

THE EQUATOR PRINCIPLES ASSOCIATION GOVERNANCE RULES

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1) Introduction

This governance document sets out the Rules of the unincorporated association of Equator Principles Financial Institutions (EPFIs) and provides guidance to existing and prospective EPFIs on the processes for the management, administration, and development of the Equator Principles and of the Association, which shall be known as the Equator Principles Association.

2) Definitions

Active – Means active in providing relevant financial products that are in scope according to the criteria in the most recent version of the Equator Principles (such products being, as at the date of these Governance Rules, “Project Finance Advisory Services”, “Project Finance”, “Project-Related Corporate Loans”, “Bridge Loans”, “Project-Related Refinance” and “Project-Related Acquisition Finance”).

Adoption Agreement – The agreement entered into by prospective EPFIs in order to adopt the Equator Principles and become a member of this Association.

Adoption Date – The date on which an EPFI adopts the Principles and becomes a member of the Association.

Annual Fee - The fee payable by the EPFIs on an annual basis in respect of any external costs incurred in the management, administration and development of the Principles and the management and administration of the Association as further detailed in Rule 18 of these Rules.

Annual Meeting - The meeting of all EPFIs, to be held once a year as further defined in Rule 15 of these Rules.

Association or Equator Principles Association or EP Association – The unincorporated association of Equator Principles Financial Institutions whose object is the management, administration, and development of the Equator Principles.

Business Day – A day on which banks are open for business in England and Wales excluding Saturdays and Sundays.

Chair – The EPFI which chairs the Equator Principles Steering Committee, in the person of the individual employed by that EPFI who has been nominated by such EPFI to represent it in this capacity as further defined in Rule 9 of these Rules.

Data and Implementation Reporting – The obligation of an EPFI to report publicly on its implementation of the Principles in accordance with Principle 10 and Annex B: Minimum Reporting Requirements (Data and Implementation Reporting) of the Equator Principles.

Equator Principles (or Principles or EP) – A set of principles setting out a framework for managing environmental and social risk in projects as described in Rule 3b, the current version of which shall be shown in detail on the Association’s website at www.equator-principles.com. The Equator Principles may be revised from time-to-time by the Association but, notwithstanding this, the Equator Principles Financial Institutions may continue to apply a previous version to projects financed under that version.

Equator Principles Financial Institution (or EPFI) – A financial institution that has adopted the Equator Principles in accordance with the procedures in these Rules; is Active; and whose name appears as an EPFI on the List of EPFIs on the Association’s website.

Equator Principles Steering Committee (or Steering Committee) - The committee of the EPFIs appointed to manage the Association as further defined in Rule 8 of these Rules.

General Management Practices – Document providing administrative and operational guidance for the running of the Equator Principles Association.

List of EPFIs – The list of those EPFIs that are published on the Association’s website as active and reporting.

Management Support – Member of the Steering Committee that undertakes a management support role.

Nominated Individuals – Individual who is designated to represent an EPFI.

Project Name Reporting for Project Finance - The obligation of an EPFI to submit data to the Secretariat on the Project Finance transactions that have reached financial close in the reporting year, in accordance with Principle 10 and Annex B: Minimum Reporting Requirements (Project Name Reporting for Project Finance) of the Equator Principles.

Project Sponsor – A party that develops and influences a project that is or is anticipated to be the subject of Project Finance and is an equity shareholder in the entity that is the borrower of the Project Finance.

Regional Representative – Member of the Steering Committee that represents a grouping of regional member interests.

Rules – The rules of this Association contained in this document, as amended from time to time in accordance with Rule 8 of these Rules.

Secretariat - The third party entity which manages specified administrative matters on behalf of the EPFIs as further defined in Rule 17 of these Rules.

Stakeholders – Those entities and individuals with a direct or indirect interest in the achievement of the aims of the Principles, who shall include but are not limited to: civil society; clients; development finance institutions; industry associations; Project Sponsors; the International Finance Corporation (IFC); non-government organisations (NGOs); organisations sharing similar aims such as export credit agencies; public financial institutions; and shareholders of the EPFIs.

Trustees – A body corporate that is an EPFI (or an associated company or subsidiary of an EPFI) or two individuals employed by an EPFI who is or are appointed to act as a trustee on behalf of the EPFIs in accordance with Rule 13.

Working Group - Any group of EPFIs convened by the Steering Committee that meets from time to time to discuss and provide guidance to members of the Association and/or its Stakeholders on particular issues associated with the management, administration, or development of the Equator Principles as provided in Rule 12 of these Rules.

3) Objects of the Association and Purpose of the Principles

a) The objects of the Association are to:

- i. promote and encourage the adoption of the Principles by additional financial institutions;
- ii. promote and encourage the implementation of the Principles by the EPFIs in a manner that accords with good international banking practice and all applicable law and that offers reasonable consistency of approach;
- iii. develop the Principles as the EPFIs consider appropriate, having regard to developments in international good practice, the evolution of sustainability standards, and the practices and the views of Stakeholders;
- iv. maintain contact and share expertise with international financial institutions and other bodies who have developed their own environmental and social standards;
- v. manage the Association for the mutual benefit of EPFIs, including through sound and transparent financial management and operations; and
- vi. do all such other things as will further the above.

b) The aim of the Principles is to introduce good practice for financial institutions in the management of environmental and social risks when providing applicable financial products as defined in the Principles and as may be modified from time to time, and such other forms of infrastructure financing or advisory services as may be subject to the Principles as described therein.

- c) The Principles are a framework to require the implementation of good international practice in relation to the environmental and social issues arising in projects that EPFIs are financing or advising.
- d) The EPFIs will from time to time collectively review the Principles. Any changes made to the Principles will be made in accordance with Rules 7ei and 7eii.

