

CLIMATE INVESTMENT FUNDS

June 2014

RULES OF PROCEDURE FOR MEETINGS OF THE TRUST FUND COMMITTEE OF THE CLEAN TECHNOLOGY FUND

Adopted November 2008 and amended June 2014

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Introduction

A consensus is growing that moderating and managing climate change is central to every aspect of poverty reduction, economic growth and development, and that climate change disproportionately affects the urban and rural poor worldwide.

The United Nations Framework Convention on Climate Change (UNFCCC) recognizes the need for financial resources to be provided to developing countries to assist them in meeting the costs of mitigation and adaptation measures to respond to the challenge of climate change.

The Climate Investment Funds (CIF) have been developed by the Multilateral Development Banks (MDBs), developed and developing countries, and other partners as a pair of international investment instruments to provide interim, scaled-up funding to help developing countries mitigate rises in greenhouse gas (GHG) emissions and adapt to climate change.

The CIF are an important source of additional grants and concessional funding for climate change response, and enable a dynamic partnership between the MDBs and developing countries to undertake investments that achieve a country's development goals through a transition to a climate-resilient economy and a low carbon development path.

The Clean Technology Fund (CTF) was established as one of the two funds under the CIF. The CTF seeks to promote scaled-up financing for demonstration, deployment and transfer of low carbon technologies with a significant potential for long term greenhouse gas emissions.

On May 30, 2008 in Potsdam, Germany, the MDBs, developed and developing countries and other development partners reached an agreement on the CTF, and subsequently, on July 1, 2008, the World Bank Executive Directors approved the CTF's establishment.

A Trust Fund Committee was established to oversee the operations and activities of the SCF. The CTF Trust Fund Committee adopted these Rules of Procedure for its meetings in November, 2008, in Washington, D.C., United States. ¹

I. SCOPE

1. These rules of procedure shall apply to any meeting of the CTF Trust Fund Committee, and shall enter into force upon adoption by the CTF Trust Fund Committee.

II. DEFINITIONS

2. For the purposes of these Rules:

¹ These Rules of Procedure include amendments approved on November 3, 2011 (in accordance with paragraph 45 of these Rules of Procedure) regarding (i) the term of the Members and Co-Chairs of the CTF Trust Fund Committee, and (ii) the elimination of closed executive sessions unless determined by the Co-Chairs without any objection of any Committee member.

“Administrative Unit” means the administrative unit established to support the work of the CIF and to support the CTF Trust Fund Committee and other bodies of the CIF, in accordance with paragraphs 36 and 37 of the CTF Governance Framework Document.

“Alternate” means an alternate to any Member, appointed in accordance with paragraph 12 of these Rules.

“CIF” means the Climate Investment Funds established by the World Bank, in consultation with the MDBs, developed and developing countries, and other development partners, which initially consist of the CTF and the Strategic Climate Fund.

“Co-Chairs” means the two co-chairs of any Meeting elected in accordance with paragraph 24 of these Rules.

“CTF” means the Clean Technology Fund established in accordance with, and for the purposes set forth in, the CTF Governance Framework Document.

“CTF Governance Framework Document” means the Governance Framework for the CTF, adopted by the CTF Trust Fund Committee at the joint meeting of the Trust Fund Committees for the SCF and the CTF on November 18, 2008, and amended on December 28, 2011.

“CTF Trust Fund Committee” means the trust fund committee of the CTF, established in accordance with paragraphs 19 through 30 of the CTF Governance Framework Document.

“Decision Making Members” means Members identified as decision making Members under paragraph 20 of the CTF Governance Framework Document.

“Executive Session” means an executive session, which may be conducted in any Meeting, in accordance with paragraph 13 of these Rules.

“Head of the Administrative Unit” means a professional staff appointed as the manager of the Administrative Unit.

“IBRD” means the International Bank for Reconstruction and Development.

“IDA” means the International Development Association.

