

SPAA

Accession and Voluntary Withdrawal Guideline

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Withdrawal Guide

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Contents:

Change History:	2
Quality Assurance:	2
Contents:	3
INTRODUCTION	4
1.1 Purpose	4
1.2 Definition	4
1.3 Scope	4
1.4 Contact Information	4
2 ACCESSION	5
2.1 Conditions for SPAA Accession	5
2.2 SPAA Accession and Licence Obligations	5
2.3 SPAA Accession and SPAA Limited Shareholding	5
3 ACCESSION PROCESS	6
3.1 Application	6
3.2 Accession	6
3.3 Share Issue by SPAA Board	7
3.4 Parties without a Licence	7
4 VOLUNTARY WITHDRAWAL PROCESS	
4.1 Conditions for voluntary withdrawal from SPAA.....	8
4.2 SPAA voluntary withdrawal and SPAA Limited shareholders.....	8
4.3 Voluntary withdrawal process.....	8
5 MARKET DOMAIN DATA	9
4.1 RGMA	9
Appendix A: Workflow Diagram	10
Appendix B: Accession Application Form	11
Appendix C: Voluntary withdrawal workflow diagram	13
Appendix D: MDD Change Proposal Form	14

INTRODUCTION

1.1 Purpose

The primary purpose of this document is to provide an overview of the processes Suppliers and Gas Transporters will need to complete to become (a) parties to the Supply Point Administration Agreement and (b) shareholders of SPAA Limited.

This document also outlines the process for a party who has voluntarily acceded to the SPAA to withdraw.

This document is not legally binding, however the SPAA Accession Application Form at Appendix B is deemed to be that issued by the SPAA Executive Committee as required in clause 4 of the SPAA and no other application form may therefore be used.

It is recommended that the Supply Point Administration Agreement be read in conjunction with this guideline.

1.2 Definition

Accession as defined in this document is the process of becoming a party to the SPAA, from application to the execution of an Accession Agreement. This also includes the activities necessary for new parties to the SPAA becoming shareholders of SPAA Limited.

Voluntary withdrawal is the process by which a party who has voluntarily acceded withdraws as a SPAA party and from all ensuing obligations. As Domestic Suppliers and all Gas Transporters are required by the terms of their licence to be parties to SPAA, only Industrial and Commercial Suppliers can voluntarily accede, and therefore withdraw, from the SPAA.

1.3 Scope

This guideline applies to all Suppliers and Gas Transporters applying to accede to the SPAA, and Industrial and Commercial suppliers who have elected to accede to the SPAA voluntarily and who choose to withdraw. It defines the process for potential Parties and for the SPAA Service Provider.

This guideline may apply to an existing SPAA Party that has undergone a change in its corporate structure resulting in a new legal entity. For example, if such a restructure requires a new licence or an amendment to the applicable licence obligations

1.4 Contact Information

If you require any further help or information please email spaa@electralink.co.uk or phone the SPAA Help Desk on 020 7462 8717.

2 ACCESSION

2.1 Conditions for SPAA Accession

The necessary conditions for accession to the SPAA are:

- a) A Supplier must either have, or have initiated an application for, a Gas Supply Licence
- b) A Gas Transporter must either have, or have initiated an application for, a Gas Transporter Licence

2.2 SPAA Accession and Licence Obligations

The Gas Supply Licence for Domestic Suppliers and Gas Transporters obliges the holder to accede to the SPAA. Non Domestic Gas Suppliers ('Industrial and Commercial Suppliers') may choose to accede to the SPAA but are not obliged to do so.

2.3 SPAA Accession and SPAA Limited Shareholding

The SPAA is supported by SPAA Limited. On becoming a party to the SPAA, SPAA Parties are allotted a £1 share by the SPAA Board. This share is passed to Parties on the payment of £1. SPAA Parties will be asked to submit an Application for Shares Letter and payment of the £1 following the approval of an application form.

3 ACCESSION PROCESS

The SPAA accession process is based on the stages outlined below and shown in the flow diagram attached as Appendix A.

3.1 Application

The applicant should complete an application form (Appendix B) and send it to:

SPAA Services Co-ordinator
SPAA Limited
3rd Floor
Marcol House
289 - 293 Regent Street
London
W1B 2HJ

The application form requires the applicant to nominate a "Contract Manager" to manage all matters arising in connection with the SPAA, and a "Party Change Administrator" to manage and co-ordinate all communications in the Change Control Process.

