



Constitution of the Grid Code Supervisory Committee (GCSC)

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اللجنة الإشرافية لكود النقل السعودي
Grid Code Supervisory Committee

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1. Introduction

- 1.1. This is a legal document independent of the Saudi Arabian Grid Code (SAGC). It is developed pursuant to section 1.10 of the Grid Code.
- 1.2. The Grid Code Supervisory Committee (GCSC) is a standing body established in accordance with the provisions of section 1.10 of the SAGC. The GCSC comprises of stakeholders' representatives who have an interest in the development and effective functioning of the SAGC. The main objectives of the GCSC are to constantly oversee and monitor the functioning of the SAGC, to supervise the regular updating and modification of the SAGC during the implementation stages, and to recommend to ECRA the required revisions or modifications to the SAGC as and when such needs arise.
- 1.3. The GCSC shall comply at all times with the rules and procedures relating to the conduct of its business as laid down in this Constitution and as it may be amended from time to time.

2. Objective and Organization of the GCSC Constitution

- 2.1. This Constitution is established to lay down the functions and responsibilities of the GCSC as well as the Committee's administrative structure and mode of operation.
- 2.2. This Constitution covers the following topics: Section 3 provides brief definitions and interpretations of the various special terms that are used in this Constitution. In section 4, rules relating to establishing of GCSC's subcommittees and working groups are explained. Section 5 deals with issues such as appointment and removal of Members. Section 6 describes when and how the GCSC Members can appoint Alternates to represent them in the GCSC. The responsibilities of the GCSC Members and Chairman are detailed in sections 7 and 8, respectively. The establishing and functioning of the GCSC Secretariat are discussed in section 9. Provisions relating to holding of GCSC meetings, including notification of meetings, submission of proposals to GCSC, proceeding in the meetings, voting, passing of Resolutions, and issuing of minutes of meetings are

arranged in sections 10 to 16. Finally, section 17 of the Constitution describes the various reports that the GCSC is to prepare and issue.

3. Definitions and Interpretations

- 3.1. All rules shall be interpreted in light of the functions of the GCSC to achieve the goals and objectives of the SAGC.
- 3.2. In case of any contradiction between this Constitution and the SAGC, the SAGC shall prevail.
- 3.3. Words denoting the singular also include the plural and *vice versa*.
- 3.4. References to sections and provisions in this Constitution are references to sections and provisions of this Constitution, unless otherwise specified.
- 3.5. Titles and headings shall not be considered in interpreting the provisions of the Constitution.
- 3.6. Special terms and expressions that appear in this Constitution with their initial letters in uppercase are defined either here or shall have the meaning as defined in the Glossary and Definitions section of the SAGC.
- 3.7. The following terms and expressions shall have the meanings as defined below:

Alternate An individual person appointed by a Member to represent him at the GCSC meetings during that particular Member's absence.

Appointer An appointing authority, entity, or a group of entities (for example, the TSP, Users, or ECRA) which is entitled to appoint its representative Member(s) to the GCSC.

Chairman A Member of the GCSC who is appointed by the TSP to act as chairman of the GCSC.

Constitution The constitution of the Grid Code Supervisory Committee (GCSC), as set out in this document and as may be amended from time to time with the approval of ECRA.

ECRA Electricity and Cogeneration Regulatory Authority of Saudi

Arabia.

GCSC	The Grid Code Supervisory Committee.
Member	An individual person duly appointed to be a member, or the Chairman, of the GCSC. Any reference in this Constitution to a “Member” shall include the Chairman, unless the context requires otherwise.
Resolution	A formal expression of opinion, will, or intent by the GCSC, which when adopted by a vote shall become a formal recommendation or position of the Committee.
Secretariat	The office, including staff and facilities, of the GCSC.

4. Sub-committees and Working Groups

- 4.1. The GCSC may establish, from time to time, such sub-committees or working groups consisting of such persons, as it considers desirable. Each sub-committee or working group shall be subject to such written scope, terms of reference, and procedures as the GCSC may determine.
- 4.2. A sub-committee or working group shall be chaired by a representative of any Appointer as determined by the GCSC.
- 4.3. The meetings of the sub-committees or working groups of the GCSC shall, as far as practicable, 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 GCSC.
- 4.4. The views of the sub-committees or working groups shall not be the views of the GCSC, unless discussed and agreed by the GCSC.

