



Commission for Energy Regulation  
An Coimisiún um Rialáil Fuinnimh

**NATURAL GAS TRANSMISSION PIPELINE LICENCE**

**GRANTED TO**

**BGÉ (UK) LIMITED**

**2<sup>nd</sup> February 2007**

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## PART I: TERMS OF THE LICENCE

1. The Commission for Energy Regulation ("the Commission"), in exercise of the powers conferred by Section 16(1)(b) of the Gas (Interim) (Regulation) Act, 2002, as amended by S.I. No 452 of 2004 ("the 2002 Act"), hereby grants to BGE (UK) Limited ("the Licensee") a licence to operate the transmission pipeline identified in Schedule 1 ("the Pipeline"), in so far as the Pipeline is situated within the Republic of Ireland ("the Territory"), and during the period specified in paragraph 3, subject to the Conditions set out in Part II.
2. The Conditions are subject to modification or amendment in accordance with their terms or within the 2002 Act. The licence hereby granted is further subject to the terms as to revocation specified in Schedule 2.
3. This licence shall come into force on [xx/yy/2006] and, unless revoked in accordance with the provisions of Schedule 2, shall continue in full force and effect until determined by not less than 15 years' notice in writing given by the Commission to the Licensee, with such notice not to be served earlier than the 15<sup>th</sup> anniversary of the date which this licence comes into force.

Sealed with the common seal of the Commission for Energy Regulation on 2<sup>nd</sup> February 2007

Member of Commission

A handwritten signature in black ink, appearing to read 'Michael G. Tutty', written in a cursive style.

Michael G. Tutty

Member of staff of Commission

A handwritten signature in black ink, appearing to read 'Denis Cagney', written in a cursive style.

Denis Cagney

## PART II: CONDITIONS OF THE LICENCE

### Condition 1: Interpretation and construction

1. Unless the contrary intention appears:
  - (a) words and expressions used in the Conditions or the Schedules shall be construed as if they were in an enactment and the Interpretation Act, 1937 (as amended) applied to them; and
  - (b) references to an enactment shall include primary and subordinate legislation and in both cases any modification or re-enactment thereof and any successor or replacement legislation thereto after the date when this licence comes into force.
2. Any word or expression defined in the 2002 Act for the purposes of any provision of the Act shall, unless the contrary intention appears, have the same meaning when used in the Conditions or in the Schedules.
3. In the Conditions and in the Schedules, unless otherwise specified or the context otherwise requires:

**“BGÉ”** means Bord Gáis Éireann;

**“Code of Operations”** means a code of operations prepared by BGÉ pursuant to Section 13(1) of the 2002 Act, as amended by S.I. No 452 of 2004 and approved by the Commission, as from time to time revised, amended, supplemented or replaced with the approval or at the direction of the Commission;

**“Environmental Laws”** means those laws which are from time to time in force, whose purpose is the protection of the environment, which includes, but is not limited to, the protection of human health, flora, fauna and the eco-systems on which they depend, and for the avoidance of doubt shall include but shall not be limited to the Environmental Protection Act, 1992, the Waste Management Acts, 1996 and 2001 and all legislation relating to the assessment of environmental impacts, and the protection of air, land and waters, as amended;



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<b>“Gas Fitting”</b>	means any appliance, apparatus or other thing including associated flueing and ventilation equipment which is used in connection with the consumption or use of natural gas;
<b>“Gas Point Registration Operator” or “GPRO”</b>	means BGE as the entity designated by the Commission to carry out the functions set out in Condition 8 of its licence, and any other person in so far as, with the consent in writing of the Commission, it carries out any part of that role on behalf of the person so designated;
<b>“Levy Order”</b>	means an order made under paragraph 16 of the Schedule to the Electricity Regulation Act of 1999, or under Section 21(1) or Section 22(2) of the Act;
<b>“Licensee”</b>	means BGÉ (UK) Limited;
<b>“Metering Equipment”</b>	means meters and associated equipment installed on a distribution or transmission system at points of natural gas custody transfer or for other fiscal purposes and meeting the relevant standards of accuracy set by law and/or any relevant regulatory authority;
<b>“Modification”</b>	includes addition, omission, amendment and substitution, and cognate expressions shall be construed accordingly;
<b>“Natural Gas Legislation”</b>	means any or all of the Gas Acts, 1976 to 2002, including amendments there to by way of Statutory Instruments (as relevant in the context);
<b>“Network”</b>	means the totality of transmission and distribution pipelines used for the transmission, distribution and supply of natural gas to, from or within the State;
<b>“Network Emergency”</b>	means an emergency endangering persons and/or property and arising from a deviation in gas pressure or gas quality in the Network or any part thereof;

