphs (a), (b) or (e) of this Article 8 concerning an ordinary member, the member concerned shall be given not less than fourteen days prior notice of such Board meeting as may be convened to decide upon such suspension and/or termination of the membership of such member thereby offering such member the opportunity to make written representations in connection with such event to the Board (such representations to be addressed to the Secretary) and, if considered appropriate by the Board, for such member to have its nominated representative attend and speak at such meeting for such time as the Board considers appropriate.

In addition, in the case of an affiliate member, its membership as such shall cease at the same time as its participation in any special interest group has ceased (unless such member continues as a participant in another special interest group) whether as a consequence of such member withdrawing from participation in such group, or the cessation or dissolution of such group at the instance or

direction of the Board, or otherwise as may be provided pursuant to these Articles or any terms of reference constituted by the Board in respect of participation in such group.

9. In the case of a suspended member, neither it nor any director appointed by it to the Board may, without the consent of the Board, and for so long as such suspension is continuing, attend at any meeting of or vote upon any resolution by the Company or the Board (if otherwise entitled pursuant to these Articles so to do) nor participate in any special interest group..

A member shall be entitled to terminate its membership by giving not less than three months notice in writing of withdrawal served upon the Company. Such notice shall, once served, be irrevocable unless otherwise so agreed by the Board.

Any termination or cessation of membership as effected pursuant to these Articles shall be without prejudice to any membership obligations which remain to be performed by the member concerned as such obligations have arisen or accrued on or prior to the date of such termination.

MEMBERS VOTING RIGHTS

10. Each member (being an ordinary member) shall be entitled to such Voting Rights as determined from time to time pursuant to this Article 10. In the case of any matter, other than a Reserved Matter, such member shall have and be entitled to one vote thereon as its Voting Rights. In the case of any matter constituting a Reserved Matter, such member shall have and be entitled to such Voting Rights in respect thereof, determined in accordance with the following provisions:

- (a) the Board shall cause estimates or budgets to be prepared, and records to be maintained, by reference to the financial year of the Company or to such other period(s) of assessment as may be decided upon from time to time by the Board, of the Running Costs (whether actual or estimated) for such period; for the purposes of preparing and maintaining such records, estimates or budgets, the Board shall have regard to such information as it considers fit or desirable including, without limitation, the proportion of the Running Costs attributable (or estimated to be attributable) to the administration and management by the Company of each System and Scheme operated by a Designated Company;
- (b) the Voting Rights of each ordinary member shall correspond and be equal to the proportion (expressed as a percentage) which that member's Funding Contribution (as determined by the Board) represents of or bears to the actual or estimated Running Costs for the relevant period of assessment, as determined by the Board, in each case by reference to the estimates, budgets, records and information referred to in sub-clause (a) above; in turn, that member's Funding Contribution shall be determined directly by reference to the volume (in number) of all the payments presented against such member in and across each System and Scheme operated by each Designated Company of which such member is a direct participant;
- (c) for the purposes of allocating Voting Rights to newly admitted ordinary member, the Board shall determine the appropriate member's Funding Contribution by reference to such information as it considers fit or desirable;
- (d) as soon as practicable following the admittance of a new ordinary member to the Company, the Board shall cause the Secretary to issue a notice in writing to all ordinary members

thereby stating with effect from the relevant date of admittance to membership of the new ordinary member the adjusted Voting Rights of all ordinary members, having taken into account the Voting Rights being allocated to such applicant as a member;

- (e) as soon as practicable following the termination or suspension of membership of any ordinary member pursuant to these Articles, the Board shall cause the Secretary to issue a notice in writing to all ordinary members thereby stating with effect from the relevant date of termination or suspension of such membership the adjusted Voting Rights of all ordinary members, having disregarded for such purposes the member's Funding Contribution of such ordinary member at such time; provided however that if the suspension of such member is withdrawn or lifted by the Board, the allocation of Voting Rights to such member shall be reinstated and members notified in the same manner as provided for in sub-clause (d) of this Article 10;
- (f) in the event that the actual Running Costs for any period of assessment as determined by the Board exceed any estimated Running Costs for such period, the Board may determine that an increase in each member's Funding Contribution is required in order to cover and discharge the relevant excess (with any such increase to be divided proportionally amongst the ordinary members by reference to their percentage member's Funding Contribution at the time of determination by the Board); such increase shall not however affect the Voting Rights of any such member (save by reason of or in the circumstances referred to in Article 30);
- (g) any notice by the Secretary issued on the direction of the Board as to the Voting Rights of any member as referred to in this Article 10 shall, save in the case of manifest error, be conclusive evidence of such member's Voting Rights in the Company.

