

AGREEMENT TO ESTABLISH THE PACIFIC RESILIENCE FACILITY

PREAMBLE

RECALLING the 2050 Strategy for the Blue Pacific Continent, which highlights the impacts of climate change and disasters and their threats to the future of the Pacific region's people and the full realisation of a peaceful, secure and sustainable future for our region;

RECALLING THAT in 2019, Pacific Islands Forum Leaders recognised the value of the ongoing collective efforts as one region and ocean, and the need to address financing for building resilience in the Blue Pacific;

RECALLING the 2023 Leaders' Declaration on the Establishment of the Pacific Resilience Facility, which highlights the need for a facility that is Pacific owned and led;

RECALLING THAT in 2023, Pacific Islands Forum Leaders reiterated their determination to create the Pacific Resilience Facility as a financing institution and vehicle for funding climate change adaptation, increased resilience and disaster risk initiatives in the Pacific region designed on the principles of regional ownership, affordable and contextualised financing, simplified access procedures, additionality, complementarity and administrative efficiency;

The Parties have agreed as follows:

Article 1 Establishment

- (a) The Pacific Resilience Facility (the "PRF") is hereby established as an international organisation.
- (b) The headquarters of the PRF shall be established in Nuku'alofa, the Kingdom of Tonga.

Article 2 Legal Personality and Capacity

- (a) The PRF shall have international legal personality, and full legal capacity and the powers necessary to pursue and achieve its purposes and objectives, including to:
 - (i) enter into contracts and deeds;
 - (ii) acquire and dispose of moveable, immoveable and intellectual property; and
 - (iii) institute and defend legal proceedings.
- (b) The PRF must be administered and managed, and must operate:
 - (i) for the purposes and objectives set out in Article 3;
 - (ii) in accordance with this Agreement; and
 - (iii) in accordance with the PRF Rules of Procedure and Regulations as in effect at any time and from time to time.

Article 3 Purposes and Objectives

(a) Recalling the 2023 Leaders' Declaration on the Establishment of the Pacific Resilience Facility, the purposes of the PRF are to:

- (i) assist PRF Members to build systemic resilience to the impact of climate change at the national level by strengthening the collective financial resilience of PRF Members:
 - (A) to receive and make climate and disaster grants for climate adaptation, disaster preparedness, nature-based solutions, and loss and damage projects;
 - (B) to support disaster rapid response; and
 - (C) to receive and make social and community grants for the Sustainable Development Goals and to support resilient and sustainable communities;
- (ii) provide administratively-efficient, cost-effective, community-centred and nationally-contextualised financing that may evolve over time, for resilient development projects in the Pacific region, including (collectively or separately) by, or through, national governments, private sector, civil society and community organisations;
- (iii) strengthen strategic partnerships with key development partners and global climate-change and disaster-risk funding sources to harness collective support for resilient development initiatives in the Pacific region;
- (iv) support capacity building and development in resilient-development planning and budgeting, through strengthening public financial management systems in the Pacific region; and
- (v) serve as a compelling mechanism for climate change and disaster risk investors to contribute capital in support of climate and disaster resilience, and resilient and sustainable communities in the Pacific region.

(b) In pursuing the purposes set out above, the objectives of the PRF are to:

- (i) reduce and mitigate the adverse impacts of climate change and disasters on persons and communities of the Pacific region through development and delivery of programmes and projects which consider risk and ward against adverse consequences;
- (ii) contribute to secure, stable growth of resilient Pacific communities, including by strengthening capacity to develop and deliver local community programmes and projects;
- (iii) carry out inclusive and coordinated actions aligned with relevant environmental and social safeguarding standards; and
- (iv) invest and reinvest capital and assets in a lean, agile, realistic, sustainable, complementary, additional and affordable manner.

Article 4 Definitions

For the purposes of this Agreement:

Board means the board of the PRF described in Article 8.

Chief Executive Officer means the officer of the PRF described in Article 10.

Council means the council of the PRF described in Article 7.

Council Chair has the meaning given in Article 7(k).

Depository has the meaning given in Article 14.

Finance means and includes:

- (a) financial accommodation of every kind (including a gift, a grant, an investment, a guarantee, an indemnity, an underwriting and an obligation under a negotiable instrument); and
- (b) resources, facilities and other assets of the PRF.

Forum Member Country means a full member of the Pacific Islands Forum.

Host Country means the Kingdom of Tonga.