4) Lawful Co-operation and Disclosure of Information

- a) All financial institutions that provide financing for, or advisory services in respect of, infrastructure and industrial projects are encouraged to adopt the Principles, subject to each institution being able to meet its commitments related to the Principles and to report accordingly.
- b) The Association and these Rules provide the framework for the administration, management, and development of the Principles by the EPFIs working together and in co-operation including through the Steering Committee and Working Groups. This co-operation is for the purpose of bringing shared benefits to the Project Sponsors, to local communities, to the environment, and to the EPFIs.
- c) Subject to compliance with the rest of this Rule 4 and with applicable laws and regulations, the sharing of experience in implementing this framework through case studies, stakeholder engagement, and other forms of information sharing is encouraged amongst and by all members of the Association in order to promote and disseminate good practice in the management of environmental and social risk in financing or advisory services that are subject to the Principles.
- d) The EPFIs recognise the importance of complying with applicable laws on agreements, concerted practices, or exchange of information that may restrict competition (“Competition Laws”), and of ensuring that the Principles are not used for any purpose that may breach Competition Laws. Each EPFI shall therefore, in particular:
 - i. avoid exchanges or disclosures of competitively sensitive information in relation to their respective businesses or the projects in relation to which they are providing or contemplating the provision of financing or advisory services that are subject to the Principles;
 - ii. avoid any co-ordination of its commercial strategies with other EPFIs;

- iii. refrain from using the Principles or this Association as a cover or opportunity for anti-competitive behaviour such as price-fixing, market sharing, or the exclusion of actual or potential competitors;
 - iv. not make collective decisions on the pricing of financing or advisory services that are subject to the Principles in which they are separately involved, although they will co-operate on the finalisation of financing documentation in a manner consistent with lawful and ordinary business practice in the sector at the relevant time; and
 - v. take advice from their internal legal or compliance department in the event they consider that anti-competition issues could arise in the context of their dealings with other members of the Association.
- e) Each EPFI shall maintain client confidentiality in accordance with the local laws, regulations, and practices of the jurisdictions in which it operates save to the extent that the applicable EPFI is subject to freedom of information requirements which require it to make disclosure of information that would otherwise be confidential. Most EPFIs are commercial, as opposed to public, financial institutions and have a duty of, and/or are subject to a requirement for, confidentiality. Any EPFI that is subject to freedom of information requirements shall notify other members of the Association of this upon its adoption of the Principles or, if later, upon becoming aware that it is so subject.
- f) Voting results, individual EPFI votes, minutes and other member-only materials are strictly private and confidential. It is the intention of the EP Association that none of such materials should be subject to freedom of information requests (or similar) as, amongst other matters, the disclosure of such information could potentially (i) restrict the free and frank provision of advice and views between individual EPFIs, including those that are on the Steering Committee; and (ii) in certain cases, prejudice commercial interests. As noted above, most EPFIs are commercial, as opposed to public, financial institutions and have a duty of, and/or are subject to a requirement for, confidentiality. Any risk to this confidentiality may impinge upon the ability of some EPFIs to actively participate in EPA, and Steering Committee, discussion.
- g) Each EPFI is individually responsible for its own internal procedures to achieve compliance with the Principles and to adhere to the reporting requirements (see Rule 5jii) and for communications with Stakeholders regarding any such matters. The Association, its Steering Committee, Working Groups and Chair do not have the authority or the capacity to respond to Stakeholder concerns about the implementation of the Principles by individual EPFIs or in respect of particular countries or projects.

5) Adoption of the Principles

- a) Adoption of the Principles shall be open to any financial institution that meets the adoption requirements and agrees to meet the ongoing reporting requirements.
- b) Adoption of the Principles by a financial institution is voluntary but once such adoption has been made, the adopting entity must take all appropriate steps to implement and comply with the Principles.
- c) Each EPFI shall introduce and implement its own internal environmental and social risk management policies, procedures, and standards in order to comply with the Equator Principles.
- d) No EPFI will provide Project Finance, Project-Related Corporate Loans, Project-Related Refinance and/or Project-Related Acquisition Finance to projects where the client will not, or is unable to, comply with the Principles. As Bridge Loans and Project Finance Advisory Services are provided earlier in the project timeline, when providing these services each EPFI will request that the client explicitly communicates to the EPFI its intention to comply with the Principles.
- e) Financial institutions are encouraged to adopt the Equator Principles through their group holding company or any other group entity which permits a broad and consistent commitment to the Principles across their relevant business functions and operating subsidiaries.
- f) The adoption requirements for a prospective new EPFI are:
 - i. It shall confirm in writing that it is Active (i.e. active in providing applicable financial products according to the most recent version of the Equator Principles) and that it wishes to adopt the Principles and will implement the Principles with immediate effect from its Adoption Date.
 - ii. Any such confirmation shall be signed off at a senior level in the financial institution by a representative of the institution with authority to enter into such a commitment, such as an executive member of the board of directors or the company secretary, provided that such person has authority to bind the adopting institution.

- iii. The prospective new EPFI shall complete and execute the Adoption Agreement, which requires the applicant to:
 - provide contact names (including designated Primary and Alternate contacts for the purposes of formal EPA business);
 - make a contractual commitment to comply with these Rules;
 - waive any right of action against other EPFIs with regard to their acts or omissions as members of this Association (save always in the case of fraud); and
 - indemnify the Trustees who hold assets or any EPFI member of the Steering Committee who enters into authorised contracts with third parties on behalf of the Association (save always in the case of fraud) against any losses such Trustees or member may incur as a result thereof. This indemnity shall be jointly with the other members of the Association at the time of the losses.
 - iv. The applicant shall submit a duly executed Adoption Agreement and its letter of confirmation referred to in Rule 5fi and 5fii for consideration to the Secretariat.
 - g) The Secretariat will check whether the adoption requirements have been met and, if so, inform the Chair who, unless concerns are identified which require discussion at the Steering Committee, shall execute the Adoption Agreement on behalf of the Association. An Adoption Date will then be agreed between the Secretariat and the prospective new EPFI.
 - h) On the Adoption Date:
 - i. the new EPFI will issue a press release regarding its adoption of the Principles;
 - ii. the new EPFI will be entitled to use the Principles' logo; and
 - iii. the Secretariat will update the Association's website confirming the EPFI's adoption.
- In respect of Rule 5hii and other activities using the logo or name of the Principles, individual EPFIs (or groups of them) are encouraged to use the logo and to promote the Principles. However, they may not hold themselves out as representing the Association as a whole unless they receive the prior approval of the Steering Committee.
- i) The Association's website shall provide the reference List of EPFIs.

