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## The National Payment Systems (Act No.1 of 2007)

### The National Payment Systems Directives on Electronic Money Issuance, 2023

WHEREAS the Bank is entrusted with the responsibility of regulating, overseeing and maintaining an efficient and safe payment system in Zambia; and

WHEREAS it is the intention of the Bank to protect the integrity of the payment, clearing and settlement system, NOW THEREFORE, in exercise of the Powers contained in Section forty-three of the National Payment Systems Act, the following Directives are hereby made.

#### PREAMBLE

As part of its financial inclusion agenda, the Bank of Zambia hereby issues these Directives to create an enabling regulatory environment that will promote convenient, efficient and safe digital payments. The Directives prescribe the safeguards and control measures required to mitigate the risks associated with e-money business and consequently enhance consumer protection. The Directives further outline the broad principles and minimum standards to be observed by E-money Institutions in relation to their operations as e-money issuers in order to promote safety and soundness as well as to enhance consumer confidence in the usage of E-money and digital financial services.

#### PART I PRELIMINARY

##### Short title

1. These Directives may be cited as the National Payment Systems Directives on Electronic Money Issuance, 2023.

*Revocation and Replacement of National Payments Systems Directives on Electronic Money Issuance, 2018 contained in Gazette Notice No. 394 of 2018*

2. The National Payments Systems Directives on Electronic Money Issuance, 2018 contained in Gazette Notice No. 394 of 2018 are hereby revoked and replaced by these Directives.

##### Application

3. These Directives shall apply to any person conducting e-money services in Zambia.

##### Authority of the Bank

4. (1) The Bank shall be the regulatory authority for the purpose of giving effect to these Directives. (2) The Bank may, subject to such conditions as it may consider necessary, delegate to any person the performance of any of the powers conferred upon the Bank, in these Directives. (3) The Bank may require an E-money Institution to furnish it with details of any of its operations, or any other information as the Bank may deem necessary.

##### Interpretation

5. In these Directives, unless the context otherwise requires:

“Act” means the National Payment Systems Act, 2007;”

“Agent” means a person or entity engaged by a regulated entity to provide specific payment or financial services on its behalf;

“Bank” means the Bank of Zambia established in accordance with the Constitution;”

“Balance of Payment” means a statistical statement that summarizes the flow of funds in and out of the Zambian economy;”

“Beneficial owner” has the meaning assigned to the term in the Companies Act, 2017;

“Board” has the meaning assigned to the word in the Banking and Financial Services Act, 2017;

“Business day” means all official working days of the week and do not include public holidays and weekends;

“Collection account” means an account maintained for the purpose of receipt of funds from a customer or agent for the purchase of electronic money and onward transfer to the holding account;

- “**Customer funds**” means sums of funds received in exchange for electronic money that has been issued;
- “**Cybersecurity**” has the meaning assigned to the term in the Cybersecurity and Cybercrimes Act, 2021;
- “**Designation**” means the authorisation granted by the Bank to enable an entity to offer electronic money business in Zambia; “**Distributor**” means an agent engaged by an E-money Institution to monitor or manage other agents;
- “**Electronic money or E-money**” means an electronic store of value represented by a claim on its issuer that is:
- (a) Issued on receipt of funds in an amount no lesser in value than the value of the E-money issued;
  - (b) Stored on an electronic device;
  - (c) Accepted as a means of payment by persons other than the issuer; and
  - (d) Redeemable upon demand.
- “**E-money Institution**” means an entity that is authorized to issue e-money against receipt of funds;
- “**E-money redemption**” means paying out banknotes or coins and performing the necessary steps to initiate the debiting of that monetary value from the customer’s e-money wallet;
- “**E-wallet**” means an electronic ledger for an e-money customer;
- “**Holding Account**” means an account held in trust by an E-money Institution, in which an E-money Institution holds all the funds received from customers and agents which represent the outstanding e-money liabilities;
- “**Interoperability**” means the ability of a system, product or service to work with other systems, products or services without any manual intervention;
- “**Merchant**” means a person or an entity that accepts e-money as a means of payment for goods or services;
- “**Merchant Aggregation**” means a business model where a licensed third party signs up sub-merchants to process customer payments through a master account or wallet;
- “**Person**” has the meaning assigned to the word in the Constitution of Zambia;
- “**Pool account**” means an account in a bank or financial institution where funds received from customers and agents, representing the outstanding e-money liabilities are held;
- “**Significant shareholding**” means a direct or indirect shareholding or beneficial interest of 10 percent or more of the share capital of an E-money Institution, and the words “significant shareholder” shall be construed accordingly; and
- “**Sponsor bank**” means a commercial bank that settles the settlement obligations on behalf of an E-money Institution.

