

**CONSTITUTION AND RULES OF
THE GRID CODE REVIEW PANEL**

**Revision 2
September 2006**

ADOPTED ON the [] day of [] 200[].

1. NAME OF THE PANEL

The Panel shall be called the "Grid Code Review Panel".

2. DEFINITIONS AND INTERPRETATIONS

2.1 The following words and expressions shall have the following meanings in this Constitution:

"Act" means the Electricity Regulation Act, 1999 as amended from time to time including all subordinate legislation arising therefrom;

"Alternate" means the individual appointed by the Appointor to represent him at the Panel meetings in his absence;

"Appointor" means an appointing body of the parties referred to in section 4 which is entitled to appoint a Member or Members of the Panel;

"Business Day" means any day other than (a) any Saturday or Sunday or (b) any other day which is a bank or public holiday in Ireland;

"Chairman" means the person appointed by the TSO to be Chairman as reflected in section 7, the person appointed by the TSO from time to time pursuant to section 7.2, the person appointed by the Chairman to be the Chairman's alternate pursuant to section 9.1 or the person appointed to act as Chairman of the meeting by the TSO appointed Members in the absence of the Chairman or the Chairman's alternate pursuant to section 7.4;

"CHP Generator" is as defined in the Act;

"Commission" means the Commission for Energy Regulation as set forth in section 8 of the Act

"Constitution" means the constitution and rules of the Panel as set out below;

"Demand Customer" means a person to whom electrical energy is provided by means of a direct connection to the transmission system;

"Distribution System Operator" means the holder of a licence under section 14(1)(g) of the Act as amended under section 16 of Statutory Instrument No. 60 of 2005;

"Generators" means a holder of a licence under section 14 of the Act 1999 as amended in section 16 of Statutory Instrument No. 60 of 2005;

"Renewable" is as defined in the Act;

"Independent Electricity Suppliers" means any Supplier other than the Public Electric Supplier;

"Independent Generators" means any generator other than ESB Power Generation;

"Member" means a person duly appointed pursuant to section 6 to be a Member of, or the Chairman of, the Panel and references to a "Member" in this Constitution shall, unless the context otherwise requires, include the Chairman;

"Panel" means the Grid Code Review Panel;

"Public Electricity Supplier" means the public electricity supply function of ESB;

"Secretary" means the person appointed by the TSO as secretary to the Panel pursuant to section 8 of this Constitution;

"Supplier" means a holder of a licence under section 14(1)(b), 14(1)(c) and 14(1)(d) of the Act as amended under section 16 of Statutory Instrument No. 60 of 2005;

"Transmission System Operator (TSO)" means EirGrid plc, the holder of a licence under section 14(1)(e) of the Act of 1999 as amended under section 16 of Statutory Instrument No. 60 of 2005; and

"Transmission System Owner Licensee" means the holder of a licence under section 14(1)(f) of the Act of 1999 as amended under section 16 of Statutory Instrument No. 60 of 2005.

2.2 In this Constitution, unless the context otherwise requires:

2.2.1 references to sections and sub-sections are references to section and sub-sections of this Constitution;

2.2.2 references to GC are references to the General Conditions of the Grid Code;

2.2.3 words and expressions used which are not expressly defined in this Constitution shall have the same meaning as defined in the Grid Code;

2.2.4 words denoting the singular also include the plural and vice versa;

2.2.5 words denoting the masculine also include the feminine and vice versa;

2.2.6 headings and titles to sections shall not be taken into consideration in the interpretation or construct of the words and expressions used;

2.2.7 a reference to a person includes firms and corporations.

2.3 This Constitution shall be subject to the approval of the Commission.

3. ESTABLISHMENT AND OBJECTIVES

3.1 The Panel is hereby established by the TSO.

3.2 Objectives

The objectives of the Panel are to:

(a) generally review and discuss the Grid Code and its workings;

- (b) review and discuss all suggestions for amendments to the Grid Code which the TSO, the Commission, any User or any potential User may wish to submit to the TSO for consideration by the Panel from time to time;
- (c) discuss what changes are necessary to the Grid Code arising out of any unforeseen circumstances referred to it by the TSO under the Grid Code; and
- (d) make and publish recommendations and ensure that User consultation of such recommendations has occurred through Grid Code Review Panel members.

