National Bank of the Republic of North Macedonia

Procedure for obtaining a payment system operator license

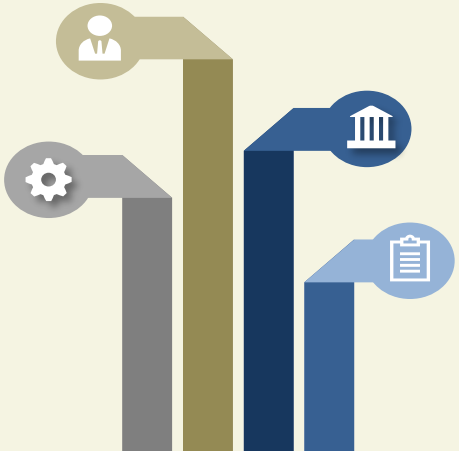
July 2023

Law on Payment Services and Payment Systems

The provisions of the Law on Payment Services and Payment Systems regulate the conditions and the procedure for obtaining the following:

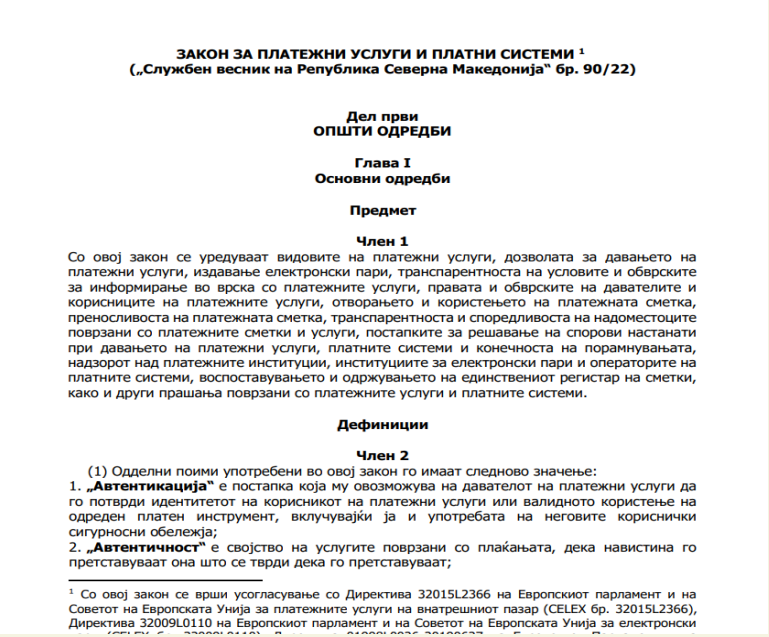
- a payment system operator license,
- a prior approval for appointing members of the Management Board, i.e. executive members of the Board of Directors,
- a prior approval for acquiring qualified holding or increasing the holding in a payment system operator
- a prior approval for amendments to the payment system operating rules.

During this procedure, the National Bank can assess the fulfillment of the conditions prescribed by the Law on Payment Services and Payment Systems and the by-laws that ensure stable and reliable operation of the payment system operators. In addition, the National Bank will assess the financial standing and reputation of a person/entity that intends to acquire a qualified holding in a payment system operator and the professional competence and reputation of persons who are proposed as members of a management body.



Procedure for obtaining a payment system operator license

- A joint stock company can operate a payment system only if it obtains a license from the National Bank for a payment system operator.
- Obtaining a license for a payment system operator is a process that the National Bank carries out in order to assess whether the applicant fulfills the following:
- on issuing licenses and approvals to a payment system operator and on the contents and the manner of maintaining a registry of payment systems operators
- appropriateness of the members of the Management Board i.e. the executive members of the Board of Directors,
- appropriateness of the persons who acquire qualified holding, as well as
- the ability of the company to ensure stable, reliable and efficient operation of the payment system.