In the event that, and for so long as, two or more ordinary members are or become related to one another, such members shall between them be entitled to have only one representative or nominee to represent them at meetings or in respect of resolutions of the Company or the Board; this however shall not however affect the Voting Rights (in the case of any Reserved Matter) exercisable by such representative or nominee as attributable to each such ordinary member.

In the event that, and for so long as, two or more affiliate members are or become related to one another, such members shall between them be entitled to have only one nominee to represent them at meetings or in respect of resolutions of the Board.

11. Notwithstanding any provision of these Articles, whether in connection with the rights and privileges of ordinary members or otherwise, (a) each ordinary member shall be prohibited from voting upon any resolution of the Company with reference to the alteration, variation, replacement or substitution of all or any part of the provisions of these Articles or the Memorandum of Association of the Company, unless the Central Bank, on or prior to the date on which such resolution is proposed to be adopted, has consented to such resolution being so adopted and passed by the Company by notice in writing given to the Secretary to that effect; any such vote as is given or taken in the absence of such consent shall be deemed to be null and void; and (b) no resolution of the Company to alter, vary, replace or substitute all or any part of this Article 11(b) or Article 13(e), or any resolution of the Company which has like effect, shall be valid or effective unless such resolution is one passed pursuant to section 141(8) of the Companies Act, 1963.

BOARD OF DIRECTORS

12. The Board shall be composed of not more than 14 directors.
13. The following provisions shall apply with respect to the composition of the Board:
 - (a) Each ordinary member, for so long as continuing as an ordinary member of the Company, shall be entitled (save as otherwise provided or delimited pursuant to Article 10 and Article 13(e) respectively) to nominate at any time one person (having sufficient seniority and responsibility within a member to speak for and commit on behalf of such member in relation to Systems and Schemes) as a director of the Company and to remove at any time any such nominee and appoint another person (also having such expertise and responsibility) in his/her place in each case by notice in writing to the Secretary, and with effect from the date specified in such notice. The current Board nominee of such member shall be entitled to exercise, at any vote to be taken on a matter at a meeting or by resolution of the Board, such Voting Rights as a director equal to the Voting Rights attributable to such member at the time of such exercise as determined pursuant to Article 10 and by reference to whether or not the matter concerned constitutes a Reserved Matter;
 - (b) Each affiliate member not otherwise being (or related to) an ordinary member, for so long as continuing as an affiliate member of the Company, shall be entitled (save as otherwise provided or delimited pursuant to Article 10 and Article 13(e) respectively) to nominate at any time one person (having expertise in, and some executive responsibility within a member for, payments) as a director of the Company and to remove at any time any such nominee and appoint another person (also having such expertise and responsibility) in his/her place in each case by notice in writing to the Secretary, and with effect from the date specified in such notice. The current Board nominee of such member shall be entitled to vote at meetings of the Board (having one vote for such purposes) save on (and accordingly shall have no Voting Rights in respect of) any matter which constitutes a Reserved Matter;
 - (c) The chief executive for the time being of the Company shall be a director of the Company, and shall be entitled to vote at meetings of the Board (having one vote for such purposes) save on (and accordingly shall have no Voting Rights in respect of) any matter which constitutes a Reserved Matter;
 - (d) The Board shall appoint, and shall ensure as far as practicable that there stands appointed, to the Board not less than four persons having in the opinion of the Board relevant knowledge and experience to act as independent non executive directors of the Company; no such person whilst standing so appointed may be an employee of or consultant to any member of the Company. Each such independent director shall hold his/her office on such terms as may be determined by the Board for a period of two years (or such other period(s) as may be determined in any case by the Board) running from the date of his/her appointment, and shall be entitled to vote at meetings of the Board (having one vote for such purposes) save on (and accordingly shall have no Voting Rights in respect of) any matter which constitutes a Reserved Matter;
 - (e) In the event that, or in anticipation of, the number of members exceeding the number of places available for nominees of members pursuant to Article 13(a) and Article 13(b) (after

having taken into account for such purposes the limit on such nominees imposed by Article 10 in the case of members which are related persons), the Board may (after consultation with the Central Bank) vary the provisions of Article 13(a) and Article 13(b) respectively in such manner as may be considered fit and such that the rights of ordinary members and affiliate members therein do stand modified and accordingly exercisable (only) with reference to such group banding or constituency related structure for the appointment of director nominees to the Board as adopted by the Board from time to time; this however shall not affect either (a) the rights of an ordinary member under Article 13(a) for so long as such member holds not less than 10% of all members' Voting Rights exercisable on any Reserved Matter; or (b) the Voting Rights (in the case of any Reserved Matter) exercisable by any such nominee or representative as attributable to each such ordinary member;

