



THE CONSTITUTION AND RULES OF THE DISTRIBUTION CODE REVIEW PANEL

REVISIONS

Amendment	Date	Remarks
Revision 0.1	15 th October, 2001	Definitions extended, clarification on decisions, voting etc.
Revision 0.2		Definition of "Act"
Revision 0.3	10 th December, 2001	Changes to Proposals section and addition of Appendix 1
Revision 0.4	13 th March, 2002	Change to section 20.6
Revision 0.5	13 th August 2014	Following approval of Distribution Code Modification #27: Sections 5.1 and 21.3 amended; Sections 21.5 and 21.6 added.

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THE CONSTITUTION AND RULES OF THE DISTRIBUTION CODE REVIEW PANEL

1. Name

The panel shall be called **Distribution 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 by SI No. 445 of 2000.

“Alternate” means the individual appointed by the Appointer to represent him at the Panel meetings in his absence;

“Business Day” means any day other than a Saturday, Sunday or any other day which is a bank or public holiday in Ireland.

“Chairman” means the person appointed by the DSO and named as such at clause 5 or the person appointed from time to time under clause 8.1. All references herein to “the Chairman” shall, where the context so admits, include any person appointed to perform the duties of the Chairman in the absence of the Chairman.

“CHP Generator” is as defined in the Act.

“Commission” means the Commission for Electricity Regulation as set forth in section 8 of the Act.

“Constitution” means the constitution and rules of the Panel set out herein and as amended from time to time, subject to the approval of the Commission.

“Distribution Code” means the distribution code drawn up and from time to time revised pursuant to Conditions 26 of the Distribution System Operator Licence.

“Distribution System Operator” means the holder of a licence under section 14(1)(g) of the Act as amended under section 32 of Statutory Instrument No. 445 of 2000.

“Major Customers means Customers whose annual GWh consumption is greater than or equal to 4 GWh and who are supplied through the Distribution System

“Member” means a person duly appointed pursuant to clause 5 to be a member of or the Chairman of the Panel.

“Panel” means the Distribution Code Review Panel.

“Public Electricity Supplier” means the public electricity supply function of ESB.

“Renewable” is as defined in the Act.

“Secretary” means a person duly appointed by the DSO pursuant to clause 9.1 and named as such.

“Supplier” means a holder of a licence under section 14(1) of the Act as amended under section 32 of Statutory Instrument No. 445 of 2000.

“Transmission Licensee” means the holder of a licence under section 14(1)(f) of the Act of 1999 as amended under section 32 of Statutory Instrument No. 445 of 2000.

- 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 **Distribution Code**.
- 2.3 Words importing the singular only, also include the plural and vice versa where the context requires. Words importing the masculine only, also include the feminine.
- 2.4 Headings and titles 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 the DSO pursuant to DGC 7.1 of the **Distribution Code**.

4. OBJECTS

- 4.1 The objects of the Panel shall be the following objects, and such further objects as may be attributed to the Panel by the **Distribution Code** from time to time.
 - a) To keep the **Distribution Code** and its working under review;
 - b) To review all suggestions for amendments to the **Distribution Code** which the Commission or any User may submit to the Secretary for consideration by the Panel from time to time;
 - c) To recommend to the DSO amendments to the **Distribution Code** that the Panel feels are necessary or desirable and the reasons for the recommendations;
 - d) To issue guidance in relation to the **Distribution Code** and its implementation, performance and interpretation when asked to do so by any Member at the request of any User; and
 - e) To consider what changes are necessary to the **Distribution Code** arising out of any unforeseen circumstances referred to it by the DSO under DGC5 of the **Distribution Code**.

5. MEMBERSHIP

- 5.1 The Panel shall consist of:
 - a) Chairperson and two persons appointed by and representing the DSO.
 - b) One person appointed by and representing the Commission.
 - c) One person representing the TSO.
 - d) One person representing Generators with Embedded Generation.

- e) One person representing Major Customers.
- f) One person representing the Public Electricity Supplier.
- g) One representative of the Electro Technical Council of Ireland (ETCI).
- h) One representative of independent Suppliers.
- i) Representatives of other users of the Distribution System as proposed by the Panel and approved by CER

5.2 If at any time any person or group of persons entitled to appoint a Member or Members shall not have made an appointment and/or shall be in disagreement as to whom to appoint, the Chairman shall request the Commission to make such appointment and the Commission shall have the right, until the relevant person or group of persons has decided upon an appointment and notified the Commission 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.