“MDB Committee” means the committee comprising representatives from the MDBs, established in accordance with paragraphs 34 and 35 of the CTF Governance Framework Document.

“MDBs” means, collectively, the African Development Bank, the Asian Development Bank, the European Bank for Reconstruction and Development, the Inter-American Development Bank, the International Finance Corporation and the World Bank.

“Meeting” means any regular or intersessional meeting of the CTF Trust Fund Committee.

“Member” means any member of the CTF Trust Fund Committee identified pursuant to paragraphs 19 through 24 of the CTF Governance Framework Document.

“Observers” means those who are invited to observe Meetings pursuant to paragraphs 14 and 15 of these Rules.

“Partnership Forum” means the annual meeting of stakeholders of the CIF, held and to be held, in accordance with paragraphs 31 through 33 of the CTF Governance Framework Document.

“Rules” means these rules of procedure.

“SCF” means the Strategic Climate Fund established under the framework of the CIF.

“Secretary” means the secretary of the Meeting specified in paragraph 27 of these Rules.

“Trustee” means the IBRD, acting as the trustee of the CTF in accordance with the CTF Governance Framework Document.

“World Bank” means IBRD and IDA collectively.

III. PLACE, DATE AND NOTICE OF MEETINGS

3. Pursuant to paragraph 28 of the CTF Governance Framework Document, the CTF Trust Fund Committee shall meet not less than once a year (here after referred to as the regular Meeting). The CTF Trust Fund Committee shall, prior to the closing of each regular Meeting, decide the timing of the next regular Meeting.

4. Unless other appropriate arrangements are made by the Administrative Unit with agreement of the CTF Trust Fund Committee, the Meetings shall take place at the seat of the Administrative Unit, except where held in conjunction with the Partnership Forum.

5. Whenever, in the judgment of the Head of the Administrative Unit, after consultation with the Co-Chairs, a decision must be taken by the CTF Trust Fund Committee that should not be postponed until the next regular Meeting, the Head of the Administrative Unit may, with the agreement of a majority of the Decision Making Members, convene an intersessional Meeting to meet either in person or through any electronic means where Members are able to hear each other simultaneously.

6. The Head of the Administrative Unit shall give notice to all Members of the dates and venue of each Meeting, together with the proposed provisional agenda of the Meeting, at least

four weeks prior to the first date of the Meeting. Notice to Observers shall be given pursuant to paragraph 23 below.

IV. ATTENDANCE

7. Subject to paragraph 13 below, Meetings shall be open to Members, advisers to the Members and Observers.

8. (i) Names of the countries, whose representatives are identified to serve as Members under paragraph 19(a) and (b) of the CTF Governance Framework Document, and (ii) the term, during which such countries' representatives are designated to serve as Members, shall be reported to the CTF Trust Fund Committee prior to the first Meeting of the applicable term of the Members, and recorded in the Co-Chairs' summary of the Meeting.

9. For the purpose of identifying a term of any Member under paragraph 21 of the CTF Governance Framework Document, an eighteen month term shall run from the first day of the Trust Fund Committee meeting convened six months following a Partnership Forum until the day before the first day of the Trust Fund Committee meeting convened six months following the next Partnership Forum, recognizing that members of the Trust Fund Committee are to be selected at the Partnership Forum.

10. Each country whose representative is identified to serve as a Member pursuant to paragraphs 19 (a) and (b) of the CTF Governance Framework Document shall inform the Head of the Administrative Unit of the name and contact details of the individual appointed to serve as a Member. Such appointment of the individual may be changed by the respective country at any time by submitting a notice to the Head of the Administrative Unit.

11. If any Member is not reasonably able to participate in any Meeting in person, such Member may participate in the Meeting through any electronic means where Members are able to hear each other simultaneously. The Member participating by such means shall be deemed to be present at such Meeting.