Within 30 working days of receipt of the application, the SPAA Services Co-ordinator shall assess the application form. The SPAA Services Co-ordinator shall inform the applicant if the form is acceptable or if further information is required.

Where further information is requested, the applicant must provide that information to the SPAA Services Co-ordinator within 20 working days or the application will be rejected. This does not preclude the applicant from submitting a second application form and starting the process again.

3.2 Accession

When an application is accepted, the SPAA Services Co-ordinator must, within 5 working days, notify the Authority and prepare an Accession Agreement. The Accession Agreement (Schedule 2 of the SPAA) will be sent to the applicant along with the Self-Certification Form (Schedule 3 of the SPAA) and an Application for Shares Letter for signing by a company Director.

The applicant must sign and return the Accession Agreement and, if it wishes to take up its share in SPAA Limited, the completed Application for Shares Letter and £1 payment. Cheques should be made payable to 'SPAA Limited'.

The Self-Certification Form requires the applicant to self certify that its system design is such that on becoming Party to the SPAA it will be able to fully comply with all the Mandatory Schedules and Elective Schedules that it has elected, or intends to elect to comply with, in accordance with the SPAA.

The SPAA Services Co-ordinator will then submit the agreement to a nominated SPAA Executive Committee for execution. The applicant will become a Party to the SPAA from the date specified in the Accession Agreement on the date it is executed by the EC.

The original agreement will be retained by the SPAA Services Co-ordinator. Copies of the executed Accession Agreement will be sent to the Party and the Authority.

3.3 Share Issue by SPAA Board

The SPAA Board will issue a £1 share at the first meeting following (a) the execution of the Accession Agreement and (b) the payment of £1 by the new Party. This share will be sent to the Contract Manager nominated on the application form.

3.4 Parties without a Licence

Where a new Party accedes to the SPAA but is in the process of obtaining a Gas Suppliers Licence or Gas Transporters Licence, the Party shall not be entitled to exercise any voting rights laid out in the SPAA until the licence is granted.

When a decision is made by the Authority, the Party must inform SPAA Limited of that decision.

Within 10 working days of confirmation that a licence has been issued, SPAA Limited shall notify the New Party, the Authority and all SPAA Parties that the voting restrictions no longer apply.

4. VOLUNTARY WITHDRAWAL

The SPAA voluntary withdrawal process is based on the stages outlined below and shown in the flow diagram attached as Appendix C

4.1 Conditions for Voluntary Withdrawal from the SPAA

The necessary conditions for voluntary withdrawal from the SPAA are that the party:

- a) Has voluntarily acceded to the SPAA, and is not required to be a party under the requirements of an existing Gas Supply or Transporters Licence.
- b) Has paid all charges and/or met all funding requirements for which it will become liable under the terms of the SPAA

4.2 SPAA Voluntary Withdrawal and SPAA Limited Shareholding.

It is intended that the shareholders of SPAA Ltd shall be limited to the Parties to the SPAA. Upon voluntary withdrawal by any shareholder, the share held by the retiring shareholder shall transfer at par to a nominee for all the Shareholders (other than the Retiring Shareholder) selected by the Directors. This process will be initiated by written notice to the retiring shareholder by any other shareholder and all costs and expenses of such transfer shall be for the account of the Retiring Shareholder.

4.3 Voluntary Withdrawal Process

A party who has voluntarily acceded to the SPAA can cease to be a party to the SPAA by giving the SPAA Executive Committee (SPAA EC) 30 days notice of their intention to withdraw. The SPAA EC will verify with the SPAA Services Coordinator that all charges due by that party have been met, and if they have been met, the SPAA EC will ask the SPAA Services Coordinator to acknowledge their acceptance of the voluntary withdrawal in writing to the retiring party within 5 working days of the EC consideration of the matter.

Where charges are outstanding, the SPAA EC will request the SPAA Services Coordinator to write to the retiring party to request settlement of all charges before the withdrawal can be accepted. Once all due charges have been cleared by the retiring party, that party should give the SPAA EC a further 30 day notice of their intention to withdraw.

The SPAA EC will also initiate the process outlined in 4.2 above to effect a withdrawal of the retiring party from being a shareholder of SPAA Ltd. An individual employed by a party who has withdrawn from the SPAA automatically resigns from the SPAA EC, if they have been elected as a representative or an alternate to the EC, and the Board of SPAA Ltd.

