



**THE CONSTITUTION AND RULES OF THE NORTHERN IRELAND  
DISTRIBUTION CODE REVIEW PANEL**

**10 JUNE 2008**



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## **1 Introduction**

- 1.1 It is a requirement of Condition 27 of NIE's Licence to prepare and at all times have in force a Distribution Code and, except where the Authority relieves NIE of any obligations, to implement and comply with the Distribution Code.
- 1.2 The Distribution Code requires NIE to establish and maintain a Distribution Code review panel which shall establish and comply at all times with its own rules and procedures relating to the conduct of its business. This document sets out such rules and procedures and these have been approved by the Authority.
- 1.3 The name of the panel shall be "The Northern Ireland Distribution Code Review Panel" (the "Panel").
- 1.4 The Panel is a standing body established and maintained by NIE pursuant to the Distribution Code.
- 1.5 Terms which are capitalised shall have the meanings given to them in Section 14 of this document.

## **2 Objects of the Panel**

- 2.1 As set out in the Distribution Code, the Panel shall:
  - 2.1.1 keep the Distribution Code and its workings under review;
  - 2.1.2 review all suggestions for amendments to the Distribution Code which the Authority or any User may submit to NIE for consideration by the Panel from time to time;
  - 2.1.3 determine recommendations for amendments to the Distribution Code which NIE or the Panel feels are necessary or desirable and the reasons for the recommendations;
  - 2.1.4 issue guidance in relation to the Distribution Code and its implementation, performance and interpretation upon the reasonable request of any User; and
  - 2.1.5 consider what changes are necessary to the Distribution Code arising out of any unforeseen circumstances referred to it.

## **3 The Chairman**

- 3.1 NIE shall appoint a person to act as Chairman. NIE may at any time remove the Chairman from office and upon removal, or the Chairman otherwise ceasing to be Chairman, NIE shall appoint a replacement.
- 3.2 The Chairman shall preside at every meeting of the Panel at which he is present. He is a Member of the Panel.
- 3.3 If the Chairman is unable to be present at a meeting, he may appoint an alternate to act as Chairman. If neither the Chairman nor any other person appointed as his alternate is present within half an hour after the time appointed for holding the meeting, those Members appointed by NIE who are present may appoint one of their number to be Chairman of the meeting.
- 3.4 The Chairman shall be entitled to cast one vote. Where a Member is acting in the capacity of Chairman, as alternate or as appointee of NIE Members present, he shall be entitled to cast one vote as Chairman in addition to his one vote as a Member.

#### **4 The Secretary**

- 4.1 NIE shall appoint a person to act as Secretary and may appoint such other staff to support the Panel as it may deem necessary.
- 4.2 NIE shall notify each Member of the Secretary's name and address for correspondence as soon as practicable after the appointment of the first Secretary and, subsequently, after the appointment of any replacement Secretary.
- 4.3 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.
- 4.4 The Secretary's duties shall be to attend to the day to day operation of the Panel and, in particular, to:-
  - 4.4.1 attend to the arrangement of meetings;
  - 4.4.2 maintain a register of names and addresses of the Chairman, Members and alternates as appointed from time to time; and
  - 4.4.3 keep minutes of all meetings.

#### **5 Panel Membership and Alternates**

- 5.1 The composition of the Panel shall be as set out in the Distribution Code as amended from time to time.
- 5.2 NIE shall nominate persons or groups of persons entitled to appoint and re-appoint a Member, subject to the agreement of the Authority with that nominated list.
- 5.3 Each person or group of persons entitled to appoint and re-appoint a Member shall do so by notifying the Secretary in writing.
- 5.4 Each person or group of persons entitled to appoint and re-appoint a Member may at any time remove that Member from office and appoint another person to be a Member by so notifying the Secretary in writing.
- 5.5 Each Member shall retire automatically at the beginning of the meeting of the Panel held on the first Business Day in the month of June in every third 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.
- 5.6 Each person or group of persons entitled to appoint a Member may, by notice in writing to the Chairman, indicate its wish to re-appoint the retiring Member or to appoint a new Member in his place.
- 5.7 Such notifications for re-appointment or appointment must be delivered to the Chairman at least twenty-one days in advance of the meeting of the Panel from the person or group of persons entitled to appoint each Member. A notification for re-appointment in respect of an existing Member shall be deemed to be given if no notification is delivered to the Chairman at least twenty-one days in advance of the meeting of the Panel.
- 5.8 The person named in the notification(s) will become the Member with effect from the beginning of the meeting.
- 5.9 No person other than an individual shall be appointed a Member or his alternate.

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- 5.10 If any person or group of persons entitled to appoint a Member or Members has not made an appointment(s), the Chairman shall request the Authority to make such an appointment(s) and the Authority shall have the right, until the relevant person or group of persons has decided upon an appointment and notified the Authority accordingly, to appoint a Member or Members on behalf of that person or group of persons.
- 5.11 Any person or group of persons entitled to appoint a Member may appoint an alternate Member, and remove any alternate Member so appointed, by notice in writing to the Secretary, indicating whether the alternate Member wishes to receive notice of all meetings of the Panel. The alternate Member shall be entitled to attend and vote as a Member at any Panel meeting at which the Member for whom he acts as alternate is not present, either at the meeting or in communication in accordance with sub-clause 6.4.
- 5.12 Every person acting as an alternate Member shall have one vote for each Member for whom he acts as alternate, in addition to his own vote if he is also a Member.
- 5.13 References in this Constitution to a Member shall, unless the context otherwise requires, include the duly appointed alternate.
- 5.14 Each Member shall ensure the Secretary possesses accurate contact details, including postal address, telephone number and email address, and all notices sent to such addresses shall be considered as having been duly given.