ЗАКОН ЗА ПЛАТЕЖНИ УСЛУГИ И ПЛАТНИ СИСТЕМИ [1]
(„Службен весник на Република Северна Македонија" бр. 90/22)

Дел први
ОПШТИ ОДРЕДБИ

Глава I
Основни одредби

Предмет

Член 1

Со овој закон се уредуваат видовите на платежни услуги, дозволата за давањето на платежни услуги, издавање електронски пари, транспарентноста на условите и обврските за информирање во врска со платежните услуги, правата и обврските на давателите и корисниците на платежните услуги, отворањето и користењето на платежната сметка, преносливоста на платежната сметка, транспарентноста и спородливоста на надоместоците поврзани со платежните сметки и услуги, постапките за решавање на спорови настанати при давањето на платежни услуги, платните системи и конечноста на порамнувањата, надзорот над платежните институции, институциите за електронски пари и операторите на платните системи, воспоставувањето и одржувањето на единствениот регистар на сметки, како и други прашања поврзани со платежните услуги и платните системи.

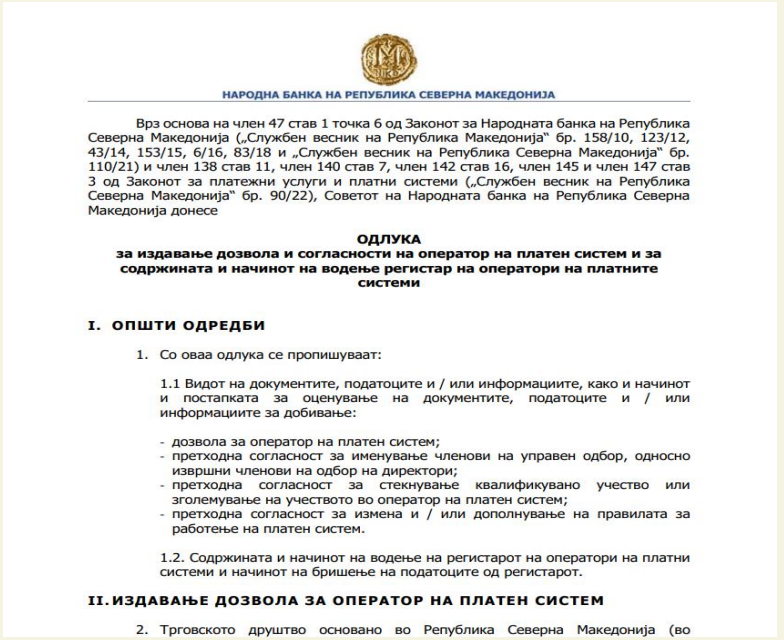
Дефиниции

Член 2

(1) Одделни поими употребени во овој закон го имаат следново значење:

1. **„Автентикација"** е постапка која му овозможува на давателот на платежни услуги да го потврди идентитетот на корисникот на платежни услуги или валидното користење на одреден платен инструмент, вклучувајќи ја и употребата на неговите кориснички сигурносни обележја;
2. **„Автентичност"** е својство на услугите поврзани со плаќањата, дека навистина го претставуваат она што се тврди дека го претставуваат;

[1] Со овој закон се врши усогласување со Директива 32015L2366 на Европскиот парламент и на Советот на Европската Унија за платежните услуги на внатрешниот пазар (CELEX бр. 32015L2366), Директива 32009L0110 на Европскиот парламент и на Советот на Европската Унија за електронски



НАРОДНА БАНКА НА РЕПУБЛИКА СЕВЕРНА МАКЕДОНИЈА

Врз основа на член 47 став 1 точка 6 од Законот за Народната банка на Република Северна Македонија („Службен весник на Република Македонија" бр. 158/10, 123/12, 43/14, 153/15, 6/16, 83/18 и „Службен весник на Република Северна Македонија" бр. 110/21) и член 138 став 11, член 140 став 7, член 142 став 16, член 145 и член 147 став 3 од Законот за платежни услуги и платни системи („Службен весник на Република Северна Македонија" бр. 90/22), Советот на Народната банка на Република Северна Македонија донесе

ОДЛУКА
за издавање дозвола и согласности на оператор на платен систем и за содржината и начинот на водење регистар на оператори на платните системи

I. ОПШТИ ОДРЕДБИ

1. Со оваа одлука се пропишуваат:

1.1 Видот на документите, податоците и / или информациите, како и начинот и постапката за оценување на документите, податоците и / или информациите за добивање:

- дозвола за оператор на платен систем;
- претходна согласност за именување членови на управен одбор, односно извршни членови на одбор на директори;
- претходна согласност за стекнување квалификувано учество или зголемување на учеството во оператор на платен систем;
- претходна согласност за измена и / или дополнување на правилата за работење на платен систем.