<b>“Network Emergency Manager”</b>	means BGÉ in its capacity as NEM as designated by the Commission;
<b>“NIAER”</b>	means the Northern Irish Authority for Energy Regulation, established under Article 3 Part II of the Energy (Northern Ireland) Order 2003
<b>“Related Undertaking”</b>	in relation to any person means any undertaking having a participating interest in that person or any undertaking in which that person has a participating interest as defined in Regulation 35 of the European (Companies: Group Accounts) Regulations, 1992 (S.I.201 of 1992);
<b>“Relevant Safety Requirements”</b>	means the requirements relevant to the safe operation of the Transmission Business set by one or more of the bodies designated for the purpose by the Commission and notified to the Licensee by the Commission ;
<b>“Relevant Supplier”</b>	means, in relation to any premises or to a customer supplied with natural gas at any premises, the supplier of natural gas to those premises;
<b>“Section 2(1) order”</b>	means an order made under Section 2(1) of the Gas (Amendment) Act, 1987;
<b>“Transmission System”</b>	means a system made up of transmission pipelines (as specified by the Commission under the 2002 Act); and
<b>“Transmission System Operator”</b>	means the entity licensed as such by the Commission and being, for the present, BGÉ.

4. Without prejudice to any provision which restricts such variation, supplement or replacement, any reference to any agreement, licence (other than this licence), code or other instrument shall include a reference to such agreement, licence, code or other instrument as varied, supplemented or replaced from time to time.



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5. The heading or title of any Part, Condition, Schedule or paragraph shall not affect the construction thereof.
6. Where any obligation of the Licensee is expressed to require performance within a specified time limit that obligation shall continue to be binding and enforceable after that time limit if the Licensee fails to perform that obligation within that time limit (but without prejudice to all rights and remedies available against the Licensee by reason of the Licensee's failure to perform within the time limit).
7. The provisions of Section 4 of the Electricity Regulation Act, 1999 shall apply for the purposes of the delivery or service of any document, direction or notice to be delivered or served pursuant to this licence and directions issued by the Commission pursuant to any Condition shall be delivered or served as aforesaid.
8. Unless otherwise specified, where a Condition requires, or makes provision for or reference to:
  - (a) any communication from or by the Commission to the Licensee (including, without limitation, any notification, direction, approval, consent or agreement to be given by the Commission); or
  - (b) any communication from or by the Licensee to the Commission (including, without limitation, any notification, application or provision of information by the Licensee), such communication shall be in writing.



## **Condition 2: Third Party Access**

1. It is acknowledged that the primary purpose of the Licensee in operating the Pipeline will be to transport gas to the Northern Ireland transmission system in accordance with the licence it has been awarded by OFREG on 12<sup>th</sup> February 2002. The Licensee will not constitute a transmission system operator in the Territory within the meaning of Directive 2003/55/EC with the full range of tasks associated with that function as set out in the Directive.
2. Notwithstanding the primary purpose, in the event that the Licensee receives requests from parties for access to the Pipeline within the Territory, it shall meet all such requests as are compatible with its primary purpose , and which are reasonable and do not discriminate between such parties, particularly in favour of Related Undertakings. In particular, the commercial terms, including the basis for access charges and connection policy, shall be consistent with directions issued from time to time by the Commission following consultation with NIAER.
3. The Licensee shall, without prejudice to any legal obligation to disclose information, preserve the confidentiality of any commercially sensitive information obtained in the course of carrying out its business, as per section 16(13)(d) of the 2002 Act. .
4. In the event of a dispute between a party seeking access to the Pipeline in the Territory and the Licensee, which cannot be resolved by the parties, the dispute shall be referred to the Commission for determination and the Licensee shall comply with any such determination. Any such determination will have regard for the primary purpose of the pipe.



