

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

VERSION v1.0

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1. NAME OF THE PANEL

The panel shall be called the Joint Grid Code Review Panel.

2. DEFINITIONS AND INTERPRETATION

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

"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 Northern Ireland or the Republic of Ireland;

"Chairman" means the person appointed to be the Chairman of the Joint Grid Code Review Panel which will be the chairman of the SONI Grid Code Review Panel and the chairman of the EirGrid Grid Code Review Panel jointly;

"Constitution" means the constitution and rules of the Joint Grid Code Review Panel as set out below;

"EirGrid Grid Code" means the grid code drawn up by EirGrid pursuant to its licence;

"EirGrid Grid Code Review Panel" means the grid code review panel established by EirGrid;

"Member" means a person which is either a member of the SONI Grid Code Review Panel or the EirGrid Grid Code Review Panel and who is therefore also a member of the Joint Grid Code Review Panel as provided for in clause 5.1;

"Regulatory Authorities" means in Northern Ireland, the Northern Ireland Authority for Utility Regulation (NIAUR) and in the Republic of Ireland, the Commission for Energy Regulation (CER);

"Secretaries" means the secretary of the SONI Grid Code Review Panel and the secretary of the EirGrid Grid Code Review Panel, who shall both be Secretaries of the Joint Grid Code Review Panel;

"Sections Under Common Governance" means the sections of the SONI Grid Code and EirGrid Grid Code, which in the case of modifications and derogations, require agreement and direction from both Regulatory Authorities and both TSOs. SDC1 and SDC2 are Sections Under Common Governance.

"SONI Grid Code" means the grid code drawn up by SONI pursuant to its licence;

"SONI Grid Code Review Panel" means the grid code review panel established by SONI; and

"Transmission System Operators (TSOs)" means EirGrid plc and SONI Limited.

2.2 Except as otherwise provided herein and unless the context otherwise admits, words and expressions used herein shall have the same meaning as defined in the SONI Grid Code or the EirGrid Grid Code as the case may be.

2.3 Words denoting the singular only also include the plural and vice versa where the context requires. Words denoting the masculine only also include the feminine.

2.4 Headings and titles to clauses shall not be taken into consideration in the interpretation or construction of the words and expressions used herein.

3. CONSTITUTION

The Joint Grid Code Review Panel is a standing body established and maintained by SONI and EirGrid pursuant to GC.7.1 of the SONI Grid Code and GC.6.1 of the EirGrid Grid Code respectively.

4. OBJECTIVES OF THE JOINT GRID CODE REVIEW PANEL

4.1 The objectives of the Joint Grid Code Review Panel are to:

- (a) keep the Sections Under Common Governance and their working under review;
- (b) review all suggestions for amendments to the Sections Under Common Governance which the Regulatory Authorities or any Member may submit to the TSOs for consideration by the Joint Grid Code Review Panel from time to time;
- (c) determine recommendations for amendments to the Sections Under Common Governance which the TSOs or the Joint Grid Code Review Panel feel are necessary or desirable and the reasons for the recommendations;
- (d) consider what changes are necessary to the Sections Under Common Governance arising out of any unforeseen circumstances referred to it by SONI under GC.4 of the SONI Grid Code, or EirGrid pursuant to GC.6.1(c) of the EirGrid Grid Code;
- (e) discuss and identify whether any further areas or sections of the SONI Grid Code and the EirGrid Grid Code require harmonisation, and should therefore be added as Sections Under Common Governance; and
- (f) report to the Regulatory Authorities on any matters arising pursuant to (e) above, and make recommendations as to any modifications required to the SONI Grid Code or EirGrid Grid Code to effect the necessary harmonisation.

5. MEMBERSHIP

5.1 The Joint Grid Code Review Panel shall consist of the members of the SONI Grid Code Review Panel established by SONI pursuant to GC.6.1 of the SONI Grid Code and the members of the EirGrid Grid Code Review Panel established by EirGrid pursuant to GC.5.1 of the EirGrid Grid Code.

5.2 The rules regarding the appointment, retirement, removal, resignation and re-appointment of Members are set out in the respective constitutions of the SONI Grid Code Review Panel and EirGrid Grid Code Review Panel as the case may be.

6. CHAIRMAN

The chairman of the SONI Grid Code Review Panel and the chairman of the EirGrid Grid Code Review Panel shall jointly chair the Joint Grid Code Review Panel.

7. SECRETARY

7.1 The secretary of the SONI Grid Code Review Panel and the secretary of the EirGrid Grid Code Review Panel shall both be Secretaries of the Joint Grid Code Review Panel.

