

UNIFORM NETWORK CODE – OFFTAKE ARRANGEMENTS DOCUMENT

SECTION N

GENERAL¹²

8 Offtake Committee

8.1 Establishment

- 8.1.1 There shall be and is hereby established a Sub-committee of the UNC Committee to be known as the Offtake Committee.
- 8.1.2 The Offtake Committee shall be composed of the members of the UNC Committee from time to time appointed by the Transporters, or their nominees in accordance with paragraph 8.1.3 (and references in this paragraph 8.1.2 to members of the Offtake Committee shall be construed accordingly).
- 8.1.3 Each member appointed by a Transporter may from time to time designate a nominee to be a member of the Offtake Committee in their place.
- 8.1.4 It is expected that each member of the Offtake Committee shall represent, and inform the Offtake Committee of, the views of its appointing Party in relation to matters the subject of the Offtake Committee's functions.

8.2 Chairperson

- 8.2.1 The Transporters shall appoint a person (who may but need not be a member appointed under paragraph 8.1.2) from time to time to be Chairperson of the Committee.
- 8.2.2 The Chairperson shall not have a second or casting vote at Offtake Committee meetings.
- 8.2.3 The Chairperson shall chair meetings of the Offtake Committee and shall have such other functions if any as the Offtake Committee shall decide.

8.3 Functions of the Offtake Committee

- 8.3.1 The Offtake Committee shall have the powers, duties and functions assigned to it by or under this Document.
- 8.3.2 The functions of the Offtake Committee shall include:
- (a) decisions in relation to the admission of new Parties under paragraph 4 or the withdrawal of a Party under paragraph 5.1; and
 - (b) the review and modification of the Offtake Subsidiary Documents in accordance with paragraph 1.2.
- 8.3.3 Except as otherwise provided in this Agreement, the Offtake Committee shall have no ability to determine any matter and no competence to discharge any function or to exercise any power.
- 8.3.4 The Offtake Committee shall not, and no member (by virtue only of being a member) of the Offtake Committee shall, have the power or authority to bind any Party, other than by virtue of the effect, for the

¹ Implementation of modification 0864S effective 05:00hrs on a date to be confirmed will amend this list in whole or in part.

² Implementation of modification 0874S effective 05:00hrs on a date to be confirmed will amend this list in whole or in part.

purposes of this Document, of the Offtake Committee's decisions in relation to matters within the scope of its functions.

8.4 Proceedings of the Offtake Committee

- 8.4.1 The Offtake Committee shall determine the rules and procedures which govern its proceedings and the convening and conduct of its meetings (including the frequency of its regular meetings).
- 8.4.2 Any meeting of the Offtake Committee may be attended by a representative of the Authority, who for the avoidance of doubt shall not have a vote at such meeting.
- 8.4.3 In respect of any matter to be decided by the Offtake Committee at any meeting of the Offtake Committee, each member shall have one vote, subject to paragraph 8.4.4.
- 8.4.4 In respect of any matter which (pursuant to an express provision of this Document) is to be decided by the Offtake Committee on behalf of the DNOs, the member appointed by National Gas Transmission shall not have a vote.

8.5 Decisions of the Offtake Committee

- 8.5.1 Decisions of the Offtake Committee shall be made by the affirmative vote of all members present at a validly called meeting of the Offtake Committee at which at least two (2) members are present, of whom at least one is a member appointed by a Party other than National Gas Transmission (and references to the unanimous decision of the Offtake Committee shall be construed accordingly).
- 8.5.2 In respect of any matter in relation to which a unanimous decision is not reached by the Offtake Committee at a meeting at which such matter is considered, unless the Offtake Committee decides to defer further consideration of such matter to a later meeting:
- (a) any member may (by notice to each Party) require that the matter shall be referred to a director of each of the Parties for determination, in which case the Parties shall ensure that their nominated directors meet to consider the matter;
 - (b) if the Parties do not reach a unanimous decision in relation to the matter within 10 Business Days after such notice, any Party may determine the matter with Condition A11(18) Approval.
- 8.5.3 The Parties shall ensure that minutes of the Committee's meetings and records of its proceedings are kept and made available to each Representative and each Party.

8.6 Offtake Sub-committees

- 8.6.1 The Offtake Committee may establish sub-committees, and may set the terms of reference and procedural rules for and delegate any matter to such a sub-committee.