

Retail Market Procedures Committee – Election Procedures

1. Introduction

- (a) The *Retail Market Procedures* Committee (“**Committee**”) is established by AEMO under the *approved process* applicable to the making of *Retail Market Procedures*.
- (b) These are the *Election Procedures* made by AEMO under the *approved process* (“**Election Procedures**”).
- (c) These Election Procedures commence on the day the changes to the *Rules* to introduce clause [7.1.4A] are effective.
- (d) These Election Procedures (including this provision) may only be amended in accordance with clause 8.
- (e) In the event of any inconsistency between these Election Procedures and provisions of the *National Electricity Rules* (“**Rules**”), the provisions of the *Rules* will prevail to the extent of any such inconsistency.

2. Interpretation

2.1 Definitions

In these Election Procedures, a word or phrase appearing in italics has the meaning given to it:

- (a) in Part 1 of Schedule 1; or
- (b) if no meaning is given in Part 1 of Schedule 1, then as defined in the *Rules*.

2.2 Interpretation

These Election Procedures must be interpreted in accordance with the rules of interpretation set out in Part 2 of Schedule 1.

3. Composition

3.1 Committee

The Committee must be constituted by:

- (a) three *Distribution Network Service Provider Members*;
- (b) three *Local Retailer/Market Customer Members*;
- (c) [two] *Independent Member[s]*; and
- (d) one *AEMO Member*.

3.2 Initial Members

The initial *Members* of the Committee are determined under clause 7.1(a).

3.3 Returning Officer

AEMO is the returning officer for any election of a *Member* and for any procedure for amendments to these Election Procedures.

4. Nominations

4.1 Nomination Requests

- (a) In relation to *Member* positions under clause 3.1(a), (b) and (c), when a position of *Member* is vacant AEMO must within 10 *business days* of the vacancy request

nominations to fill that vacancy. Where the *AEMO Member* position becomes vacant, AEMO will appoint a replacement *AEMO Member* and will notify the other *Members* within 10 *business days* of the appointment.

- (b) The *Nomination Requests* must be made as follows:
- (i) where there is a vacancy in respect of a *Distribution Network Service Provider Member* position, AEMO must request nominations to fill that vacancy from *Distribution Network Service Providers* who are *Eligible Voters*.
 - (ii) where there is a vacancy in respect of a *Local Retailer/Market Customer Member* position, AEMO must request nominations to fill that vacancy from *Local Retailers* and *Market Customers* who are *Eligible Voters*.
 - (iii) where there is a vacancy in respect of an *Independent Member* position, AEMO must request nominations to fill that vacancy from *Distribution Network Service Providers*, *Local Retailers* and *Market Customers* who are *Eligible Voters*.
- (c) *Nomination Requests* must be made by AEMO giving notice to the relevant *Eligible Voters* in accordance with clause 8 and must include a *Nomination Form*.

4.2 Distribution Network Service Provider Nominations

Each *Registered Participant* registered with AEMO pursuant to clause 2.5.1 of the *Rules* as a *Distribution Network Service Provider* on the date of the *Nomination Request* is an *Eligible Voter* and is entitled to nominate one person to fill a vacancy in the position of a *Distribution Network Service Provider Member*.

4.3 Local Retailer/Market Customer Nominations

Each:

- (a) *Registered Participant* listed by AEMO as a *Local Retailer*; and
- (b) *Market Customer* who is not also listed with AEMO as a *Local Retailer* and is not a *related company* of a *Local Retailer*,

is an *Eligible Voter* and is entitled to nominate one person to fill a vacancy in the position of a *Local Retailer/Market Customer Member*.

4.4 Independent Member Nominations

Each:

- (a) *Eligible Voter* within the meaning of clause 4.2; and
- (b) *Eligible Voter* within the meaning of in clause 4.3,

is entitled to nominate one person to fill a vacancy of an *Independent Member*.

4.5 Contents of nominations

(a) Nominations must be:

- (i) in writing;
- (ii) signed by the person being nominated;
- (iii) signed by the *Eligible Voter* making the nomination; and
- (iv) on a *Nomination Form* which includes details as to how the nominator fulfils the relevant criteria of this clause 4 and how the nominee fulfils the membership criteria specified in clause 5.

(b) The *Nomination Form* must be submitted to AEMO to the person and at the address specified in the *Nomination Form* by the *Return Date*.