- j) The ongoing requirements for an EPFI are:
 - i. that it shall continue to be Active (i.e. active in providing applicable financial products according to the definitions in the most recent version of the Equator Principles);
 - ii. that it shall provide reporting at least annually about its implementation of the Principles, in accordance with Principle 10 and Annex B: Minimum Reporting Requirements of the Equator Principles
 - iii. that it shall pay the Annual Fee in a timely manner.
- k) If an EPFI fails to meet the requirements of Rules 5j ii or 5j iii, then it shall be considered for de-listing as an EPFI. Once an EPFI is in breach of either of these Rules, and the processes outlined in Rule 6g and/or Rule 18h have been followed (as the case may be), the Secretariat shall inform the Chair and Steering Committee of the same and, in turn, the name of that EPFI shall be removed from the List of EPFIs on the EP Association's website and the relevant EPFI shall no longer be a member of the EP Association.
- l) If an EPFI has been de-listed as stated in Rule 5k and it wishes to continue to be considered as an active and reporting EPFI, it will need to re-adopt the Principles in accordance with Rule 5f above.

6) Reporting Requirements

- a) Each EPFI shall comply with the reporting requirements as detailed in Principle 10 and Annex B: Minimum Reporting Requirements of the Equator Principles by submitting its Data and Implementation Reporting and Project Name Reporting for Project Finance data (subject to the conditions detailed in Annex B: Minimum Reporting Requirements of the Equator Principles) annually using the Association's submission template (obtainable from the Secretariat).
- b) The Secretariat will ensure that the Association's website publishes each EPFI's Data and Implementation Reporting.
- c) The Secretariat will also publish Project Name Reporting for Project Finance data provided on the Association's website.

- d) In the first year after its Adoption Date, a new EPFI may omit transaction numbers and project names from its public reporting. This is because the first year of implementing the Principles can bring challenges for EPFIs in reporting the number of transactions that have reached financial close. For example, as a result of new internal reporting systems being put in place, differing treatment of projects bridging the Adoption Date or the desire to integrate the new reporting with other existing public reporting systems.
- e) In the case of project finance transactions where EPFIs are prevented from submitting Project Name Reporting for Project Finance data (according to the conditions of Annex B: Minimum Reporting Requirements of the Equator Principles), they will provide a justification to the Secretariat so that such exceptions can be reflected on the Association’s website in a summary fashion.
- f) Each EPFI shall make its submission by a specified deadline (i.e. 31 January, 30 April, 31 July or 31 October), which is determined on its adoption of the Principles. Requests to change the specified deadline shall only be considered in exceptional cases and may be referred to the Steering Committee for decision.
- g) Failure to comply with Data and Implementation Reporting and Project Name Reporting for Project Finance requirements, or failure to provide reporting by the specified deadline, shall be managed as follows:
 - i. If an EPFI has not complied with the Data and Implementation Reporting and Project Name Reporting for Project Finance reporting requirements within 1 month of its submission deadline, the Secretariat shall contact the individuals who currently represent that EPFI and provide a written reminder of their obligation to do so.
 - ii. If the EPFI has not complied with the Data and Implementation Reporting and Project Name Reporting for Project Finance Reporting requirements within 2 months of its submission deadline, the Secretariat shall send a final written reminder to the individuals who currently represent that EPFI, copying it to the chief executive officer or equivalent officeholder of that EPFI and to the Chair and other members of the Steering Committee, noting that the EPFI is at risk of being de-listed per Rule 5k.
 - iii. If the EPFI has not complied with the Data and Implementation Reporting and Project Name Reporting for Project Finance requirements within 4 months of its submission deadline, or 3 months if the EPFI has received more than one

warning pursuant to paragraph (ii) above in the previous [3 calendar years]), it shall be “de-listed” without further notice, per Rule 5k. –

- h) The Steering Committee shall review plans submitted by EP Association Members, that are subject to organisational change (e.g. merger, acquisition), on their intentions with regards continued adoption of EP, and the impact on compliance with the EP Association Governance Rule and, as appropriate, their status within the EP Association (e.g. appointment on the Steering Committee, leadership or, membership to, an EP Association Working Group). The Steering Committee shall decide whether the EP Association Member continues to meet the requirements of the Equator Principles and either agree the action that is appropriate with regard to the Equator Principles or agree to a specific extension of the period of integration and absorption.
- i) EPFIs may be impacted by corporate transactions such as mergers, acquisitions and disposals. Such transactions take many different forms, including combinations of EPFIs, non-EPFIs, entire corporate groups, individual companies or business divisions. In many cases, such transactions may have an impact on a financial institution’s membership of the Principles, whether it is the merger partner, acquiror, or target in the transaction.

The Association encourages an institution impacted by a corporate transaction to remain or become an EPFI as appropriate. The Association also recognises that a period of integration and absorption may be required following the announcement of a corporate transaction, during which the impacted institutions may continue to operate as separate entities while the transaction details are finalised. The procedures for EPFIs impacted by such transactions are available from the Secretariat.

- j) If an EPFI is no longer Active, or an EPFI wishes to withdraw its adoption of the Principles for any other reason, it should advise the Secretariat and the Chair in writing.
- k) Exceptions on Reporting Requirements may exist if material changes to the Equator Principles have been approved by the Association and a defined transition period applies.

7) General Management

- a) The administration, management, and development of the Equator Principles and of the Association itself will be managed by the Association acting through its Steering Committee and, where appropriate, one or more Working Groups.