12. Any Member may appoint an Alternate, if such Member is temporarily not reasonably able to attend any Meeting or to perform any other functions as Member, including due to his/her service as a Co-Chair under paragraphs 24 and 25 below. Except as otherwise expressly provided in these Rules, any reference in these Rules to a Member shall be deemed to include his/her Alternate when such Alternate acts for such Member.

13. At the request of any Decision Making Member or in their own capacity, the Co-Chairs may, unless any other Decision Making Member present at the Meeting objects, determine any portion of the Meeting to be conducted as an Executive Session. Any Executive Session shall be open to Members, advisers to the Members and any person referred to in paragraph 14 below; provided that the Co-Chairs may invite any other person to observe the Executive Session in matters involving strategic discussion or of direct concern.

14. Pursuant to paragraph 29 of the CTF Governance Framework Document, members of the MDB Committee and the Trustee shall be invited to observe any Meeting.

15. Pursuant to paragraph 30 of the CTF Governance Framework Document, representatives of: (i) the Global Environment Facility; (ii) the United Nations Framework Convention for Climate Change; (iii) the United Nations Development Programme; (iv) the United Nations Environment Programme; (v) contributor countries (other than Member countries); and (vi) recipient countries, for which the CTF Trust Fund Committee has approved any investment plan, program or project (other than Member countries), shall be invited to observe any Meeting except for the portions of the Meeting that are declared to be Executive Sessions. The Head of the Administrative Unit, in consultation with the CTF Trust Fund Committee, may also invite representatives of civil society selected through a consultation among themselves, or of any international or governmental agencies, or other organizations with a mandate to promote investments in clean technology to address climate change, to observe any Meeting except for the portions of the Meeting that are declared to be Executive Sessions.

V. QUORUM

16. A quorum for any Meeting shall be two-thirds of Decision Making Members. A quorum shall be verified by the Secretary at the beginning of the Meeting and at the time of the adoption of the decision.

17. Any Meeting at which a quorum shall not be present may be adjourned from time to time by the Co-Chairs. Notice of any such adjourned Meeting need not be given.

VI. AGENDA

18. The provisional agenda for each Meeting shall be prepared by the Administrative Unit and reviewed by the MDB Committee prior to circulation to the Members.

19. Any Member may propose to the Head of the Administrative Unit any change or addition to the proposed provisional agenda within two weeks from the receipt of the provisional agenda circulated pursuant to paragraph 6 above. Such proposed change or addition shall be considered and incorporated in the final provisional agenda as appropriate, in time for transmission to the Members and Observers pursuant to paragraphs 22 and 23 below.

20. The CTF Trust Fund Committee shall, at the beginning of each Meeting, adopt the agenda for the Meeting.

21. Any item of the agenda of any Meeting, consideration of which has not been completed at that Meeting, shall be included automatically in the provisional agenda of the next regular Meeting, unless otherwise decided by the CTF Trust Fund Committee.

VII. TRANSMITTAL OF DOCUMENTS

22. The Head of the Administrative Unit shall transmit to all Members (i) documentation relating to the proposed provisional agenda of any Meeting at least two weeks prior to the first date of the Meeting, and (ii) the final provisional agenda at least ten (10) calendar days prior to the first date of the Meeting.

23. Notice of the Meeting, together with the final provisional agenda of the Meeting, shall be conveyed to the Observers at the time of transmittal of the final provisional agenda to the Members. Subject to any restriction on disclosure of any specific information referred to in paragraph 44 below, the documentation relating to the agenda shall also be conveyed to the Observers.

VIII. CO-CHAIRS

24. Pursuant to paragraph 26 of the CTF Governance Framework Document, the CTF Trust Fund Committee shall, at the meeting of the Trust Fund Committee convened six months following the Partnership Forum, elect (i) a representative from an eligible recipient country, and (ii) a representative from a contributor country, from among its Members to act as the Co-Chairs for the duration of the next term.