## PART II

### REQUIREMENTS FOR AUTHORIZATION OR DESIGNATION FOR ISSUANCE OF ELECTRONIC MONEY

#### *Authorization or designation to issue electronic money*

6. (1) A person intending to issue e-money shall apply to the Bank for authorisation or designation in the prescribed manner and form.
- (2) A person not regulated under the National Payment System Act or the Banking and Financial Services Act and engaged in business unrelated to e-money but wishes to provide e-money services shall register a new body corporate for the provision of the e-money services.
- (3) An application for designation shall be accompanied by the prescribed fees and shall have attached to it or contain the following:
  - (a) certified copies of the certificate of incorporation and the Articles of Association of the company;
  - (b) a Board resolution to make an application to the Bank;
  - (c) the physical and postal addresses of the principle administrative office;
  - (d) permanent residential addresses of the applicants’ directors, chief executive officer, and managers;
  - (e) addresses of each branch proposed to be opened by the applicant and, in the case of a mobile office, the area proposed to be served;
  - (f) details of the types of services proposed to be offered;
  - (g) a detailed business plan that demonstrates the applicant’s ability to employ appropriate systems, resources and procedures to operate soundly;
  - (h) projected financial statements for at least three years;
  - (i) audited financial statements for the previous two years where the applicant is an established business;
  - (j) the source and evidence of availability of the applicant’s capital;
  - (k) The name and contact details of the applicant’s external auditors;
  - (l) The name and contact details of the applicant’s bankers;
  - (m) Draft holding account agreement with a bank or financial institution;
  - (n) Draft standard agency agreements and agreements with other key stakeholders;
  - (o) Customer redress mechanisms for complaints handling; and
  - (p) other additional information or documents as may be required by the Bank.

(4) The Bank shall, in considering an application for designation to issue e-money in accordance with sub-directive (3) above, have regard to the:

- (a) transparency of the legal, operational, managerial, governance and ownership structures;
- (b) character and experience of the directors, significant shareholders, founders or persons proposing to be concerned in the management of the E-money Institution;
- (c) convenience and needs of the community intended to be served by the E-money Institution;
- (d) prospects for the profitable operations of the applicant;
- (e) details for risk management framework to address inherent risks including operational risk, cyber security risk, liquidity risk and credit risk; and
- (f) A description of the internal control mechanisms that the applicant has established to comply with its obligations and other relevant laws and regulations.

7. (1) Notwithstanding directive 6(2) above, a regulated entity designated under the National Payment Systems Act or licensed under the Banking and Financial Services Act shall apply to the Bank, in a prescribed manner and form, for authorization to issue e-money.

(2) The application in sub-directive 7(1) above shall be accompanied by the following:

- (a) a detailed product proposal;
- (b) a risk management framework of the proposed product or service which should address risks including inherent risks, operational risk, cyber security risk, liquidity risk and credit risk;
- (c) Service Level Agreement and any other agreements related to the products; and
- (d) any other information as the Bank may require.

#### *Designation to issue E-Money*

8. (1) The Bank shall determine the application for designation of an E-money Institution within a period of ninety days from the date of receipt of a duly completed application.

(2) The Bank shall, if it is satisfied that the applicant has complied with the requirements, prescribed under directive 6 and 7 above, designate the E-money Institution and grant the designation certificate.

(3) A designation certificate may be issued subject to such terms and conditions as the Bank may impose. (4) A designation certificate shall remain valid unless it is cancelled by the Bank or the licence is not renewed for non-payment of annual designation fees.

#### *Pre-launch inspection*

9. (1) An E-money Institution other than a bank or financial institution shall not offer e-money services to the public until the Bank conducts a pre-launch inspection.

(2) The pre-launch inspection shall be conducted in a manner and form as the Bank may deem necessary.

(3) The Bank shall, not later than Ten (10) business days after the pre-launch inspection, inform the E-money Institution in writing on whether the premises and systems are suitable for commencement of business operations.

#### *Refusal to designate*

10. (1) The Bank may refuse to grant designation if:

- (a) the applicant does not meet the designation requirements as prescribed by the Bank.
- (b) the Bank considers that the product and services or the applicant may introduce systemic and other risks into the National Payment System.

(2) An applicant aggrieved by the refusal of the Bank to grant a designation may appeal against the decision in accordance with the Act.

#### *Display of designation certificate*

11. (1) An E-money Institution shall display its designation certificate in a conspicuous place at its administrative office. (2) An E-money Institution shall display a certified copy of its designation certificate in a conspicuous place on the premises of every branch where it conducts its business.

#### *Designation certificate not transferrable*

12. (1) A designation certificate shall not be transferred, assigned or encumbered in any way. (2) A person shall not operate or manage an E-money Institution on behalf of another person, without the prior written approval of the Bank.

#### *Suspension or cancellation of Designation Certificate*

13. (1) The Bank may suspend or cancel a designation certificate where the E-money Institution commits an offence including the following:

- (a) obtained the designation certificate fraudulently;
- (b) contravenes these Directives or any other relevant written law;
- (c) breaches any term or condition of the designation;
- (d) fails to comply with a decision, rule or regulatory statement made by the Bank in accordance with the Act;

- (e) fails to commence the business to which the designation relates within a period of twelve months from the date of granting of the designation;
- (f) enters into receivership or liquidation or takes any action for voluntary winding-up or dissolution;
- (g) enters any scheme of arrangement, other than a corporate restructuring transaction;
- (h) ceases to conduct the business authorised by the licence;
- (i) is the subject of an order made by the Court or tribunal for its compulsory winding-up or dissolution; or
- (j) engages in unsafe and unsound practices.