1.2. Содржината и начинот на водење на регистарот на оператори на платни системи и начинот на бришење на податоците од регистарот.

II. ИЗДАВАЊЕ ДОЗВОЛА ЗА ОПЕРАТОР НА ПЛАТЕН СИСТЕМ

2. Трговското друштво основано во Република Северна Македонија (во

Procedure for obtaining a payment system operator license

Initial meeting with representatives of the National Bank

Submission of formal request for obtaining a payment system operator license

Reviewing the application and the documents, data and information enclosed to the application

Assessment whether the conditions stipulated in the Law and relevant by-laws are met

Making a decision on issuing a license for a payment system operator or a decision on rejecting the application

Procedure for obtaining a payment system operator license

Initial meeting with representatives of the National Bank

Before submitting an official application for obtaining a license for a payment system operator, it is recommended that the applicant make certain preparatory activities in the direction of providing the appropriate documents, data and information, and at the same time hold an initial meeting with representatives of the National Bank in order to discusses the business plan and the services it intends to render to the market. This will allow the applicant to gain a better understanding of the regulatory environment, as well as the procedure for obtaining a license, while the National Bank will have a better understanding of the applicant's business model and organizational, management and ownership set-up. During the initial meeting, it is recommended that certain information be given in advance in the form of a presentation by the applicant.

Submission of formal request for obtaining a payment system operator license

The following step is submission of a formal request for obtaining a payment system operator license. In order to submit the application, the applicant must first be registered as a trading company in the Republic of North Macedonia, with initial capital in monetary form recorded as the main principal, in the amount of at least Denar 7,800,000 paid in full.

The documentation submitted together with the application shall be original or a copy verified by an authorized person (notary), signed by the authorized person or the relevant competent authority, clean copy, without additional corrections and in Macedonian. If the document that needs to be submitted is in other language, together with the original, Macedonian translation shall also be submitted verified by an authorized court translator, except for financial statements and audited financial statements of foreign legal entities in English.

All confirmations, statements and questionnaires that are part of the documentation submitted together with the application should be verified by a notary and shall not be older than 6 (six) months before the day of the submission of the application. All decisions that are part of the documentation must not be older than 6 (six) months before the day of the submission of the application, except for the decisions adopted by the General Meeting of Shareholders which must not be older than 1 (one) year before the date of submission of the application.

Procedure for obtaining a payment system operator license

Reviewing the application and the documents, data and information enclosed to the application

The National Bank reviews the application together with the complete documentation. "Complete documentation" means documents prescribed in the Decision, documents additionally requested by the National Bank, and the relevant documents, data and information to be obtained from relevant national and international institutions for deciding on the application. If necessary, the National Bank may have meetings with the applicant. If the application is not complete, the National Bank informs the applicant to submit the documents, data and/or information within 30 days at most.

Assessment whether the conditions stipulated in the Law and relevant by-laws are met

When deciding on issuing a license for a payment system operator, based on the submitted documentation and the conducted interview with the proposed members of the Management Board, i.e. with the executive members of the applicant's Board of Directors, the National Bank assesses whether the payment system operator meets the conditions prescribed by the Law and by-laws.

Making a decision on issuing a license for a payment system operator or a decision on rejecting the application

After the submission of the application, the Governor decides on issuing a payment system operator license or a decision on rejecting the application within 90 days from the day of the receipt of the complete application.