- b) All EPFIs are encouraged to participate in and contribute to the management of the Principles in a manner that will support the Principles and that is appropriate to their institution.
- c) Management of the Principles operates by consensus as far as is practically possible, with internal consultation and processes designed to ensure that decisions have the support of the majority of EPFIs. This method of operation applies to all levels of management structure in place.
- d) Each EPFI will, for administrative purposes and where appropriate, designate by notice in writing to the Secretariat:
 - i. two individuals (the designated Primary and Alternate contact) who are authorised by such EPFI to attend, and represent it in, the Steering Committee;
 - ii. individuals to attend, and represent it at, any Working Group on which it is represented; and
 - iii. two individuals (the designated Primary and Alternate contact) who may represent it on the passing of resolutions by the Association by email voting and discussions,

and agrees that no other individuals other than those as specified in its notices (as amended from time to time) will be allowed to undertake, or participate in, any of such activities on its behalf.

- e) Decisions shall be made by the members of the Association as follows:
 - i. Where a proposal (whether put forward by the Steering Committee or by any EPFI or group of EPFIs) would: (a) materially change the Principles; or (b) fall outside the objects of the Association; or (c) lead to the appointment of a Secretariat; or (d) materially reduce the rights or increase the liability of the EPFIs, as determined by the Steering Committee, the EPFIs shall be asked to vote on the proposal. In the case of a proposal in respect of which an email resolution is sought as set out in Rule 7fi, a majority (50.1% or more) of the EPFIs will be required to cast a vote by email for the vote to be *valid* (with “for”, “against” and “abstain” votes all being counted for the purposes of determining if the vote is *valid*); and two-thirds (66.7%) of those EPFIs that cast email votes are required to vote in favour of a proposal in order for it to be *agreed* (with any “abstain” votes not counted for the purposes of

determining if the proposal is *agreed*). In the case of a proposal to be voted on at a meeting of the Association as set out in Rule 7fii, a quorum of more than half (50.1%) of the EPFIs is required for the vote to be *valid* and two-thirds (66.7%) of those EPFIs that cast votes are required to vote in favour of a proposal in order for it to be *agreed* (with any “abstain” votes not counted for the purposes of determining if the proposal is *agreed*).

- ii. Where a proposal would amend or extend the Principles or these Rules in a minor way (for example, a clarification or a non-material update on the underlying IFC’s Performance Standards and World Bank Group Environmental, Health and Safety Guidelines), as determined by the Steering Committee, the EPFIs shall vote on the proposal. More than half (50.1%) of those EPFIs that cast votes, whether “for”, “against”, or “abstain”, are required to vote in favour of the proposal in order for it to be *agreed* (with any “abstain” votes not counted for the purposes of determining if the proposal is *agreed*).
- iii. The election of any EPFI to the Steering Committee for a term of office [(other than a re-election of the Chair made in accordance with Rule 9b)] shall be a matter for decision by voting by the EPFIs. More than half (50.1%) of those EPFIs that cast votes, whether “for”, “against”, or “abstain”, are required to vote in favour of the proposal (with any “abstain” votes not counted for the purposes of determining if the proposal is *agreed*).
- iv. All other decisions shall be made by the Steering Committee (see Rule 8e).
- v. Each EPFI shall have one vote, which must be submitted by the Primary or Alternate contact.
- vi. If one financial group has adopted the Principles through two or more subsidiaries (see Rule 5e) and the Steering Committee believes this could undermine the integrity of the “one EPFI, one vote” system, the Steering Committee shall make a recommendation to the EPFIs on how many votes that financial group should be permitted on an ongoing basis. This recommendation shall be implemented unless the aforementioned financial group requires the matter to be put to a vote of the EPFIs. During any such vote on this specific recommendation on the EPFI voting process, the relevant financial group shall be restricted to one vote.

- f) The decision-making process set out in Rules 7ei to 7eiii shall use one of the following two options:
- i. The Chair shall make a recommendation on behalf of the Steering Committee to EPFIs by email, specifying the date by which votes must be received in order for them to be included in the process. The date will ideally allow a minimum period of two weeks but this notice period may be shorter where the circumstances require, provided that a reasonable amount of notice is given having regard to all the facts and in any event no less than 3 Business Days must be provided; or
 - ii. The Chair shall make a recommendation on behalf of the Steering Committee on the proposal for decision by the EPFIs at a meeting of the Association, which shall be called, and held in accordance with Rule 15, and the agenda for the meeting shall specify the recommendation on which the vote is being called. Details of the vote shall be circulated no less than 5 Business Days in advance of the date of the vote. The votes of those EPFIs that are unable to attend the meeting but that have submitted votes by email by the specified date shall be taken into account.
- g) In both options, voting will be carried out in accordance with Rules 7ei to 7eiii as appropriate.
- h) Five or more EPFIs may act together to make a recommendation on a proposal, in which case the procedure shall follow that set out in Rule 7f.
- i) Ownership of physical or intellectual property rights shall vest in Trustees who have been appointed by the Steering Committee in accordance with Rule 13 and who (in the case of individual Trustees) are authorised by their EPFI employer and have agreed so to act. In the case of a body corporate acting as Trustee, unless otherwise agreed by the Steering Committee, such Trustee shall not charge the Association for acting as Trustee.
- j) General Management Practices (GMP) is an accompanying document to the Governance Rules, which provides administrative and operational guidance on the running of the EP Association. In any case of disagreement between the GMP and the Governance Rules, the Governance Rules shall take precedence. The GMP is a document managed by the EP Secretariat, wherein substantive updates can be approved by the EP Steering Committee.