(2) The Bank shall, before suspending or cancelling a licence in accordance with sub-directive (1), give written notice, in the prescribed manner and form, to the E-money Institution, of its intention to suspend or cancel the licence and shall consider any remedial measures taken by the erring institution.

*Register of E-money money Institutions*

14. (1) The Bank shall maintain a register of authorised E- money Institutions and their branches.(2) The Bank shall:

- (a) keep the register in any form it deems fit;
- (b) include on the register such information as the Bank considers appropriate;
- (c) publish the register in any other way and make such publication available for public inspection;
- (d) update the register on a regular basis; and
- (e) provide a certified copy of the register, or any part of it, to any person who asks for it:
  - (i) on payment of a prescribed fee; and
  - (ii) in a form which is legible to the person asking for it.

*Minimum capital requirements*

15. (1) An E-money Institution shall commence operations with and maintain initial capital as prescribed by the Bank.

(2) The conditions under which funds may be recognized and measured as capital of an E-money Institution shall include the following:

- (a) Fully paid ordinary share capital;
- (b) Share premium account;
- (c) Retained earnings; and
- (d) 40% of revaluation reserves.

(3) An E-money Institution shall maintain, at all times, continuing capital which shall not fall below the minimum initial capital.

(4) Continuing Capital shall be equal to or greater than 2% of the larger of:

- (a) The current amount of its outstanding E-money liabilities at the end of the prior business day; or
- (b) The average outstanding electronic money liabilities.

(5) Continuing capital shall not fall below the minimum initial capital.

(6) Notwithstanding this directive, a bank or financial institution offering e-money shall maintain minimum capital requirement in line with the provisions of the Banking and Financial Services Act.

*Issuance and redemption of e-money*

16. (1) An E-money Institution shall not:

- (a) issue e-money unless an equal amount of funds has first been deposited into a holding account or an equal amount of funds is expected to be settled under the National Financial Switch in line with directive 19(8) of these Directives;
- (b) issue e-money at a discount;
- (c) issue e- money on credit; and
- (d) redeem e-money at more than face value.

(2) An E-money Institution shall redeem e-money in cash or by transfer to a customer's account or other e-wallet provided that such redemption shall be done at face value. Any fees or charges owed to the E-money Institution may be debited to the customer at the time of such redemption.

(3) Cash redemption of e-value may be effected through agents and other alternative channels facilitated through the National Financial Switch.

*Transaction and balance limits*

17. (1) The Bank shall prescribe maximum transaction and balance limits on an e-wallet. (2) Customer e-money wallets shall be categorised in three levels as part of a risk-based approach to Know Your Customer:

- (a) Minimum Know Your Customer;
- (b) Medium Know Your Customer; and
- (c) Enhanced Know Your Customer.

(3) Whereas:

- (a) Minimum KYC accounts, shall be intended as a first step towards financial inclusion for the unbanked, and maybe subject to low transaction limits and correspondingly low documentation requirements;
- (b) Medium Know You Customer accounts shall be subject to intermediate transaction limits and documentation requirements; and
- (c) Enhanced Know You Customer accounts may give access to high limits and more stringent documentation as shall be prescribed by the Bank.

(4) Notwithstanding this directive, an E-money Institution shall:

- (a) have robust risk management framework that takes into account Anti-money laundering and countering financing of terrorism and proliferation financing; and
- (b) remain bound by all other obligations of the National Payment System Act.

#### *Unclaimed e-money*

18. (1) Any e-money held by an E-money Institution shall be presumed abandoned upon the expiration of two years if there is no activity initiated by a customer on an e-wallet.

(2) An E-money Institution shall, at least three months before the expiry of the two-year period referred to in directive 18(1) above, notify the customer of the inactivity on the wallet.

(3) An E-money Institution shall, before unclaimed funds are remitted to the Bank, demonstrate that it has made reasonable efforts to notify the customer on treatment of dormant wallets through the use of:

- (a) Communication channels such as Short Message Service (SMS), emails, social media platforms, print and electronic media; and
- (b) customer sensitisation.

(4) An E-money Institution shall relinquish unclaimed funds to the Bank within thirty days of the E-money being deemed abandoned.

(5) Any unclaimed funds held by an E-money Institution shall be remitted to the Bank in the prescribed manner and form.

(6) An E-money Institution that relinquishes funds to the Bank under sub-directives (2), (3) and/or (4) shall retain the records relating to the relinquished funds for a minimum period of ten (10) years.

(7) A person whose funds have been relinquished to the Bank in accordance with this directive may claim the funds from the Bank within a period of six years from the date of receipt of the funds by the Bank.

(8) Notwithstanding directive 18(7) above, an action or other proceedings shall not be instituted to recover any funds presumed abandoned and paid in or relinquished in accordance with this directive against the paying E-money Institution or the Bank after the sixth year following payment or relinquishing to the Bank.

(9) Notwithstanding directive 18(8) above, the Bank may, to avoid hardship or injustice, make a payment to a claimant in respect of funds presumed abandoned to that person.