Required documents, data and/or information for obtaining a payment system operator license

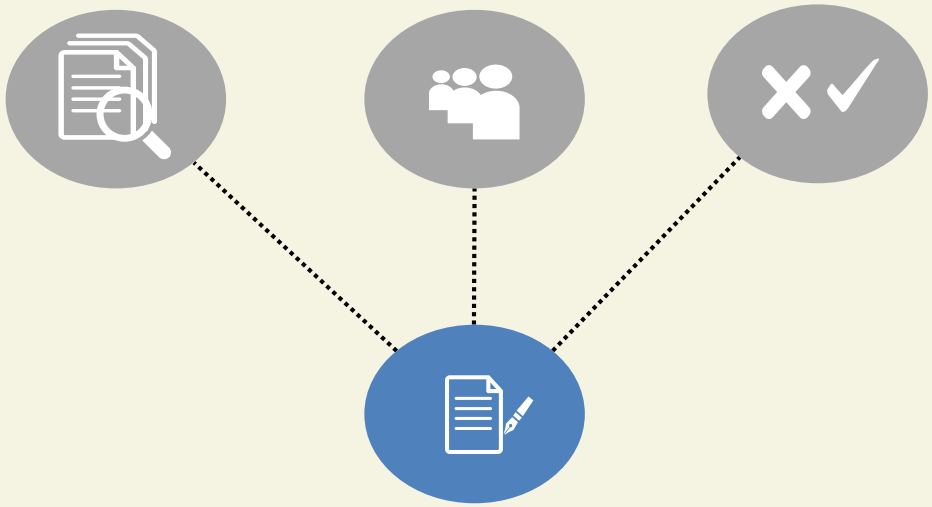
1. Form 1 - License application.
2. Current standing issued by the Central Registry.
3. Evidence that the company has initial capital.
4. Statute of the company.
5. Business plan for the activity payment system operator.
6. Draft rules for the payment system operations.
7. Description of the management system.
8. Description of the organizational, personnel and technical conditions appropriate for the performance of the activities as a payment system operator.
9. Description of the systems, policies and procedures for managing operational, financial and other risks in the payment system.
10. Documents, data and information about the persons who are members of the Management Board, i.e. executive members of the Board of Directors.
11. Documents, data and/or information about the persons who have a qualified holding in the applicant through the persons they have close connections with.
12. A list of persons with whom the applicant has close connections in regard to the Law.

Approval for appointing members of the Management Board i.e. executive members of the Board of Directors

Review and analysis of the submitted documentation in accordance with the Law and Section III of the Decision

An interview with the proposed members of the Management Board, i.e. the executive members of the Board of Directors

Assessment of the professional competence and reputation

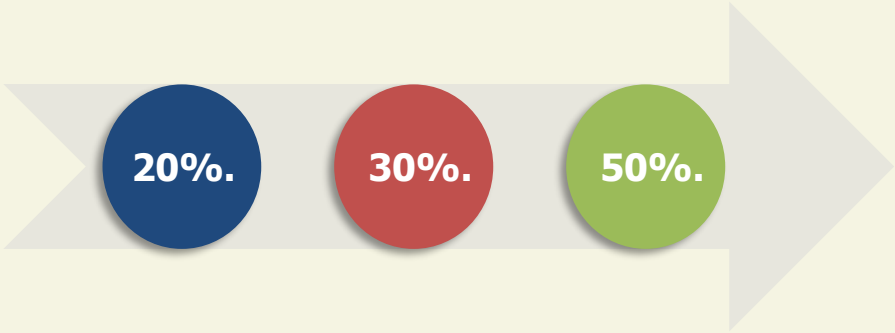


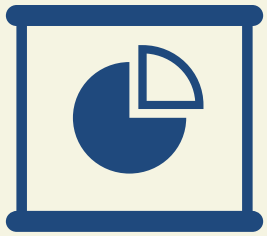
Decision on issuing prior approval of rejection of the application

Approval for acquiring a qualified holding in a payment system operator

- A natural person or a legal entity that intends to acquire a qualified holding, directly or indirectly through the persons they have close connections with in order to increase their holding in a way in which they will acquire at least 20%, 30% or 50% of the total number of shares or of the issued voting shares in the payment system operator regardless of whether they acquire the shares gradually or at once, shall submit an application to the National Bank for obtaining a prior approval for acquiring a qualified holding.