5. Member qualifications

- (a) All *Members* must be able to competently fulfil the role of a *Member* and must have:
- (i) knowledge of and experience with the *National Electricity Market*;
 - (ii) experience with and skills in resolving issues, by making decisions, in a competent manner;
 - (iii) knowledge of the subject matter of *Retail Market Procedures*; and
 - (iv) knowledge and understanding of the *Rules* and the related legislative and regulatory framework.
- (b) In addition to the requirements in paragraph (a), a *Distribution Network Service Provider Member*, *Local Retailer/Market Customer Member* and *AEMO Member* must have experience with and skills in considering issues that affect, respectively:
- (i) *Distribution Network Service Providers*;
 - (ii) *Local Retailers* and *Market Customers*; and
 - (iii) *AEMO*.
- (c) In addition to the requirements in paragraph (a), an *Independent Member* must:
- (i) not be a current employee or director of a *Distribution Network Service Provider*, *Local Retailer* or *Market Customer*;
 - (ii) not be an adviser or consultant to, or an employee, partner or director of any entity that
is an adviser or consultant to, a *Distribution Network Service Provider*, *Local Retailer* or *Market Customer*, where that relationship is a significant source of income for that adviser or consultant; and
 - (iii) have the ability to remain impartial.

6. Elections

6.1 Appointment where the number of nominations is equal to or less than the number of vacancies

- (a) Where the number of nominees fulfilling the qualifications for a category of *Member* is less than the number of vacancies for that category (having regard to clause 6.3(b)), *AEMO* must advise the *Eligible Voters* in relation to that category and give them 5 *business days* to provide additional nominations for that category in accordance with clause 4.
- (b) If no further nominations are made, *AEMO* must inform *Eligible Voters* by way of a notice that the election has failed.
- (c) If, at any time during the 6 months after the date of the notification given under paragraph (b), not less than 50% of *Eligible Voters* in relation to a vacancy request *AEMO* to request nominations in relation to that vacancy *AEMO* must comply with clause 4 in relation to that request.
- (d) Where the number of nominees fulfilling the qualifications for a category of *Member* is equal to the number of vacancies for that category (having regard to clause 6.3(b)), *AEMO* must determine those nominees to have been successfully elected to the Committee.

6.2 Election of members where the number of nominations is more than the number of vacancies for a category

- (a) Where the number of nominees fulfilling the qualifications for a category of member is more than the number of vacancies for that category (having regard to clause 6.3(b)) *AEMO* must prepare and distribute to *Eligible Voters* in relation to that category:
 - (i) a ballot paper, listing the nominees for that category in alphabetical order; and
 - (ii) a biography for each nominee prepared by that nominee and addressing criteria detailed in clauses 5(a) and (b) of these Election Procedures (if available).
- (b) In order to be counted, the ballot paper must be completed as per any instructions accompanying the ballot paper and served on *AEMO*:
 - (i) by 5 pm on the *Return Date*;
 - (ii) to the person noted as the person to whom the ballot paper should be returned; and
 - (iii) at the address noted as the address for the return of the ballot paper.
- (c) Each *Eligible Voter* within the meaning of clause 4.2 is entitled to 1 vote in an election for *Distribution Network Service Provider Members*.
- (d) Each *Eligible Voter* within the meaning of clause 4.3 is entitled to 1 vote in an election for *Local Retailer/Market Customer Members*.
- (e) In addition, each *Eligible Voter* within the meaning of clause 4.2 or 4.3 is entitled to 1 vote in an election for the *Independent Member*.
- (f) Voting by each *Eligible Voter* is by way of a mark in the box against the name of the nominees in the *Member* category for which the *Eligible Voter* is entitled to vote.
- (g) If a ballot paper has more than one mark against the names of the nominees or the intention of the *Eligible Voter* is otherwise unclear, such vote is invalid and must not be included in any count under clause 6.3.

6.3 Determination and publication of results

- (a) Subject to paragraph (b), *AEMO* must within 10 *business days* of the *Return Date* determine those nominees which have been successfully elected to the Committee, as follows:
 - (i) the nominee who receives the highest number of votes in each *Member* category is elected as a *Member* of the Committee for that *Member* category;
 - (ii) the nominee who receives the second highest number of votes in each *Member* category is elected as a *Member* of the Committee for that *Member* category;
 - (iii) and so on until all vacancies are filled.
- (b) Where the count of votes under paragraph (a) would result in two or more *Members* (other than an *Independent Member*) who are:
 - (i) employed by the same entity, or by different entities in which the same person holds a *Controlling Interest*, or
 - (ii) employed by, or were nominated by, *Eligible Voters* which are *related bodies corporate* or in which the same person holds a *Controlling Interest*,only the first person who would have been elected as a *Member* is eligible for election and the votes cast for the others will be disregarded. Where in any election there are two or more vacancies in a *Member* category and the count of votes would have the result described in paragraphs (i) or (ii), *AEMO* must place the names of the nominees in a container and without favour randomly draw a name and that person is deemed to be the *Member* first elected for the purposes of this clause 6.3(b).
- (c) In any election in which there is a vacancy in the *Member* categories of both *Distribution*

Network Service Provider Member and Local Retailer/Market Customer Member, AEMO must conduct the election for Distribution Network Service Provider Members first.