Party means a party to this Agreement.

PRF means the Pacific Resilience Facility as established by this Agreement, and includes any successor organisation.

PRF Member means a Forum Member Country which has become a member of the PRF in accordance with this Agreement.

PRF Rules of Procedure and Regulations has the meaning given in Article 9(a).

Sustainable Development Goals means the 17 sustainable development goals set out by the United Nations in its “2030 Agenda for Sustainable Development” dated 21 October 2015, and includes any successor goals which may be adopted by the United Nations.

Article 5 Membership

(a) Any Forum Member Country may become a member of the PRF by:

- (i) signing this Agreement and depositing an instrument of ratification, acceptance or approval in accordance with Article 16; or
- (ii) depositing an instrument of accession in accordance with Article 17.

- (b) An Associate Member of the Pacific Islands Forum may be admitted to associate membership of the PRF, if a request for membership is approved by the Council. The Council shall decide the nature and extent of the rights and obligations of a PRF Member which is an Associate Member of the Pacific Islands Forum.
- (c) The PRF is solely responsible for its own acts and omissions and for performing and satisfying its obligations of all kinds. No PRF Member shall be liable, by reason of its status or participation in the PRF, for acts, omissions, or obligations of the PRF.
- (d) Any Forum Member Country which has signed this Agreement may appoint a representative to observe meetings of the Council, without the right to vote, until the earlier of:
 - (i) two years from the date the Forum Member Country signs this Agreement; and
 - (ii) the date on which the Forum Member Country becomes a PRF Member.

Article 6 Organs of the PRF

- (a) The following are established as the organs of the PRF:
 - (i) the Council; and
 - (ii) the Board.
- (b) Board committees, and subsidiary or affiliate entities of the PRF may be established if the Council or Board (as appropriate) so decides as required to support the PRF's activities.

Article 7 The Council

- (a) The Council is the supreme governance organ of the PRF.
- (b) Each PRF Member which is a Forum Member Country may designate an authorised representative to be a member of the Council who shall normally be the Minister responsible for finance unless otherwise designated by the government or other competent authority of that Forum Member Country.
- (c) Members of the Council shall serve without remuneration from the PRF.
- (d) All of the powers of the PRF are vested in the Council.
- (e) The role and functions of the Council include:
 - (i) providing leadership, guidance, and strategic direction to, and determining risk tolerance for, the PRF;
 - (ii) reviewing progress in meeting the PRF's purposes and objectives; and
 - (iii) considering and making decisions in respect of powers not delegated to the Board and authorising the implementation of those decisions.

- (f) The Council shall not delegate the power to:
 - (i) make decisions in respect of membership of the PRF;
 - (ii) adopt and amend the PRF Rules of Procedure and Regulations;
 - (iii) review progress in meeting the PRF's purposes and objectives, including the performance of the Board;
 - (iv) authorise the entry by the PRF into any binding instrument governed by international law;
 - (v) appoint or reappoint a person to be a Director of the Board, and the terms relating to such appointments;
 - (vi) remove a Director from the Board for any reason;
 - (vii) approve the strategic plan, annual budget, annual report, and financial statements of the PRF;
 - (viii) authorise the establishment of a branch of the PRF in the territory of a PRF Member or another place, or an investment or other participation in, or the establishment of, a subsidiary or affiliate of the PRF; or
 - (ix) exercise any power expressly assigned to the Council in this Agreement.
- (g) The Council may delegate to the Board those powers that are not reserved to the Council in Article 7(f), and may at any time amend or revoke such delegation.
- (h) The Council shall meet at least annually, or more often as decided by the Council.
 - (i) A quorum for a Council meeting shall be the greater of:
 - (i) 8 members of the Council; and
 - (ii) two thirds of all members of the Council.
- (j) The Council shall make every effort to reach decisions by consensus in the Pacific way. The PRF Rules of Procedure and Regulations may set out procedures for when consensus is unable to be reached. When those procedures apply, each member of the Council shall be entitled to one vote.
- (k) The Council shall appoint a member of the Council to act as chair (the "**Council Chair**"). The Council Chair shall rotate annually in alphabetical order of PRF Members or as otherwise decided by the Council. The Council Chair shall carry out the duties that are entrusted by the Council.
- (l) The Pacific Islands Forum Secretary General has observer status at Council meetings.
- (m) Except as provided in this Agreement, the Council may regulate its own affairs, including in connection with virtual meetings of the Council.