## **6 Meetings**

- 6.1 The Panel shall meet as and when required and not less frequently than once a year.
- 6.2 The Chairman and any other Member may request the Secretary to requisition meetings. The request shall be in writing and contain a summary of the business that it is proposed will be conducted. Upon receipt of such a request the Secretary shall proceed to convene a meeting of the Panel as soon as practicable.
- 6.3 The venue for meetings shall be Fortwilliam House, Belfast, or such other address in Northern Ireland as notified by the Secretary.
- 6.4 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 telephone) to speak to each of the others and to be heard by each of the others simultaneously.

## **7 Notice of Meetings**

- 7.1 All meetings shall be called by the Secretary giving at least 14 days written notice or by shorter notice if so agreed by all Members.
- 7.2 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.
- 7.3 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.
- 7.4 Any Member can request additional matters to be considered at the meeting and, provided such notice is received by the Secretary at least 5 days 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.

## **8 Proceedings at Meetings**

- 8.1 Five members present in person or by their alternates or in accordance with Clause 6.4, shall constitute a quorum.
- 8.2 If, after half an hour from the time appointed for holding any meeting of the Panel, a quorum is not present the meeting shall be adjourned until a later date as notified by the Secretary to the Members within five Business Days of the adjourned meeting. If, after half an hour from the time appointed for holding the re-arranged meeting of the Panel a quorum is not present the meeting shall nevertheless take place.
- 8.3 Only matters identified in the agenda referred to in Clause 7.2 (or a revised agenda submitted pursuant to sub-clause 7.4) shall be resolved upon at a meeting unless the Members agree at the meeting that additional matters also need to be resolved.
- 8.4 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.

## **9 Representation and Voting**

- 9.1 One adviser (or such greater number as the Chairman 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.
- 9.2 Each Member (including the Chairman) shall be entitled to cast one vote. In the event of an equality of votes, the Chairman shall have a second or casting vote.
- 9.3 A resolution of the Panel shall be passed by a simple majority of votes cast.

## **10 Minutes**

- 10.1 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 Business Days) after the relevant meeting has been held.
- 10.2 Each Member shall notify the Secretary of his approval or disapproval of the minutes of each meeting within 15 Business Days of receipt of the minutes. A Member who fails to do so will be deemed to have approved the minutes.
- 10.3 If the Secretary receives any comments on the minutes, he shall circulate revised minutes as soon as practicable following the expiry of the period referred to in Clause 10.2, incorporating those comments which are of a typographical nature and indicating, where necessary, that Members disagree with certain aspects of the minutes. The Secretary shall then incorporate 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.

## **11 Sub-Committees and Working Groups**

- 11.1 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 be presented to the members in sufficient time for consideration before the next following meeting of the Panel.



- 11.2 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.
- 11.3 Resolutions of sub-committees and working groups shall not have binding effect unless approved by resolution of the Panel.

## **12 Vacation of Office**

- 12.1 The office of a Member shall be vacated if:-
- 12.1.1 he resigns his office by notice delivered to the Secretary; or
- 12.1.2 he or his alternate fails to attend more than three consecutive meetings of the Panel without submitting an explanation to the Chairman which is reasonably acceptable to the Chairman.

## **13 Members' Responsibilities and Protections**

- 13.1 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 objects of the Panel set out in Clause 2.
- 13.2 In the exercise of powers and the performance of 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 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 2.
- 13.3 The Panel, each Member and the Secretary shall be entitled to rely upon any communication or document reasonably believed by it or him to be genuine and correct and to have been communicated or signed by the person by whom it purports to be communicated or signed.

## **14 Definitions and Interpretation**

- 14.1 The following words and expressions shall have the following meanings:

“Authority”	means the Northern Ireland Authority for Utility Regulation, as established under the Energy Order;
“Business Day”	any week day other than a Saturday on which banks are open for domestic business in the city of Belfast;
“Chairman”	means the person appointed by NIE under sub-clause 3.1 or the person appointed by NIE under sub-clause 5.11;
“The Constitution and Rules of the Northern Ireland Distribution Code Review Panel” or the “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;
“Distribution Code”	means the code of that name drawn up pursuant to condition 27 of NIE's Licence, as the same may be amended from time to time;;
“Energy Order”	means The Energy (Northern Ireland) Order 2003;
“NIE”	means Northern Ireland Electricity plc;

“NIE’s Licence”	means the licence to participate in the transmission of electricity granted to NIE, as the same may be amended from time to time;
“The Northern Ireland Distribution Code Review Panel” or the “Panel”	means the panel of that name formed pursuant to the Distribution Code;
“Member”	means a person duly appointed pursuant to clause 5 to be a member, or the Chairman, of the Panel;
“Secretary”	means the person appointed by NIE pursuant to Clause 4, and named as such;
“User”	means any person who is a User under the Distribution Code.