

SONI Limited

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

DRAFT

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

1. Name

The panel shall be called the Grid Code Review Panel.

2. Definitions and Interpretation

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

▲ **“Authorised Electricity Operator”** means any person who is authorised to distribute, generate, transmit or supply electricity under the Order.

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▲ **“Chairperson”** means the person duly appointed by SONI to be Chairperson pursuant to Clause 5, the person appointed by SONI from time to time pursuant to Clause 8.2, the person appointed by the Chairperson to be his/her/their alternate pursuant to Clause 6.1, or the person appointed to act as chairperson of the meeting by the SONI appointed Members in the absence of the Chairperson or his/her/their alternate pursuant to Clause 8.3.

▲ **“Constitution”** means the constitution and rules of the Panel as set out herein and as may be amended from time to time with the approval of the Authority.

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▲ **“Grid Code”** means the grid code drawn up by SONI pursuant to Condition 16 of the TSO Licence, as from time to time revised in accordance with that Condition of the TSO Licence.

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▲ **“Joint Grid Code Review Panel”** means the standing body established and maintained by SONI and EirGrid plc pursuant to GC7.1 of the Grid Code.

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▲ **“Member”** means a person duly appointed pursuant to Clause 5 to be a member of or the Chairman/Chairperson of the Panel.

▲ **“Panel”** means the Grid Code Review Panel.

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▲ **“Regulatory Authorities”** means in Northern Ireland, the Northern Ireland Authority for Utility Regulation and in the Republic of Ireland, the Commission for Regulation of Utilities, Energy Regulation.

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▲ **“Secretary”** means the person appointed by SONI pursuant to Clause 9.1, and 9.1 and named as such.

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▲ **“Sections Under Common Governance”** means the sections of the Grid Code and the EirGrid Grid Code, which in the case of modifications and derogations, require agreement and direction from both Regulatory Authorities and SONI and EirGrid plc in their capacity as transmission system operator. SDC1 and SDC2 are Sections Under Common Governance.

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▲ **“SONI”** means SONI Limited, a limited company registered in Northern Ireland with company number NI038715.

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▲ **“TSO Licence”** means the Licence to participate in the transmission of electricity granted to SONI.

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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 Grid Code.

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 Panel is a standing body established and maintained by SONI pursuant to GC6.1 of the Grid Code.

4. Objects

4.1 Subject to clause 4.2 below, the objects of the Panel shall, with regard to all sections of the Grid Code which are not Sections under Common Governance, be the following, and such further objects as may be attributed to the Panel by the Grid Code from time to time:-

- (a) to keep the Grid Code and its working under review;
- (b) to review all suggestions for amendments to the Grid Code which any Member is requested by the Authority, a User or the TO (in respect of data items to be submitted under the Planning Code, PC Appendix A, the Connection Conditions CC4, CC5, CC6, CC7, safety related matters in CC9 and CC10, CC Schedule 1, CC Schedule 2, CC Appendix 1, CC Appendix 2, OC6 and other Grid Code sections which are relevant to the TO) to submit to the Secretary for consideration by the Panel from time to time;
- (c) to determine recommendations for amendments to the Grid Code which SONI or the Panel feels are necessary or desirable and the reasons for the recommendations;
- (d) to issue guidance in relation to the Grid Code and its implementation, performance and interpretation when asked to do so by any Member on behalf of a User; and
- (e) to consider what changes are necessary to the Grid Code arising out of any unforeseen circumstances referred to it by SONI under GC.4 of the Grid Code.

4.2 The functions of the Panel described in clause 4.1 above shall be subject to the functions of the Joint Grid Code Review Panel with respect to the Sections Under Common Governance, which are set out in GC.7.1.