5.3 Each member shall retire automatically at the beginning of the Panel meeting held on the first working day in the month of September 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 such Member shall be eligible for re-appointment. In these circumstances:

- a) 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:
- b) Notifications for re-appointment or appointment must be delivered to the Chairperson at least 21 Business Days in advance of the Meeting by an Appointer represented by each Member;
- c) 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 5 Business days in advance of the meeting;
- 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 or if all notifications received are not unanimous, the Commission will within 7 days of receipt of the last of such notifications 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, then depending on the result of the agreement:
 - (i) The new person will replace the existing Member, or
 - (ii) The existing Member will continue with effect from the beginning of that Panel meeting.

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 determinations:

- (i) The new person will replace the existing Member; or
- (ii) 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. ALTERNATES

- 6.1 Each member shall have the power to appoint any individual to be his alternate and may at his discretion remove an alternate Member so appointed. Any appointment or removal of an alternate Member shall be effected by notice in writing executed by the appointer and delivered to the Secretary. If his 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 appointer is a member. He shall also be entitled to attend and vote as a Member at any such meeting at which the Member appointing him is not personally present and at the meeting to exercise and discharge all the functions, powers and duties of his appointer as a Member and for the purpose of the proceedings at the meeting the provisions of this Constitution shall apply as if he were a Member.
- 6.2 Every person acting as an alternative 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. Execution by an alternate Member of any resolution in writing of the Panel shall, unless the notice of his appointment provides to the contrary, be as effective as execution by his appointer.
- 6.3 An alternate Member shall cease to be alternate Member if his appointer ceases for any reason to be a Member.
- 6.4 References in this Constitution to a Member shall, unless the context otherwise requires, include his duly appointed alternate.

7. REPRESENTATION AND VOTING

- 7.1 The Chairman and each other Member shall be entitled to attend and be heard at every meeting of the Panel. One advisor (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. A Member proposing to have an advisor at a meeting must inform the Secretary at least five working days in advance of the meeting.
- 7.2 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.
- 7.3 Any person or persons entitled to appoint a Member pursuant to clause 5 may at any time remove that Member from office and appoint another person to be a Member in his place. A person or persons will only have the right to remove from office the Member which he or they have appointed, and will have no right to remove from office any Member appointed by another person. Whenever any individual Member or the Chairman changes, the person entitled to appoint that Member or the Chairman shall notify the Secretary in writing within seven days of the change taking effect.

8. THE CHAIRMAN

- 8.1 Upon retirement or removal by the DSO of the first and each successive Chairman, the DSO shall appoint a person to act as Chairman.

- 8.2 The DSO may at any time remove the Chairman from office.
- 8.3 The Chairman shall preside at every meeting of the Panel at which he is present. If the Chairman is unable to be present at a meeting, he may appoint an alternative pursuant to clause 6.1 to act as Chairman. If neither the Chairman nor any other person appointed to act as Chairman is present within half an hour after the time appointed for holding the meeting, the Members present appointed by the DSO may appoint one of their number to be Chairman at the meeting.
- 8.4 The Chairman, or the person appointed to act as Chairman by the Chairman, shall be entitled to cast one vote. Where a Member is acting in the capacity of both Member and Chairman, he shall be entitled to cast one vote as Chairman, in addition to his one vote as Member.

9. SECRETARY

- 9.1 The DSO shall appoint and may remove a Secretary and such other staff for the Panel as they may deem necessary. 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 but, unless a Member, no right to cast a vote at any meeting.
- 9.2 The Secretary's duties shall be to attend to the day to day operation of the Panel and, in particular, to:
- a) Attend all meetings of the panel (if the Secretary is unable to attend the said meetings, he shall notify the chairman who will appoint another individual, not being a Member, to attend in place of the Secretary;
 - b) Attend to the requisition of meetings and to serve all requisite notices;
 - c) Maintain a register of names and addresses of Members and alternates as appointed from time to time; and
 - d) Keep minutes of all meetings and circulate in accordance with 14.1

10. MEETINGS

- 10.1 The Panel shall hold meetings on the first Tuesday in the months in June, September, December and March or at such other regular scheduled times as it may decide. The venue for meetings shall be determined by the Members from time to time.
- 10.2 The Chairman or any other Member may request the Secretary to requisition further meetings by giving 21 days notice to the Secretary. The notice shall be in writing and contain a summary of the business which is proposed to be conducted. The Secretary shall proceed to convene a meeting of the Panel within 7 days of the date of expiry of such notice in accordance with the provisions of clause 11.