8) Steering Committee

- a) The Association delegates to the Steering Committee the power and authority to plan, lead, and commission work or activities related to the administration, management, and development of the Equator Principles on behalf of the EPFIs in pursuit of the objects of the Association. The Steering Committee shall manage the property and affairs of the Association and invest any surplus funds as the Association may have as it sees fit.
- b) The Steering Committee shall consist of a Chair and other Steering Committee members, all of whom are EPFIs and who have been originally appointed by vote of the EPFIs in accordance with Rule 7e iii and Rule 16. Each EPFI on the Steering Committee shall authorise and nominate two individuals (a designated Primary and Alternate contact) in its employment to represent it on the Steering Committee. Each EPFI shall only be entitled to have one vote in respect of any decision made by the Steering Committee.
- c) The Steering Committee shall allocate responsibility amongst the individuals representing the EPFIs on the Steering Committee to chair or to co-chair each Working Group, to report to the Steering Committee on the progress of the relevant Working Group, and to direct that Working Group in accordance with Steering Committee decisions.
- d) The Steering Committee shall meet on an ad hoc basis according to business requirements. Meetings may take place physically or by other means, such as by telephone conference call. Where possible, written notice of at least two weeks will be given for all physical meetings and written notice of at least one week will be given for all conference calls.
- e) A quorum of two-thirds (66.7%) of the members of the Steering Committee is required at any meeting or conference call for any decision to be *valid*. More than half (50.1%) of Steering Committee members participating in that vote, whether voting “for”, “against” or “abstain”, are required to vote in favour of a proposal in order for it to be *agreed* (with any “abstain” votes not counted for the purposes of determining if the proposal is *agreed*).
- f) Decisions made in accordance with this Rule 8 will bind other EPFIs save that the Steering Committee cannot make decisions that fall within the ambit of Rule 7ei, Rule 7eii (i.e. those that change or are outside the scope of the Principles or these Rules) or Rule 7eiii (i.e. the appointment of a member of the Steering Committee). In such cases, the Steering Committee shall make a recommendation to the EPFIs via the Chair (see Rule 7f) and decisions on these recommendations will be made in accordance with the voting procedures set out in Rules 7ei to 7eiii.
- g) The Steering Committee shall:

- i. make decisions to appoint and/or enter into contracts with third parties to provide advice or services to the EP Association on particular issues associated with the management, administration, or development of the EP, and on what terms such contracts should be made;
- ii. as relevant and appropriate, conduct a formal tender process in order to select a third party contractor;
- iii. decide whether such contracts should be entered into by the EP Association Secretariat on behalf of the EP Association. If the Steering Committee decides that it is not appropriate for the EP Association Secretariat to enter into such contracts, or the contract relates to the appointment of a third party to assume the role of EP Association Secretariat, then the contracts shall be entered into by the Chair or by the Trustees or by such Member of the Steering Committee as the Steering Committee shall decide. The Steering Committee shall approve the commercial terms of any material contract prior to it being entered into;
- iv. identify, approve, and regularly review the scope of work of the EP Association Secretariat and, where the scope of work and associated costs are subject to material change, provide a recommendation to the EP Association for vote in accordance with Rule 7;
- v. review and approve the annual budget and provide approval for its circulation to the EP Association for vote in accordance with Rule 7;
- vi. procure that the EP Associations' accounts are kept by the EP Association Secretariat;
- vii. review the end of year financial statements and commentary, and approve its circulation to the EP Association;
- viii. procure that any Corporation Tax or other taxes owed by the EP Association are submitted in accordance with the prevailing law, and paid to the relevant authorities in due time;
- ix. approve changes (two members of the Steering Committee are required) to the authorised signatories for the bank account(s);

- x. decide how to invest or re-allocate any surplus monies of the EP Association;
and
 - xi. determine the “place of residence” of the EP Association, if not that of the EP Association Secretariat.
- h) A note of any decisions and recommendations made by the Steering Committee shall be circulated to all EPFIs by the Secretariat following any meeting or conference call.
- i) Any EP Association Member may nominate itself for election to the Steering Committee, subject to meeting the following criteria:
- i. it shall have been an EP Association Member for a minimum of six months;
 - ii. it shall have provided, in the preceding two years, a minimum of two financings or advisory services that are within the scope of and subject to the EP, which need not have reached financial close;
 - iii. it shall have confirmed its commitment, capability, and capacity to fulfil the Steering Committee general responsibilities, as specified in Rule 8n;
 - iv. it shall have confirmed its commitment, capability, and capacity to assume one of three roles (i.e. [Chair of the Steering Committee](#), [Management Support](#), or [Regional Representative](#)) on the Steering Committee (the responsibilities of which are specified in Rule 8). [Regional Representatives](#) shall be headquartered in the region they intend to represent. In the absence of nominees for a region, any EP Association Member, with significant operations or experience financing projects subject to the EP in the region, shall be considered meeting the criteria;
 - v. it shall have submitted its EPFI Reporting that is due in accordance with Rule 6 and the reporting has been confirmed by the EP Association Secretariat as meeting the minimum requirements specified in Principle 10 and Annex B: Minimum Reporting Requirements of the Equator Principles. If a new adopter, it shall have waived its option to omit transaction numbers and project names data; and
 - vi. it shall have paid any Annual Fee that is due.

- j) Members are elected to the Steering Committee by the EPFIs in accordance with Rule 7eiii (other than a re-election of the Chair made in accordance with Rule 9b).
- k) Members of the Steering Committee must continue to meet the requirements set out in Rule 8i (iii)-(v) throughout their term of appointment.
- l) The Steering Committee will comprise no fewer than eight, EP Association Members and shall, as is reasonably practicable, include a diverse mix of financial institutions representing different geographies and different business sizes. Steering Committee members shall fulfil the [general responsibilities](#) set out in Rule 8n during the term of their appointment and assume one of three roles:
 - i. One EP Association Member shall fulfil additional responsibilities in the role of [Chair of the Steering Committee](#).
 - ii. Up to five EP Association Members shall fulfil additional responsibilities in the role of [Management Support](#).
 - iii. Five EP Association Members shall fulfil additional responsibilities in the role of [Regional Representative](#) for one of five designated regions: Africa and the Middle East, Asia and Oceania, Europe, Latin America, and North America.
- m) In years where the Chair is not standing for re-election to the Steering Committee as a Regional Representative or to act in a Management Support role, the Chair may nevertheless take an additional eleventh seat (acting solely as the Chair) in order to ensure that there is ongoing consistency across multiple terms, and particularly, where there may be high turnover in Steering Committee members.
- n) All Steering Committee members shall fulfil the following general responsibilities during the term of their appointment:
 - i. Maintain two individuals (a designated Primary and Alternate contact) in its employment to represent them (“Nominated Individuals”) on the Steering Committee;
 - ii. Ensure at least one of the Nominated Individuals is present (physically or virtually) at formal EP Association meetings;
 - iii. Actively participate in and contribute to formal EP Association meetings and discussions; and

- iv. Provide support to the work and participate in the decision making of the Steering Committee as described in the Mandate of the Steering Committee.