5. Membership

5.1 The Panel shall consist ~~of:~~ -

- (a) a ~~Chairman~~Chairperson appointed by SONI;
- (b) 3 persons representing SONI;
- (c) 3 persons representing Generators;
- (d) 2 persons representing Suppliers;
- (e) a person representing the Interconnector Owner;

- (f) a person representing the TO provided that such person shall only have a right to vote on matters related to the list of data items in GC.6.2(b) which the TO is allowed to submit suggestions for amendment;
- (g) a person representing the DNO;
- (h) a person appointed by and representing the Authority;
- (i) 3 persons representing renewable energy sources and their impact on the NI System (including photovoltaic, large scale renewable generation, and ~~small-scale~~small-scale renewable generation);
- (j) a person representing electricity storage;
- (k) a person representing Demand Side Unit Operators; and
- (l) a person representing the SEM operator.

Each person who is Member of the Panel is also automatically a member of the Joint Grid Code Review Panel.

5.2 **Appointment by Authority:** If at any time any person or group of persons entitled to appoint a Member or Members shall not have made an appointment(s) and/or shall be in disagreement as to whom to appoint and as a result no Member represents that person or group of persons, the ~~Chairman~~Chairperson shall notify the Authority. The Authority shall have the right, until the relevant person or group of persons has decided upon an appointment and the ~~Chairman~~Chairperson has notified the Authority accordingly, to appoint a Member or Members on behalf of that person or group of persons, and to remove any person so appointed by ~~him/her~~them, provided that the Authority shall have no obligation to exercise that right. ~~In the event that~~If the Authority does not exercise ~~its~~his right the Panel shall be regarded as complete in the absence of that Member or those Members. For the avoidance of doubt, this Clause does not apply to the re-appointment of a Member or Members appointed by any person or group of persons entitled to so appoint, which is dealt with in Clause 5.4 below.

5.3 **Nature of Member:** No person other than an individual shall be appointed a Member or ~~his/her~~their alternate.

5.4 **Retirement and re-appointment of Members:**

- (a) Each Member shall retire automatically at the beginning of the meeting of the Panel held on the first Business Day in the month of March each year (or if no meeting is held on such day, at the meeting which is held on the date falling closest after that day) but shall be eligible for re-appointment.
- (b) Each person or group of persons entitled to appoint a Member may, by notice in writing to the ~~Chairman~~Chairperson, indicate its wish to re-appoint the retiring Member or to appoint a new Member in ~~his/her~~their place.
- (c) Such notifications for re-appointment or appointment must be delivered to the ~~Chairman~~Chairperson at least twenty-one (21) days in advance of the meeting of the

Panel from the person or group of persons represented by each Member. A notification for reappointment in respect of an existing Member shall be deemed to be given if no notification is delivered to the ~~Chairman~~Chairperson at least twenty-one (21) days in advance of the meeting of the Panel.

- (d) 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.
- (e) If more than one notification is received in respect of a Member (not being unanimous), the ~~Chairman~~Chairperson will within seven (7) days of receipt of the last of such notifications contact (insofar as ~~they are~~he is reasonably able) the group of persons represented by that Member and seek to encourage unanimous agreement between those persons as to the Member. If agreement is reached on the Member, then the new person will replace the existing Member, or the existing Member will continue if that is the result of the agreement, with effect from the beginning of that meeting of the Panel.
- (f) If agreement is not reached, the ~~Chairman~~Chairperson shall notify the Authority and the Authority shall determine who shall be appointed and notify the ~~Chairman~~Chairperson and the relevant persons accordingly. That new person will replace the existing Member, or the existing Member will continue if that is the result of the determination, with effect from the beginning of that meeting of the Panel and shall be deemed to be appointed by the relevant group of persons.
- (g) These provisions shall apply equally to persons or groups of persons entitled to appoint more than one Member, with any necessary changes to reflect that more than one Member is involved.

