

CONSULTATIVE INDUSTRY PANEL GENERAL PROCEDURES

WHEREAS:

- A. Part VIIC of the Central Bank Act 1942 provides for the creation of the Financial Services Consultative Industry Panel (the “**Panel**”);
- B. The Irish Financial Services Regulatory Authority (the “**Authority**”), by resolution of its members on 27 October 2004, established the Panel as of 1 November 2004; and
- C. Paragraph 3 of Schedule 8 of the Central Bank Act 1942 provides for the determination of the procedure for convening meetings and for the conduct of business at those meetings,

the Panel adopts the following General Procedures for the purposes of Paragraph 3 of Schedule 8 referred to above.

Interpretation

In these General Procedures:

“Annual General Meeting” means a meeting of the Panel designated as such within the meaning of Paragraph 9;

“Chairperson” means the person from time to time appointed as chairperson of the Panel in accordance with Section 57 DA of the Central Bank Act 1942;

“Financial Year” means the financial year of the Panel, which shall be the same as the financial year of the Authority;

"Member" means a member for the time being of the Panel or, where applicable, the members of the Panel present at a meeting of the Panel or a sub-committee of the Panel;

"Secretary" means the person from time to time appointed as such in accordance with Paragraph 16.

Unless the contrary intention appears, words or expressions contained in these General Procedures shall bear the same meaning as in the Central Bank Act 1942 or in any statutory modification thereof in force from time to time.

References to:

- a Paragraph are to the relevant paragraph in these General Procedures;
- the singular include the plural; and
- “in writing” include electronic mail or facsimile transmissions.

Meetings of the Panel

1. Subject to these General Procedures, the Members may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The Members shall endeavour to ensure that the Panel convenes at a meeting at least 4 times per calendar year. On the requisition of the Chairperson or 4 Members, the Secretary shall by notice in writing to the Members summon a meeting of the Panel, which meeting shall take place not less than 14 days after the date of such notice (unless, by exception, the Chairperson waives this 14 day notice requirement). If the Members so resolve, it shall not be necessary to give notice of a meeting to any Member who is for the time being absent from the Republic of Ireland.
2. The quorum necessary for the transaction of the business of the Members may be fixed by the Members, and unless so fixed shall be 9. A Member may attend a meeting via any telephone or video conferencing facility acceptable to the Chairperson, provided however that a Member may not appoint a delegate or proxy to attend on his or her behalf.

Where a meeting has been summoned in accordance with Paragraph 1 and such meeting does not have a quorum present, such meeting may be reconvened at another time not earlier than 7 days after the date for such meeting provided that the Secretary shall notify the Members of such reconvention. If a quorum is not present at such reconvened meeting, the meeting may proceed to transact the business of such meeting without a quorum provided that at least 7 Members are present. However, no decision may be made by the Panel in exercise of a statutory function of the Panel unless a quorum is present.

3. Subject to the provisions of these General Procedures, the Chairperson shall regulate the conduct of meetings, including as to the timing and form of submissions to such meetings by Members and Members shall not speak at or otherwise make submissions to meetings unless recognised for this purpose by the Chairperson. Subject to Paragraph 4, with respect to any matter arising for decision by the Panel at any meeting:

- a) the Chairperson may determine that a decision with respect to that matter meets with the approval of the Panel, in which case the Chairperson shall announce such determination to the Members present at the meeting and, unless a vote is taken in respect of such matter pursuant to Paragraph 3(b), such decision shall be the decision of the Panel;
 - b) where either (i) the Chairperson considers that a decision on such matter does not meet with the approval of the Panel, or (ii) a Member present at such meeting requests that a vote on that matter be taken, the Chairperson shall direct that a vote be taken on that matter and such matter shall be decided by a majority of votes of the Members attending such meeting. Where there is an equality of votes, the Chairperson shall have a second or casting vote.
4. The Chairperson shall determine when a decision of the Panel has been reached with respect to any matter and shall announce to the Panel in such form as the Chairperson considers fit that such decision has been reached and the details of the decision reached.
 5. The Secretary may attend any meeting of the Panel and shall prepare minutes of decisions of each meeting of the Panel promptly following the conclusion of such meeting and shall maintain such minutes. A copy of such minutes shall be provided to each Member and the Authority in draft form once the Secretary has prepared them and the Chairperson has approved them. Draft minutes shall be finalised by decision of a subsequent meeting of the Panel. The Secretary shall provide a copy of such final minutes to the Authority and each Member.
 6. The Secretary shall maintain a minute book of final minutes, copies of which shall be available on request to each Member and the Authority.
 7. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, 4 or less persons entitled to receive notice shall not invalidate the proceedings at the meeting.

