

ANNEX C: TERMS OF REFERENCE OF THE JOINT COMMITTEE

Section I: Scope

These Terms of Reference of the Joint Committee shall govern all meetings and proceedings, decisions, and activities of the Joint Committee under this Agreement.

Section II: Members

1. The Joint Committee shall be co-chaired by:
 - (a) For Singapore, the Director-General (Climate Change), National Climate Change Secretariat; and
 - (b) For Papua New Guinea, the Managing Director, Climate Change Development Authority
2. A Co-Chair of one Party may designate any member of the Joint Committee for that Party as an alternate to perform the functions of a Co-Chair, and shall notify the other Party of such designation in writing.
3. Each Party shall designate five (5) officials, including its Co-Chair, as members of the Joint Committee, and shall notify the other Party of such designation in writing. Each Party may remove, change or designate a member at any time, subject to the maximum number of its members and with written notice to the other Party.

Section III: Secretariat

1. The Parties shall establish a joint Secretariat to support the Joint Committee.
2. Each Party shall nominate up to [three (3)] officials to be its representative on the joint Secretariat.
3. The Secretariat shall perform such functions set out in this Agreement and its Annexes, and assigned to it by the Joint Committee.
4. In addition to paragraph 3, the Secretariat shall:
 - (a) record all minutes and activities carried out by the Joint Committee;
 - (b) promptly prepare and distribute minutes of meetings of the Joint Committee;
 - (c) ensure all minutes are signed, whether by electronic means or otherwise, by the two Co-Chairs before they are circulated to the Joint Committee;
 - (d) prepare the agendas of the meetings of the Joint Committee, for approval by the Co-Chairs;
 - (e) issue a notice of a meeting of the Joint Committee including the time and location at least two months before the meeting;
 - (f) ensure all necessary documents, correspondence and information are made available for the meetings of the Joint Committee; and
 - (g) maintain records of the meetings of the Joint Committee.

Section IV: Meetings

1. The Joint Committee shall meet within one year of the date of entry into force of this Agreement, and thereafter shall meet as and when necessary and at least once a year. The Joint Committee shall convene alternately in each Party's territory, unless the Parties agree otherwise.
2. Either Party may at any time request the convening of a meeting of the Joint Committee. Such a meeting shall begin no later than two (2) months from the date of receipt of the request, unless otherwise agreed by the Parties.
3. The quorum of a meeting of the Joint Committee shall be six (6) with equal members (i.e., three) from each Party.
4. The Co-Chairs of the Joint Committee (as identified in Section II, paragraph 1 of this Annex) shall take alternate turns to chair the meetings of the Joint Committee.
5. The Joint Committee may take decisions and recommendations as long as both Co-Chairs, or their designated alternates, are present.
6. In addition to the above, the Joint Committee may carry out its functions through whatever means that are appropriate and mutually agreed, which may include means, such as electronic mail, videoconferencing, or other means.
7. There shall be meeting minutes kept, agreed and signed by the Co-Chairs, or their designated alternates, at any meeting of the Joint Committee.

Section V: Decisions and recommendations

1. Decisions of the Joint Committee shall be taken by consensus of the Co-Chairs and recorded in written form.
2. The Joint Committee may adopt decision by electronic means in accordance with the following procedures:
 - (a) The proposals for the Joint Committee's consideration are distributed by the Secretariat to all members of the Joint Committee in written form by electronic means.
 - (b) The proposed decisions are deemed as adopted when both Co-Chairs have assented to the proposed decision in written form by electronic means.
3. Decisions of the Joint Committee pursuant to Article 4 (Authorisation and approval of mitigation activities) shall be published in line with Article 12 (Transparency), unless otherwise decided by the Joint Committee.

Section VI: LanguageThe working language of the Joint Committee is English. Members of the Joint Committee wishing to speak or distribute materials in other languages shall provide for interpretation or translation in English.

Section VII: Subsidiary bodies, and experts and expert panels

1. To facilitate its decision-making or assist in any of its functions under this Agreement, the Joint Committee may establish subsidiary bodies and delegate part of its work to such bodies, as it deems appropriate. The Joint Committee may also appoint, on an *ad hoc* basis, experts or expert panels to carry out an enquiry or give an expert opinion on any subject.
2. The membership, mandate, terms of reference and rules of procedure of such subsidiary bodies, experts and expert panels shall be decided by the Joint Committee in writing. Subsidiary bodies, experts and expert panels established by the Joint Committee may comprise members from the Parties' public or private sectors.
3. The Joint Committee shall oversee all matters handled by these subsidiary bodies, experts and expert panels, including appeals by project applicants and project participants arising from the decisions of the subsidiary bodies.