- (d) Where there is an equal number of votes for two or more nominees, if there are sufficient vacancies each of those nominees is elected in priority to a nominee who has received fewer votes. If there are insufficient vacancies, *AEMO* must conduct the election again under this clause 6. If after that re-election there is an equal number of votes for two or more nominees (whether the same nominees as before or otherwise), *AEMO* must place the names of the nominees in a container and without favour randomly draw a name and that person is elected as a *Member*.
- (e) *AEMO* must within 5 *business days* of the count in paragraph (a) declare and *publish* the results of the election.

7. Term, removal and resignation of Members

7.1 Initial Members and term of appointment

- (a) The initial [*Independent Members*,] *Distribution Network Service Provider Members* and *Local Retailer/Market Customer Members* will be the corresponding members of the Information Exchange Committee, as at the effective date of these Election Procedures. [The initial *Independent Member[s]* will be **[to be confirmed]**]
- (b) Each *Member* under clause 7.1(a) must retire on the same date as it would have been required to retire as a member of the Information Exchange Committee.
- (c) Subsequently elected *Distribution Network Service Provider Members, Local Retailer/Market Customer Members* and *Independent Member[s]* are elected for a period of 3 years and must retire at the end of that period.
- (d) A retiring *Member* or someone who has previously been a *Member* is eligible for re-election.
- (e) The initial *AEMO Member* will be appointed with effect from the effective date of these Election Procedures. The *AEMO Member* does not have a fixed term of appointment and is not required to retire, but:
 - (i) must be replaced by *AEMO* if the *AEMO Member* ceases to be employed by *AEMO*; and
 - (ii) may be replaced by *AEMO* at any other time.

7.2 Method of removal, resignation and replacement

- (a) A *Member* must immediately cease to be a *Member* if the *Member* (including an *Independent Member*) is absent from 3 consecutive meetings of the Committee without approval. *AEMO* will act on notification of cessation under this clause served on it by the Committee.
- (b) An *Independent Member* who no longer meets the criteria in clause 5(b)(i) or (ii) must immediately resign as a *Member*. *AEMO* will act on notification of resignation under this clause served on it by the Committee.
- (c) A *Member* nominated by an *Eligible Voter* may be removed as a *Member* by that *Eligible Voter* where that *Eligible Voter* believes the *Member* no longer meets the criteria in clause 5(a). *AEMO* will act on notification of removal under this clause served on it by the Committee.
- (d) A *Member* elected by *Distribution Network Service Providers* may be removed for any reason at any time with the support of not less than 75% of *Eligible Voters* within the meaning of clause 4.2.
- (e) A *Member* elected by *Local Retailers* and *Market Customers* may be removed for any

- reason at any time with the support of not less than 75% of *Eligible Voters* within the meaning of clause 4.3.
- (f) An *Independent Member* may be removed for any reason at any time with the support of more than 50% of:
- (i) *Eligible Voters* within the meaning of clause 4.2; and
 - (ii) *Eligible Voters* within the meaning of clause 4.3.
- (g) 5 or more *Eligible Voters* may request the removal of a *Member* (for the category for which those *Eligible Voters* are entitled to vote) by giving notice to *AEMO*. *AEMO* must within 10 *business days* of such a request advise the *Members* and the affected *Eligible Voters* of such a request and issue a ballot paper for the purposes of voting on the matter and the voting procedures set out in clauses 7.1 and 7.2 are to apply as if the proposal for an amendment were a proposal for removal (and with such other modifications as are necessary).
- (h) Any vacancy on the Committee arising under this clause (other than for the *AEMO Member*) must be filled using the election procedures described in clauses 4, 5 and 6 and above. A *Member* elected to fill such a vacancy shall be elected for the term of office remaining to the *Member* whose position the new *Member* has filled.