7.2 The secretary of the SONI Grid Code Review Panel shall perform the functions of Secretary of the Joint Grid Code Review Panel in respect of the members of the SONI Grid Code Review

Panel and the secretary of the EirGrid Grid Code Review Panel shall perform the functions of Secretary of the Joint Grid Code Review Panel in respect of the members of the EirGrid Grid Code Review Panel.

8. ALTERNATE

The provisions concerning the appointment and responsibilities of alternates set out in the constitutions of the SONI Grid Code Review Panel and EirGrid Grid Code Review Panel shall apply to this Constitution.

9. VACATION OF OFFICE

The provisions regarding the vacation of a Member's office set out in the constitutions of the SONI Grid Code Review Panel and EirGrid Grid Code Review Panel shall apply to this Constitution.

10. REPRESENTATION

The provisions regarding representation of Members in the constitutions of the EirGrid Grid Code Review Panel and SONI Grid Code Review Panel shall apply to this Constitution.

11. MEETINGS

11.1 Date

The Joint Grid Review Panel shall hold meetings when deemed necessary by SONI or EirGrid and in any event at least once in each two-year period.

11.2 Venue

The venue for meetings shall be decided by the TSOs prior to each meeting and shall be circulated to all the Members by the Secretaries prior to the meetings.

11.3 Further meetings

The Chairman or any other Member may request the relevant Secretary to requisition further meetings by giving fifteen (15) Business Days notice to the Secretary. The notice shall be:

11.3.1 in writing;

11.3.2 contain summary of the business that it is proposed will be conducted, and the Secretary shall proceed to convene a Joint Grid Code Review Panel meeting within five (5) Business Days of the date of expiry of such notice.

12. NOTICE OF MEETINGS

12.1 Notice by Secretary

All meetings shall be called by the relevant Secretary on at least ten (10) Business Days written notice (exclusive of the day on which it is served and of the day on which it is given) or by shorter notice if so agreed in writing by at least sixteen (16) Members, eight (8) of them being members of the SONI Grid Code Review Panel and eight (8) of them being members of the EirGrid Review Panel.

12.2 Notice by Chairman

If at any time a person has not been appointed as secretary of the SONI Grid Code Review Panel or as secretary of the EirGrid Grid Code Review Panel or the secretary of one of these panels is for any reason unable to act, the chairman of the relevant panel shall convene meetings.

12.3 **Details in notice**

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 summary of the business to be conducted.

12.4 **Failure to give notice**

The accidental omission to give notice of the meeting to, or the non-receipt of notice of a meeting by, a person entitled to receive notice shall not invalidate the proceedings of that meeting.

12.5 **Agenda**

By notice to the relevant Secretary, any Member can request additional matters to be considered at the meeting and provided such notice is given at least seven (7) Business Days (exclusive of the day on which it is served or the day for which it is given) before the date of the meeting, those matters will be included in the revised agenda for the meeting. The Secretary shall circulate the revised agenda to each Member as soon as practicable.

13. **PROCEEDINGS AT MEETINGS**

13.1 **Panel business**

Subject to clauses 11 and 12, the Joint Grid Code Review Panel may meet for the transaction of business and adjourn and otherwise regulate its meetings, as it thinks fit.

13.2 **Chairing the meeting**

The chairman of the SONI Grid Code Review Panel and the chairman of the EirGrid Grid Code Review Panel, being the joint chairmen of the Joint Grid Code Review Panel, shall chair meetings on a rotating basis.

13.3 **Quorum**

Eight Members of the EirGrid Grid Code Review Panel and eight Members of the SONI Grid Code Review Panel present in person or by their alternates or in accordance with other relevant provisions of the constitutions of the SONI or EirGrid Grid Code Review Panels shall constitute a quorum, providing that representatives of both TSOs and both Regulatory Authorities are attending the meeting.

13.4 **Inquorate meetings**

If, within half an hour of the time appointed for holding any meeting of the Joint Grid Code Review Panel, a quorum is not present, the meeting shall:

- (a) be adjourned to such day, time and place as the Secretaries may notify to Members within three (3) Business Days of the adjournment. The adjourned meeting 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 a meeting, the meeting shall not take place; or

- (b) be held subject to the holding of the meeting being ratified at the next meeting at which a quorum is present.