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**Condition 3: Connection to gas fittings**

1. The Licensee shall not connect its Pipeline to any Gas Fitting, or to any pipe or equipment used in any premises, or in connection with any particular premises, to convey natural gas to any Gas Fitting, unless:
  - (a) the Gas Fitting in question has been installed by a technician who is entered on the register of gas fittings technicians designated by the Commission for the purposes of this Condition; or
  - (b) the Licensee has satisfied itself that the Gas Fitting in question has been safely and properly installed in accordance with any relevant codes, standards and industry best practice.



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**Condition 4: Co-operation with the Gas Point Registration Operator**

1. The Licensee shall co-operate with the GPRO with a view to ensuring that the information and/or data required by the GPRO for the purposes of its functions and the provision of its services are complete and accurate.
2. The Licensee shall comply promptly with all requests from the GPRO for co-operation and information and/or data reasonably required by the GPRO for the discharge of its functions.
3. The Licensee shall comply with any code of practice published by the GPRO in accordance with a requirement of a natural gas licence and relating to the discharge of the functions of the GPRO.

**Condition 5: Detection and prevention of theft of natural gas**

1. In respect of its Pipeline the Licensee shall (and shall ensure that its agents) take all reasonable steps to detect and prevent:
  - (a) the theft of natural gas;
  - (b) damage to any natural gas pipeline, Metering Equipment and ancillary works;
  - and
  - (c) interference with any metering equipment.
2. Where the Licensee has reason to believe that:
  - (a) the theft of natural gas is taking place or has taken place; or
  - (b) there has been interference with the metering equipment, or its associated equipment, to alter its register or prevent it from duly registering the quantity of natural gas supplied or produced,the Licensee shall, as soon as reasonably practicable, inform the Relevant Supplier or Transmission System Operator of the incident in question.
3. The Licensee shall comply with the relevant provisions of any code of practice for revenue protection drawn up by Bord Gais Eireann and approved by the Commission, a copy of which is provided to the Licensee by the Commission.

In this Condition:

**“code of practice for revenue protection”**

means the Code produced by Bord Gais Eireann in order to detect and prevent the theft of Natural Gas;

**“theft of natural gas”**

means the dishonest use, causing of waster or diversions of natural gas, within the meaning of Section 15 of the Energy (Miscellaneous Provisions) Act, 1995.

**Condition 6: Development of Pipeline**

1. The Licensee shall advise the Commission in a timely manner of all development plans for the Pipeline in the Territory. Any material works, changes and developments to the Pipeline in the Territory will require the prior approval of the Commission before any such works, changes and/or developments commence.

### **Condition 7: Transmission System Standards**

1. The Licensee shall comply with the Transmission System Standards as developed by the Transmission System Operator and approved by the Commission.
2. The Licensee shall construct, ensure the maintenance of and if necessary develop its Pipeline in accordance with the Transmission System Standards published by the Transmission System Operator and approved by the Commission.
3. The Licensee shall send to the Commission an annual statement on the Licensee's compliance with the Transmission System Standards and shall provide the Commission with such additional information in that connection as the Commission may require.
4. The Licensee shall ensure that the personnel carrying out the activities on its behalf are suitably qualified and experienced.
5. The Licensee may seek a derogation relieving the Licensee of its obligations under paragraph 2 above in respect of such parts of the Transmission System Standards, and the Commission may issue directions relieving the Licensee of its obligations under paragraph 2 above in respect of such parts of the Transmission System Standards, to such extent as may be specified in those directions.
6. In this Condition:

**“Transmission  
System Standards”**

means the engineering of pipelines and associated equipment and the technical standards to be adopted for their design, construction, operation and maintenance, including standards to the physical durability of the Pipeline (including its ability to withstand internal and external pressures, shocks and damages, whether natural or man-made).

### Condition 8: Operating Security Standards

1. The Licensee shall comply with all Operating Security Standards as established and published by the Transmission System Operator and approved by the Commission.
2. The Licensee shall send to the Commission an annual statement on the Licensee's compliance with the Operating Security Standards and any additional information relating to operational security of the Pipeline as the Commission may require.
3. In this Condition:

**“Operating Security Standards”**

means those standards set by BGÉ, as the Transmission System Operator, for ensuring the day-to-day operating security of Connecting Pipelines and addresses the following factors:

- a) the overall demand on the Licensee's Pipeline,
- b) peak-daily demand and with-in day fluctuations in demand that can be reasonably expected,
- c) the risk of failure of equipment associated with the Licensee's Pipeline,
- d) any operational constraints in the Licensee's Pipeline, and
- e) the need for adequate maintenance of the Licensee's Pipeline to be carried out without interruption to the supply of natural gas.