6. Alternates

- 6.1 **Appointment:** Each Member (including, for the avoidance of doubt, the ~~Chairman~~Chairperson) shall have the power to appoint any individual to be ~~his~~her/their alternate and may at ~~his~~her/their discretion remove an alternate Member so appointed. Any appointment or removal of an alternate Member shall (unless the ~~Chairman~~Chairperson otherwise agrees) be ~~issued~~effected by notice in writing executed by the appointor and delivered to the Secretary or tendered at a meeting of the Panel. If ~~his~~her/their appointor so requests, an alternate Member shall be entitled to receive notice of all meetings of the Panel or of sub-committees or working groups of which ~~his~~her/their appointor is a Member. ~~They~~He shall also be entitled to attend and vote as a Member at any such meeting at which the Member appointing ~~him~~her/them is not personally present and at the meeting to exercise and discharge all the functions, powers and duties of ~~his~~her/their appointor as a Member. For the purpose of the proceedings at such meetings, the provisions of this Constitution shall apply as if the alternate appointed were a Member.
- 6.2 **Voting:** Every person acting as an alternate Member shall have one vote for each Member for whom ~~they~~he acts as alternate, in addition to ~~his~~her/their own vote if ~~he~~she/they ~~is~~are also a Member. Execution by an alternate Member of any resolution in writing of the Panel shall, unless the notice of ~~his~~her/their appointment provides to the contrary, be as effective as execution by ~~his~~her/their appointor.

- 6.3 ***Ceasing to act:*** An alternate Member shall cease to be an alternate Member if ~~their~~^{his} appointor ceases for any reason to be a Member.
- 6.4 ***References include alternates:*** References in this Constitution to a Member shall, unless the context otherwise requires, include ~~his/her~~^{their} duly appointed alternate.
- 7. Representation and Voting**
- 7.1 ***Attendance:*** The ~~Chairman~~^{Chairperson} and each other Member shall be entitled to attend and be heard at every meeting of the Panel. One adviser (or such greater number as the ~~Chairman~~^{Chairperson} shall permit) shall be entitled to attend any meeting of the Panel with each Member and shall be entitled to speak at any meeting but shall not be entitled to vote on any issue.
- 7.2 ***Voting:*** Each Member (including the ~~Chairman~~^{Chairperson}) shall be entitled to cast one vote. In the event of an equality of votes, the ~~Chairman~~^{Chairperson} shall have a second or casting vote.
- 7.3 ***Removal:*** Any person or persons entitled to appoint a Member (including the ~~Chairman~~^{Chairperson}) pursuant to Clause 5, may at any time remove that Member (or the ~~Chairman~~^{Chairperson}, as the case may be) from office and appoint another person in ~~their~~^{his/her} place. A person or persons will only have the right to remove from office the person that it or they have appointed, and will have no right to remove from office the ~~Chairman~~^{Chairperson} or any other Member, as the case may be, appointed by another person. In the event of disagreement amongst persons entitled to appoint a Member, the relevant provisions of Clause 5.4 shall apply (with any necessary changes). Whenever any individual Member or the ~~Chairman~~^{Chairperson} changes, the person or group of persons entitled to appoint that Member or the ~~Chairman~~^{Chairperson} shall notify the Secretary in writing within seven days of the change taking effect.
- 8. The ~~Chairman~~^{Chairperson}**
- 8.1 ***Position:*** The ~~Chairman~~^{Chairperson} is a Member of the Panel and references to a "Member" in this Constitution shall, unless the context otherwise requires, include the ~~Chairman~~^{Chairperson}. Consequently, the ~~Chairman~~^{Chairperson} shall, in accordance with Clause 7.2, be entitled to cast one vote.
- 8.2 ***Appointment/removal:*** SONI may at any time remove the ~~Chairman~~^{Chairperson} from office. Upon retirement or removal by SONI of the first and each successive ~~Chairman~~^{Chairperson}, SONI shall appoint a person to act as ~~Chairman~~^{Chairperson}.
- 8.3 ***Alternate ~~Chairman~~^{Chairperson}:*** The ~~Chairman~~^{Chairperson} shall preside at every meeting of the Panel at which ~~he is~~^{they are} present. If the ~~Chairman~~^{Chairperson} is unable to be present at a meeting but has appointed an alternate pursuant to Clause 6.1, such alternate shall act as ~~Chairman~~^{Chairperson}. If neither the ~~Chairman~~^{Chairperson} nor ~~his/her~~^{their} alternate is present within half an hour after the time appointed for holding the meeting, the Members present appointed by SONI may appoint one of their number to act as ~~Chairman~~^{Chairperson} of the meeting; such appointee shall not, however, be treated as the ~~Chairman~~^{Chairperson}'s alternate and shall not be entitled to cast the ~~Chairman~~^{Chairperson}'s vote, or the ~~Chairman~~^{Chairperson}'s casting vote.
- 8.4 ***Joint Grid Code Review Panel:*** The ~~Chairman~~^{Chairperson} of the Panel shall also be a ~~Chairman~~^{Chairperson} of the Joint Grid Code Review Panel.