On the expiry of the 30 days notice, the SPAA Services Coordinator will within 2 working days:

- a) Advise all SPAA parties that the retiring party is no longer a SPAA party and may no longer follow SPAA industry processes.
- b) If required, update the register of SPAA EC members and alternates.

- c) Ensure that the retiring party is removed from the relevant SPAA constituency for change process voting and weighting of votes.

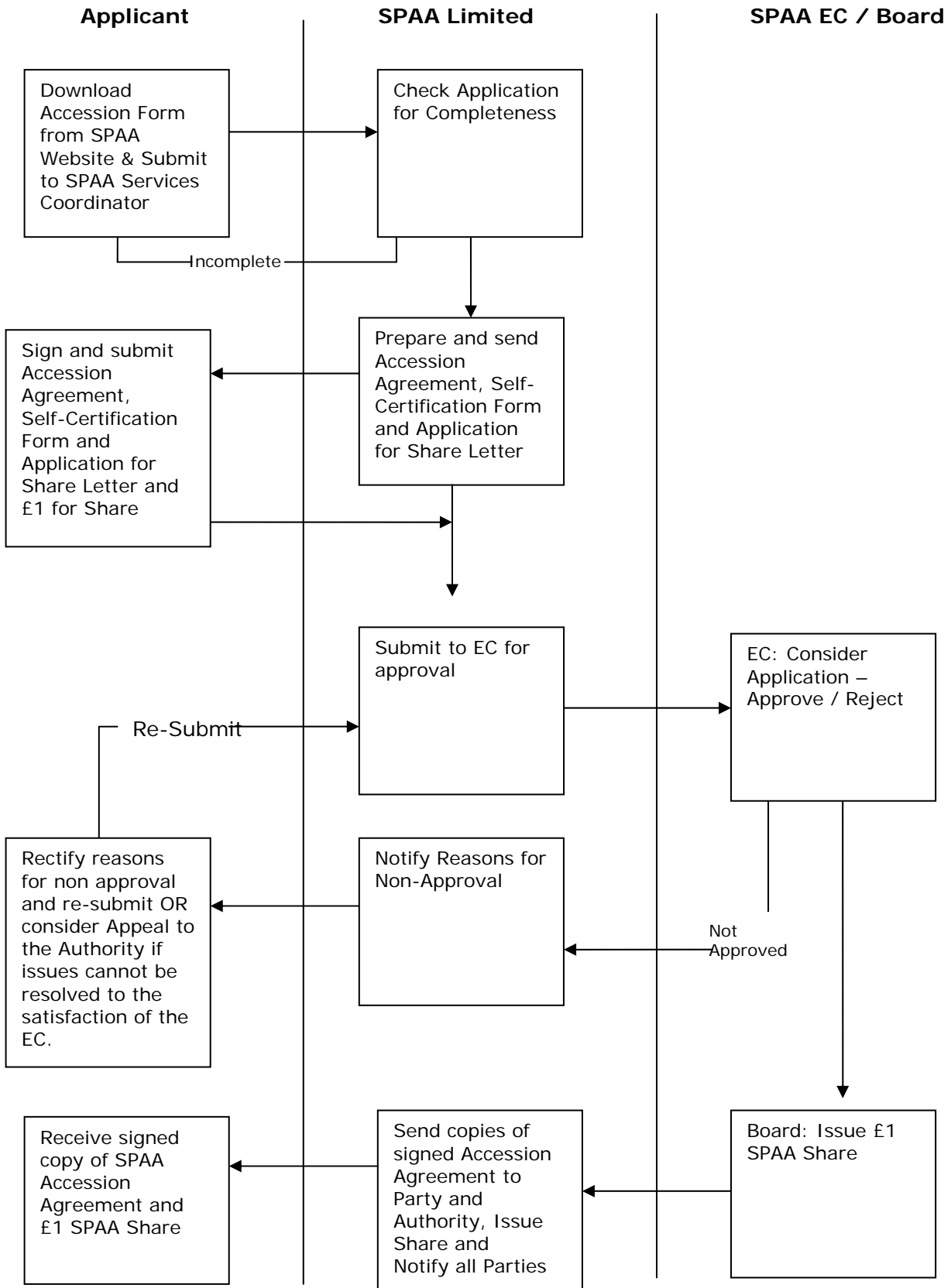
4 MARKET DOMAIN DATA

4.1 RGMA

Schedule 6 of the SPAA contains the RGMA Baseline which is a gas industry document defining the processes and standard file formats used by market participants for the provision of metering services. To the extent Suppliers and Gas Transporters are required to operate in accordance with the RGMA Baseline, or comply with any obligations under the SPAA relating to it, they will need to add themselves, in the case of acceding to SPAA, or remove themselves, in the case of voluntary withdrawal, to the list of market participants included in the RGMA Market Domain Data.