8. Amendments to the Election Procedures

8.1 Procedure for amendments

- (a) Where the Committee has developed proposed amendments to these Election Procedures, it must provide the proposal to *AEMO*. *AEMO* must prepare and distribute to *Eligible Voters* a ballot paper in which the proposal is presented with a box for a vote in favour of each amendment and a box for a vote against each amendment.
- (b) In order to be counted, the ballot paper must be completed as per any instructions accompanying the ballot paper and served on *AEMO*:
- (i) by 5 pm on the *Return Date*;
 - (ii) to the name of a person noted as the person to whom the ballot paper should be returned; and
 - (iii) at the address noted as the address for the return of the ballot paper.
- (c) Each *Eligible Voter* within the meaning of clause 4.2 is entitled to 1 vote
- (d) Each *Eligible Voter* within the meaning of clause 4.3 is entitled to 1 vote.
- (e) Voting by each *Eligible Voter* is by way of a mark in the preferred box.
- (f) If a ballot paper has more than one mark in relation to an amendment or is otherwise unclear, such vote is invalid and must not be included in any count under clause 8.2.
- (g) The *Election Procedures* may only be amended with the support of:
- (1) more than 75% of all *Registered Participants* registered by *AEMO* as *Distribution Network Service Providers* under clause 2.5.1 of the *Rules*; and
 - (2) more than 75% of that class of *Registered Participants* comprising:
 - (A) *Registered Participants* who are included on the list of *Local Retailers* published by *AEMO*; and
 - (B) *Market Customers* who are not included on the list of *Local Retailers* published by *AEMO* and who are not a *related body corporate* of a *Local Retailer*.

8.2 Determination and publication of results

AEMO must within 5 *business days* of the *Return Date* determine the outcome of the vote and must within a further 5 *business days* *publish* the results of the vote and an updated version of these Election Procedures if necessary.

9. Notices

9.1 *AEMO*

- (a) Any *Nomination Form* or ballot paper issued by *AEMO* must provide the details of the *Return Date* and the person to whom the *Nomination Form* or ballot paper should be returned, including their:
- (i) name;
 - (ii) position; and
 - (iii) contact details (including a fixed and mobile phone number, facsimile number and an electronic mail address).
- (b) The *Return Date for a Nomination Form* must be a date which is not more than 20 *business days* from the date of despatch of a *Nomination Form* by *AEMO*.
- (c) The *Return Date for a ballot paper* must be a date which is at least 7 *business days* from the date of despatch of a ballot paper by *AEMO*.

9.2 *Nominated Representatives*

- (a) Each *Eligible Voter* must provide to *AEMO* the details of the representative from its company and contact details (including a postal address, fixed and mobile phone number, facsimile number and an electronic mail address) for the purpose of these Election Procedures. The first set of details must be provided within 5 *business days* of these Election Procedures commencing. The details must be updated within 7 *business days* of any change in relation to the representative or the contact details.
- (b) *AEMO* shall be deemed to have complied with its obligations in these Election Procedures when it serves notices on the *Nominated Representatives* who have been notified to it in accordance with paragraph (a). If an *Eligible Voter* has not complied with paragraph (a) *AEMO* shall not be responsible for that *Eligible Voter* failing to be aware of a notice.

9.3 *Service of notices*

- (a) Any notice required by these Election Procedures to be given by *AEMO* to an *Eligible Voter* may be given by:
- (i) serving it on the *Nominated Representative* personally;
 - (ii) leaving it at the *Nominated Representative's* notified address;
 - (iii) sending it by prepaid post addressed to the *Nominated Representative's* notified address;
 - (iv) sending it by facsimile transmission addressed to the *Nominated Representative's* notified facsimile transmission address; or
 - (v) sending it by electronic mail to the *Nominated Representative's* notified electronic mail address.
- (b) Any notice served on the *Nominated Representative* personally or left at the *Nominated Representative's* notified address is deemed to have been served when delivered.
- (c) Any notice sent by post is deemed to have been served 48 hours after the envelope

containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted.

- (d) Any notice served on the *Nominated Representative* by facsimile transmission is deemed to have been served when the transmission is sent and the sender has received electronic or other confirmation that the facsimile transmission has been successfully sent.
- (e) Any notice served on the *Nominated Representative* by electronic mail is deemed to have been served when the electronic mail is sent, provided that the sender has not received electronic notification that the electronic mail was not deliverable or otherwise not successfully delivered to its intended recipient.
- (f) Any notice to be served on *AEMO* other than a *Nomination Request* or a ballot paper shall be served on the Chief Executive Officer (however titled).
- (g) Paragraphs (b) to (e) inclusive apply to any notice to be given or served on *AEMO* or a person nominated by *AEMO* (with any necessary amendments being made).