9. The Secretary

- 9.1 **Appointment:** SONI shall have power to appoint and dismiss a Secretary and such other staff for the Panel as it may deem necessary. SONI shall notify each Member of the identity and address for correspondence of the Secretary as soon as reasonably practicable after the appointment of the first Secretary and, subsequently, after the appointment of any new Secretary. The Secretary may, but need not, be a Member but shall not be a Member by virtue only of being Secretary. The Secretary shall have the right to speak at, but, unless a Member, no right to cast a vote at any meeting.
- 9.2 **Duties:** The Secretary's duties shall be to attend to the day to day operation of the Panel and, in particular, to:-
- (a) attend to the requisition of meetings and to serve all requisite notices;
 - (b) maintain a register of names and email addresses of Members and the ~~Chairman~~Chairperson and alternates as appointed from time to time; and
 - (c) keep minutes of all meetings.
- 9.3 **Registers:** The Secretary shall make available the registers of names and email addresses referred to in sub-clauses 9.2(b) above, for inspection by any Authorised Electricity Operator and/or the Utility Regulator~~Authority between 1000 hours and 1600 hours each Business Day~~. The Secretary shall provide any Authorised Electricity Operator and/or the Utility Regulator~~Authority~~ with a copy of the said registers within a reasonable period of being requested to do so upon payment of reasonable costs.
- 9.4 **Joint Grid Code Review Panel:** The Secretary of the Panel shall also act as secretary of the Joint Grid Code Review Panel in respect of the Members of the Panel.

10. Meetings

- 10.1 **Date/venue:** The Panel shall hold meetings on the first Business Day in the months of March, June, September, ~~December and December and March~~ or at such other regular scheduled times as it may decide. The normal venue for meetings shall be Castlereagh House, Belfast or otherwise as appropriate.
- 10.2 **Further meetings:** The ~~Chairman~~Chairperson or any other Member may request the Secretary to requisition further meetings by giving twenty-one (21) ~~days notice~~day's notice to the Secretary. The notice shall be in writing and contain a summary of the business that it is proposed will be conducted. The Secretary shall proceed to convene a meeting of the Panel within seven (7) days of the date of expiry of such notice in accordance with the provisions of Clause 11.

11. Notice of Meetings

- 11.1 **Notice by Secretary:** All meetings shall be called by the Secretary on at least fourteen (14) 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. If at any time a person has not been appointed as Secretary, or the Secretary is for any reason unable to act, the ~~Chairman~~Chairperson shall attend to the requisition of meetings.

- 11.2 **Details in notice:** The notice of each meeting shall contain the time, date and venue of the meeting, an agenda and a summary of the business to be conducted and shall be given to all Members.
- 11.3 **Failure to give notice:** 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.
- 11.4 **Agenda:** 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) days (exclusive of the day on which it is served and 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.