4. MEMBERSHIP

4.1 The Panel shall consist of:

- (a) a Chairman and 3 persons appointed by, and representing the TSO;
- (b) 1 person appointed by and representing ESB Power Generation.
- (c) 1 person appointed by Grid Connected Independent Generators, and representing Independent Generators which shall exclude Renewable Generators;
- (d) 1 person appointed by Grid Connected Renewable Generators, and representing Renewable Generators
- (e) 1 person appointed by, and representing the Distribution System Operator;
- (f) 1 person appointed by Grid Connected Demand Customers, and representing Demand Customers;
- (g) 1 person appointed by, and representing the Public Electricity Supplier;
- (h) 1 person appointed by, and representing Independent Electricity Suppliers.
- (i) 1 person appointed by, and representing the Commission;
- (j) 1 person appointed by, and representing the Transmission System Owner Licensee;

each of whom shall be appointed pursuant to the Constitution of the Panel set forth in this document. Each Member shall be entitled to bring with him to each meeting a maximum of two (2) professional advisers, subject to 16.2. These advisers shall not constitute additional membership in the Panel.

4.2 The Panel shall establish and comply at all times with the rules and procedures relating to the conduct of its business.

4.3 The persons nominated by the TSO shall provide expertise in various areas (ie. Operations, Planning & Market Administration) and where specialist expertise is required the TSO shall provide such expertise as required and provision of such expertise shall not constitute additional membership in the Panel.

4.4 The TSO shall provide the secretariat to the Panel in accordance with section 8 and provision of such shall not constitute additional membership in the Panel.

4.5 A person may only be appointed as a representative of one Appointor.

5. SUB-COMMITTEES AND WORKING GROUPS

5.1 The Panel may establish such sub-committees from time to time consisting of such persons, as it considers desirable. Each sub-committee shall be subject to such written terms of reference and shall be subject to such procedures as the Panel may determine.

5.2 The meetings of sub-committees of the Panel shall, as far as possible, be arranged so that the minutes of such meetings can if appropriate be presented to the Members in sufficient time for consideration before the next meeting of the Panel.

5.3 The Panel may further establish working groups to advise it on any matter from time to time. Such working groups may consist of Members and/or such other persons as the Panel may determine for the purpose.

5.4 The views of sub-committees and working groups shall not be the view of the Panel unless discussed and agreed by the Panel.

6. APPOINTMENT, REMOVAL AND RESIGNATION OF MEMBERS OTHER THAN THE CHAIRMAN

6.1 The Panel shall consist of the persons to be appointed as Members as listed in section 4.1, each such Member representing their own respective Appointor.

6.2 Any Appointor may at any time remove its appointed Member from office and appoint another person in that Member's place, but shall have no right to remove from office any Member appointed by another Appointor.

6.3 Whenever any new Member or Chairman is appointed, the Appointor of that Member or Chairman shall notify the Secretary in writing within five (5) Business Days of the appointment taking effect.

6.4 If at any time any Appointor shall not have made an appointment and/or shall be in disagreement as to whom to appoint and as a result no Member represents that Appointor:

6.4.1 the Commission shall have the option, until the relevant Appointor has decided upon an appointment and notified the Commission accordingly, to appoint a Member or Members on behalf of that Appointor and to remove any person so appointed by the Appointor; and

6.4.2 in the event that the right is not exercised, the Panel shall be regarded as complete in the absence of that Member or those Members.

6.5 No person other than an individual shall be appointed as a Member or as the Member's alternate.

6.6 Each Member shall retire automatically following the Panel meeting held on the first working day in the month of March every second year starting from the year 2005 e.g. 2005, 2007, 2009, etc._(or if no meeting is held on such day, at the meeting which is held on the date falling closest after that day) but such Member shall be eligible for re-appointment. In these circumstances:

- 6.6.1 each Appointor may, by notice in writing to the Chairman, indicate its wish to re-appoint the retiring Member or to appoint a new Member in that Member's place;
- 6.6.2 notifications for re-appointment or appointment must be delivered to the Chairman at least fifteen (15) Business Days in advance of the Meeting by an Appointor represented by each Member;
- 6.6.3 in respect of an existing Member, notification for re-appointment will be deemed to be given if no notification is delivered to the Chairman at least five (5) Business Days in advance of the meeting;
- 6.6.4 if only one notification is received for the re-appointment or appointment of a Member or if all notifications received are unanimous, the person named in the notification(s) will become the Member with effect from the beginning of the meeting;
- 6.6.5 if more than one notification is received in respect of a Member or if all notifications received are not unanimous, the Chairman shall refer the matter to the Commission, the Commission will within five (5) Business Days of receipt of the last of the Chairman's referral contact (insofar as the Commission is reasonably able) the Appointor represented by that Member and seek to encourage unanimous agreement between those persons as to the re-appointment or appointment of the Member. If agreement is reached on the Member, the Commission shall inform the TSO and the relevant persons of the result, then depending on the result of the agreement:
 - 6.6.5.1 the new person will replace the existing Member; or
 - 6.6.5.2. the existing Member will continue with effect from the beginning of that Panel meeting.
- 6.6.6 Where agreement is not reached, the Commission shall determine who shall be appointed and shall notify the relevant persons accordingly. In these circumstances, depending on the result of the determination:
 - 6.6.6.1 the new person will replace the existing Member; or
 - 6.6.6.2 the existing member will continue with effect from the beginning of that Panel meeting and shall be deemed to be appointed by the relevant Appointor.
- 6.7 Sections 6.3 and section 6.5 shall not apply to the re-appointment of a Member or Members pursuant to section 6.7.

7. THE CHAIRMAN

- 7.1 The Chairman is a Member of the Panel.
- 7.2 The TSO may at any time remove the Chairman from office. Upon retirement or removal by the TSO of the Chairman, the TSO shall appoint a person to act as Chairman.
- 7.3 The Chairman shall preside at every Panel meeting. If the Chairman is unable to be present at a meeting but has appointed an alternate pursuant to section 9.1, such alternate shall act as Chairman.

- 7.4 If neither the Chairman nor the Chairman's alternate is present within half an hour after the time appointed for holding the meeting, the Member present in respect of whom the TSO is the Appointor may appoint one of their number to act as Chairman of the meeting. Such Appointee shall not, however, be treated as the Chairman's alternate.
- 7.5 The Chairman shall have the power, having consulted existing members, to appoint any additional Members of the Panel on a permanent or temporary basis as the Chairman considers appropriate from time to time. Such additional members may include the following:
- (a) representative(s) of any consumer group;
 - (b) representative(s) of any interconnected party;
 - (c) representative(s) of the Generators;

The Secretary shall notify the existing members of the Panel of such additional appointments within ten (10) Business Days of such appointments.

8. THE SECRETARY

- 8.1 The TSO shall appoint and may remove the Secretary and shall notify each Member of the Panel of the identity and address for correspondence of the Secretary as soon as reasonably practicable after his/her appointment.
- 8.2 The Secretary may, but need not be a Member but shall not be a Member by virtue only of being Secretary.
- 8.3 The Secretary shall have the right to speak at any meeting.
- 8.4 The Secretary's duties shall be to attend to the day to day business of the Panel and in particular to:
- 8.4.1 attend all meetings of the Panel (if he/she is unable to attend the said meetings, he/she shall notify the Chairman who will appoint another individual, not being a Member to attend in place of the Secretary);
 - 8.4.2 maintain a register ("Register") of names and addresses of the Chairman, Members and alternates as appointed from time to time; and
 - 8.4.3 keep minutes of all meetings and circulate in accordance with 17.1;
 - 8.4.4 record the attendance of those Members who are present at such meetings (by inviting Members present to sign and print their names on an attendance sheet);
 - 8.4.5 notify existing Members of any new Members appointed by the Chairman from time to time.
 - 8.4.6 attend to the requisition of meetings and to serve all requisite notices to each Member of the Panel.

- 8.5 The Secretary shall make the Register available for inspection by any User and/or the Commission.

9. ALTERNATES

- 9.1 Each Member shall have the power to appoint any individual to be that Member's Alternate and may at the Member's discretion remove any alternate so appointed.
- 9.2 Any appointment or removal of an Alternate shall, unless the Chairman otherwise agrees, be effected by notice in writing executed by the Member and delivered to the Secretary or tendered at a Panel meeting.
- 9.3 An Alternate shall be entitled to:
- 9.3.1 receive notice of all Panel meetings or of meetings of sub-committees or working groups to which the Member belongs;
- 9.3.2 attend any such meeting at which the Member is not personally present; and
- 9.3.3 exercise and discharge all the duties and responsibilities of the Appointor as a Member at the meeting.

For the purpose of the proceedings at the meeting the provisions of this Constitution shall apply as if the Alternate were a Member.

- 9.4 An Alternate shall cease to be an Alternate if the Alternate's Appointor ceases for any reason to be a Member.
- 9.5 References in this Constitution to a Member shall, unless the context otherwise requires include the Member's duly appointed Alternate.