### PART III SAFEGUARD OF CUSTOMER FUNDS

#### *Holding and Pool Account*

19. (1) An E-money Institution other than a bank or a financial institution shall hold customer funds in trust on behalf of its customers in a Holding Account in a bank or a financial institution.

(2) Prior to opening a holding account, an E-money Institution shall submit to the Bank for approval, terms and conditions agreed with a bank or a financial institution that will host the account.

(3) A financial institution may, subject to the prior written approval of the Bank, maintain a Holding Account.

(4) For the purposes of sub-directives (1), (2) and (3) above:

- (a) an E-money Institution that is a bank shall hold customer funds in a pool account; and
- (b) An E-money Institution that is a financial institution shall, subject to the prior written approval of the Bank, hold customer funds in a pool account.

(5) An E-money Institution shall not hold more than 25% of the total customer funds in a single bank or financial institution.

(6) Notwithstanding directive 19(5) above, an E-money Institution may hold customer funds above the 25% limit in a sponsor bank where any excess amount held, shall not be more than 200% of the settlement obligations under the National Financial Switch.

(7) The aggregate value of holding account balances shall at least be equal to the total outstanding E-money liabilities at all times.

(8) The E-money Institution shall on a daily basis furnish each bank /or approved financial institution with which it maintains a holding account the balance of electronic value on their system in respect to the funds on the holding account;

(9) The balance, as required under directive 19 (8), shall at least equal to the electronic value on the e-money issuer's system in respect of the holding/pool account.

(10) Notwithstanding directive 19(9) above, an E-money Institution shall not reject incoming transactions on the National Financial Switch on account of un-cleared effects.

(11) The E-money Institution shall reconcile any difference arising from transactions by next business day;

(12) An E-money Institution, a bank or financial institution shall have systems in place that facilitate real-time monitoring of e-money balances and balances of Holding or/Pool Accounts by the Bank.

(13) Funds held by an E-money Institution as required under directive 19(1) above shall be available on demand to meet requests from customers for redemption.

(14) a Holding Account shall be used only for holding customer funds for the purpose of facilitating customer transactions and safeguarding customer funds in accordance with this directive.

(15) An E-money Institution other than a bank or a financial institution shall not co-mingle customer funds with operational funds.

(16) An E-money Institution shall not offer funds held in the Holding Account as collateral to any party.

(17) An E-money Institution shall keep a record of all customer funds in line with directive 40 of these Directives.

(18) An E-money Institution other than a bank or a financial institution shall not invest, or intermediate funds held in a Holding Account.

(19) An E-money Institution shall submit to the Bank in the prescribed manner and form reconciliation statements of the funds held in a Holding or Pool account and the e-value represented on their system.

(20) Subject to directive 19(3) above, a bank or financial institution hosting a Holding account for an E-money Institution shall provide confirmation of balances on the Holding and Interest earned account, in the manner and form as may be prescribed by the Bank.

(21) The trust relationship pertaining to the funds held in the Holding Account shall be between the E-money Institution and its customers.

(22) Acceptance of customer funds and funds held by the E-money Institution other than a bank or financial institution, in accordance with these Directives shall not constitute deposit taking.

#### *Collection Accounts*

20. (1) An E-money Institution shall by the close of business day transfer all the customer funds in a Collection Account to a Holding Account.

(2) Where the deposit has been made on any day other than a business day, the funds shall be transferred on the next business day.

(3) The Bank may prescribe other conditions for collection accounts.

#### *Ring-fencing of Holding and Collection account balances at insolvency or liquidation*

21. (1) The customer funds held in a Holding Account and Collection Account shall not be encumbered in the case of insolvency or liquidation.

(2) Customer funds held in a Holding and Collection account shall:

(a) not form part of the assets available for distribution by the receiver or liquidator of an E-money Institution; and

(b) be paid in full to customers in an event of a liquidation or receivership of the E-money Institution.

#### *Interest earned on Holding Account*

22. (1) An E-money Institution shall disclose to the Bank the interest rate and terms agreed with a bank or financial institution that maintains the Holding Account.

(2) The interest earned on a holding account shall be held in a separate account;

(3) A bank or financial institution maintaining the Holding Account and Interest Account shall submit directly to the Bank in a prescribed manner and form the balances on each account at the end of the month.

#### *Use of interest earned on the holding account*

23. (1) Subject to the written approval of the Bank, the interest earned on a Holding account of an E-money Institution shall be distributed as follows:

(a) 30% to eligible customers of the E-money Institution;

(b) 10% to the E-money Institution; and

(c) 60 % to be remitted to the Bank for purposes of industry-wide projects.

(2) The distribution of the interest under directive 23(1) above shall be in the manner and form prescribed by the Bank.

(3) An E-money Institution that has distributed the interest earned on the Holding account shall maintain records of amounts distributed in accordance with this directive.

(4) The Bank may inspect all records relating to interest earned on a Holding account including usage of approved funds. (5) An E-money Institution that uses interest earned on a Holding account without prior Bank approval commits an offence and is liable to a fine not exceeding two hundred thousand penalty units or to a term of imprisonment not exceeding three years or to both.