**“Connecting Pipeline”**

means any pipeline which connects to the network owned and operated by the Transmission System Operator.

### **Condition 9: Safety Framework**

1. Without prejudice to the obligations of the Licensee under or pursuant to any Relevant Safety Requirement, the Licensee shall, at a time decided by the Commission after this licence has come into force, produce and thereafter maintain, in a form approved by the Commission, a document to be known as the Safety Framework.
2. The Safety Framework shall set out the Licensee's criteria, systems and procedures for ensuring that, so far as applicable to the Licensee in operating the Pipeline, the Licensee applies the practices applied by, and achieves the standards achieved by, a prudent natural gas undertaking, including without limitation in respect of:
  - (a) the design, installation, testing, commissioning, inspection, maintenance, repair, decommissioning and removal of all pipelines and ancillary equipment of the Licensee forming part of the Pipeline;
  - (b) the organisation, reporting and other arrangements relating to the deployment of staff, and the standards of qualification and competence to be applied to their recruitment and training;
  - (c) the condition of any equipment by means of which gas is consumed by final customers to the extent that the Licensee is required by law to ascertain it;
  - (d) the composition and quality of natural gas transported and supplied, so as to ensure these are maintained within safe limits;
  - (e) emergency procedures by which the Licensee will manage any emergency on its Pipeline, including procedures for co-ordination with the Network Emergency Manager, other natural gas undertakings and the Commission;
  - (f) the assessment of risk and of appropriate measures to reduce such risk in relation to natural gas activities;





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- (g) the drawing up, implementation and compliance with any applicable codes of operations, codes of practice and standards with which this licence requires compliance, and any internal rules and procedures for the operation of the Licensee's equipment connected to or forming part of any transmission or distribution system;
  - (h) the making of agreements relating to connection to, and use of, the Pipeline (if any); and
  - (i) compliance with:
    - (i) the conditions or provisions of any Section 2(1) order made in respect of the Licensee and any consent granted, or direction given to, the Licensee under or pursuant to natural gas legislation;
    - (ii) the Licensee's obligations and duties under this licence; and
    - (iii) relevant safety requirements.
3. The Licensee's obligations under this Condition shall include, without limitation, the application and observance of all relevant and applicable practices and standards, whether deriving from the recommendations or requirements of a relevant authority or from best practice in the natural gas industry.
4. Within a timeframe as specified by the Commission, the Licensee shall report to the Commission on the Licensee's compliance with the Safety Framework. Such report shall be concluded within a time period specified by the Commission
5. In this Condition:
- |                             |  |
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| <b>“relevant authority”</b> | means an authority designated by the Commission for the purposes of this Condition and notified to the Licensee by the Commission. |
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**Condition 10: Interaction with other natural gas undertakings**

1. The Licensee shall furnish to other natural gas undertakings, to whose systems its Pipeline is connected, in such manner and at such times as may reasonably be required, such information as may be reasonably required by such undertakings in order to ensure the safe, secure and efficient operation, co-ordinated development and inter-operability of the Pipeline with such systems.
2. When constructing and operating the Pipelines the Licensee shall have due regard to the need to ensure the safe, secure and efficient operation, co-ordinated development and inter-operability of the Pipeline with such connected transmission and distribution systems.
3. Without limitation to paragraphs 1 and 2: where the Network Emergency Manager declares a Network Emergency the Licensee shall accept and comply with directions from the Network Emergency Manager for the duration of the Network Emergency. For the purpose of ensuring the effective discharge of this Condition, the Licensee, the Network Emergency Manager and the Commission shall recognize the particular importance of coordination, where appropriate, with the corresponding emergency arrangements as provided for in Northern Ireland.
4. Without limitation to paragraphs 1 and 2, where the Licensee receives a report of an actual or suspected natural gas escape it shall communicate such information as soon as possible to the person designated by the Commission as the provider of the emergency response service operated for the purpose of receiving and responding to reports of actual or suspected natural gas escapes.
5. Where the Licensee is notified by the person designated by the Commission as the provider of the emergency response service described in paragraph 4 of a sum approved by the Commission as the Licensee's equitable contribution to the costs of the provision of that service over the preceding 12 months, the Licensee shall pay that sum to the provider of the emergency response service within 1 month of receipt of such notification.
6. Any difference or dispute arising between the Licensee and any other natural gas undertaking in connection with this Condition or the matters referred to in this Condition shall be decided by the Commission for the purposes of this Condition, and the Licensee shall comply with any direction given by the Commission regarding its decision, as it sees fit, in respect of the matter in dispute.