- (f) The Board shall appoint one of the directors appointed pursuant to Article 13(d) as chairman of the Board to hold such office for a period of two years (or such other period(s) as may be determined in any case by the Board) running from the date of his/her appointment as a director of the Company or such later date as the Board may otherwise determine. The Chairman (whether appointed pursuant to this Article 13(f) or Article 13(g) or otherwise pursuant to Regulation 53 of Table C) shall have, in the case of an equality of votes on any matter not being a Reserved Matter, a second or casting vote;
 - (g) The Board may also appoint one of their number to be the deputy chairman of the Board, who shall hold such office for a two year period (or such other period(s) as may be determined in any case by the Board) running from the date of his/her appointment as a director of the Company or such later date as the Board may otherwise determine. If at any meeting of the Board the then chairman appointed pursuant to Article 13(f) is not present within 10 minutes after the time appointed for holding the same, the deputy chairman may act as chairman of such meeting, and Regulation 53 of Table C shall be modified accordingly;
 - (h) The Central Bank, in its capacity as regulator of payment systems, shall be entitled if it so wishes to have its representative attend at meetings of the Board and accordingly to receive notice and the minutes of such meetings.
14. The Board may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Any meeting of the Board shall be convened upon not less than seven days notice to all directors (with copy thereof to the Central Bank) by the Secretary acting either on the instructions of the Board or on the requisition in writing (addressed to the Secretary) of not less than four directors (if such directors have supplied to the Secretary sufficient particulars of the business required to be transacted or discussed at such meeting). Where the Board consider that a certain matter requires urgent consideration, the Secretary may convene such a meeting at shorter notice (being not less than twenty four hours) to discuss (only) such matter.
15. The quorum required for any meeting of the Board shall be not less than seven directors, at least one of whom must be the Chairman or Deputy Chairman at such time, and whether present in person or (in the case only of any director other than the Chairman or Deputy Chairman), and who, if any Reserved Matter is to be considered and voted upon at such meeting, together would be entitled to exercise not less than 75% of all Voting Rights of directors at and as of the date of any such meeting, and Regulation 51 of Table C shall be modified accordingly. If a quorum is not so constituted within half an hour after the time appointed for holding same, the meeting shall be adjourned to a date not earlier than fourteen days from the date on which the meeting was adjourned; if at the adjourned

meeting a quorum is not present within half an hour after the time appointed for holding same, then those present shall be a quorum (and if neither the Chairman and Deputy Chairman are present at such meeting, then the directors present may pursuant to regulation 53 of Table C appoint one of their number to act as chairman of such meeting). Any director may participate in a meeting of the Board by means of telephone or other similar means of communication whereby all persons participating in the meeting can hear each other speak; and participation in a meeting in this manner shall constitute presence in person at such meeting.

16. Any director who is unable to attend a meeting of the Board during any financial year of the Company shall be entitled on an exceptional basis, and on one occasion only, during such financial year to appoint any person to be an alternate or substitute director for the purposes of that meeting in place of such absent director; and accordingly such director shall not otherwise be entitled to appoint any person to be an alternate or substitute director in place of such director (where absent) for the purposes of any other meeting of the Board in such financial year
17. Where any vote is required at a meeting of the Board in connection with any matter, any resolution proposed in connection therewith shall not be deemed to have been passed by the Board unless either all present entitled to vote upon such matter have consented to such resolution or alternatively on a show of hands:
 - (a) in the case of a Reserved Matter three directors holding or being entitled to exercise not less than 75% of all Voting Rights exercisable pursuant to these Articles in respect of such matter by those directors present at such meeting have been exercised or cast in favour of such resolution. Provided however that if only one director present has voted against such resolution, and such resolution would otherwise have been passed had that director voted in favour of such resolution, then the said director shall on the declaration of the Chairman to that effect be treated as having exercised his/her Voting Rights in favour of such resolution, and upon the further declaration of the Chairman such resolution shall be treated as having been duly passed; or
 - (b) in the case of a matter which is not a Reserved Matter, a majority of the directors present at such meeting entitled to vote in respect of such matter have voted in favour of such resolution or in the case of an equality of votes the Chairman has cast a second vote in favour of such resolution.

