

**Forest Carbon Partnership Facility
Rules of Procedure
For Meetings of the Participants Committee
(As Amended, October 2011)**

I. Definitions

1.01. Capitalized terms hereinafter appearing in these Rules of Procedure, but not otherwise defined, shall have the same meaning as that ascribed to them in the Charter, and the terms set forth below shall have the following meanings:

- (a) “Bureau of the Participants Committee” or “Bureau” means the Members referred to in Section VII of the Rules;
- (b) “Co-Chairs” means the Co-Chairs for the Participants Committee who are selected in accordance with Section 7.03 of the Rules;
- (c) “Members” means members of the Participants Committee;
- (d) “Meeting” means a meeting of the Participants Committee;
- (e) “Observers” means observers referred to in Section 11.7 (a) and (b) of the Charter, and the entities referred to in Section 8.01 of the Rules; and
- (f) “Rules” or “Rules of Procedure” means the rules of procedure set out herein for Meetings.

II. Scope and Application

2.01 The Rules supplement the relevant provisions of the Charter and shall apply to all Meetings. In the event of any conflict between any provision of these Rules and any provision of the Charter, the provisions of the Charter shall prevail.

III. Dates and Venue of Meetings

3.01 At the Annual Meeting, the Co-Chairs of the Annual Meeting shall propose a schedule of the Meetings to be held before the next Annual Meeting.

3.02 At each Meeting, the Members shall review the schedule of the Meetings referred to in Section 3.01 of the Rules and decide on the dates and venue of the next Meeting.

3.03 The Meetings shall take place at the seat of the Facility Management Team, unless the Participants Committee decides otherwise or another arrangement is made by the Facility Management Team in consultation with the Members.

IV. Agenda

4.01 The Facility Management Team shall prepare, on the basis of the conclusions of the previous Meeting referred to in Section 10.02 of the Rules and in consultation with the Bureau of the Participants Committee, the provisional agenda for each Meeting.

4.02 The provisional agenda together with supporting documents shall be distributed to the Members and the Observers at least fourteen (14) calendar days before the Meeting.

4.03 The Participants Committee shall adopt the provisional agenda at the beginning of each Meeting.

V. Conduct of Business

5.01 The Co-Chairs shall preside over the Meeting, declare the opening and closing of the Meeting, submit to the Participants Committee for consideration all matters appearing on the adopted agenda of the Meeting, and invite speakers to express their views on topics or issues related to the adopted agenda of the Meeting, starting with the Members, the observers identified in Section 11.7 (a) and (b) of the Charter, and the entities invited to participate in the Meeting as additional observers pursuant to Section 8.01 of the Rules.

5.02 The Co-Chairs may limit the time allowed to each speaker and the number of times each speaker may speak on a specific topic or issue related to the adopted agenda of the Meeting.

5.03 At the beginning of each Meeting, the Members shall select two Co-Chairs for the Meeting to exercise the responsibilities stipulated in Sections 5.01 and 5.02 of the Rules based on the nominations provided by the Bureau in accordance with Section 7.03 of the Rules.

VI. Action without Meeting

6.01 In the event that the Facility Management Team determines that action required or permitted to be taken at a Meeting should not be postponed until the next Meeting, such action may be taken without a Meeting through electronic means on a no-objection basis in accordance with the procedures set forth under Sections 6.02 through 6.05 of the Rules.

6.02 Upon determination by the Facility Management Team that a proposed action shall be considered without a Meeting on a no-objection basis, the Facility Management Team shall, by electronic means or such other rapid means of communication, send to each Member an invitation, together with the relevant documents, to review and approve the proposed action. The invitation shall specify a period of at least fourteen (14) calendar days during which any Member may object to the proposed action. Subject to the World Bank Policy on Access to Information, the Facility Management Team shall also circulate the invitation and/or the relevant documents on the proposed action to the relevant observers identified in Section 11.7 (a) and (b) of the Charter for their comments.

6.03 If the Facility Management Team receives any question or comment from any Member or any invited observer identified in Section 11.7 (a) and (b) of the Charter regarding the proposed action, the Facility Management Team shall promptly coordinate with the Members and invited observers to provide clarification on the questions or comments raised. The Facility Management Team shall copy such correspondence to all Members and invited observers.