## PART IV

### DISTRIBUTORS, AGENTS AND OUTSOURCING

#### *Use of distributors and agents*

24. (1) An E-money Institution may distribute or redeem electronic money through:

(a) Distributors;

(b) Agent networks;

(c) ATMs; and

(d) Other shared infrastructure as may be authorized by the Bank.

(2) Where an E-money Institution uses a distributor, the E-money Institution shall put in place appropriate controls to meet its responsibilities for these entities such as:

- (a) customer due diligence;
- (b) training of the distributor;
- (c) ongoing monitoring of business relationships;
- (d) reporting of suspicious transactions and fraud; and
- (e) consumer data protection.

(3) Where e-money is redeemed through shared infrastructure, the E-money Institution shall comply with the applicable rules of that infrastructure.

(4) An E-money Institution shall not issue electronic money through a Distributor, Agent or any other person acting on its behalf.

*Distribution of electronic money through Agents*

25. (1) An E-money Institution may distribute electronic money through Agents. (2) Notwithstanding sub-directive (1) above, an E-money Institution that intends to use Agents, shall submit to the Bank for approval, at least 30 days prior to commencement of its business an Agent framework which should include:

- (a) The procedures for recruiting and conducting Agent due diligence;
- (b) A description of the internal control mechanisms that will be used by the Agent to comply with the anti-money Laundering, Proliferation of Weapons of Mass Destruction and combating financing of terrorism requirements;
- (c) A copy of the draft standard Agency Agreement;
- (d) The risk management framework for the Agents;
- (e) Manuals and materials to be used for Agent training; and
- (f) Description of the system to be used for providing services through Agents.

(3) The E-money Institution shall:

- (a) have written agreements with all Agents;
- (b) allocate to each Agent a unique identification number which shall be displayed in a conspicuous place at the Agent's business premises;
- (c) not enter into exclusive arrangements with Agents, this is to allow for interoperability;
- (d) restrict the level of transaction volumes and values in line with the risk profile of an Agent;
- (e) not issue e-money to an Agent without the Agent first crediting an equal amount of funds into the Holding Account;
- (f) ensure that an Agent acting on its behalf informs customers of the agency arrangement;
- (g) be liable to its customers for business conducted by the Agents within the scope of the Agency Agreement; and
- (h) remain fully responsible for ensuring that the Agent complies with all legal and regulatory requirements related to the provision of e-money services.

(4) An Agent shall not provide payments services outside the scope of the authorisation granted to the E-money Institution unless the Agent is designated by the Bank to engage in that payment service.

(5) The Bank or person appointed by the Bank may at any time, cause an examination to be made of any Agent and the books or accounts related to the e-money business.

(6) The Bank may direct an E-money Institution to terminate an agent agreement if the Bank—

- (a) has received adverse information on the Agent;
- (b) has reason to believe that the E-money Institution has not carried out proper due diligence on the Agent;
- (c) has reasonable grounds to suspect that, in connection with the provision of services through the Agent-
  - (i) Money laundering and terrorist financing and proliferation is taking place, has taken place, or has been attempted; or
  - (ii) the risk of such activities taking place would be increased.

(7) Where the E-money Institution's designation is suspended or revoked by the Bank, all its Agents shall cease to provide payments services on its behalf.

*Training and monitoring of Agents*

26. (1) An E-money Institution shall provide the Agent with adequate ongoing training and supervision on activities relating to the provision of e-money services including:

- (a) Anti-Money Laundering, Combating the Financing of Terrorism and Proliferation financing;
- (b) consumer protection;
- (c) fraud prevention; and
- (d) data protection.

(2) The E-money Institution shall submit to the Bank an annual report in a prescribed manner and form on the adequacy and frequency of such training.

(3) The E-money Institution shall monitor the activities of the agents and submit to the Bank, on a quarterly basis in the prescribed manner and form, the following details of the Agents —

- (a) the name, contact details and location;
- (b) number of agents in a location or zone;
- (c) the officer assigned by the E-money Institution to manage the Agents in a given location; and (d) compliance of Agents.

#### *Outsourcing*

27. (1) An E-money Institution shall not outsource the issuance of e-money to a distributor, agent or any other person.

(2) An E-money Institution:

- (a) intending to outsource any important operational function relating to the distribution or redemption of electronic money or the provision of payment services shall not do so without prior written approval from the Bank; and
- (b) shall remain responsible and accountable for any services outsourced.

(3) Where an E-money Institution intends to outsource an important operational function, the following conditions shall be met—

- (a) each outsourced arrangement shall be governed by a written agreement that is legally enforceable;
- (b) the outsourcing does not impair:
  - (i) the quality of the institution's internal control;
  - (ii) the ability of the Bank to provide effective oversight of the activities of the E-money Institution;
  - (iii) the ability of the E-money Institution to comply with these Directives and other relevant laws;
- (c) outsourcing does not result in senior management delegating its responsibility to comply with the requirements imposed by these Directives;
- (d) the relationship and obligations of the E-money Institution towards its customers under these Directives is not substantially altered;
- (e) compliance with the conditions under which the designation was issued will not be adversely affected; and
- (f) None of the conditions of the institution's designation requires removal or variation.