**Condition 11: Access to land and/or premises**

1. The Licensee shall, at such time as the Commission may direct, prepare, review and submit to the Commission for its approval a code of practice setting out the principles and procedures the Licensee will follow in respect of any person who is authorised to require or request access to land and/or premises on the Licensee's behalf.
2. The code of practice shall include procedures calculated to ensure that persons referred to in paragraph 1:
  - (a) are fit and proper persons to undertake the duties in question;
  - (b) possess the skills necessary to perform the required duties;
  - (c) may have their identity or authority readily confirmed by members of the public; and
  - (d) are able to inform persons affected on request of a contact point for help and advice they may require in relation to the transmission of natural gas.



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**Condition 12: Payment of levy**

1. The Licensee shall pay to the Commission any amounts specified in, or determined under, a Levy Order, in accordance with the provisions of such Levy Order.



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**Condition 13: Provision of information to the Commission**

1. The Licensee shall procure and furnish to the Commission, in such form and manner and at such times as the Commission may require, such information (including information that will assist the Commission in the preparation of a natural gas capacity statement under Section 19 of the 2002 Act), and shall procure and furnish to it such reports, as the Commission may consider necessary or relevant in the light of the Conditions or as it may require in the performance of its duties or the functions under the 2002 Act or assigned or transferred to it by the 2002 Act.
2. The power of the Commission to call for information under paragraph 1 is without prejudice to the power of the Commission to call for information under or pursuant to any other Condition of this licence or under or pursuant to the 2002 Act or any other enactment.
3. In this Condition "information" shall include any documents, records, accounts, estimates, returns or reports (whether or not prepared specifically at the request of the Commission) of any description, whether oral or written, and in any format specified by the Commission.
4. The Licensee shall publish information (save for confidential information) in such form and manner and at such times as the Commission may require.
5. Any question arising as to what constitutes confidential information for the purposes of this Condition shall be determined by the Commission.

**Condition 14: Codes of operations**

1. In compliance with Section 13(1) of the 2002 Act, the Licensee shall develop and publish, subject to the approval of the Commission, a code of operations in respect of the technical design, operational and other requirements relating to connection to and operation of the Pipeline. This code of operations shall be objective and non-discriminatory and shall, as far as technically possible, ensure the interoperability of systems.
2. The Licensee shall comply with any directions given to it by the Commission under Section 13(3) of the 2002 Act in respect of:
  - (a) the matters to be specified in the code of operations described in paragraph 1; and
  - (b) the review and revision of that code of operations.
3. Save to the extent specified in directions given by the Commission for the purposes of this Condition, the Licensee shall comply with the provisions of all codes of operations (whether its own or belonging to another holder of a natural gas licence), insofar as applicable to the Pipeline.



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**Condition 15: Prohibition of anti-competitive behaviour**

1. In operating the Pipeline, the Licensee shall not prevent, restrict or distort competition in any market relating to the supply, distribution, transmission or storage of natural gas.



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**Condition 16: Environment**

1. The Licensee shall, not later than such date as the Commission may specify and in consultation with the Commission, prepare and from time to time modify a written policy setting out the manner in which the Licensee proposes to comply with:
  - (a) its duties and obligations under all applicable European Union and Irish Environmental Laws; and
  - (b) any direction issued to it for the purposes of this Condition by the Commission or any appropriate body designated by the Commission for these purposes.
2. The Licensee shall report to the Commission on its environmental performance in such form and at such times as the Commission may specify.