10. VACATION OF OFFICE

- 10.1 The office of a Member shall be vacated:
- 10.1.1 if the Member resigns his office by notice delivered to the Secretary; or
- 10.1.2 if the Member is adjudged bankrupt or compounds with his creditors generally or if the organisation he is representing enters into voluntary or involuntary liquidation;
- 10.1.3 if the Member is found to be of unsound mind or is a patient for any purpose of any statute relating to mental health; or
- 10.1.4 if the Member or the Member's Alternate fails to attend more than three consecutive Panel meeting without submitting an explanation to the Chairman which is reasonably acceptable to the Chairman.
- 10.1.5 if the Appointor which he represents notifies the Chairman that he is to be replaced in which event the Appointor shall appoint a replacement Member.

11. MEMBERS' RESPONSIBILITIES AND PROTECTIONS

- 11.1 In the performance of its duties and responsibilities, the Panel shall have due regard for the need to promote the attainment of the principal objectives of the Panel referred to in section 3.2.
- 11.2 Subject to a Member's overriding obligation, as a Member of the Panel set out in section 11.1, in the exercise of the Member's powers and the performance of the Member's duties and responsibilities as a Member, a Member shall represent the interests of the relevant Appointor.
- 11.3 The Panel, each Member and the Secretary shall be entitled to rely upon any communication or document reasonably believed by it or that person to be genuine and correct and to have been communicated or signed by the person by whom it purports to be communicated or signed.

12. MEMBERS' ADDRESSES

Each new Member (and alternate) shall communicate the Member's (or alternate's) address to the Secretary (and thereafter shall communicate any changes to that address to the Secretary) and all notices sent to such address shall be considered as having been duly given.

13. MEETINGS

- 13.1 The Panel shall hold meetings three times per annum or at such other regular scheduled times as it may decide. Such meetings shall be convened by the Secretary who shall give to the Members no less than ten (10) Business Days notice of such meetings.
- 13.2 The normal venue for meetings shall be at the TSO's premises, details of which shall be circulated to all the Members by the Secretary prior to the meetings.
- 13.3 The Chairman or any other Member may request the Secretary to requisition further meetings by giving fifteen (15) Business Days notice to the Secretary. The notice shall be:
 - 13.3.1 in writing; and
 - 13.3.2 contain a summary of the business that it is proposed will be conducted, and the Secretary shall proceed to convene a Panel meeting within five (5) Business Days of the date of expiry of such notice in accordance with the provisions of section 15.

14. NOTICE OF MEETINGS

- 14.1 All meetings shall be called by the Secretary on at least ten (10) Business Days written notice (exclusive of the day on which it is served and of the day for which it is given), or by shorter notice if so agreed in writing by all Members.
- 14.2 If at any time a person has not been appointed as Secretary or the Secretary is for any reason unable to act, the Chairman shall convene meetings.

- 14.3 The notice of each meeting shall be given to all Members and shall contain the time, date and venue of the meeting, an agenda and a summary of the business to be conducted.
- 14.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, a person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 14.5 By notice to the Secretary, any Member can request additional matters to be considered at the meeting and provided such notice is given at least ten (10) Business Days (exclusive of the day on which it is served of the day for which it is given) before the date of the meeting, those matters will be included in a revised agenda for the meeting. The Secretary shall circulate the revised agenda to each member as soon as practicable.

15. PROCEEDINGS AT MEETINGS

- 15.1 Subject to sections 13 and 14, the Panel may meet for the transaction of business and adjourn and otherwise regulate its meetings, as it thinks fit.
- 15.2 Eight Members present in person or by their alternates.
- 15.3 If, within half an hour from the time appointed for holding any meeting of the Panel, a quorum is not present, the meeting shall be adjourned to such day, time and place as the secretary may notify to Members within three (3) Business Days of the adjournment.
- 15.4 A meeting adjourned in accordance with section 15.3 shall not be called to take place within one week of the adjournment but may be called on less than ten (10) Business Days notice. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall in any event take place.
- 15.5 Only matters identified in the agenda referred to in section 14.3 or a revised agenda submitted pursuant to section 14.5 shall be discussed at a meeting but this shall not prevent matters raised under the heading "Any Other Business" being discussed.
- 15.6 All acts done by any meeting of the Panel or of a sub-committee or working group shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a Member, be as valid as if such person had been duly appointed.