25. The elected Co-Chairs shall serve in the Meeting in that capacity. The Members of such elected Co-Chairs shall appoint an Alternate to act for them in the Meeting.

26. If any of the elected Co-Chairs should temporarily not be able to serve in that capacity, with the agreement of both Co-Chairs, (a) such a Co-chair may appoint his/her alternate to act for him/her as Co-Chair in the Meeting or (b) the other elected Co-Chair shall chair the meeting. If any of the Co-Chairs should no longer be able to serve in that capacity for the duration of his/her term as Co-Chair, the CTF/SCF Trust Fund Committee shall elect a replacement from Members of the group that is entitled to such a position to serve as the Co-Chair.

IX. SECRETARY OF THE MEETINGS

27. The Head of the Administrative Unit or an official of the Administrative Unit designated by the Head of the Administrative Unit shall serve as the Secretary of any Meeting.

X. CONDUCT OF BUSINESS

28. The Co-Chairs shall preside over the Meeting, declare the opening and closing of the Meeting, submit to the CTF Trust Fund Committee for consideration all matters appearing on the adopted agenda of the Meeting, and give the floor to the Members in the order in which they signify their desire to speak.

29. The Co-Chairs may call a speaker to order if his/her remarks are not relevant to the subject under discussion. Any Member may, at any time during the discussion of any matter, raise a point of order, which shall be decided immediately by the Co-Chairs.

30. With the consent of the CTF Trust Fund Committee, the Co-Chairs may limit the time allowed to speakers and the number of times a speaker may speak on any question.

31. During the course of the proceedings, the Co-Chairs may announce the list of speakers and, with the consent of the CTF Trust Fund Committee, declare the list closed. When there are no more speakers on the list, the Co-Chairs shall declare the debate closed.

32. Recognizing their special areas of competence, the Co-Chairs may invite Observers to address the Meeting in matters, involving strategic discussion or of direct concern.

XI. DECISION-MAKING

33. Pursuant to paragraph 27 of the CTF Governance Framework Document, decisions of the CTF Trust Fund Committee shall be made by consensus of its Decision Making Members. For the purpose of these Rules, consensus is a procedure for adopting a decision when no participant in the decision making process blocks a proposed decision. It does not necessarily imply unanimity. A dissenting decision maker, who does not wish to block a decision, may state an objection by attaching a statement or note to the decision. If consensus is not possible, the proposed decision shall be postponed or withdrawn.

XII. DECISIONS WITHOUT MEETING

34. Pursuant to paragraph 28 of the CTF Governance Framework Document, the CTF Trust Fund Committee may, without Meeting, make decisions on the following matters on a no-objection basis, in accordance with the procedures set forth in paragraphs 35 through 40 below: (i) review and approve CTF financing for programs and projects, and (ii) consider any other matter which the Head of the Administrative Unit in consultation with the Co-Chairs determined and requested that it should not be postponed until the next regular Meeting but does not warrant the calling of an intersessional Meeting.

35. The Administrative Unit may receive from any MDB proposals for CTF funding for programs and projects on an ongoing basis. The Head of the Administrative Unit in consultation with the Co-Chairs shall circulate to all Members such proposals on a monthly basis, in the manner set out in paragraph 36 below.

36. Upon receipt of the funding proposals under paragraph 35 above or determination under paragraph 34 (ii) above, the Head of the Administrative Unit shall, by electronic means or such other rapid means of communication, send to each Member an invitation, together with the proposals received from the MDBs under paragraph 35 above or any other supporting documentation, to review and approve proposed CTF financing for programs and projects or any other proposed decision. The invitation shall specify the period during which any Member may object. Subject to any extension under paragraph 39 below, such period shall be two weeks in case of approval of CTF financing, and shall not be less than two weeks in all other cases.

37. Subject to any restriction on disclosure of any specific information referred to in paragraph 44 below, the Administrative Unit, at the discretion of the Head of the Administrative Unit, may also circulate to the Trustee and members of the MDB Committee the proposals and other documentation referred to in paragraph 36 above.