(4) For purposes of directive 27(3) above, an operational function is important if a defect or failure in its performance would materially impair—

- (a) compliance by the E-money Institution with these Directives and any requirement issued under its designation;
- (b) The financial performance of the E-money Institution; or
- (c) The soundness or stability of the E-money Institution;
- (d) quality of provision of payment services which include:
  - (i) the rights and privileges of customers; and
  - (ii) customer support and redress mechanisms.
- (e) Stability of the National Payment System.

## PART V

### PROHIBITIONS AND RESTRICTIONS

#### *Relationship with third parties' agreements*

28. (1) Where an E-money Institution engages a third party for performance of its operational function, it shall take all necessary steps to conduct relevant due diligence including:

- (a) that the third party has authorisation from relevant regulators or authorities; and
- (b) the third party is in good standing with the law.

(2) A person who contravenes sub-directive (1) above commits an offence and is liable to a fine not exceeding two hundred thousand penalty units or to imprisonment for a term not exceeding three years, or to both.

#### *Restrictions on E-money business*

29. (1) An E-money Institution other than a bank or financial institution shall not:

- (a) use the money collected in exchange of E-money issued to extend loans or financing to any other persons;
- (b) extend credit to customers;
- (c) associate, link, or use the e-money scheme or platform to conduct dubious or illegal activities; and (d) co-mingle customer funds at any time with the funds of any natural or legal person other than the customers on whose behalf the funds are held.



## PART VI

## CUSTOMER TRANSACTIONS AND PROTECTION

*Customer Due Diligence*

30. (1) The E-money Institution shall comply with:

- (a) customer due diligence requirements;
- (b) relevant laws and regulations or guidelines as may be issued by relevant authorities; and
- (c) other official, independent and verifiable identification documentation as may be approved by the Bank.

(2) Where an E-money Institution relies on a third party for customer due diligence, the E-money Institution shall remain responsible for the due diligence.

*Merchant Aggregation*

31. (1) Where an E-money Institution enlists the use of merchant aggregators to on-board merchants, the responsibility for complying with KYC requirements shall remain with the E-money Institution;

(2) Merchant aggregators shall be required to carry out near real-time settlement of funds with sub-merchants within a maximum of two business days.

(3) The funds collected on behalf of sub-merchants are solely for fulfilment of settlement obligations and shall not be co-mingled with the operational funds of the operator.

*Customer transactions and Customer complaint handling structures*

32. (1) An E-money Institution shall undertake to establish and maintain systems and controls so that—

- (a) transaction authentication methods do not reject or repudiate valid e-money transactions once initiated by a customer;
- (b) customer transactions are completed in real time;
- (c) a customer may hold more than one e-wallet with an E-money Institution and the aggregate amount of all e-wallets held by a customer with the E-money Institution shall not exceed the prescribed limit;
- (d) authorization controls and access privileges for all systems, databases and applications are restricted to authorized persons only;
- (e) data integrity of the transactions is maintained and protected;
- (f) there is clear audit trail for all transactions;
- (g) confidentiality of all customer and transaction information is maintained;
- (h) identification, authorization and authentication of transactions is based on international standards;
- (i) a e-money customer intending to conduct cross border transactions shall be required to present a Zambia Revenue Authority Taxpayer's Identification Number (TPIN);
- (j) All cross-border customer transactions shall require that the purpose of the transaction (transfer) and the business sector is clearly stated by the customer in line with the Balance of Payment Monitoring framework; and
- (k) there are internal policies, procedures and accountability structures pertaining to Anti-Money Laundering (AML) and Combating Financing of Terrorism (CFT).

(2) An E-money Institution shall—

- (a) have a framework for informing its clients on how to make a complaint. The minimum information to be disclosed shall include:
  - (i) all available ways to lodge a complaint, including contacts for the recipient of the complaint;
  - (ii) description, in plain language, of the complaints handling process including guidelines on how to lodge a complaint;
  - (iii) information about maximum time limits to resolve a complaint; and
  - (iv) information about making an appeal if not satisfied with the resolution by the regulated entity.
- (b) at minimum, display the information in sub-directive (2)(a) above prominently by the regulated entity in all branches, agents trading places and on its electronic sites including, smart application or other electronic channels;
- (c) explain the customer redress process at onboarding which must include but not be limited to:
  - (i) contact details of the help desk; and
  - (ii) escalation matrix where the customer is not satisfied with resolution of the E-money Institution.
- (d) appoint an officer to be responsible for complaints handling. The officer shall have sufficient decision-making powers to decide on the resolution of most complaints;
- (e) maintain a record of customer complaints received indicating the nature of the complaint, when it was received and how the complaint was resolved or disposed of for a period of ten (10) years; and
- (f) Notwithstanding directive 32(2)(a) above, an E-money Institution shall resolve a failed local transaction within 48 hours.

(3) An E-money Institution shall allocate a unique identification number to each customer for the purpose of conducting business with the customer.