Schedule 1 - Definitions and Interpretation

1. Definitions

In these Election Procedures:

AEMO Member means a person appointed to the Committee in that membership category under these Election Procedures.

Controlling Interest a person has a controlling interest in a corporation if the person's voting power in the corporation is more than 50%.

Distribution Network Service Provider Member means a person appointed to the Committee in that membership category under these Election Procedures.

Eligible Voter means -

- (a) a *Distribution Network Service Provider* who is eligible to vote in elections for *Members* because it satisfies the requirements of clause 4.2;
- (b) a *Local Retailer or Market Customer* who is eligible to vote in elections for *Members* because it satisfies the requirements of clause 4.3.

Independent Member means a person appointed to the Committee in that membership category under these Election Procedures.

Local Retailer/Market Customer Member means a person appointed to the Committee in that membership category under these Election Procedures.

Member means a person appointed to the Committee under these Election Procedures, and includes all membership categories unless otherwise specified.

Nomination Form means a form substantially in the form set out in Schedule 2.

Nomination Request means the request which AEMO gives to the relevant *Eligible Voters* in accordance with clause 4.1(a).

Nominated Representative means the person nominated under clause 9.2 and using the Nominated Representative Form.

Nominated Representative Form means the form set out in Schedule 3.

Retail Market Procedures means the procedures established and maintained by *AEMO* under Chapter 7 of the *Rules*, and any other Retail Market Procedures within the definition of that term in the *Rules*.

Return Date means the date specified in the *Nomination Form* or ballot paper as the date by which *Eligible Voters* must return the *Nomination Form* or ballot paper to *AEMO*.

2. Interpretation

Headings are for convenience only and do not affect the interpretation of these Election Procedures. The following rules apply unless the context requires otherwise:

- (a) Words in the singular include the plural and vice versa;
- (b) Words importing a gender include each other gender;
- (c) Words and phrases which are given a special meaning by the Rules have the same meaning in these Election Procedures;
- (d) If a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (e) A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it;

ATTACHMENT D

- (f) A reference to **conduct** includes, without limitation, an act, omission, statement or undertaking, whether or not in writing;
- (g) A reference to **person** and words importing persons include partnerships, associations and corporations, unincorporated and incorporated by Ordinance, Act of Parliament or registration, as well as individuals;
- (h) A reference to **writing** or **written** includes printing, typing, lithography, facsimile and other modes of reproducing words in a visible form; and
- (i) Mentioning anything after **includes, including, for example** or similar expressions, does not limit what else might be included.
- (j) A reference to a clause, paragraph, part or schedule is to a clause, paragraph, part or schedule of these Election Procedures; and
- (k) Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall not be included in the number of days or other period.

Schedule 2 Nomination Form

This Nomination Form has been issued to you by AEMO pursuant to the Retail Market Procedures Committee Election Procedures.

Please complete this form and return it to:

[insert name of contact person at AEMO and contact details for that person]

by no later than 5.00pm (EST) on [insert date].

1. Nominee

(a) **Name of nominee:**

(b) **Company by whom nominee is employed:**

(c) **Contact details for nominee:**

(d) **Member category:**

DNSP

Local Retailer/Market Customer

Independent Member

(Cross out inapplicable categories)

(e) **Attach evidence of satisfaction of criteria of clause 5 of the Election Procedure.**

2. Nominator

(a) **Eligible Voter nominating (the "Nominator"):**

(b) **Evidence of satisfaction of criteria of clause 4 of the Election Procedures:**

Signature Nominee

Signature Nominator

Date

Schedule 3 Nominated Representative Form

This *Nominated Representative* Form is made available by AEMO for Eligible Voters to provide details of Nominated Representatives to AEMO for the purpose of the Retail Market Procedures Committee election.

Please complete this form and return it to:

[Insert name of contact person at AEMO and contact details for that person] by no later than 5.00pm (EST) on *[insert date]*.

Nominated Representative of an Eligible Voter

The *nominated representative* of an *eligible voter*, for the purpose of the Retail Market Procedures Committee election, is the person to whom AEMO will issue all notices associated with the election.

Eligible voters are defined in clause 4.2 and 4.3 of the Election Procedures. Any amendments must be made in accordance with clause 9.2(a) of the Election Procedures.

1. Name of Nominated Representative:	
2. Position title:	
3. Employer:	
4. Registered participant: (as per registration with AEMO)	
5. Contact details	
a. Telephone:	
b. Mobile:	
c. Email address:	
d. Postal address:	
6. Member category:	DNSP or Market Customer
7. Eligible Voter Code Participant Identifier:	
8. Alternate contact name:	