**Condition 17: Assignment of Licence**

1. The Licensee shall not, without the prior consent of the Commission, assign all or any part of this licence to another person (the “**assignee**”).
2. Any consent of the Commission to the transfer of all or part of this licence shall be subject to the Commission being satisfied that the assignee will be a fit and proper person to hold this licence, and may be subject to compliance by the Licensee or assignee with any conditions imposed by the Commission, including the modification of this licence where deemed necessary by the Commission.



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**Condition 18: Change in control of Licensee**

1. The Licensee shall, as soon as practicable following it becoming aware of the relevant circumstances, notify the Commission of any change in control of the Licensee.
2. For the purposes of this Condition there is a change in control of the Licensee whenever a person gains control of the Licensee who did not have control of the Licensee when this licence was granted.



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**SCHEDULE 1: Pipeline which the Licensee is authorised to operate under the Licence**

1. The Licensee may operate the pipeline, for which it was issued a consent to construct on the 7<sup>th</sup> of December 2005, under Section 39A of the Gas Act, 1976 (as amended by Section 12 of the Gas (Interim) (Regulation) Act, 2002).
2. The Licensee may operate only in respect of that pipeline defined above that is designed to operate at a pressure above 16 bar gauge.



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## **SCHEDULE 2: Right of Commission to revoke the licence**

1. The Commission may at any time revoke this licence by not less than 30 days' notice in writing to the Licensee:
  - (a) if the Licensee agrees in writing with the Commission that this licence should be revoked;
  - (b) if any amount payable under a Levy Order is unpaid 30 days after it has become due and remains unpaid for a period of 14 days after the Commission has given the Licensee notice in writing that the payment is overdue, provided that no such notice shall be given earlier than the 16th day after the day on which the amount payable became due;
  - (c) if the Licensee fails to comply with a direction under Section 16 of the 2002 Act, a direction under Section 24 of the Electricity Regulation Act, 1999, a determination under Section 25 of the Act of 1999 or an order under Section 26 of the Act of 1999 and (in respect of any of these cases) such failure is not rectified to the satisfaction of the Commission within such period as the Commission may determine, after the Commission has given notice of such failure to the Licensee, provided that in respect of a direction under Section 24 of the Act of 1999, no such notice shall be given by the Commission before the expiration of the period within which representations or objections under Section 24 of the Act of 1999 could be made questioning a direction under Section 24 of the Act of 1999 or before the proceedings relating to any such representations or objections are finally determined;
  - (d) if the Licensee fails to comply with any order made by the Minister under Section 21 of the 2002 Act;
  - (e) if the Licensee is, has been, or is likely to be in breach of a relevant safety requirement and the Commission is satisfied that, as a result, the Licensee is no longer a fit and proper person to hold this licence;
  - (f) if the Licensee:
    - (i) is unable to pay its debts (within the meaning of Section 214 of the Companies Act, 1963) or if it enters into any scheme of arrangement (other than for the purpose of reconstruction or amalgamation upon terms and within such period as may previously have been approved in writing by the Commission); or



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- (ii) has a receiver or an examiner within the meaning of Section 1 of the Companies (Amendment) Act, 1990, of the whole or any material part of its assets or undertaking appointed; or

- (iii) passes any resolution for winding up other than a resolution previously approved in writing by the Commission; or
  - (iv) becomes subject to an order for winding up by a court of competent jurisdiction; or
  - (v) is dissolved, declared bankrupt or being of unsound mind;
- (g) if:
- (i) there is a change in the control of the Licensee for the purposes of Condition 18 (Change in control of Licensee); and
  - (ii) the Commission is satisfied that, as a result of that change in control, the new shareholder does not have adequate technical, financial or managerial strength, taking into account the size of its shareholding in the Licensee; and
  - (iii) the Commission serves notice on the Licensee stating that the Commission proposes to revoke this licence in pursuance of this paragraph unless such further change in control of the Licensee as is specified in the notice takes place within the period of two months beginning with the date of service of the notice; and
  - (iv) that further change does not take place within that period; or
- (h) if the Licensee fails to notify the Commission of a change in control of the Licensee as required by Condition 18 (Change in control of Licensee).
2. For the purposes of paragraph 1(f)(i) of this Schedule, Section 214 of the Companies Act, 1963 shall have effect as if for "€1,269.74" there was substituted "€65,000" or such higher figure as the Commission may from time to time determine by notice in writing to the Licensee.