16. REPRESENTATION

- 16.1 The Chairman and each other Member shall be entitled to attend and speak at every meeting to the Panel.
- 16.2 Members may bring advisors to the Panel meeting for particular topics on the Agenda. The attendance and numbers of advisors shall be limited by agreement of the Panel members so as not to interfere with the smooth and efficient working of the Panel. In the event of agreement not being reached, the Chairman shall decide, having given due consideration to the opinions expressed by the Panel Members.

17. MINUTES

- 17.1 The Secretary shall circulate copies of the minutes of each meeting to the Panel to each Member as soon as practicable (and in any event within ten (10) Business Days) after the relevant meeting has been held.
- 17.2 Each Member shall notify the Secretary of the Member's approval or disapproval of the minutes of each meeting within ten (10) Business Days of receipt of the minutes. A Member who fails to do so will be deemed to have approved the minutes. The approval or disapproval of the minutes will not affect the validity of the Panel's proceedings at the meeting to which the minutes relate.
- 17.3 If the Secretary receives any comments on the minutes, the Secretary shall then include those aspects of the minutes upon which there is disagreement into the agenda for the next meeting of the Panel as the first item for discussion.

18. PROPOSALS

- 18.1 A Member may from time to time make a proposal ("Proposal") regarding the Grid Code.
- 18.2 Each Proposal shall:
- (a) be in writing;
 - (b) set out in reasonable but not excessive detail the nature and purpose of the Proposal;
 - (c) be submitted to the Secretary of the Panel not less than ten (10) Business Days prior to the next meeting; and
 - (d) be placed on the agenda for discussion by the Members at the next meeting.
- 18.3 At a duly convened meeting of the Panel, the Proposal shall be presented to the Members by the proposing Member, who shall endeavour to answer any initial questions which the other Members may have in respect of the Proposal or the presentation.
- 18.4 The Panel shall discuss the Proposal.
- 18.5 Having:
- (a) heard the presentation of the proposing Member;
 - (b) discussed the Proposal; and
 - (c) had an opportunity to ask questions of the proposing Member in respect of the Proposal.

The Chairman taking into account the views of the Panel may determine that the Proposal:

- (i) does not merit any further consideration;

- (ii) shall be submitted by the TSO to the Commission as a Grid Code modification for approval. The modification application shall include the original Proposal and the views and considerations of the Grid Code Review Panel; or
- (iii) merits further consideration.

18.6 In the case of section 18.5(c)(iii), the Chairman may set up a working group to consider the Proposal further in liaison with the Panel. Each working group shall be chaired by a representative of the TSO or such other nominees as designated by the TSO who shall coordinate the further consideration of the Proposal. The working group shall report to the Panel at each meeting of the Panel as to the progress of the working group. When the work of the working group is complete, and following final review by the Grid Code Review Panel, the TSO may apply to the Commission for a revision of the Grid Code and in doing so shall include the original Proposal and the views and considerations of the Grid Code Review Panel.

19. GENERAL

19.1 The expenses incurred by, and in relation to, the operation of the Panel shall be responsibility of the TSO. The TSO shall be entitled to recover this cost through appropriate charging mechanisms.

19.2 Notices

Unless otherwise expressly provided, any document, notice or other communication to be given to or be made by any person pursuant to or in accordance with this Constitution shall be in writing and sent by letter, facsimile transmission or electronic mail to the address or facsimile transmission number or electronic mail address of that person as specified by that person. Each such document shall be treated as having been given or made and delivered, if by letter two (2) Business Days immediately following posting, if by delivery, when left at the relevant address, if by facsimile transmission, upon receipt by the addressee of the complete text of the document, notice or other communication in a legible form, if by electronic mail, on receipt of a confirmatory transmission report.

19.3 Should any Member consider it appropriate to amend this Constitution, the Member shall advise the Secretary who will, unless the proposed amendment is of minor consequence, notify each Member accordingly and invite representation within ten (10) Business Days following the date of such invitation in respect of the proposed amendment. The Secretary shall, within three (3) Business Days immediately following the expiry of such ten (10) Business Days, send to each Member and the Commission copies of all representations received. The TSO will decide, based on these representations, if the Constitution should be amended and shall notify the Commission accordingly.

19.4 If the amendment proposed in 19.3 is considered by the Secretary to be of minor consequence, it shall be included on the agenda of a subsequent Panel meeting and may be approved by agreement of all Members present.

19.5 New versions shall be formally adopted when signed by the Chairman and the Commission representative on the Panel.

19.6 This constitution was adopted on the date first mentioned above by the persons whose signatures appear below.

Signed..... (Grid Code Review Panel Chairman)

Date:.....

Signed..... (for and on behalf of the Commission)

Date:.....