

25 AMENDMENT / NOTIFICATIONS

25.1 Amendment of Code

~~Except as expressly set out in sections 16.10 and 25.2, no variation, modification or waiver of any provision of this Code (but not including any document incorporated by reference into this Code) shall be of any force or effect unless it is in writing and signed~~
This Code shall only be amended in accordance with section 16.10 and this section 25 unless otherwise agreed in writing by Vector and all Shippers.

25.2 Amendments required by law

~~Notwithstanding any provision of this Code, Vector may, immediately and without consultation or prior notice, make any changes to t~~This Code will be deemed to have been amended to incorporate any changes that are required by law, including any applicable regulation or the order of a Court of competent jurisdiction (each a Legislative Change), with effect from the effective date of the Legislative Change. Upon becoming aware of a Legislative Change, Vector will publish the fact that a Legislative Change has occurred. Within a further 2 months, Vector will publish a Draft Change Request in accordance with clause 25.4 (a) and (b) to reflect the Legislative Change and a Change Request Notification under clause 25.3 will not be required.

~~25.1 To the extent that a change to this Code is required by law or an applicable regulation, and there is sufficient time for the procedure in section 25.5 to be followed before that requirement takes effect, and the requirement is not prescriptive, then such change may be treated as a Change Request under section 25.4.~~

25.3 Change Request Notification

~~(a) If any Shipper or Vector or any Shipper wishes to amend this Code and each affected TSA, it shall publish a Change Request Notification, which must include a summary of the proposed changes (including the reasons for the proposed changes and the intended effect and impact of the proposed changes) and the proposed date on which the proposed changes would take effect. submit to the other a written request specifying the reasons for the amendment and the nature, intended impact, effect of that amendment and the date on which the amendment will take effect (a Change Request).~~

~~If a Shipper has notified Vector of a Change Request, within 5 Business Days after receiving that Shipper's written Change Request, Vector must provide to each other Shipper a copy of the Change Request.~~

~~(a)(b) Vector or any Shipper may request that the party making-issuing a the Change Request Notification provide additional, relevant detail about that Change Requestthe proposed changes, and if that request is reasonable, the requesting party issuing the Change Request Notification must provide-publish that detail to every other party as soon as practical following that request.~~

~~(c) Within 15 Business Days after the Change Request Notification, any party may publish a response stating whether or not the party supports the proposed change in principle, any specific objections and any conditions to the party's~~

support for the proposed changes, in each case including reasons. The parties acknowledge that the Gas Industry Company [or any other stakeholder] may publish a response setting out its views on the proposed changes.

25.4 Draft Change Request

Not later than 10 Business Days after the date for responses under *section 25.3(c)*, the party who issued the Change Request Notification must publish a Draft Change Request (if it wishes to pursue the proposed changes) which must include:

- (a) a summary of the proposed changes (including the reasons for the proposed changes and the intended effect and impact of the proposed changes), and the proposed date on which they will take effect having regard to any responses under *section 25.3(c)*;
- (b) an amended version of the Code showing the proposed changes.

25.5 Consultation

- (a) Following publication of a Draft Change Request in accordance with *section 25.4*, the parties will consult in good faith for a period of not more than 15 Business Days.
- (b) The party issuing the Draft Change Request may amend and reissue an amended version of the Code showing the proposed changes at any time during the 15 Business Days.
- (c) On or before the end of the 15 Business Day consultation, each party must publish a response to the Draft Change Request stating whether or not the party supports the proposed change in principle, any specific objections and any conditions to the party's support for the proposed changes, in each case including reasons. The parties acknowledge that the Gas Industry Company [or any other stakeholder] may publish a response setting out its views on the proposed changes.
- (d) If a party does not publish a response in accordance with *section 25.5(b)* it will be deemed to support the Draft Change Request and will not be entitled to vote against the Final Change Request under *section 25.6*.