11. NOTICE OF MEETINGS

- 11.1 All meetings shall be called by the Secretary on at least 14 days written notice (exclusive of the day on which it is given), or by shorter notice if so agreed in writing by a majority of the 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 shall attend to the requisition of meetings.

- 11.2 The notice of each meeting shall contain the time, date and venue of the meetings, an agenda and a summary of the business to be conducted and shall be given to all Members.
- 11.3 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.
- 11.4 By notice to the Secretary, any Member may request additional matters to be considered at the meeting and provided that such notice is given at least 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. PROCEEDING AT MEETINGS

- 12.1 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 Five members present in person or by their alternates or in accordance with clause 13.3 shall constitute a quorum.
- 12.3 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 3 days of the adjournment. If at the 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.
- 12.4 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 voted on at a meeting. However other matters may be raised under “Any other business” and may be agreed if the Panel is unanimous
- 12.5 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 A resolution put to the vote of a meeting shall be decided by a show of hands.

13. RESOLUTIONS

- 13.1 A resolution of the Panel shall be passed by a simple majority of votes cast.
- 13.2 A resolution in writing signed 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 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 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 10 Business Days) after the relevant meeting has been held.
- 14.2 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. 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 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 14.2 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.

15. GUIDANCE FROM THE PANEL

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

16. SUB-COMMITTEE AND WORKING GROUP

- 16.1 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.
- 16.2 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 meeting of the Panel.
- 16.3 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 others as the Panel may determine for the purpose.
- 16.4 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:

- a) He resigns his office by notice delivered to the Secretary; or
- b) He becomes bankrupt or compounds with his creditors generally; or
- c) 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; or

- d) 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.

18. MEMBERS RESPONSIBILITIES AND PROTECTIONS

- 18.1 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 principal objects of the Panel set out in clause 4.
- 18.2 In the exercise of his powers and the performance of his duties and responsibilities as a Member, a Member shall represent the interests of that person by whom he is for the time being appointed pursuant to clause 5, provided that such obligations 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 Protections
 - a) 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.
 - b) The Panel, each Member and the Secretary may in relation to any act, matter or thing contemplated by this constitution act on the opinion or advice of, or any information from, any chartered engineer, lawyer, or expert in any other field, and shall not be liable for the consequences of so acting.

19. MEMBERS' ADDRESS

- 19.1 Each new Member (and Alternate) shall communicate his 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.

20. PROPOSALS

- 20.1 A Member or any User may from time to time make a proposal ("Proposal") regarding the Distribution Code.
- 20.2 Each Proposal shall:
 - a) Be in writing;
 - b) Set out in reasonable but not excessive detail the nature and purpose of the Proposal, using the standard modification proposal form contained in Appendix 1;
 - c) Be submitted to the Secretary of the Panel not less than one month before the presentation to the Members in accordance with section 20.3;
 - d) Be circulated by the Secretary to all Members when received; and
 - e) Be placed on the agenda for discussion by the Members at the next meeting.

20.3 If the Proposal is from a Member, 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.

20.4 The Panel shall discuss the Proposal.

20.5 Having:

- a) Discussed the Proposal; and
- b) In the case of a Member's Proposal, heard the presentation and had a opportunity to ask questions in respect of the proposal.

The Panel may determine that the Proposal:

- (i) Does not merit any further consideration; or
- (ii) Merits further consideration; or
- (iii) Merits implementation in its existing form, without further consideration.

20.6 In the case of section 20.5 (ii):

- a) Any Member acting reasonably that believes that they are affected by the proposed modification shall have the opportunity to prepare an impact assessment report; and
- b) 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 DSO or such other nominees as designated by the DSO who shall co-ordinate 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.

20.7 Following consideration of the Proposal, the Panel shall decided whether to recommend or not to recommend implementation of the proposal having taken into account all representations made and not withdrawn during the consideration and any reports written under section 20.6.

20.8 In the case of 20.5 (ii) and 20.5 (iii), where the Panel decides to recommend a Proposal for implementation, the Panel shall prepare a report ("Modification Proposal report") stating the reason for recommending the Proposal and where applicable, draft revisions to the text of the Distribution Code.