(4) where an E-money Institution is notified by the customer that their SIM card linked to the wallet or account may be compromised, the following actions shall be taken by the E-money Institution:

- (a) check the status of the wallet or account and communicate to the customer to confirm whether the wallet has been tampered with or not; and
- (b) suspend all outgoing transactions on the e-wallet until the E-money Institution validates the identity of a customer.

(5) An E-money Institution that contravenes this directive commits an offence and shall be liable to a fine not exceeding One hundred and fifty thousand penalty units for each day of non-compliance.

#### *Customer Complaint Management*

33. (1) The E-money Institution shall ensure that—

- (a) Each customer has an understanding of the service being offered;
- (b) It discloses to the customer the risks of using the services;
- (c) A customer is made aware of the costs of the services before carrying out any transaction; and
- (d) Customer data and information is protected and kept confidential.

(2) The E-money Institution shall clearly communicate to a customer the roles, responsibilities and rights of all the parties to a transaction before transacting with the customer.

#### *Customer Protection*

34. (1) An E-money Institution shall maintain and enforce risk management processes, procedures, systems and controls to mitigate fraud risk and safeguard customer funds.

(2) An E-money Institution shall establish effective procedures on fraud detection, analysis, investigation and reporting, which includes:

- (a) fraud detection and transaction monitoring that can facilitate timely identification and mitigation of fraud risks;
- (b) Reporting of fraud incidents to senior management; and

(3) Where the Bank observes an escalating pattern of frauds on an E-money Institution, it may take necessary supervisory action including but not limited to penalising the institution. The applicable penalty shall be not less than two hundred and fifty thousand penalty units.

(4) In the event of fraud occurrences, an E-money Institution shall take appropriate and immediate corrective measures to address gaps and vulnerabilities in order to strengthen the security controls.

(5) An E-money Institution that fails to comply with directive 34(2) above, shall be liable to supervisory action including a fine not less than two hundred and fifty thousand penalty units.

#### *Consumer awareness on Digital Financial Services*

35. (1) An E-money Institution shall sensitise its customers on Digital Financial Services.

(2) An E-money Institution shall:

- (a) put in place an annual awareness plan for customers on Digital Financial Services;
- (b) conduct awareness campaigns at-least once a year; and(c) submit a consolidated summary report to the Bank on outreach, key findings during awareness and measures the E-money Institution developed to address key consumer concerns.

#### *Business Continuity*

36. (1) An E-money Institution shall adopt an effective business continuity programme to mitigate disruption of its services.

(2) An E-money Institution shall develop and maintain a well-documented and tested business continuity and disaster recovery plan approved by its board.(3) A business continuity plan shall include:

- (a) a register of key contact persons and assignment of roles in the event of an incident;
- (b) access to a disaster recovery site;
- (c) ability to resume critical services within 2 hours; and
- (d) frequency of testing which shall be quarterly.

(4) An E-money Institution shall route transactions through its disaster recovery site during its quarterly business continuity test.

(5) An E-money Institution shall determine Recovery Point Objectives (RPO) and put in place procedures and mechanisms to minimise loss of data on critical systems.

(6) An E-money Institution shall determine the Maximum Tolerable Downtime (MTD) and Recovery Time Objectives (RTO) for each critical business function.

(7) The Business Continuity Plan shall detail the procedures and the minimum level of resources required to recover the critical business functions within the recovery timeframe.

(8) An E-money Institution shall submit to the Bank, in a prescribed manner and form, a report on the quarterly Business Continuity test.

#### *Data protection*

37. (1) An E-money Institution that receives data in respect of a customer of another participant shall:

- (a) only use that Data to comply with its obligations under these Directives;
- (b) treat the Data as confidential information;
- (c) take all reasonable measures to protect the Data against loss and unauthorised access, use, disclosure or modification; and
- (d) ensure that any person who is given access to the Data is made aware of, and undertakes to comply with, the obligations in these Directives.

*Cybersecurity*

38. (1) An E-money Institution shall protect its infrastructure, data and systems from unauthorised use and access.
- (2) An E-money Institution shall put in place measures to mitigate all forms of security risks, particularly cyber risks.
- (3) The E-money Institution shall:
- (a) Put in place measures to protect its network and infrastructure against cyberattacks;
  - (b) Develop appropriate security policies and measures to safeguard, the integrity, availability and confidentiality of data, and operating processes;
  - (c) Set minimum end-to-end data encryption standards;
  - (d) See to it that any data stored in third party systems is secured with appropriate encryption and hardware security standards.
- (4) An E-money Institution shall, within 48 hours, report occurrences of cyber-incidents to the Bank, and these may be shared with other E-money Institutions.
- (5) The Bank shall prescribe the manner and form in which Cyber incidents shall be reported and shared.

*Disclosure of charges*

39. (1) An E-money Institution shall disclose its transaction charges to its customers:
- (a) In a conspicuous place at all the branches and at their agent's place of business where appropriate;
  - (b) electronically at the point of transacting prior to the customer completing the transaction; and
  - (c) through websites, smartphone applications or other electronic channels.

PART VII  
RECORDS AND RETURNS

*Retention of Records*

40. An E-money Institution shall retain customer information and transaction records for a minimum period of ten years from the date on which the record was created.