In the event that such matter is determined by the Chairman (acting in consultation for such purposes with the chief executive appointed pursuant to Article 20) to relate solely to a specific Designated Company or to any System or Scheme operated by a specific Designated Company, then only those directors who have been nominated by persons which are direct participants in the System or Scheme operated by such Designated Company, and (if not a Reserved Matter) the independent directors and the chief executive respectively appointed as directors pursuant to Article 13, shall have and be entitled to exercise any Voting Rights in relation to any resolution proposed concerning such matter. In the case of any dispute as to the Voting Rights exercisable in such circumstances, the determination by the Chairman (acting in consultation for such purposes with the Secretary and the chief executive appointed pursuant to Article 20) in that regard shall be conclusive.

OPERATIONS

18. The Board may appoint from time to time such persons having, in the opinion of the Board, relevant knowledge or expertise to form an audit committee (and whether or not constituted as a committee of the Board pursuant to Regulation 54 of Table C) for the purposes of formulating, reviewing and advising on Systems and Schemes and/or generally the management and technical operation of money transmission services and systems, with a view to the audit committee making proposals or submissions to the Board in respect thereof from time to time.
19. The Board may establish, constitute or promote the formation and activities of one or more “**special interest group(s)**” in such manner and having such terms of reference as the Board considers fit, to study, review, research and report on issues and projects relating to Systems and Schemes and/or to facilitate the discussion of improvements to and enhancements of end to end payment processes in the State, and/or generally any matter as may affect, improve or develop the payments infrastructure in the State. Accordingly such special interest groups may comprise of representatives of the Company, its members, payment service providers, payment solution suppliers and providers, and of relevant government, employer or consumer bodies, or some or all or a combination of any of the foregoing as the case may be.

The appointment of any representative of any person to a special interest group, and the continuing appointment of such representative, shall be subject to the approval of the Board, it being intended that only persons who have requisite knowledge and expertise (in the opinion of the Board) should stand appointed as a representative on any special interest group(s).

20. The Board may from time to time appoint any person (having in the opinion of the Board requisite knowledge and expertise) to be the chief executive of the Company, and may delegate to such person such powers of the Board as may be considered fit or desirable in connection with the business and activities of the Company from time to time, and the Board may remove or replace such person from time to time.

GENERAL MEETINGS

21. An extraordinary general meeting may be convened by the Board or by a written request signed by not less than two ordinary members who hold together not less than 25% of all members' Voting Rights at the date of such request or in default may be convened by such requisitions as is provided by Section 132 of the Act.
22. In the case of an extraordinary general meeting called by the Board, the Secretary shall give not less than twenty one days written notice thereof to all members. The notice and agenda for such meeting shall state the business of the meeting. The Central Bank, in its capacity as regulator of payment systems and money transmission services, shall be entitled if it so wishes to have its representative attend at such extraordinary general meeting and accordingly to receive notice and the minutes of such meeting.
23. A request for an extraordinary general meeting pursuant to Article 21 must be in writing addressed to the Secretary, be signed by such members calling for the meeting, and specify the business to be discussed. Following receipt of such a request, if valid in accordance with these Articles, the Secretary shall as soon as practicable give not less than twenty one days written notice of the meeting requested to all members. The notice and agenda for such meeting shall state the business of the meeting and by whom the meeting has been requested. Discussion and voting at an extraordinary general meeting shall be confined to the business on the agenda. The Central Bank, in its capacity as

regulator of payment systems, shall be entitled if it so wishes to have its representative attend at such extraordinary general meeting and accordingly to receive notice and the minutes of such meeting.

