

## **CONSTITUTION (January 2004)**

### **1 Form of the Association**

The Association of Meter Operators (“the Association”) is an unincorporated association.

### **2 Purpose**

The Association shall:

- 2.1 provide a forum for the discussion of matters relating to the meter operation business to the extent that those matters are of common interest to its members (“the Members” where this refers to all classes of member – otherwise, the particular class is used), with a view to the representation of their collective interests relating to the meter operation business on such consultative bodies as may be agreed by the Members from time to time;
- 2.2 nominate representatives to represent the Members common interests on the consultative bodies referred to in Clause 2.1 above, including the nomination of one or more consultants if agreed by the Members;
- 2.3 provide a forum for the exchange of information, acquired as a result of the activities outlined above or acquired by other means which is deemed to be of collective value to the Members in that it relates to technical, operational or regulatory issues impacting on the business of meter operation;
- 2.4 promote or sponsor meetings, seminars, publications or such other activities as the Members may from time to time agree;
- 2.5 at all times comply with the requirements of the Competition Act 2000 and will not deal with any matter which will or is likely to prevent, restrict or distort competition or constitute an abuse of dominant position as construed within that Act.

### **3 Definitions**

- 3.1 A Meter Operator (“Meter Operator”) shall be an Electricity or a Gas Meter operator.

- 3.2 An Electricity Meter Operator is any company which is accredited by ELEXON or SESL as a Meter Operator in the electricity market.
- 3.3 A Gas Meter Operator is any company which is approved by the OAMI (Ofgem Approved Meter Installer scheme) in the gas market.
- 3.4 The Budgetary Control Officer is a committee member providing specific support to the secretariat in the development and monitoring of the Associations financial budget.
- 3.5 The Representatives Co-ordination Officer is a committee member responsible for ensuring that the map of representatives as defined in the Business Plan is complete and up to date.
- 3.6 The Technical Issues Officer is a committee member who provides specific support to the Association and its Consultant in respect of technical issues.

#### **4 Membership of the Association**

- 4.1 There shall be two classes of Member: Full and Affiliate.
- 4.2 Subject to Clause 4.7, any Meter Operator is eligible to be a Full Member
- 4.3 Subject to Clause 4.7, any Meter Operator which, for electricity, has less than 20 HH sites and/or less than 500 NHH sites or, for gas, has less than 20 sites with consumption over 2500 Therms and/or less than 500 other sites is eligible to be an Affiliate Member:
- 4.4 Subject to Clause 4.7, any company which is in the process of applying to fulfil the requirements of clauses 3.2 and/or 3.3 shall be eligible to be a member, but such membership may be revoked if the proper membership criteria are not met within 12 months of application.
- 4.5 Notwithstanding Clause 15, membership of the Association by a Member shall terminate if that Member:
- (1) ceases to be eligible for membership of the Association;
  - (2) breaches any term of this Constitution and, in the case of a breach capable of remedy, fails to remedy the breach within a reasonable period following notice of the breach;
  - (3) fails to make any payment due pursuant to this Constitution or the arrangements for establishing or maintaining the Association; or

(4) becomes bankrupt or enters into liquidation or has a trustee, receiver or administrator appointed in respect of all or any part of its business or otherwise ceases to carry on business.

4.6 Each Member is entitled to appoint up to two representatives (“the Representatives”) to attend a General Meeting of the Association.

4.7 A company shall not be admitted as a Member unless and until it has accepted the terms and conditions for the supply of services to Gemserv Limited and shall only continue as a Member for so long as it continues to accept such terms and conditions.

## **5 Invitees and Visitors**

Any individual may attend a General Meeting of the Association on the invitation of the Chairman or with the approval of the General Meeting or Committee, as the case may be.

## **6 Organisation**

6.1 The Association will meet at least twice a year (“the General Meetings”) in each financial year unless the Association otherwise agrees.

6.2 One General Meeting each year will be the Annual General Meeting (“the AGM”).

6.3 Other meetings may be arranged with the agreement of the Members.

6.4 Notice of the business to be conducted at a General Meeting shall be given to Members not less than fourteen days prior to the date of the meeting. Failure to receive notice properly given shall not invalidate the consideration of the business to which the notice relates.