Sub-committees

8. The Panel may establish such sub-committees consisting of such Member(s) of the Panel as they think fit to consider, and to report its views to the Panel on, such matters as the Panel may specify. Any sub-committee so formed shall, in the exercise of its functions and subject to these General Procedures, conform to any requirements that may be imposed on it by the Panel.

Annual General Meeting

9. In each year, the Panel shall hold a meeting as its “Annual General Meeting” in addition to any other meeting in that year, and shall specify the meeting as such in all notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Panel and that of the next.
10. An Annual General Meeting shall be called by 21 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and the nature of the business to be conducted at such meeting.
11. All general meetings other than Annual General Meetings shall be called ordinary meetings.
12. Paragraphs 1 to 7 shall apply to an Annual General Meeting in the same manner and to the same extent as they apply to ordinary meetings, except as modified by Paragraphs 9 to 11 and Paragraph 13.
13. The Panel shall approve its annual report for the purposes of Section 57DE of the Central Bank Act 1942 at the Annual General Meeting and the Secretary shall promptly thereafter provide a copy of such approved annual report to the Authority.

Chairpersons

14. If at any meeting the Chairperson is not present within 10 minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be chairperson of the meeting, which chairperson shall carry out the functions of the Chairperson under Paragraphs 2 and 3 with respect to that meeting.
15. The Panel shall appoint a chairperson of each sub-committee.

Secretary

16. A member of staff of the Authority nominated by the Chief Executive shall be appointed by the Panel as Secretary for such term as the Chairperson may think fit, and any Secretary so appointed may be removed by the Chairperson or the Chief Executive (provided that the Chief Executive shall nominate an alternate person to be Secretary).

17. The Secretary may perform his or her functions personally or through one or more delegates notified by the Secretary to the Chairperson in writing.

Estimate of Expenditure

18. Not later than 5 months before the beginning of each Financial Year, and in such form as the Authority may prescribe, the Panel shall prepare a statement setting out estimates of its proposed expenditure for that Financial Year in the exercise of its statutory functions and submit the statement to the Authority for approval.
19. The Panel shall not incur expenditure except with the prior approval in writing of the Authority.

Financial Information and Records

20. The Members shall each provide to the Authority such information and records as it may require in order to enable the Authority to properly record and give a true and fair view of the state of the Panel's affairs and to explain its transactions, including relating to:
 - a) all sums of money received and expended by the Panel or any Member and the matters in respect of which the receipt and expenditure takes place; and
 - b) any assets and liabilities of the Authority (or the Central Bank and Financial Services Authority of Ireland) relevant to the Panel.
21. A copy of the information and records referred to in Paragraph 20 shall be maintained by the Secretary at the offices of the Authority for not less than 6 years after the transactions to which they relate are completed, and shall at all reasonable times during such 6-year period be open to the inspection of the Authority and the Members. At the end of such 6-year period, the Authority may retain or dispose of such information and records thereafter at its discretion.

Notices

22. The Panel or the Secretary may give a notice to any Member either personally or by sending it to him or her at the postal address, electronic mail address or facsimile number that such Member shall notify to the Secretary in writing from time to time. Service of a notice shall be deemed to be effected:
 - a) if sent by post, by properly addressing, prepaying and posting a letter containing the notice and, in the case of the notice of a meeting, at the expiration of 24 hours after the letter containing the same is posted, and in any

other case at the time at which the letter would be delivered in the ordinary course of post;

- b) if sent by electronic mail, once such electronic mail is capable of being read in the inbox of the relevant addressee electronic mail address;
- c) if sent by facsimile, upon receipt by the sender's facsimile machine of a written confirmation of transmission of such facsimile to the relevant facsimile number.

Nothing in this Paragraph 22 shall preclude the service of a notice by any other means permitted by law.

- 23. Subject to the provisions of these General Procedures, at least 4 working days notice in writing of every meeting of the Panel shall be given by the Secretary in any manner hereinbefore authorised to:
 - a) every Member; and
 - b) the Authority.