38. If there is any question to the proposal for funding or other decision circulated by the Administrative Unit, any Member may send such question to the Head of the Administrative Unit. Upon receipt, the Head of the Administrative Unit shall promptly transmit the question to the relevant MDB, Trustee or other concerned parties, who shall be requested to promptly provide the Member concerned and the Head of the Administrative Unit with clarification on the question raised. The Administrative Unit shall copy such correspondence to all Members.

39. In the event that the Head of the Administrative Unit, in its discretion, determines that it warrants additional time to address any question raised under paragraph 38 above, unless any Decision Making Member objects, the Head of the Administrative Unit may, on an exceptional basis, extend the period prescribed in the invitation by up to one week. At the expiration of the period prescribed, the decision shall be approved, unless the Administrative Unit has received any objection from any Decision Making Member.

40. If there is an objection raised by any Decision Making Member with respect to any proposal for funding or other decision, the Head of the Administrative Unit shall include consideration of the proposed decision as an item in the agenda for the next regular Meeting; provided that if an intersessional Meeting is called under paragraph 5 above, consideration of the proposed decision shall be included as an item in the agenda for such intersessional Meeting. The Head of the Administrative Unit shall notify all those that received the communication under paragraphs 36, 37 and 38 above, of the action he/she takes pursuant to this paragraph.

XIII. EXPENSES

41. Members (or Alternates, if applicable) representing countries, which are eligible to borrow from IDA but not from IBRD, shall be reimbursed for reasonable travel and accommodation expenses incurred from attending any Meeting. If more than two Meetings are held to meet in person during a year term referred to in paragraph 9 above, and if so requested, any Members (or Alternates, if applicable) representing eligible recipient countries in accordance with paragraph 19(b) of the CTF Governance Framework Document shall be also reimbursed for reasonable travel and accommodation expenses incurred from attending any such additional Meeting(s). Such expenses shall be paid or reimbursed in accordance with the World Bank's policies and procedures, and shall be included in administrative budgets of the Administrative Unit.

XIV. RECORD OF THE MEETINGS

42. The Secretary shall, under the guidance of the Co-Chairs, prepare Co-Chairs' summary of the Meeting, which record the conclusions of, and decisions reached at the Meeting. In preparing the summary, the Secretary shall omit from it any document or information, which is

subject to the restrictions against disclosure referred to in paragraph 44 below. The Co-Chairs' summary shall be circulated to all Members as quickly as possible.

XV. LANGUAGES

43. Meetings shall be conducted in English. Documentation submitted to the CTF Trust Fund Committee for consideration shall be in English. The Co-Chairs' summary of the Meetings shall be published in English, French and Spanish.

XVI. DISCLOSURE

44. Unless the document or information is provided with explicit indication that it will not be disclosed to third parties or that it may not be disclosed without the consent of the provider of the document or information, the Administrative Unit may, in consultation with the CTF Trust Fund Committee and in accordance with the World Bank's policy on disclosure of information, make publicly available any document or information provided to the Administrative Unit for submission to the CTF Trust Fund Committee. Each of the MDBs, the Trustee and any other parties submitting documents or information to the CTF Trust Fund Committee or the Administrative Unit shall be informed by the Administrative Unit that unless it expressly specifies that any document or information submitted by it is subject to any restriction against disclosure, the document or information submitted to the CTF Trust Fund Committee may be made publicly available under this paragraph.

XVII. AMENDMENTS TO THE RULES OF PROCEDURE

45. These Rules may be amended by consensus of the CTF Trust Fund Committee.

XVIII. OVERRIDING AUTHORITY OF THE CTF GOVERNANCE FRAMEWORK DOCUMENT

46. In the event of any conflict between any provision of these Rules and any provision of the CTF Governance Framework Document, the provisions of the CTF Governance Framework Document shall prevail.