## **7 General Meetings**

7.1 Each Full Member shall have one vote at a General Meeting. Where a Full Member has two Representatives then the Full Member shall determine which Representative may cast its vote.

7.2 Affiliate Members shall be entitled to contribute to debate at meetings but shall not have a vote.

7.3 Unless otherwise stated, a motion will be carried by a simple majority of those Members who are represented at that meeting. The Chairman will be entitled to exercise a vote as a Representative. The Chairman will have a casting vote if there is an equality of vote except where the Association is voting on the re-

election of the Chairman when the Chairman will stand down if a majority is not secured.

- 7.4 Voting will be on a show of hands unless the Association otherwise decides.
- 7.5 If a Full Member does not have a Representative in attendance, a written proxy vote may be lodged by that Full Member with the Secretary at least two working days prior to the vote in question.
- 7.6 For a General Meeting to be quorate at least 60% of the Full Members must have a Representative present in person.

## **8 Powers of General Meeting**

- 8.1 The AGM shall have the power, to the exclusion of the Committee, to decide all or any of the following:
  - 8.1.1 to approve the appointment of the Chairman;
  - 8.1.2 to approve the appointment of the Vice Chairman;
  - 8.1.3 to approve the appointment of the Committee;
  - 8.1.4 to adopt any recommendation regarding the continued or future appointment of the Consultant (referred to in Clause 10);
  - 8.1.5 to approve the budget (including secretarial costs) forecast for the succeeding financial year;
  - 8.1.6 to approve any change to the constitution of the Association.
- 8.2 A General Meeting shall have the power to approve any variation to the secretarial and administrative duties of the Secretary and to approve or endorse any expenditure which is not included in, or is in excess of, any amount in the budget approved by the AGM.
- 8.3 Any motion to change the constitution of the Association will only be carried by a General Meeting if approved by a majority of not less the 75% of the votes eligible to be cast by the Full Members of the Association on the date the vote is taken.
- 8.4 Any motion to amend the constitution of the Association must be submitted in writing to the Secretary not less than 14 days prior to the General Meeting at which the proposal is to be considered. The Secretary will circulate the proposal to all Members not more than 7 days thereafter.

## **9 Chairman and Vice Chairman**

- 9.1 A Chairman and Vice Chairman for the Association will be appointed at the AGM for a term of one year.
- 9.2 The Chairman will (unless unavailable) chair General Meetings of the Association, meetings of the Committee and have specific responsibility for the development and implementation of the Associations Business Plan.
- 9.3 The Vice Chairman will assume the duties and responsibilities of the Chairman where the Chairman is either unavailable (and/or absent) to carry out such duties and responsibilities.

## **10 Election of the Chairman**

- 10.1 Any Representative of a Full Member may be nominated for the position of Chairman. Nominations must be received by the Secretary not less than 28 days before the date fixed for the AGM and shall be supported by two Full Members other than the nominee.
- 10.2 The Secretary will forward the details of the nominations to the Members not less than 14 days prior to the AGM.
- 10.3 If no nominations are received and the Chairman is willing to remain in office then the Chairman shall be re-appointed.

## **11 The Consultant**

- 11.1 The Members may appoint or arrange for the appointment of a consultant ("the Consultant") on the recommendation of the Committee to act as the Association's representative on such bodies as they may from time to time decide.
- 11.2 Subject to any requirements made by the Members, the terms and conditions of the appointment, including fees and expenses, shall be determined by the Committee.
- 11.3 Any proposal to dismiss the Consultant shall be determined by a General Meeting.
- 11.4 Any complaint against the Consultant shall be submitted in writing to the Chairman.

## **12 Consultants Responsibilities**

- 12.1 The Consultant will represent the Association on all committees and at all meetings as directed by the Committee. The Consultant will act at all times in the Members' collective best interests.
- 12.2 The Consultant will liaise with the Committee and the Members at all reasonable opportunities.
- 12.3 The Consultant will prepare and send a report of any meeting which he has attended on behalf of the Association to all the Members within two working days and he will ensure that a report is provided within the same time limit if another member of the Committee attends a meeting on behalf of the Association. The Consultant will assist the Committee in ensuring that adequate reporting is carried out.
- 12.4 The Consultant will ensure that the Committee gives full briefings to the Association. The Consultant will assist the Committee in ensuring that adequate briefing is carried out.
- 12.5 The Consultant will keep the issues affecting the Members under review generally.
- 12.6 The Consultant will seek the advice of all the Members on any issue of particular significance to them.