Such notice shall state the time, venue and agenda of business for the meeting, and shall be accompanied by all meeting papers, if any.

- 24. The Chairperson shall notify the Members and the Authority promptly in writing of the details of any requirement of the Chairperson that he or she attend a Joint Committee of the Oireachtas.

Communications with the Authority

- 25. All formal communications between the Panel and the Authority and, in particular in relation to:
 - a) requests for the Panel to provide comments on any matter; or
 - b) the conclusions of the Panel with respect to any matter on which the Authority has asked it to comment,

shall be in writing, made by the Chairperson, or by the Secretary on the Chairperson's behalf, (in the case of the Panel) and the Chief Executive (in the case of the Authority) and addressed by them to the Chief Executive and the Chairperson or Secretary respectively, except where agreed otherwise by the Chairperson and the Chief Executive.

Confidentiality

26. Without prejudice to any communication between the Panel and the Authority in accordance with Paragraph 25, a Member or the Secretary shall not disclose to any person other than a Member or the Secretary:
- information concerning any proceedings of the Panel (including the statements, views, discussions or decisions of Members or the Secretary at any meeting of the Panel or any sub-committee of the Panel, and the performance or exercise by any Member or the Secretary of his or her functions or powers as a Member, Chairperson or the Secretary);

except that this Paragraph 26 shall not operate to prevent the Secretary or a Member from effecting such communication with the Authority or third parties as may be necessary to the performance of his or her functions.

However, where the content of any document or other information provided to the Panel is stated to be confidential (whether in the relevant document or other information or otherwise) such document or other information is confidential.

Upon a person ceasing to be a Member, such person shall deliver up to the Secretary (or, if there is no Secretary appointed at that time, the Chief Executive) all materials relating to the Panel (whether in writing, electronic or other form) in the possession or control of such person. Each Member agrees that this Paragraph 26 shall survive the termination of their membership of the Panel.

Conflicts of Interest

27. Where a Member has (or considers that he or she might have), with respect to any item of business of the Panel, a conflict of interest (or a potential conflict of interest) that impairs (or that might be seen to impair) his or her ability to perform his or her functions as a Member, he or she shall disclose the existence of this conflict of interest to the Chairperson (or, if such Member is the Chairperson, to the other Members) and to the Authority, and if the Chairperson considers that a conflict of interest exists that impairs such Member's ability to perform his or her functions as a Member (including, if such Member is the Chairperson, his or her functions as Chairperson), such Member shall not partake in any item of business or form the quorum for a meeting of the Panel (or a sub-committee of the Panel) to discuss and/or pass a resolution regarding any item of business with respect to which the Member has a conflict of interest. For the avoidance of doubt, the fact that a Member is or has been an employee, officer or agent of a regulated financial service provider or an industry or

consumer representative body shall not of itself constitute a conflict of interest that impairs his or her ability to perform his or her functions as a Member, for the purposes of these General Procedures.

Amendments and Suspension

28. These General Procedures may be amended or suspended on such terms and for such period as may be agreed by 75 per cent of all the Members in writing from time to time and notified in writing to the Chief Executive or, with respect to a meeting of the Panel, by 75 per cent or more of the Members present at such meeting.
29. All matters or disputes amongst the Members regarding these General Procedures, including as to their meaning, interpretation or application, shall be decided upon by the Chairperson, whose decision shall be conclusive and binding on the Members with respect thereto except where 50 per cent or more of the Members object to the Chairperson's decision. In case of such an objection, the Chairperson shall request the Authority to provide its opinion on the matter. Once provided by the Authority, a notice containing a copy of such opinion shall be sent by the Secretary to each Member, following which the Members shall vote on such matter and the view of the majority of the Members on such matter shall be conclusive and binding on the Members with respect thereto. In the event of an equality of votes on the matter, the Chairperson shall be entitled to a second or casting vote.

Changes to General Procedures

30. Amendments to these procedures may be made with the approval of not less than 75% of the Members of the Panel. A resolution to amend these procedures may be made at a meeting of the Panel or by a resolution in writing.
31. Without prejudice to the preceding paragraph, any of the General Procedures may be suspended for the business or proceedings of a particular meeting with the approval of not less than 75% of the Members present at that meeting, but only if the number of Members present constitutes a quorum for the purposes of these procedures.

Dated: 2 November 2004