6.04 In the event the Facility Management Team, at its discretion, determines that it warrants additional time to address any question or comment raised under Section 6.03 of the Rules, unless any Member objects, the Facility Management Team may, on an exceptional basis, extend the period prescribed in the invitation by up to seven (7) additional calendar days. At the expiration of that extended no-objection period, the proposed decision shall be deemed to be approved, unless the Facility Management Team has received any objection from one or more Members.

6.05 If there is an objection raised by any Member within the no-objection period, the Facility Management Team shall include the proposed action as an item in the agenda for the next Meeting to be held. The Facility Management Team shall notify all Members and invited observers of its referral of the proposed action to the next Meeting.

VII. Bureau of the Participants Committee

7.01 Following the election of the Participants Committee in the Annual Meeting, the newly elected Members shall, prior to the beginning of the next Meeting, select up to eight members of the Participants Committee, including five REDD Country Participants and up to three financial contributors (i.e., the Donor Participants and the Carbon Fund Participants collectively) to serve as the Bureau of the Participants Committee to liaise with and provide guidance to the Facility Management Team.

7.02 Members from REDD Country Participants, Donor Participants and Carbon Fund Participants, respectively, shall select their representatives to the Bureau. The term of the Bureau will run from the first day after the end of the Annual Meeting at which the Bureau is selected until the end of the following Annual Meeting.

7.03 The Bureau will submit nominations of two Co-Chairs to the Members and the Facility Management Team two weeks prior to each Meeting or at the beginning of the Meeting following the end of the Annual Meeting if the next Meeting immediately follows the Annual Meeting, for approval by the Participants Committee at the beginning of the Meeting. One Co-Chair shall be nominated from the Members of REDD Country Participants and one Co-Chair shall be nominated from the Members of the financial contributors (i.e., the Donor Participants and Carbon Fund Participants collectively).

VIII. Observers

8.01 In addition to the observers identified in Section 11.7 (a) and (b) of the Charter, the Facility Management Team, in consultation with the Bureau of the Participants Committee, may invite any other entity to participate in a Meeting as an observer. However, for any specific

agenda item, the Co-Chairs may decide to limit participation in the Meeting to the Members and the observers identified in Section 11.7(a) and (b) of the Charter.

8.02 Without prejudice to Section 5.01 of the Rules, all Observers may express their views on topics or issues related to the adopted agenda of the Meeting but shall not vote on any decision by the Participants Committee.

IX. Voting Method

9.01 Any voting referred to Section 11.4 of the Charter, shall normally be held by written ballot or by show of hands.

X. Resolution and Meeting Record

10.01 The Participants Committee may adopt its decisions in the form of resolutions.

10.02 At the end of each Meeting, the Facility Management Team shall prepare a record of the conclusions of the Meeting for approval by the Members.

XI. Language

11.01 The Meetings shall be conducted in English and all documents of the Meetings shall be in English. However, the Facility Management Team shall normally arrange for simultaneous translation from English to French and Spanish.

XII. Amendment

12.01 The Rules may be amended by the Participants Committee at any Meeting provided at least fourteen (14) calendar days prior notice of the proposed amendment has been given to the Members and the observers identified in Section 11.7 (a) and (b) of the Charter.

12.02 Notwithstanding Section 12.01 of the Rules, the Facility Management Team may amend the Rules without prior notice to any Member and observer if such amendment is to supply any omission, or cure, correct or supplement any manifest error or ambiguous, defective, or inconsistent provision hereof.

XIII. Contact Groups

13.01 Contact groups may be established by Co-Chairs, during a Meeting, to prepare draft resolutions in the context of the Participants Committee's responsibilities as stipulated in Section 11.1 of the Charter, and report back to the plenary for further consideration and adoption.

13.02 Contact groups shall represent a balanced composition of interested financial contributors (i.e., the Donor Participants and the Carbon Fund Participants), REDD Country Participants, and the observer groups as described in section 11.7 of the Charter. Facility Management Team staff shall facilitate the work of the Contact Groups.