- Personal intention of the person/entity
- Based on court decision or competent authority in accordance with the law



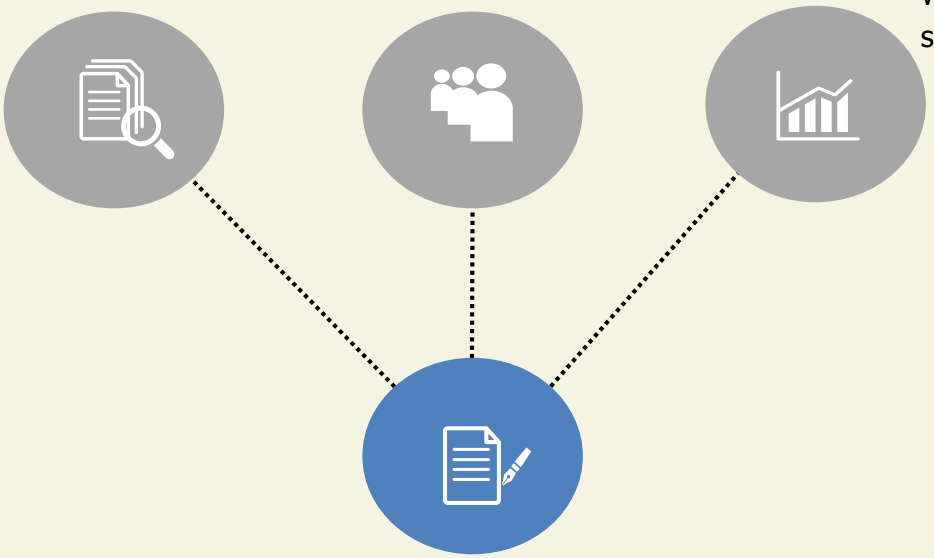


Approval for acquiring a qualified holding in a payment system operator

For a legal entity:
- legal format
- ownership structure
- close connections
- financial standing
- reputation

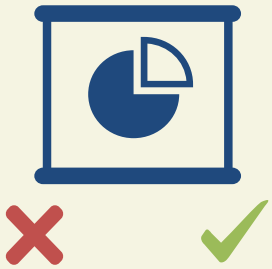
For a natural person:
- identity
- close connections
- professional experience
- property status
- sources of income
- evidence of reputation

Review and analysis of the submitted documentation in accordance with the Law and Section IV of the Decision



To acquire at least 50%, a Plan for the first 3 business years with a projection of financial statements is also submitted

Decision on issuing prior approval of rejection of the application



Conditions for obtaining a payment system operator license

The Governor issues a license for a payment system operator if assesses that the following conditions are met:

the complete documentation referred to in Article 138 paragraphs (2), (9) and (10) of the LPSPS was submitted together with the application;

- ✓ persons who through the persons they have close connections with, possess qualified holding in the legal entity are suitable, which especially includes a good financial standing and reputation;
- ✓ persons who are members of the legal entity's management body have a reputation and professional competence that ensures stable, reliable and efficient management of the payment system;
- ✓ persons who are members of the legal entity's management body have a reputation and professional competence that ensures stable, reliable and efficient management of the payment system;
- ✓ the applicant is organized and the conditions for the payment system operating stipulated in the LPSPS and the regulations thereof are provided;
- ✓ the applicant has a clear management structure that includes:
  - organizational structure with clearly defined powers and responsibilities,
  - relevant identification procedures, management, monitoring and reporting on all risks the payment i.e. electronic money institution is or could be exposed to and
  - internal control systems, including administrative and accounting procedures, as well as a business continuity plan, which are appropriate and proportionate to the nature, scope and complexity of the payment system's activities and
- ✓ the rules for the operation of the payment system are in accordance with Article 134 paragraph (2) of the LPSPS.