- o) In order to promote good governance, members of the Steering Committee shall retire at the Annual Meeting by rotation after two years of service. Retiring members shall be entitled to apply for re-election, so that the Principles can continue to benefit from their experience, in which case they must meet the criteria set out in Rule 8i.

- p) After two consecutive terms, a mandatory one-year retirement period applies before a nomination for re-election can be submitted.

- q) The two-year Steering Committee term limit is subject to four exceptions:
 - i. The maximum period may be subject to minor amendments given the variable timing of Annual Meetings.

 - ii. If the EP Association is expected to receive insufficient nominations to meet the minimum Steering Committee composition of eight, the mandatory one-year retirement period will be waived so that two-term retiring EP Association Members may submit nominations for immediate re-election.

 - iii. Allowing for continuity in respect of the role of the Chair, a member shall not retire by rotation where it has been elected as the next Chair, is currently acting as Chair or, within the previous six months, has stepped down from the role of Chair. In all these cases, that member shall retire by rotation at the Annual Meeting that takes place after he or she has stepped down from the role of Chair.

 - iv. In the case of the Chair, the maximum period or mandatory retirement period may be subject to amendments to allow for smooth transitions, subject to agreement amongst the Steering Committee.

- r) Members of the Steering Committee may resign before completion of their term by advising the Chair in writing.

9) The Chair

- a) The role of the Chair is to chair the Steering Committee and to provide co-ordination across the Steering Committee, the Working Groups, and the EPFIs to advance the objects of the Association and its work programme in respect of the Principles.

- b) The Chair shall be an EPFI who has been appointed to the Steering Committee under Rule 8i and shall be selected by vote of the Steering Committee members. This appointment will require an affirmative vote of a majority (50.1% or more) of all current Steering Committee members. To allow for an orderly transfer of responsibilities, the new Chair will ideally take office approximately three months after the date of the meeting at which it is elected, at which time the existing Chair will step down. As a courtesy to the Chair, where they are incumbent but their Steering Committee seat is due for re-election pursuant to Rule 8o and, further, where the Chair (i) wants to be-elected to such seat; (ii) is not otherwise prevented by Rule 8p from being-elected to such seat; and (iii) meets the criteria set out in Rule 8i as at the point of its re-nomination for such seat, the Chair shall not appear on the EP Association ballot and their role in, and re-election to, that seat shall be presumed acclaimed.

- c) The Chair shall commit to a minimum two-year term of appointment as Chair, after which they are entitled to either retire or nominate themselves for re-election for a further two years.

- d) The Chair of the Steering Committee shall fulfil or delegate the following key responsibilities:
 - i. Attending and facilitating all formal EP Association meetings and discussions.

 - ii. Providing final approval of:
 - the agenda and subsequent minutes of all formal EP Association meetings and discussions; and
 - internal or external communications on matters relating to matters deemed important to the Association (see GMP document).

 - iii. With the EP Association Secretariat:
 - providing management oversight of the activities and outputs of the Working Groups.

 - iv. With the Trustee(s) and EP Association Secretariat:
 - acting as an authorised signatory for the EP Association bank accounts; and

- on behalf of the EP Association and with the approval of the Steering Committee, entering in to third party contracts for the provision of goods or services related to the administration and management of the EP Association.
- v. In addition to the Trustee(s), providing:
 - final approval for the Annual Budget prior to formal approval by EP Association Members;
 - payment approval for all expenditure over £1,500; and
 - management oversight for financial matters.
- e) An ongoing requirement for the Chair is that it complies with the requirements of Rule 8i.
- f) The Chair may resign before completion of its term by advising the Steering Committee in writing, in which case a notice period of three months shall apply.
- g) The Chair of the Steering Committee may temporarily, or for the duration of its term, delegate some of its responsibilities (except acting as authorised signatory for the EP Association bank accounts) to any Steering Committee member. The Chair shall confirm its delegation of authority, and the scope and extent of that delegated authority, to the EP Association Secretariat in writing (i.e. on email, by letter, or by fax) prior to the transfer of responsibilities.
- h) If there is no Chair as a result of Rule 9f, then a new Chair will be appointed in accordance with Rule 9b at a specially called meeting of the Steering Committee and the new Chair will take office forthwith.

10) Management Support

- a) Management Support appointees shall fulfil the following key responsibilities, as required, and appropriate:
 - i. Providing advice and support to the Chair of the Steering Committee, EP Association Secretariat, Working Groups, and Trustee(s) on:
 - EP application and implementation;
 - EP Association strategy, the EP Association Governance Rules (including compliance matters), or any related EP Association policy or procedures;

- financial and contractual matters;
 - agenda setting and facilitation of all formal EP Association meetings and discussions (including, but not limited to, Steering Committee Meetings and the EP Association Annual General Meeting);
 - internal and external communications (including engagement with external parties);
 - any EP Association matter deemed sensitive or confidential in nature; and
 - assuming responsibilities delegated by the Chair and/or the Steering Committee and reporting on their progress and/or resolve on an ongoing or periodic basis.
- ii. Temporarily assuming the role of Chair of the Steering Committee or Regional Representative, if the EP Association Member fulfilling these roles has retired from its appointment before the end of its two-year term and a replacement has not been appointed via the “Elections and Nominations” process set out in Rule 16.