### **13 The Secretary**

The Secretary provided by Gemserv Limited to carry out the secretarial and administrative duties set out in the Schedule to the terms and conditions for the supply of services to the Association will be a member of the Committee.

### **14 The Committee**

- 14.1 Subject to the powers of a General Meeting, the activities of the Association will be conducted by a committee (the Committee) and the Committee will undertake such activities as are from time to time determined by the General Meeting or which are, in the opinion of the Committee, necessary as being in the interests of the Members. The Committee will seek to work on a consensus basis and if there is no consensus on a particular issue then the matter will be referred to the Members either at a General Meeting or they shall be consulted by post.
- 14.2 The Committee will consist of:-
  - 14.2.1.1 The Chairman;
  - 14.2.1.2 One or more representatives elected by the Full Members at the AGM, who shall carry out the roles and responsibilities of

Association Officers as defined under section 3 including the Vice Chairman as described under section 9 of this constitution.

- 14.2.1.3 The Secretary.
- 14.3 The Chairman or Vice Chairman shall chair meetings of the Committee and be responsible for ensuring that the functions of the Committee are discharged.
- 14.4 The Consultant will attend meetings of the Committee except where the Committee requests that he does not attend.
- 14.5 The period of office of representatives elected to the Committee will be one year (but representatives will be eligible for re-election) unless terminated by the Full Members in General Meeting and the appointments will be personal in nature and not as a representative of the Member by which he is employed.
- 14.6 The Committee will meet at such times as it may deem necessary. It is an objective of the Members that meetings in person will be infrequent and that most of the Committees business will be conducted by telephone or facsimile.
- 14.7 If for any reason the Consultant is unable to attend a meeting or other function at which his presence is desirable in the interests of the Association then the Committee may choose a Representative to attend on the Associations behalf.
- 14.8 The Committee shall have the right to co-opt members on an ad hoc basis for any purpose and to set up any ad hoc working groups or task forces which it sees fit and which will report to it. Any material cost incurred as a result shall be endorsed by the Members.
- 14.9 The Committee will be responsible for overseeing the administration of the Association. In particular the Committee will carry out a six monthly review of the performance of the Consultant against yardsticks which it will determine, and will report to the Members.
- 14.10 The Committee shall be responsible for:-
- 14.10.1 setting meeting dates of General Meetings;
  - 14.10.2 agreeing the agenda for meetings;
  - 14.10.3 clarifying the position prior to an AGM if there are no nominations for Chairman and Vice Chairman and the existing Chairman and/or Vice Chairman does not wish to stand again;
  - 14.10.4 making recommendations regarding the continued or future appointment of the Consultant;
  - 14.10.5 arranging for temporary cover of the Consultants duties in the event of his short term indisposition or absence;

- 14.10.6 approving the admission of new Members.
- 14.10.7 carrying out the responsibilities and duties of Association Officers as set out under this constitution.

## **15 Fees**

- 15.1 The Association will be run as a non-profit making organisation. Monies will be transferred from year to year and the fees set in any year to reflect any under or over expenditure in a previous year.
- 15.2 The Members will pay the fees to the Association according to the criteria agreed by the Members in General Meeting from time to time.

## **16 Termination**

- 16.1 Any Member may terminate its membership of the Association by giving not less than 6 months notice in writing to the Secretary expiring on 31 March in any year.
- 16.2 A Member which terminates its membership of the Association shall not be entitled to any rebate of fees or other payments which it has made to the Association prior to the date on which its notice of termination takes effect and the Member shall continue to pay and be liable to pay its share of any expenditure incurred by or on behalf of the Association during the period in which it was a Member.
- 16.3 Termination of membership by a Member will not affect any accrued right, remedy, obligation or liability of that Member which subsists as at the date of termination of its membership.