13.5 **Agenda**

Only matters identified in the agenda refer to in clause 12.3 or a revised agenda submitted pursuant to clause 12.5 shall be resolved upon at a meeting (but this shall not prevent matters under the heading “Any other business” being discussed and if the Chairman thinks fit, being resolved upon).

13.6 **Validity of Acts**

All acts done by any meeting of the Joint Grid Code Review Panel or of a sub-Committee or working group shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of a Member, be as valid as if such a person had been duly appointed.

14. **PROPOSALS BY MEMBERS**

- 14.1 The rules regarding the submission of proposals regarding the Sections Under Common Governance by Members are the ones set out in the Constitutions of the SONI Grid Code Review Panel and EirGrid Grid Code Review Panel.

- 14.2 SONI and EirGrid shall submit all proposed amendments to the Sections Under Common Governance (regardless of which party proposes such amendments) to the Joint Grid Code Review Panel for discussion prior to fulfilling any obligations under the respective licence in relation to wider consultation. Following the determination of a recommendation at a Joint Grid Code Review Panel meeting, the TSOs shall ensure that they fulfil their respective licence obligations in relation to wider consultation.

15. **MINUTES**

15.1 **Circulation**

The Secretaries shall circulate copies of the minutes of each meeting of the Joint Grid Code Review Panel to each Member as soon as practicable and in any event within twenty (20) Business Days after the relevant meeting has been held.

15.2 **Approval of minutes**

Each Member shall notify the relevant 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 Joint Grid Code Review Panels proceedings at the meeting to which the minutes relate.

15.3 **Amendments**

If one of the Secretaries receives any comments on the minutes, the Secretaries shall then either edit the minutes to incorporate the comments, or include the aspects of the minutes, upon which there is disagreement, into the agenda for the next meeting of the Joint Grid Code Review Panel as the first item for discussion.

16. GUIDANCE FROM THE JOINT GRID CODE REVIEW PANEL

The Joint Grid Code Review Panel may at any time, and from time to time, issue guidance in relation to the Sections Under Common Governance and their implementation, performance and interpretation and it may establish sub-committees and working groups to carry out such work.

17. SUB-COMMITTEES AND WORKING GROUPS

17.1 Sub-committees

The Joint Grid Code Review Panel may establish such sub-committees from time to time consisting of such persons as it considers desirable, whether Members or not. Each sub-committee shall be subject to such written terms of reference and shall be subject to such procedures as the Joint Grid Code Review Panel may determine. The meetings of sub-committees shall in so 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 following meeting of the Joint Grid Code Review Panel.

17.2 Working Groups

The Joint Grid Code Review 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 others as the Joint Grid Code Review Panel may determine for the purpose.

18. MEMBERS' RESPONSIBILITIES AND PROTECTIONS

18.1 Joint Grid Code Review Panel Objectives

In the exercise of its powers and the performance of its duties and responsibilities, the Joint Grid Code Review Panel shall have due regard for the need to promote the attainment of the principal objectives of the Joint Grid Code Review Panel set out in clause 4.

18.2 Representation

In the exercise of its powers and the performance of its duties and responsibilities as a Member, a Member shall represent the interests of that person or persons by whom he is for the time being appointed, pursuant to the constitution of the SONI Grid Code Review Panel or EirGrid Grid Code Review Panel as the case may be, provided that such obligation of representation shall at all times be subordinate to the obligations of the Member as a Member of the Joint Grid Code Review Panel set out in clause 18.1.

18.3 Reliance Documentation

The Joint Grid Code Review Panel, each Member and the Secretaries shall be entitled to rely upon any communication reasonably believed by it, him or they, to be genuine and correct and to have been communicated or signed by the person by whom it purports to be communicated or signed. For the purposes of this clause, a communication shall be in writing and either delivered by hand or sent by way of letter, facsimile transmission or electronic mail.

19. MEMBERS' ADDRESSES

Each Member shall from time to time communicate his address to the relevant Secretary and all notices sent to such address shall be considered as having been duly given.

20. AMENDMENTS TO CONSTITUTION

- 20.1 Should any Member consider it appropriate to amend this Constitution, the Member shall advise the relevant 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 Secretaries shall, within three (3) Business Days immediately following the expiry of such ten (10) Business Days, send to each Member and the Regulatory Authorities copies of all representations received.
- 20.1 In accordance with GC5.2 of the EirGrid Grid Code and GC7.4 of the SONI Grid Code, any amendment to the constitution shall require to be approved by the Regulatory Authorities. Following the approval of any amendment, the TSOs shall make available updated versions of the Constitution to Users and other interested parties.