11) Regional Representatives

- a) The Regional Representatives shall fulfil the following key responsibilities:
- i. Convening a minimum of three Regional Meetings (physical or virtual) per annum, plus one regional session of the annual meeting or workshop day to elicit views and disseminate information on a variety of topics related to the EP and/or the work and activities of the EP Association.
 - ii. As required and appropriate, providing regional advice, context, and support to the Steering Committee, Chair of the Steering Committee, EP Association Secretariat, and EP Association Working Groups.

12) Working Groups

- a) Working Groups shall be formed at the discretion of the Steering Committee to progress issues where detailed consideration and input is required.
- b) Some Working Groups are likely to be permanent, while others based on specific projects are likely to be temporary. The up-to-date list of Working Groups shall be posted and maintained by the Secretariat on the Association’s website.

- c) Working Group members may consist of Steering Committee members and other EPFIs who may offer to join by contacting the Working Group leader.
- d) Subject to Rule 12, the Working Groups shall be led by a Steering Committee member with specific responsibility for that issue (see Rule 8c).
- e) Working Group leaders shall be appointed, from volunteers, by the Steering Committee. A vote will be taken in accordance with Rule 8e if necessary. The Steering Committee shall provide each Working Group with a short summary of its remit.
- f) A Working Group may occasionally benefit from being led by an EPFI that is not on the Steering Committee. This may be agreed by the Steering Committee subject to a Steering Committee member being appointed as joint leader with responsibility for communications with the Steering Committee.
- g) The Working Group leader may appoint a deputy leader from amongst other Working Group members to provide support where appropriate.
- h) The Working Group leader is responsible for ensuring that:
 - the Working Group works efficiently towards its remit;
 - the Working Group operates, to the extent reasonably possible, on the principle of consensus;
 - the Chair is copied on significant communications and initiatives, particularly those with external parties where the Chair is in a position to ensure that a consistent approach is being adopted by different Working Groups;
 - progress reports are presented to the Steering Committee; and
 - recommendations on material and contentious issues are communicated to the Steering Committee so that a decision can be made in accordance with Rules 7ei, 7eii or 8e, as appropriate.
- i) The Working Group leader may resign by advising the Chair in writing, in which case a new leader shall be appointed in accordance with Rule 12.

13) Trustees

- a) The Steering Committee shall have power from time to time to appoint and remove either a body corporate (which must be an EPFI, or an associated company or subsidiary of an EPFI) or two individuals to act as Trustees in accordance with Rules 7i, 8g or 15j. An individual Trustee

must be a member of the Steering Committee who has been nominated to act as Trustee by the Steering Committee and has been given authorisation in writing by an appropriate officeholder of the EPFI that employs it to act as Trustee, and who agrees so to act. In the event that an individual Trustee is no longer employed or authorised by the relevant EPFIs, the Steering Committee shall nominate another individual to so act.

- b) Where a body corporate or an individual acts as a Trustee in accordance with Rules 7i, 8g or 15j, the EPFIs agree that neither that body corporate, nor that individual, nor the EPFI that employs him or her shall have any liability to any person, including without limitation any Stakeholder or EPFI arising out of his or her actions or decisions as Trustee, and that, save in the case of fraud, such body corporate, individual, and the EPFI that it represents shall be jointly indemnified by the members of this Association in respect of any loss or damage that it, he, or she incurs arising out of its, his, or her role as Trustee.

14) General Waiver of Liability and Indemnities

- a) No EPFI shall owe any duty of care or have any liability to any person, including without limitation any Stakeholder, or EPFI arising from its adoption of the Equator Principles, its membership of this Association, its participation in a Working Group or, save as provided for in Rule 18 (use of funds), its participation in the Steering Committee or as Chair, save that in the case of fraud by the Chair or any Steering Committee member, a duty shall be owed to EPFIs.
- b) Decisions made by the EPFIs or by the Steering Committee in accordance with these Rules are binding on all EPFIs and each EPFI waives all rights of action it may have against other EPFIs, including in their capacity as members of the Steering Committee or Chair in respect of such decisions (save always in the case of fraud), and indemnifies jointly with the other members of this Association any member of the Association, including those in their capacity as Chair or members of the Steering Committee, in respect of any loss or liability arising out of such a decision (save always in the case of fraud).

15) Association Meetings

- a) There shall be an Annual Meeting of EPFIs to be held in each calendar year.
- b) All EPFIs are encouraged to attend the Annual Meeting, with teleconferencing and varying locations being offered wherever reasonably possible in order to make the Annual Meeting more inclusive.

- c) The agenda for the Annual Meeting shall be determined by the Steering Committee but shall include any resolutions for decision of the Annual Meeting proposed by any group of five or more EPFIs acting together as per Rule 7h.
- d) The Chair, or the Secretariat as appropriate, will provide minimum notice of eight weeks for the Annual Meeting and will circulate the agenda to all EPFIs a minimum of two weeks before the Meeting. The accidental omission to give notice of or provide an agenda for the Annual Meeting or the non-receipt of notice or an agenda by any EPFI shall not invalidate the proceedings of or any decision made at the Annual Meeting.
- e) The Annual Meeting will include reports from the Chair and each Working Group on activities undertaken and anticipated.
- f) The Chair, or the Secretariat as appropriate, shall circulate minutes of the Annual Meeting, plus the recording of decisions taken by the Steering Committee as deemed appropriate by the Chair.