Rejection of the application for obtaining a payment system operator license

The Governor by decision rejects the application for obtaining a license for a payment system operator, if:

- any of the conditions from Article 139 paragraph (4) of the LPSPS have not been met;
- the application contains incorrect or false data;
- assessed that due to the existence of close connections of the applicant with other legal entity and/or natural persons, and specified in the list referred to in Article 138 paragraph (2) item 11 of the LPSPS, the supervision of the payment system operator would be impossible or significantly hampered;
- assessed that due to the performance of other services and/or activities of the applicant r that are not related to the activities as a payment system operator, the reliability, stability and efficiency of the operation of the payment system would be jeopardized or that due to these activities, the supervision of the payment system operator in accordance with the LPSPS would be impeded or significantly hampered and
- assessed that the regulations and practices of the foreign country that apply to the legal entity and/or natural persons the applicant has close connections with, specified in the list of Article 138 paragraph (2) item 11 of the LPSPS, would hinder and significantly hamper the supervision of the payment system operator.

In the event that the application for obtaining a license for a payment system operator is rejected due to the reasons stated in paragraph 4 of the previous paragraph, the Governor, in the explanation of the decision on rejecting the application, indicates the applicant the possibility of establishing a separate trading company and submit new application for obtaining a payment system operator license for this trading company.

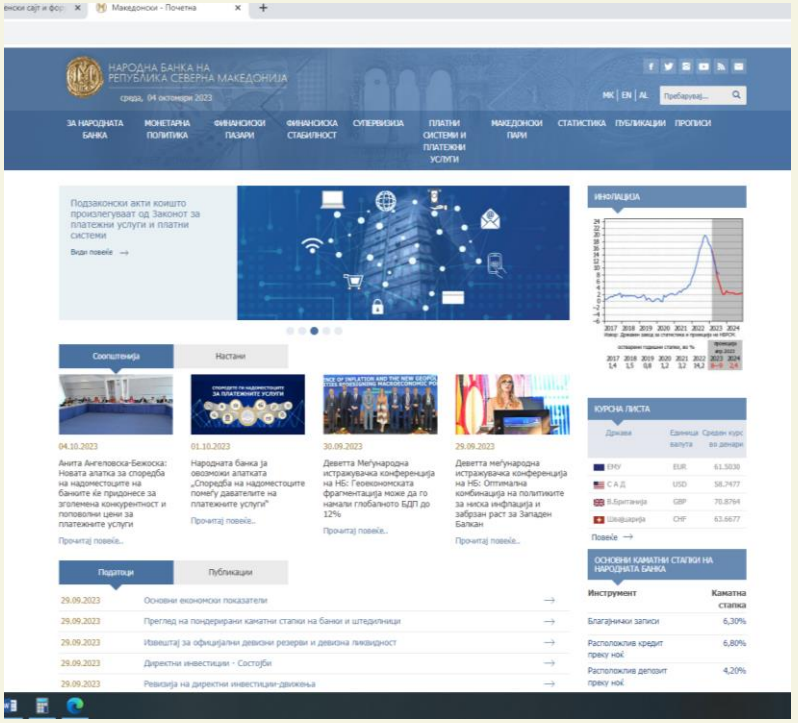
Register of payment system operators

- The Register of payment system operators maintained by the National Bank includes data on the payment systems operated by the trade companies having obtained a license for performing payment system operator activity in accordance with the Law, on the payment systems established by the National Bank in accordance with the Law on the National Bank of the Republic of North Macedonia, as well as on the participants in these payment systems.

- The Register contains the following:

- Records of the payment systems operators;
- Records of payment systems participants;
- Records of the payment systems operators for which a decision on revocation of the license for a payment system operator has been adopted, or an approval for cessation of a payment system operator in accordance with the Law has been issued.

- The National Bank maintains the Registry electronically, which is public and available at the National Bank web site (www.nbrm.mk)



Fees

- The applicant must pay fee for the application being considered in accordance with the Decision on the single tariff for charging fees for services rendered by the National Bank of the Republic of North Macedonia.