The procedure for adding new market participants or removing existing ones is described in Schedule 18 of the SPAA, and the MDD Change Request form referred to in this procedure is included as Appendix D of these guidelines.

Appendix A – Workflow Diagram for Accession to the SPAA



Appendix B: Accession Application Form

SUPPLY POINT ADMINISTRATION AGREEMENT APPLICATION FOR ACCESSION
Company applying for Accession 1. Company Name: 2. Company Registration Number: 3. Registered Address: 4. Principle Operating Address: 5. Date of Gas Supply or Gas Transmission Licence application / issue: * 6a. Contract Manager Name: 6b. Contract Manager Telephone: Fax..... 6c. Contract Manager Email Address: 6d. Contract Manager Postal Address: 7a. Party Change Administrator (PCA) Name: 7b. PCA Telephone: Fax..... 7c. PCA Email Address:
Page 1 of 2

7d. PCA Postal Address:

.....

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8. Application

The Applicant hereby applies for accession to the Supply Point Administration Agreement in the capacity of Domestic Supplier / Industrial and Commercial Supplier / Gas Transporter

Signed on behalf of the Applicant by:

Name:

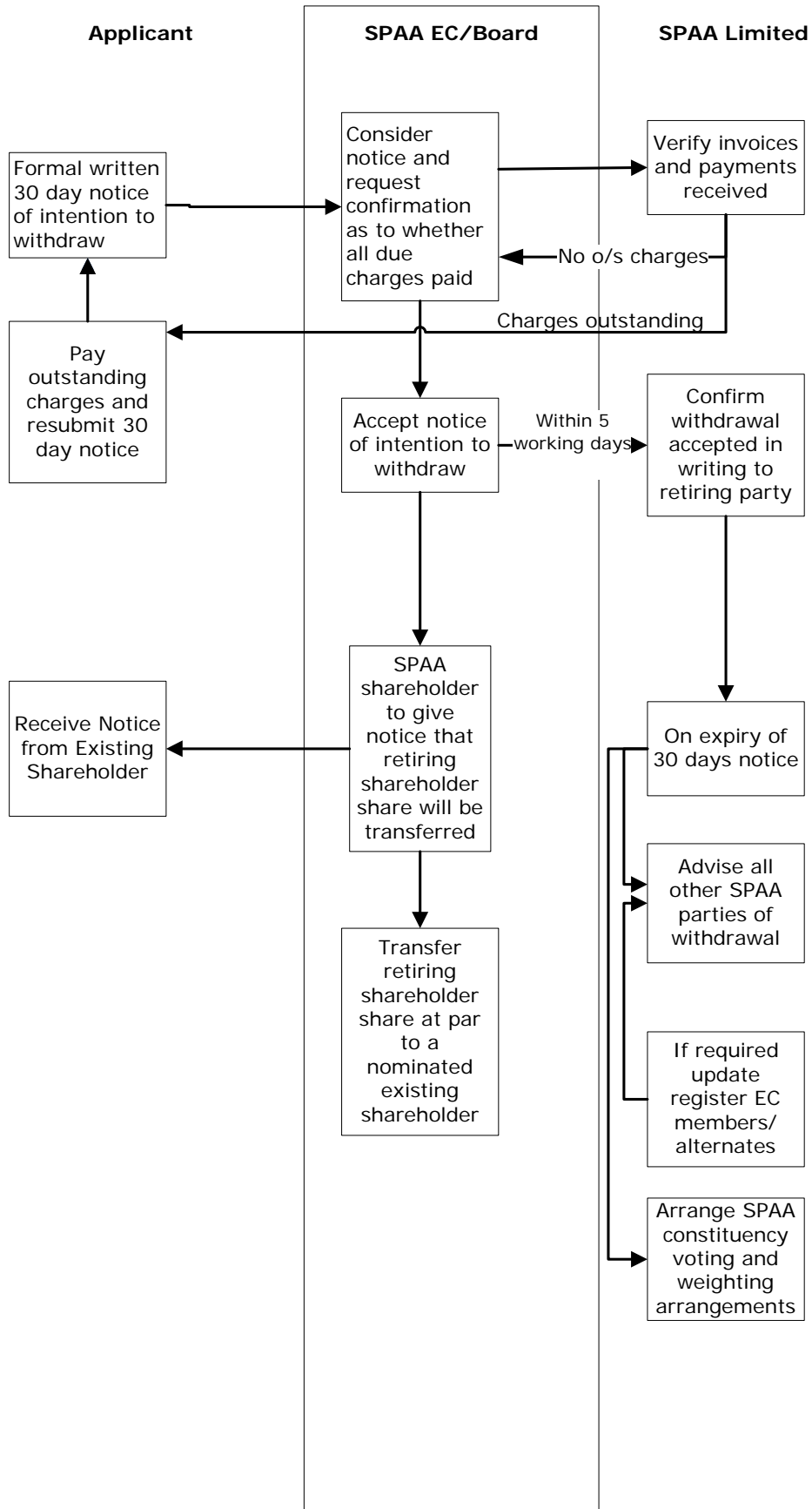
Position (e.g. Director):