5. Appointment and Removal of Members

- 5.1. A Member shall be appointed to represent one Appointer only.
- 5.2. A Member appointed to the GCSC shall have sufficient technical knowledge and experience to understand and evaluate the various aspects detailed in the SAGC and the issues that may arise in relation to the implementation of the SAGC.

- 5.3. Once appointed to the GCSC, a Member shall continue to hold his position unless he resigns from his position or his appointment is terminated by his appointing authority in accordance with 5.5 below.
- 5.4. Each Appointer shall deliver a written nomination to the ECRA for appointment of its new Member(s) or termination of its previously appointed Member(s).
- 5.5. The office of a Member shall be vacated:
 - (i) if a Member resigns his office by notice delivered to the Secretariat at least one (1) month before the resignation date;
 - (ii) if an Appointer is adjudged bankrupt with his creditors generally or if the Appointer enters into voluntary or involuntary liquidation;
 - (iii) if a Member or his Alternate fails to attend more than three consecutive meetings of the GCSC without submitting a reasonably acceptable explanation to the Chairman; or
 - (iv) if an Appointer decides to remove its Member pre-maturely from office and notifies the GCSC about this decision. In such a case, the Appointer shall appoint another suitable Member. However, an Appointer shall have no right to remove any Member appointed by the other Appointers.

6. Alternates

- 6.1. Each Member, including the Chairman, shall have the power to appoint any individual to be his Alternate (with due consent of that Member's Appointer) provided that the individual fulfils the requirements specified in 5.2, and may at his discretion remove that Alternate.
- 6.2. An Alternate may be an existing Member of the GCSC or any other person, but shall belong to the same Appointer as is the appointed Member.
- 6.3. The Chairman's Alternate shall be an existing Member of the GCSC from the TSP.
- 6.4. Any appointment or removal of an Alternate shall be duly effected by notice executed by his appointing Member and delivered to the Secretariat or tendered at a meeting of the GCSC.
- 6.5. An Alternate shall be entitled to:

- (i) receive notice of all meetings of the GCSC or of sub-committees or working groups of which his appointing Member is a part;
 - (ii) attend and vote as a Member at any such meeting at which the Member appointing him is not personally present; and
 - (iii) exercise and discharge all the functions, powers and duties of his appointing Member as a Member of the GCSC.
- 6.6. For the purpose of the proceedings at the meeting, the provisions of this Constitution shall apply to him as if he were a Member.
- 6.7. An Alternate shall cease to be an Alternate if his appointing Member ceases, for any reason, to be a Member.
- 6.8. An Alternate shall be appointed as a representative of one Member only.
- 6.9. References in this Constitution to a Member shall, unless the context otherwise requires, include his Alternate.
- 6.10. Members shall appoint the alternates only on occasional basis and in compelling circumstances.

7. Members' Responsibilities

- 7.1. In the performance of his responsibilities for the GCSC business, a Member shall represent the interests of his activity and not just his entity, provided that such obligation of representation shall at all times be subordinate to the overall obligations of the GCSC as set out in the SAGC.
- 7.2. Each Member shall be entitled on some occasions to bring one or more advisors (as the Chairman may permit after receiving a formal request from that Member for this purpose) with him to attend the meeting. The advisor shall be entitled to speak at the meeting, but shall not be treated as a Member or Alternate in the GCSC.

8. Chairman

- 8.1. The Chairman shall preside at every GCSC meeting. If the Chairman is unable to be present at a meeting, he shall appoint an Alternate pursuant to the provisions of section 6 to act as Chairman during the Chairman's absence.
- 8.2. If neither the Chairman nor his Alternate is present at the time fixed for the meeting, the TSP Members present in the meeting shall designate one

Member amongst them to act as a Chairman of the meeting. Such appointee shall not, however, be treated as the Chairman's Alternate.