Considering the application for obtaining **a payment system operator license**

Denar 400,000

Considering an application for obtaining prior approval for **acquiring or increasing qualified holding in the payment system operator**

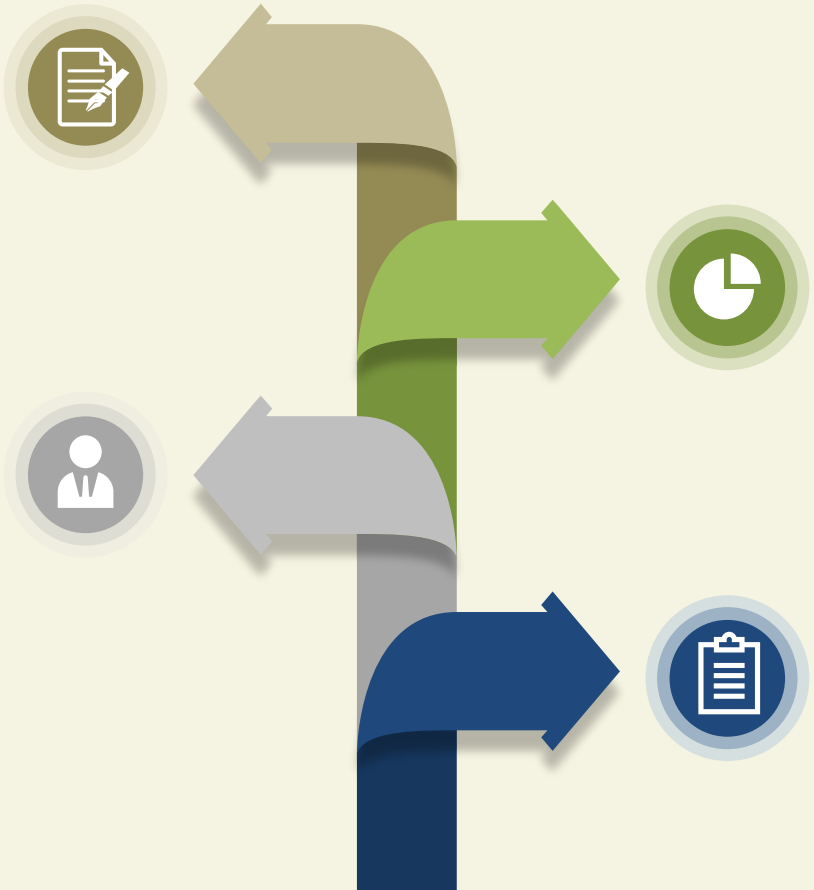
Denars 90,000

Considering the application for obtaining prior approval for **appointing a member of the Management Board, i.e. executive member of the Board of Directors in the payment system operator**.

Denars 60,000

Considering the application for obtaining prior approval **for amendments to the payment system operating rules**

Denars 90,000



Contact information

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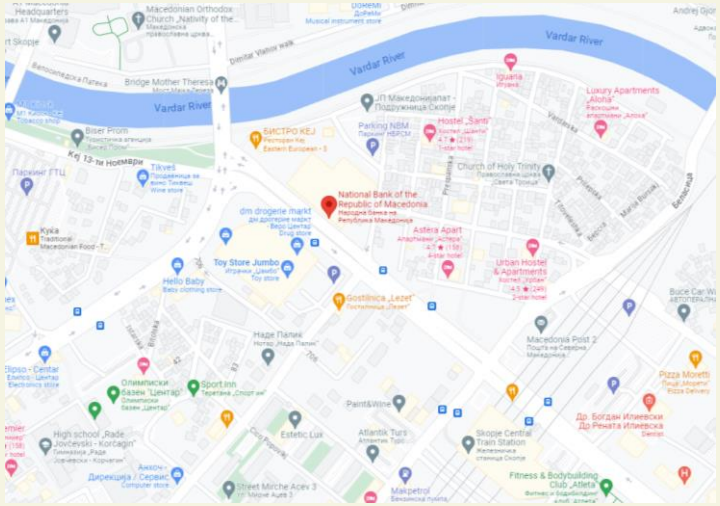
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