Signature:

Date:

* Delete as appropriate

Appendix C: Voluntary Withdrawal Workflow Diagram



Appendix D: MDD Change Proposal Proforma

4.2 MDD CHANGE NUMBER

(assigned incrementally by SPAA Change Control Administrator in format MDD/YY/NNN)

4.3 ORIGINATOR DETAILS

Name:

Company:

Telephone Number:

Fax Number:

Email address:

Date:

Market Participant Role: **DOMESTIC SUPPLIER / I&C SUPPLIER / TRANSPORTER / MAM***

**delete as appropriate*

Are you currently a party to the SPAA? **YES/NO*** **delete as appropriate*

If you are not a party to the SPAA this MDD Change Request will be raised by the Chairman of the RGMA Expert Forum at the next available meeting. Please state whether you are prepared for this MDD Change Request to be raised in this way: **YES/NO*** **delete as appropriate*

NATURE OF MDD CHANGE REQUEST

Is the MDD Change Request to:

Add/delete a Meter Model **YES/NO*** *(if Yes complete Section 1 below)*

Add/delete a Market Participant: **YES/NO*** *(if Yes complete Section 2 below)*

**delete as appropriate*

(any changes to MDD Data Attributes other than those relating to Meter Model or Market Participant should be raised via SPAA Change Proposals in accordance with clause 9 of the SPAA)

SECTION 1: METER MODEL DETAILS

The MDD Change Process can be used to add new meters to, or delete old meters from, the current version of the RGMA Market Domain Data. In the event the MDD Change Request is to change existing meter details which are incorrect, the incorrect meter details should be removed and the correct meter details should be added. All of MDD Attributes listed below should be included in the relevant format (see RGMA Processes and Data and Market Domain Data documents on the SPAA website). If the MDD Change Request covers a number of meters please complete an additional sheet for each meter.

Meter Model **ADD/DELETE*** **delete as appropriate*

M	Manufact	Measur	Multiplica	Num	Pu	Units	Mete	Produc	End
od	urer	ing	tion	ber	ls	of	r	t Id	Date
el	Code	Capacit	Factor	of	e	Meas	Type		
A0	A0060	A0112	A0120	A012	A0	A012	A002	A0109	

¹ In the event the Product ID is implemented it will be included in the data attributes covered by the MDD Change Process. A separate note will cover the use and issuing of a Product ID, as and when use of this data attribute has been decided by SPAA Parties.

Section 2: MARKET PARTICIPANT DETAILS

The MDD Change Process can be used to add new market participants to, or delete old market participants from, the current version of the RGMA Market Domain Data. In the event the MDD Change Request is to change existing market participant details which are incorrect, the incorrect details should be deleted and the correct details should be added. All MDD Attributes listed below should be included in the relevant format (see RGMA Processes and Data and Market Domain Data documents on the SPAA website). If the MDD Change Request covers a number of market participants, or a market participant in more than one role, please complete an additional sheet for each participant/role.

Market Participants

ADD/DELETE***delete as appropriate*

A0064 Market Participant Abbreviated Name:

A0065 Market Participant Name:

A0126 Role Code:

ANY SUPPORTING COMMENTS**FOR SPAA CHANGE CONTROL ADMINISTRATOR USE ONLY**

Date raised at RGMA Expert Forum:

Approved/Rejected:

Reasons (if any):

Signed:

Please log the CP on the SPAA website at www.spaa.co.uk or return the completed form to spaachanges@electralink.co.uk