20.9 DSO shall include the Panel's Modification Proposal Report with all draft revisions submitted to the Commission for approval.

20.10 The Panel shall use their reasonable efforts to make a determination in accordance with section 20.5 within one month of the date of the meting when the Proposal first came before the Panel.

20.11 In the case of 20.8, the Panel shall use their reasonable efforts to prepare a Modification Proposal report within four months of data of the meeting when the Proposal first came before the Panel.

21. GENERAL

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

21.2 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 preferably by e-mail or, failing that, by letter or facsimile transmission to the address or facsimile transmission number 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 or, if by e-mail or facsimile transmission, upon receipt by the addressee of the complete text of the document, notice or other communication in a legible form.

21.3 Should any Member consider it appropriate to amend this Constitution (including the composition of the Panel), the Member shall advise the Secretary who will, unless he/she deems the proposed amendment to be of minor consequence, notify each Member accordingly and invite representation from the proposer within 10 Business Days following the date of such invitation in respect of the proposed amendment. The Secretary shall, within 3 Business Days immediately following the expiry of such 10 Business Days, send to each Member and the Commission copies of all representations received.

The DSO will decide, based on these representations, if the Constitution should be amended and shall notify the Commission accordingly.

21.4 If the amendment proposed in 21.3 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.

21.5 All applications for membership of the Panel will be made to the Secretary who will notify the Panel and who will vote at the next Panel meeting to propose or not the application for membership to Commission who will determine if the membership amendment is appropriate and will appoint the new member.

21.6 The Code will be published on an annual basis. Any modifications approved within the previous year by the Commission will be incorporated into the annual Code update. The updated Code will be proposed by the Chairman to the Panel at the first meeting of the year. The updated Code shall be deemed approved by the Panel by a simple majority of votes cast. The updated Code will be published on the DSO website.

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

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

Signed  (Distribution Code Review Panel Chairman)

Signed  (Commission for Electricity Regulation)

DISTRIBUTION CODE MODIFICATION PROPOSAL FORM		
Modification Proposal submitted By:	DATE OF SUBMISSION OF PROPOSAL:	Modification Proposal Number: <i>(to be assigned by Review Panel Secretary)</i>
CONTACT DETAILS FOR MODIFICATION PROPOSAL ORIGINATOR: (IF NOT DISTRIBUTION CODE REVIEW PANEL		
NAME:		TELEPHONE NUMBER:
E-MAIL ADDRESS:		
MODIFICATION PROPOSAL TITLE:		
DISTRIBUTION CODE SECTION(S) AFFECTED BY PROPOSAL		
MODIFICATION PROPOSAL DESCRIPTION <i>(Clearly state the desired amendment and all text changes. Attach further information if necessary)</i>		
MODIFICATION PROPOSAL JUSTIFICATION <i>(Clearly state the reason for the modification. Attach further information if necessary)</i>		
IMPLICATIONS OF NOT IMPLEMENTING THIS MODIFICATION		
PLEASE SUBMIT MODIFICATION PROPOSALS TO THE PANEL SECRETARY BY E-MAIL TO: DistCodePanel@mail.esb.ie		

DISTRIBUTION CODE MODIFICATION PROPOSAL FORM

**Modification Proposal
submitted By:**

**DATE OF SUBMISSION OF
PROPOSAL:**

Modification Proposal Number:
(to be assigned by Review Panel Secretary)

CONTACT DETAILS FOR MODIFICATION PROPOSAL ORIGINATOR: (IF NOT DISTRIBUTION CODE REVIEW PANEL

NAME:

TELEPHONE NUMBER:

E-MAIL ADDRESS:

**MODIFICATION PROPOSAL
TITLE:**

DISTRIBUTION CODE SECTION(S) AFFECTED BY PROPOSAL

MODIFICATION PROPOSAL DESCRIPTION

(Clearly state the desired amendment and all text changes. Attach further information if necessary)

MODIFICATION PROPOSAL JUSTIFICATION

(Clearly state the reason for the modification. Attach further information if necessary)

IMPLICATIONS OF NOT IMPLEMENTING THIS MODIFICATION

PLEASE SUBMIT MODIFICATION PROPOSALS TO THE PANEL SECRETARY BY E-MAIL TO: DistCodePanel@mail.esb.ie