9. Secretariat

- 9.1. Once the Secretariat is established, it shall assume full charge of the future activities relating to the SAGC.
- 9.2. The Secretariat shall conduct the following duties:
 - (i) organize and coordinate meetings of the GCSC;
 - (ii) record the attendance of GCSC's Members who are present at such meetings (by inviting Members present to sign and print their names on an attendance sheet);
 - (iii) maintain a register of names and addresses of the Chairman, the Members and the Alternates as appointed from time to time and make this register available for inspection by any Participant, ECRA, User, or the GCSC;
 - (iv) notify the existing Members of any new Members appointed, or any existing Members removed, from time to time by Appointers;
 - (v) keep minutes of all meetings and circulate these in accordance with the provisions of section 16;
 - (vi) attend to the requisition of meetings and to serve all requisite notices to each Member of the GCSC;
 - (vii) prepare, as required, regulatory submissions and amendment or Derogation proposals;
 - (viii) Keep a record of all activities of the GCSC; and
 - (ix) Maintain a record and summary of all updates, changes, amendments, and revisions to the SAGC.

10. GCSC Meetings

- 10.1. The GCSC shall hold at least 4 meetings during the year (one in each quarter or at such other regular scheduled dates as it may decide).
- 10.2. The Chairman may request further meetings by giving ten (10) Business Days' notice to the Secretariat/Members. The notice shall contain a summary of the proposed business to be conducted.

- 10.3. Hosting and selection of venue for meetings shall be at the discretion of the GCSC. It is, however, expected that the hosting of GCSC meetings will be rotated among the Appointers. It is also expected that the GCSC will hold its meetings on a rotation basis to ensure that the Committee holds at least one meeting every year at each of the four (4) provincial headquarters of the country. The details of the meeting venue shall be circulated to all Members by the Secretariat in the notice of meetings.

11. Notice of Meetings

- 11.1. All meetings of the GCSC shall be convened by the Secretariat which shall give to the Members at least ten (10) Business Days' notice of such meetings (excluding the day on which it is issued and the day for which it is given), or by a shorter notice if so agreed in writing by all Members.
- 11.2. 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. Members shall confirm receipt of these notices to the Secretariat.
- 11.3. The inadvertent omission to give a notice of meeting to, or the non-receipt of a notice of meeting by, a person entitled to receive such notice shall not invalidate the proceeding of the meeting.

12. Proposals

- 12.1. A Member or any Grid Participant may, from time to time, make a proposal to the GCSC. Proposals may be submitted for seeking amendment to the Grid Code, for seeking Derogation from any of the Code's provisions, or any other important issue relating to the working of the Code.
- 12.2. Each proposal submitted to the GCSC shall:
- (i) be in writing;
 - (ii) provide reasonable, but not excessive, detail of the nature and purpose of the proposal, using the standard proposal forms (available from the GCSC web site);
 - (iii) be submitted to the GCSC not less than one (1) month before the next GCSC meeting so that it could be included in the GCSC meeting agenda;

- (iv) be circulated by the Secretariat to all Members when received; and
 - (v) be placed on the agenda for discussion by the Members at the next GCSC meeting.
- 12.3. Notwithstanding 12.2 above, a GCSC Member can also make a proposal of any additional matter to be considered at the meeting. Such proposal shall also be submitted by the Member as much as possible in the form stated in 12.2 not less than ten (10) Business Days (exclusive of the day on which it is served and the day for which it is given) before the meeting so that it could be included in the GCSC meeting agenda. Such proposal will be included in a revised agenda for the meeting. The Secretariat shall circulate the revised agenda to the Members as soon as practicable.
- 12.4. At a duly convened meeting of the GCSC, each proposal shall be taken up for discussion by the GCSC. If the proposal is from a Member, the GCSC shall hear the proposer's presentation and may also ask any questions in respect of the proposal.
- 12.5. The GCSC, by voting as detailed in clause 14.2, may determine that the proposal:
- (i) does not merit any further consideration; or
 - (ii) merits further consideration.
- 12.6. In the case of 12.5 (ii), the Chairman may establish a working group to consider the proposal further in consultation with the GCSC.
- 12.7. After a suitable decision is taken on a request for amendment to the Grid Code or for allowing Derogation from any of the Code's provisions, the Chairman will make a formal recommendation to ECRA for the Authority's final approval.
- 12.8. The Chairman shall inform the relevant Participants or Member (as the case may be) of ECRA's decision for any amendment/Derogation within five (5) Business Days of receiving such decision;

13. Proceedings at Meetings

- 13.1. The GCSC may meet for the transaction of its business, or delay, or otherwise regulate its meetings as the GCSC considers fit.
- 13.2. If, within half an hour from the time fixed for holding any meeting, a quorum, as defined in 14.1, is not present, the meeting shall be delayed to

such day, time, and place as the Secretariat may notify to the Members within three (3) Business Days of the suspension.