*Returns and information*

41. (1) An E-money Institution shall submit returns to the Bank in the prescribed manner and form.
- (2) An E-money Institution shall submit an incident report to the Bank within 48 hours of all major incidences affecting its operations. The report shall state controls in place and steps taken to rectify the matter and prevent reoccurrence.
- (3) The Bank may require access to the E-money Institution's operations, data, bank and financial institution maintaining a Holding account, Collection account and its Agents.
- (4) The Bank may require an E-money Institution to submit any other information that it may consider necessary.

*Oversight*

42. (1) An E-money Institution shall provide such information as may be required by the Bank for the purpose of monitoring the institution's compliance with these Directives and any other relevant regulations. (2) An E-money Institution shall allow the Bank to carry out on-site inspections at —

- (a) the premises of an E-money Institution, its branch or designated location;
- (b) the Distributor or Agent distributing electronic money or providing payment services under the responsibility of an E-money Institution; and
- (c) the premises of any entity to which an E-money Institution's activities are outsourced.

*Investigations*

43. (1) The Bank may, by its officers or agents duly authorised in writing:
- (a) Enter and search the premises from where the E-money Institution is believed to be providing or carrying out issuance of electronic money; and
  - (b) Inspect any books, accounts and records of the E-money Institution and take copies of or make extracts from them.

PART VIII  
OTHER REQUIREMENTS

*Duty to notify change*

44. (1) Where it becomes apparent to an E-money Institution that there is, or is likely to be, a significant change in circumstances which is relevant to—
- (a) the fulfilment of any of the conditions set out in these Directives and other relevant laws, regulations and guidelines; or
  - (b) the issuance, distribution or redemption of electronic money, or the payment services, which it seeks to carry on; the E-money Institution shall provide the Bank with details of the change without undue delay, or, in the case of a substantial change in circumstance which has not yet taken place, details of the likely changes within a reasonable period before it takes place.
- (2) An E-money Institution shall seek approval from the Bank for any changes to the governance structures, operations, products and services.

(3) An E-money Institution shall seek approval from the Bank prior to introducing a new charge or increasing the rate of an existing charge.

(4) The Bank shall determine such applications within a period of thirty days from the date of receipt of a duly completed application.

*Interoperability*

45. (1) An E-money Institution shall:

(a) have open systems enabling them to become interoperable with other payment systems in the country as and when advised by the Bank; and

(b) use technical standards and specifications that provide for interoperability.

*Transaction time*

46. All E-money transactions processed by E-money Institutions shall be:

(a) done in real time; and

(b) reconciled and all failed transactions shall be reimbursed to the customer within 48 hours.

*Legal tender*

47. An E-money Institution shall issue E-money in Zambian Kwacha.

*Foreign currency denominated wallets*

48. (1) Notwithstanding directive 47 above, an E-money Institution may seek approval from the Bank to issue E-money in foreign currency.

(2) The application in sub-directive (1) above shall be submitted in line with directive 6 or 7 of these Directives.

*Compliance with Anti-Money Laundering, Combating Financing of Terrorism and proliferation*

49. (1) An E-money Institution and its Agents shall comply with the Anti-Money Laundering, Proliferation of Weapons of Mass Destruction and Combating Financing of Terrorism laws in Zambia.

(2) An E-money Institution shall adequately train all its employees, distributors and Agents on anti-money laundering and combating financing of terrorism and proliferation.

(3) An E-money Institution shall designate an officer to be responsible for reporting all transactions suspected of being related to money laundering, terrorism financing and proliferation.

*Insolvent E-money Institution*

50. (1) In these Directives, "insolvency event" means any of the following procedures in relation to an E-money Institution—

(a) the making of a winding-up order;

(b) the passing of a resolution for voluntary winding-up;

(c) the entry of the institution into administration;

(d) the appointment of a receiver or manager of the institution's property;

(e) the approval of a proposed voluntary arrangement (being a composition in satisfaction of debts or a scheme of arrangement);

(f) the making of a bankruptcy order;

(g) the making of an insolvency administration order; or

(h) the conclusion of any composition contract with creditors.

(2) In an insolvency event, an E-money Institution shall not enter into any new or continue to conduct any existing e-money business except that which is incidental to the orderly realisation, conservation and preservation of its assets.

*External Auditors*

51. (1) An E-money Institution shall appoint an external auditor who shall be a member in good standing of a professional body of accountants in Zambia.

(2) An E-money Institution shall be required to submit to the Bank a copy of the report of the auditor, together with a copy of the annual financial statement within a period of three months from the end of each financial year.

(3) The Bank may appoint an external auditor or any other subject matter expert at the expense of the E-money Institution, to conduct a special audit relating to the operations of the E-money Institution.

*General offence and penalty*

52. A person who breaches any condition or requirement under these Directives commits an offence and is liable to a fine not exceeding two hundred thousand penalty units or to a term of imprisonment not exceeding three years, or to both.

*Exemptions*

53. The Bank may on such terms and conditions as may be determined exempt, waive or vary the application of any of these Directives.

*Directives to come into force*

54. These Directives shall come into force on the day that they are published in the Gazette.

Issued by the Bank of Zambia this 27th day of June 2023.