25.6 Final Change Request

- (a) Not later than 5 Business Days after the date for responses under *section 25.6(b)*, the party who issued the Draft Change Request must publish a Final Change Request (if it wishes to pursue the proposed changes) which must include:
 - (i) a summary of the proposed changes (including the reasons for the proposed changes and the intended effect and impact of the proposed changes), and the proposed date on which they will take effect having regard to the consultation under *section 25.5*;

~~(i)~~(ii) a response to any substantive specific objections raised during the consultation; and

~~(iii)~~ an amended version of the Code showing the proposed changes in track changes.

~~(b)~~ Not later than 15 Business Days after the Final Change Request, each party must publish whether it consents to the Final Change Request (and for this purpose each Shipper and its related companies shall be entitled to one vote only, even if that Shipper and its related companies are party to more than one TSA). If a Party does not comply with this section 25.6(b) it will be deemed to have consented to the Final Change Request.

~~25.2~~ Subject to section 25.8, Vector shall amend this Code (and each Shipper agrees to amend its TSA accordingly) in a timely manner after implementing the following procedure:

~~(a)~~ within 15 Business Days of all Shippers receiving a copy of the Change Request:

~~(i)~~ Vector shall notify each Shipper in writing whether or not it consents to the Change Request; and

~~(ii)~~ each Shipper shall notify Vector in writing whether or not it consents to the Change Request;

~~(b)~~(c) Vector may withhold its consent to a Final Change Request if it considers (acting reasonably) that any Shipper has not participated in the process set out in this section 25 in good faith. Otherwise Vector's consent under section 25.5(a)(i) to a Final Change Request shall not be unreasonably withheld or delayed, and
~~Without limiting the previous part of this section 25.5(b) sentence,~~ it will not be considered unreasonable for Vector to withhold its consent where the Change Request proposed changes would (and Vector provides a written explanation of how the proposed changes would):

~~(i)~~ require Vector to incur capital expenditure [that it cannot reasonably expect to recover/unless the Gas Industry Company has regulated that Vector or another party shall bear that cost, or the Shipper seeking the Final Change Request has agreed with Vector in writing that such Shipper or another party (not being Vector) will bear that cost] that Vector does not wish to incur or considers that expenditure to not be economically viable to incur;

~~(i)~~(ii) require Vector to incur operating expenses or costs that it cannot reasonably expect to recover; or

~~(ii)~~(iii) be likely to adversely affect:

- (A) the structure of Vector's transmission services, business structure or the structure or magnitude of Vector's transmission revenues; or
- (B) the compatibility of Vector's Transmission System open access regime and the open access regime on the Maui Pipeline~~;~~ and

~~(c) if, and only if:~~

- ~~(i) Vector and at least 75% of all Shippers who respond pursuant to section 25.5(a) consent to the Change Request; or~~
- ~~(ii) Vector or a Shipper has appealed to the Gas Industry Company in accordance with section 25.6 and the Gas Industry Company has given a written recommendation in accordance with section 25.6 in support of the Change Request,~~

~~shall the relevant change be made to this Code, to have effect on the date specified in the Change Request.~~

(d) A Final Change Request shall be passed and effective on the date specified in the Final Change Request, unless:

- (i) 25% or more of Shippers (or where a single Shipper comprises 25% or more of Shippers, at least 2 Shippers) do not consent to the Final Change Request; or
- (ii) Vector does not consent to the Final Change Request in accordance with section 25.6(d).

25.7 Changes to timeframes

Vector or any Shipper may request that the timeframes for consultation or voting in this section 25 are reduced or extended in respect of the changes proposed in a [Change Request Notification/Draft Change Request] by publishing the proposed new timeframes. The timeframes will be changed if:

- (a) in the case of reduction to the timeframe, all parties have consented to the proposed new timeframe in accordance with this section; and
- (b) in the case of an extension to the timeframe, a simple majority of the parties to this Code have consented to the proposed new timeframe.

A party's consent to a proposed new timeframe must not be unreasonably withheld or delayed and any party that does not publish its response within 2 Business Days will be deemed to have consented to the proposed new timeframe.