- 13.3. A meeting delayed in accordance with 13.2 shall not be called to take place within five (5) Business Days of the suspension but may be called on less than ten (10) Business Days' notice. If at such delayed meeting a quorum is still not present within half an hour from the time fixed for holding the meeting, the meeting shall in any event take place. Any decision taken in that meeting shall be considered as a decision representing the entire GCSC.
- 13.4. Only matters identified in the agenda referred to in 11.2 or a revised agenda submitted pursuant to 12.3 shall be discussed at the meeting but this shall not prevent discussing matters raised under a miscellaneous heading.

14. Quorum and Voting

- 14.1. [Fifty percent of the total Members of the GCSC plus one] Members present in person in a meeting or represented by their Alternates in that meeting shall constitute a quorum of the GCSC.
- 14.2. Each Member (including the Chairman) shall be entitled to cast one vote. In the event of an equality of votes on a issue, the side on whose side the Chairman casts his vote will be considered to have majority.
- 14.3. If a Member is acting in the capacity of both Member and Alternate of Chairman, he shall be entitled to cast one vote as a Chairman, in addition to his one vote as a Member.
- 14.4. An Alternate shall also be entitled to attend and vote as a Member at any meeting in which the Member appointing him is not personally present. He shall have one vote for his appointing Member, in addition to his own vote if he is also a Member.
- 14.5. An advisor shall not be entitled to vote on any issue.

15. Passing of Resolutions

- 15.1. A Resolution of the GCSC shall be passed by a simple majority of votes cast (which shall be determined by a show of hands).

- 15.2. A Resolution in writing signed by all Members, or on which they have conveyed their approval by email, shall be as valid and effective as if it had been passed at a meeting of the GCSC duly convened and held and may consist of several documents in like form each signed by or on behalf of one or more Members.
- 15.3. Disagreeing Members will send their dissent notes to the Secretariat, in writing or via email, for including in the minutes of the meeting.

16. Minutes of Meetings

- 16.1. The Secretariat shall circulate copies of the minutes of each meeting of the GCSC to each Member as soon as practicable, but within ten (10) Business Days after the relevant meeting has been held.
- 16.2. The minutes of meeting shall record the action or Resolution passed by the majority as well as the other significant alternatives that are put up to the Committee for consideration.
- 16.3. Each Member shall notify the Secretariat of that Member's approval or disapproval of the minutes of each meeting within five (5) Business Days of receipt of the minutes.
- 16.4. A Member who fails to do so will be deemed to have approved the minutes. The approval or disapproval of the minutes shall not affect the validity of the GCSC's proceedings at the meetings to which the minutes relate.
- 16.5. If the Secretariat receives any comments on the minutes, the Secretariat shall circulate revised minutes as soon as practicable following the expiry period referred to in clause 16.3. In the revised minutes, the Secretariat shall incorporate those comments which are of editorial or typographical nature and indicate, where necessary, that Members disagree with certain aspects of the minutes. The Secretariat shall then include those aspects of the minutes upon which there is disagreement into the agenda for the next meeting of the GCSC as the first item to be discussed.
- 16.6. Once approved, the minutes of the GCSC meetings shall also be posted on the GCSC website.

17. GCSC Reports

- 17.1. The GCSC shall submit to ECRA an annual report to summarize all of its activities and achievements for the previous year by the end of March of the current year.
- 17.2. The GCSC shall prepare special reports as directed by ECRA, any relevant government agency, or at the request of any User, or as it deems necessary. Special reports prepared at the request of any User, however, shall be at the expense of that User.
- 17.3. The GCSC shall also share with ECRA the issued minutes of meeting of each of its conducted meetings as soon as the minutes are ready for distribution to Members of the GCSC.