

**FOREST CARBON PARTNERSHIP FACILITY (FCPF)
CARBON FUND MEETING
December 23, 2014
Resolution CFM/Electronic/2014/1**

Action Without a Meeting

Whereas:

1. Section 12.5 of the Charter Establishing the FCPF (Charter) specifies a procedure for taking action required or permitted to be taken at a Carbon Fund Meeting or Tranche Meeting without a meeting. The current procedure does not allow for such action to be taken on a no-objection basis; and
2. Section 21.1 (c)(ii) of the Charter Establishing the FCPF provides that the Bank may amend provisions under Article 12 to the Charter, with unanimous consent of all Carbon Fund Participants.

The Carbon Fund Participants,

Decide to amend Section 12.5 of the Charter as follows:

“Section 12.5 Action Without Meeting

(a) Action required or permitted to be taken at a Carbon Fund Meeting or Tranche Meeting may be taken without a meeting if:

(i) a form of consent in writing, setting out the action intended to be taken, has been circulated to all of the Carbon Fund Participants or all of the Carbon Fund Participants in a relevant Tranche, as appropriate, for which the meeting was called; and

(ii) the consent under Section 12.5 (a)(i) has been signed and delivered to the Trustee in one or more counterparts by: (A) a double simple majority of Carbon Fund Participants in the case of decisions listed in Section 12.4(a); (B) a double two thirds majority of Carbon Fund Participants in a relevant Tranche for the decisions listed in Section 12.4(b); or (C) all Carbon Fund Participants in the case of an action requiring unanimous approval.

Subject to the World Bank Policy on Access to Information and Section VIII of the Rules of Procedure for Meetings of the Carbon Fund and of the Carbon Fund Tranches (Rules of Procedure), the Facility Management Team shall also circulate the proposed action and/or the relevant documents to the observers, identified in Section 12.7 of the Charter and Section VIII of the Rules of Procedure (Observers), for their information.

(b) Notwithstanding paragraph (a) above, the Facility Management Team may determine that certain action required or permitted to be taken at a Carbon Fund Meeting or Tranche Meeting may be taken without a meeting through electronic means on a no-objection basis in accordance with the procedures set forth under paragraphs (i) through (v) below.

(i) 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 all of the Carbon Fund Participants or the Carbon Fund Participants in a relevant Tranche, an invitation, together with the relevant documents, to review and approve the proposed action. The invitation shall specify a period of at least twenty-one

(21) calendar days during which any Carbon Fund Participant may object to the proposed action. The Facility Management Team shall send at least one reminder of such a proposed action to the Carbon Fund Participants during the specified period. Subject to the World Bank Policy on Access to Information and Section VIII of the Rules of Procedure, the Facility Management Team shall also circulate the invitation and/or the relevant documents and/or the reminder on the proposed action to the Observers for their information.

(ii) If the Facility Management Team receives any question or comment from any Carbon Fund Participant or any Observer regarding the proposed action, the Facility Management Team shall promptly coordinate with the Carbon Fund Participants and Observers to provide clarification on the questions or comments raised. The Facility Management Team shall copy such correspondence to all relevant Carbon Fund Participants and Observers.

(iii) In the event the Facility Management Team, at its discretion, determines that it warrants additional time to address any question or comment raised under paragraph (ii) above, unless any Carbon Fund Participant 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. The Facility Management Team shall promptly inform the Carbon Fund Participants and Observers of such extension by electronic means or such other rapid means of communication.

(iv) At the expiration of the no-objection period, the proposed action shall be deemed to be approved, unless the Facility Management Team has received any objection from one or more Carbon Fund Participants.

(v) If there is an objection raised by any Carbon Fund Participant within the no-objection period, the Facility Management Team shall include the proposed action as an item in the agenda for the next Carbon Fund Meeting or Tranche Meeting to be held. The Facility Management Team shall notify all relevant Carbon Fund Participants and Observers of the referral of the proposed action to the next meeting.