16) Elections and Nominations

- a) All EP Association Steering Committee members are appointed by vote of the EP Association in accordance with Rule 7eiii and Rule 8.
- b) Prior to each election process, the EP Association Secretariat will communicate the forthcoming nomination and election to the EP Association to encourage EP Association Members to consider nominating themselves.
- c) Any EP Association Member wishing to nominate itself for election to the Steering Committee shall confirm to the EP Association Secretariat in writing, and by a specified nomination date:
 - i. how it meets the Steering Committee Nomination and Membership Criteria (in Rule 8) and the additional criteria for the role of either Chair of the Steering Committee, Management Support or Regional Representatives. If any EPFI is unable to meet all of the criteria, it may submit an application with a business case detailing additional relevant experience with the Equator Principles as a qualification for joining the Steering Committee; and

- ii. its commitment, capability, and capacity, to fulfil the Steering Committee member general responsibilities, as specified in Rule 8n and the responsibilities of any additional roles as outlined in Rule 8l.

17) The Secretariat

- a) The Steering Committee may decide to outsource administrative tasks, including the entering into of certain contracts in accordance with Rule 8g, to a Secretariat, in which case, subject to sub paragraph (b) below, the Secretariat shall be appointed in accordance with Rule 8g and the costs of such appointment will be shared by the EPFIs within the Annual Fee (see Rule 18).
- b) The identity of, the scope of work for the Secretariat and the fees charged by the Secretariat will be considered by the members of the Steering Committee and will be agreed by the EPFIs in accordance with the voting procedure in Rule 7ei.
- c) The Secretariat will contact the Chair and other Steering Committee members as appropriate from time to time in order to agree on activities falling within its scope of work provided that material changes to the scope or costs of the Secretariat's services shall be subject to the voting procedure in Rule 7ei.
- d) In the event that a Secretariat is not appointed, then the Chair will carry out those tasks that are allocated to the Secretariat under these Rules or by decision of the Steering Committee. Any reference to the Secretariat in these Rules shall be read as a reference to the Chair if a Secretariat has not been appointed or the position is vacant.

18) Finance

- a) All EPFIs share the costs of managing and operating the Principles.
- b) Where possible, costs shall be minimised by EPFIs providing their resources in-kind.
- c) The EPFIs shall be required to pay an Annual Fee sufficient to cover the external costs incurred in the management, administration, and development of the Principles and the management and administration of the Association. The Annual Fee will be:
 - variable;

- based on a budget, broken down into categories of expenditure and including an amount for contingencies, which will be presented at the Annual Meeting for the following year;
 - agreed in accordance with the procedures in Rule 7eii.

- d) Any surplus funds remaining from a previous financial year’s budget will be carried forward to the following financial year and reflected in a lower budget and Annual Fee for the following financial year. Reimbursement of the Annual Fee shall be made only in exceptional circumstances.

- e) Copies of the accounts will be circulated annually to all EPFIs. The accounts will be audited at a frequency determined by the Steering Committee by a firm of chartered or certified accountants [appointed in accordance with Rule 8g].

- f) The Steering Committee shall procure that any corporation tax or other taxes owed by the Association are paid to the relevant authorities.

- g) The Annual Fee for any given financial year of the Association is payable by EPFIs whose names appear on the List of EPFIs as at the date immediately prior to the start of that financial year (being, as at the date of these Rules, 31 December). The Annual Fee is payable annually.

- h) Non-payment of the Annual Fee shall be managed as follows:
 - i. If an EPFI has not paid the Annual Fee within 60 days of the date on which the original invoice for the same was issued, the Secretariat shall contact the Primary and Alternate contacts who currently represent that EPFI and provide them with a written reminder.

 - ii. If an EPFI has not paid the Annual Fee following a period of 90 days from the date on which the original invoice was issued, and where no response or adequate explanation has otherwise been provided, the Secretariat shall send a formal reminder, detailing the Governance Rules, to the Primary and Alternate contacts who currently represent that EPFI, copying it to the senior officeholder for that EPFI.

 - iii. If an EPFI has not paid the Annual Fee within a period of 4 months from the original invoice’s issue date, the Steering Committee shall be alerted and a final formal reminder issued to the EPFI by the Secretariat.

- iv. If after a period of 6 months from the original invoice issue date, and following the procedure outlined above, the EPFI has still failed to make payment, the EPFI shall be “de-listed” as set out in Rule 5k.
 - v. Members whose fees have been outstanding [for a period of more than 90 days] may not be permitted to attend the Annual Meeting.
- i) EPFIs that adopt the Principles during a financial year of the Association will be liable to pay, upon adoption, the Annual Fee for that year proportionate to the number of full months remaining in that financial year.
 - j) Expenditure should be within the budget as described in Rule 18c or otherwise as approved by the Steering Committee or wider EPFIs as appropriate.
 - k) Funds will be held in bank account(s) in the name of “Equator Principles Association” or a similar name.
 - i. Bank statements for all Equator Principles Association accounts shall be addressed to the Secretariat, with a copy to be provided to any designated Trustee, within 3 weeks of the month-end.
 - ii. Bank statements shall be made available to all EPFIs for review upon request.
 - iii. The “place of residence” of the Association, where required, will be the address of the Secretariat unless otherwise determined by the Steering Committee.
 - l) The authorised signatories of any new bank accounts shall be selected by two members of the Steering Committee, one of which must be the Chair. Changes to the existing authorised signatories for any bank account shall also require the approval of two members of the Steering Committee, one of which must be the Chair. Where new authorised signatories are being selected using either of these two processes, they shall be selected from the following pool of persons: any Trustee; the Chair; the Secretariat; and any other Steering Committee member who holds a Management Support role or acts as a Regional Representative.

19) Disclaimer

- a) This document sets out the Rules of the Association and also provides guidance to existing and prospective EPFIs on the processes for the management and administration of the

Equator Principles. It does not create any rights in, or liability to, any person, public or private, and does not confer any rights on any person who is not a member of the Association. No EPFI (nor any individual authorised by such EPFI to represent it in Association activities) shall owe any duty of care or have any liability to any third party arising out of their membership of the Association, engagement in Association meetings or activities, or their actions as Chair or as a Steering Committee or Working Group member.

20) Governing Law

- a) The governing law of these Rules is the law of England and Wales and the members of the Association submit to the non-exclusive jurisdiction of the courts of England and Wales.