~~25.3~~ ~~If, acting reasonably:~~

~~(a) — a Shipper who considers that Vector has invalidly withheld consent under *section 25.5(b)* for that Change Request;~~

~~(b) — a Shipper who responded but did not give consent, under *section 25.5(a)(ii)*;~~

~~(c) — a Shipper who did give consent under *section 25.5(a)(ii)* to a Change Request where the relevant change was not made; or~~

~~(d) — Vector,~~

~~wishes to lodge an appeal to the Gas Industry Company (or any entity granted formal jurisdiction in place of the Gas Industry Company) to seek to have the relevant Change Request allowed or not allowed (as the case may be), then it must do so within 5 Business Days of the expiry of the 15 Business Day period in *section 25.5(a)* and must provide full particulars as to its reasons.~~

~~**25.4** The Gas Industry Company (or any entity granted formal jurisdiction in place of the Gas Industry Company) shall consider the matter and, following appropriate consultation, shall make a written recommendation supporting or not supporting the Change Request or finding that Vector has or has not validly withheld consent under *section 25.5(b)*. The Gas Industry Company:~~

~~(a) — shall not be involved in the amendment process in this *section 25* except to the extent set out in this *section 25.7*; and~~

~~(b) — may recommend that an appeal not be considered valid on the grounds that it is vexatious;~~

~~and any recommendation given by it shall be final and binding.~~

~~To avoid doubt, a change made to the Code shall continue in full force and effect until otherwise notified by the Gas Industry Company (or any entity granted formal jurisdiction in place of the Gas Industry Company) and then in accordance with that notice.~~

~~(c) — Where:~~

~~(d) — Vector has withheld consent under *section 25.5(b)*; and~~

~~(e) — the relevant Change Request would require Vector to incur a cost as described in *sections 25.5(b)(i)* and/or *(ii)*;~~

~~Vector shall only be obliged to make a change to this Code in accordance with *section 25.5(a)(i)* as a result of the operation of *section 25.5(c)(ii)* if the Gas Industry Company has regulated that Vector or another party shall bear that cost, or the Shipper seeking the Change Request has agreed with Vector in writing that such Shipper or another party (not being Vector) will bear that cost.~~

~~25.5~~ For the purposes of this ~~section 25~~, each Shipper and its related companies shall only be entitled to receive one notification of a Change Request, and to give one notification of whether or not it consents under ~~section 25.5(a)(ii)~~ in relation to a Change Request, regardless of how many TSAs that Shipper and its related companies are a party to, provided that each SOE shall each have the right to receive and give such notifications.

25.8 MPOC changes

Vector shall not withhold its consent to a proposed amendment to the MPOC made in accordance with the process in *section 29.4* of the MPOC where:

- (a) all parties with whom Vector has an agreement who would or might be affected by the proposed amendment, including all Shippers, any Interconnected Party and any party with whom Vector has a standing contractual arrangement for Gas, agree in writing to such proposed amendment;
- (b) such proposed amendment would not:
 - (i) require Vector to incur capital expenditure;
 - (ii) require Vector to incur operating expenses or costs that cannot be recovered;
 - (iii) adversely affect Vector's transmission pipeline business or any part of it;
 - (iv) cause Vector to breach the provisions of any agreement to which it is a party;
 - (v) in Vector's reasonable opinion, require a change to the rules for participating in an industry-wide market (as described in *section 2.11*); and/or
 - (vi) in Vector's reasonable opinion, adversely affect the compatibility of Vector's open access regime on the Transmission System, or operation of its Transmission System, with any Distribution System; and
- (c) any of the circumstances in ~~sections 25.108(a)~~ and/or (b)(iv) apply and each such affected counterparty agrees to amend its agreement with Vector in the manner that Vector, acting reasonably, determines is necessary.

25.9 Publication of documents under this Section 25

In this section 25:

- (a) To "publish" means to post an item on [the GIC website or OATIS] or where the [GIC website and OATIS are] not available, by whatever means are reasonably available, and "published" and "publication" have the equivalent meaning;

~~(d)~~(b) A document published before 5pm on a Business Day shall be deemed to have been published on that Business Day and a document published on a day that is not a Business Day, or after 5pm on a Business Day, shall be deemed to have been published on the next Business Day.