24. Written notice convening an annual general meeting shall be sent by the Secretary to all members not less than twenty one days before the date of such meeting. The Central Bank, in its capacity as regulator of payment systems, shall be entitled if it so wishes to have its representative attend at such annual general meeting and accordingly to receive notice and the minutes of such meeting.
25. Any member wishing to place an item on the agenda of the annual general meeting, and whether for discussion and/or resolution (as the case may be), shall send written notice of its wish to the Secretary not later than twenty eight days prior to the date of the annual general meeting. The Board shall decide whether or not it is appropriate to table any such item on such agenda, and if so agreed by the Board, such item shall be notified to members with the written notice convening the annual general meeting.
26. The quorum required for any general meeting shall be not less than seven ordinary members represented in person or by proxy at the meeting and who, if any Reserved Matter is to be considered and voted upon at such meeting, together would be entitled to exercise not less than 75% of all members' Voting Rights at and as of the date of such meeting. Regulation 11 of Table C shall be modified accordingly.
27. Where any vote is required at a general meeting in connection with any matter, any resolution proposed in connection therewith shall not be deemed to have been passed unless either all present entitled to vote upon such matter consent to such resolution or alternatively on a show of hands:
 - (a) in the case of a Reserved Matter three representatives of ordinary members holding or being entitled to exercise not less than 75% of all Voting Rights exercisable pursuant to these Articles in respect of such matter by those representatives of ordinary members present at such meeting have been exercised or cast in favour of such resolution. Provided however that if only one representative present has voted against such resolution, and such resolution would otherwise have been passed had that representative voted in favour of such resolution, then the said director shall on the declaration of the Chairman to that effect be treated as having exercised his/her Voting Rights in favour of such resolution, and upon the further declaration of the Chairman such resolution shall be treated as having been duly passed; or
 - (b) in the case of a matter which is not a Reserved Matter, a majority of the representatives of ordinary members present at such meeting entitled to vote in respect of such matter have voted in favour of such resolution or in the case of an equality of votes the Chairman has cast a second vote in favour of such resolution.

In the event that such matter is determined by the Chairman (acting in consultation for such purposes with the chief executive appointed pursuant to Article 20) to relate solely to a specific Designated Company or to any System or Scheme operated by a specific Designated Company, then only those representatives present who have been nominated by ordinary members which are direct participants in the System or Scheme operated by such Designated Company, shall have and be entitled to exercise any Voting Rights in relation to any resolution proposed concerning such matter. In the case of any dispute as to the Voting Rights exercisable in such circumstances, the determination by the Chairman (acting in consultation for such purposes with the Secretary and the chief executive appointed pursuant to Article 20) in that regard shall be conclusive.

28. The references in Regulations 11, 12, 14, 16 and 28 of Table C to "members" or "member" shall be construed as references to ordinary member(s). Votes to be cast by any ordinary member in general meeting may only be so cast by such member having its representative attend and voting at the said meeting.
29. Save as modified by these Articles, the provisions of Regulation 8 of Table C shall apply concerning the length of notices to be given to members for general meetings. The reference to "registered address" in Regulation 68 of Table C shall be construed as a reference to the address of the relevant member as such address is noted in the Register at the time notice is being sent by the Company to such member.

FINANCIAL

30. Each member shall be liable to pay to the Company (as applicable) its member's Funding Contribution or other monies payable by it from time to time, in such manner and by such due date as the Board shall determine from time to time. Where any member is in default of payment by the due date of any monies so payable by it, such member (and any director appointed by such member) shall cease to have (and accordingly shall not be entitled to exercise) any Voting Rights otherwise attributable to such member or director (as the case may be) until due payment is so effected.
31. The financial year (as defined in Section 2 of the Act) of the Company shall be for a period of twelve months running from such date in each calendar year as the Board may decide from time to time, save that the initial accounts of the Company may be made up to a period of between 12 and not more than 18 months from the date of its incorporation.
32. Auditors shall be appointed and their duties regulated in accordance with Sections 160 and 161 of the Act and Part X of the Companies Act, 1990.
33. The Board may set aside out of the profits (if any) of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Board may lawfully determine.

SEAL

34. The Company is hereby authorised to adopt, have and use an official seal (as described in Section 41 of the Act) for the purposes of or in connection with the transaction of any business by the Company outside the State.

WINDING UP

35. If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide among the ordinary members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the

ordinary members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no such member shall be compelled to accept any asset whereon there is any liability.

INDEMNITY

36. Every director, chief executive, agent, auditor, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 391 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article 36 shall only have effect in so far as its provisions are not avoided by Section 200 of the Act.

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Solicitor

Dated the 2nd day of May 1997

WITNESS TO THE ABOVE SIGNATURES

Emma Boylan
Semmering
Mount Alto
Ashford
Co. Wicklow
Solicitor's Apprentice