12. ~~Proceedings~~ Proceedings at Meetings

- 12.1 **Panel business:** Subject to Clauses 10 and 11, the Panel may meet for the transaction of business, and adjourn and otherwise regulate its meetings, as it thinks fit.
- 12.2 **Quorum:** Seven Members present in person or by their alternates or in accordance with Clause 13.3, shall constitute a quorum.
- 12.3 **Inquorate meetings:** If, within half an hour from the time appointed for holding any meeting of the Panel, a quorum is not present, the meeting shall either:-
- (a) be adjourned to such day, time and place as the Secretary may notify to Members within three (3) 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 fourteen (14) ~~days~~ notice day's 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 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.
- 12.4 **Agenda:** Only matters identified in the agenda referred to in Clause 11.2 (or a revised agenda submitted pursuant to sub-clause 11.4) shall be resolved upon at a meeting (but this shall not prevent matters raised under the heading "Any Other Business" being discussed and, if the ~~Chairman~~ Chairperson thinks fit, being resolved upon).
- 12.5 **Validity of acts:** All acts done by any meeting of the 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 person had been duly appointed.
- 12.6 **Panel resolutions:** A resolution put to the vote at a meeting shall be decided by a show of hands. For the avoidance of doubt, where a person attending a meeting is entitled to cast more than one vote because, for example, ~~they are~~ he is the alternate for another Member, that person may (subject to establishing to the ~~Chairman~~ Chairperson's reasonable satisfaction that ~~he/she is~~ they are so entitled) cast ~~his/her~~ their full number of votes by raising ~~his/her~~ their hand or otherwise as may be appropriate.

13. Resolutions

- 13.1 **Voting:** A resolution of the Panel shall be passed by a simple majority of votes cast.

13.2 **Written resolution:** A resolution in writing ~~signed~~ signed or by email and electronic signature as appropriate by all Members shall be as valid and effective as if it had been passed at a meeting of the Panel duly convened and held and may consist of several documents in like form each signed by or on behalf of one or more Members.

13.3 **Attendance by conference:** A meeting of the Panel may consist of a conference between Members who are not all in one place but who are able (directly or by telephonic communication) to speak to each of the others and to be heard by each of the others simultaneously. The word "meeting" shall be construed accordingly.

14. Minutes

14.1 **Circulation:** The Secretary shall circulate copies of the minutes of each meeting of 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.

14.2 **Approval of minutes:** Each Member shall notify the Secretary of ~~his/her~~ his/her/their 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 aforesaid will not affect the validity of decisions taken by the Panel at the meeting to which the minutes relate.

14.3 **Amendments:** If the Secretary receives any comments on the minutes, ~~they/he~~ shall then include those aspects of the minutes upon which there is disagreement into the agenda for the next following meeting of the Panel as the first item for resolution.

15. Guidance from the Panel

The Panel may at any time, ~~and from time to time~~, issue guidance in relation to the Grid Code and its implementation, performance and interpretation, and it may establish sub-committees and working groups to carry out such work.

16. Sub-Committees and Working Groups

16.1 **Sub-committees:** The 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 Panel may determine. The meetings of sub-committees shall 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 Panel.

16.2 **Working groups:** 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 others as the Panel may determine for the purpose.

16.3 **Resolutions:** Resolutions of sub-committees and working groups shall not have binding effect unless approved by resolution of the Panel.

17. Vacation of Office

The office of a Member shall be vacated ~~if- if:~~

(a) ~~he/she~~ he/she/they resigns ~~his/her~~ his/her/their office by notice delivered to the Secretary; or

(b) ~~he/she~~ he/she/they becomes bankrupt or compounds with ~~his/her~~ his/her/their creditors generally; or

- (c) ~~they/he/she~~ becomes of unsound mind or a patient for any purpose of any statute relating to mental health; or
- (d) ~~he/she/they~~ or ~~his/her/their~~ alternate fails to attend more than three consecutive meetings of the Panel without submitting an explanation to the ~~Chairman~~Chairperson which is reasonably acceptable to the ~~Chairman~~Chairperson.

18. Members' Responsibilities and Protections

- 18.1 **Panel objects:** In the exercise of its powers and the performance of its duties and responsibilities, the Panel shall have due regard for the need to promote the attainment of the principal objects of the 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/they are~~ for the time being appointed pursuant to Clause 5, provided that such obligation of representation shall at all times be subordinate to the obligations of the Member as a Member of the Panel set out in Clause 18.1.
- 18.3 **Reliance on documentation:** The Panel, each Member and the Secretary shall be entitled to rely upon any communication or document reasonably believed by it or ~~him/her/them~~ to be genuine and correct and to have been communicated or signed by the person by whom it purports to be communicated or signed.

19. Group Representatives' addresses

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