Article 8 The Board

- (a) The Board shall exercise those powers delegated by the Council, and be responsible for the overall administration, management and operation of the PRF.
- (b) The Board shall be accountable to the Council for the performance of the PRF.
- (c) The Board shall consist of no fewer than seven and no more than nine Directors, except as otherwise decided by the Council.
- (d) The Directors shall, in the view of the Council, be persons of high competence and who possess the necessary independence, qualifications, experience and skills relevant to the PRF's operations, with due consideration given to gender balance.
- (e) A Director may be appointed for a term of up to three years and may be reappointed once, for a further term of up to three years.
- (f) The Board shall meet as often as the Directors or the Council decide is appropriate to fulfil their functions and duties, or as otherwise permitted by the PRF Rules of Procedure and Regulations.
- (g) Quorum for a meeting of the Board shall be at least five Directors present and entitled to vote.
- (h) The Board shall make every effort to reach decisions by consensus in the Pacific way. The PRF Rules of Procedure and Regulations may set out procedures for when consensus is unable to be reached. When those procedures apply, each Director shall be entitled to one vote.
- (i) The Board shall elect a Director to serve as the chair of the Board (the **“Board Chair”**) who shall manage the Board in its performance of the duties entrusted by the Board.
- (j) Except as provided in this Agreement, the Board may regulate the conduct of its own affairs, including in connection with virtual meetings of the Board.

Article 9 PRF Rules of Procedure and Regulations and Policies

- (a) The PRF shall adopt rules and regulations for the governance, administration, management and operation of the PRF (the **“PRF Rules of Procedure and Regulations”**) and related policies, and may amend the PRF Rules of Procedure and Regulations and related policies.
- (b) The PRF Rules of Procedure and Regulations and related policies must not:
 - (i) create or impose any duty, obligation, cost, expense or liability for, or on, a PRF Member which is not specifically provided for by this Agreement; or
 - (ii) otherwise alter the rights of a PRF Member, in its capacity as such, under this Agreement.

(c) This Agreement shall prevail to the extent of any inconsistency between this Agreement, the PRF Rules of Procedure and Regulations and/or related policies.

Article 10 PRF Staff

(a) The Board shall, by a two thirds majority vote, appoint a Chief Executive Officer. While holding this office, the Chief Executive Officer shall not be a member of the Council or a Board Director.

(b) The Chief Executive Officer shall:

- (i) be the legal representative of the PRF and can execute documents on behalf of the PRF;
- (ii) have responsibility for the organisation, appointment and dismissal of the PRF's staff and contractors in accordance with the PRF Rules of Procedure and Regulations and any related policies;
- (iii) attend the meetings of the Board;
- (iv) conduct, under the direction of the Board, the business of the PRF;
- (v) report to the Board on the overall administration, management and operation of the PRF;
- (vi) by invitation of the Council, attend meetings of the Council, and support the Board Chair in updates to the Council as and when requested; and
- (vii) if and when requested by the Council, provide advice and information to the Council.

(c) Following consultation with the Council Chair and Board Chair, the Chief Executive Officer shall appoint a person to serve as the Secretary of the Council and the Board. In connection with the performance of the Secretary's duties, the Secretary will be accountable to the Council or the Board, as applicable. The Secretary shall ensure that full records of the deliberations and decisions of the Council and the Board, and of information given to the Council and the Board, are made, retained and preserved.

Article 11 Finance and Operations

(a) The sources of funding of the PRF are:

- (i) voluntary contributions provided by PRF Members;
- (ii) investment income; and
- (iii) any other sources of funding acceptable under the PRF Rules of Procedure and Regulations.

(b) The PRF shall make any and all investments, and provide Finance, in accordance with this Agreement, the PRF Rules of Procedure and Regulations, and any related policies.

- (c) The Council may decide that a PRF Member must make a financial contribution to the PRF in order to be eligible to apply for and/or receive Finance.
- (d) The PRF shall not require payment of any amount to become, be, or remain, a PRF Member.
- (e) The PRF shall not:
 - (i) accept funding of any kind, or any support or assistance, that may in any way prejudice, limit, deflect or otherwise alter the PRF's purposes and objectives or functions;
 - (ii) interfere in the political affairs of any PRF Member; or
 - (iii) make any investment, or provide Finance, otherwise than in accordance with this Agreement, the PRF Rules of Procedure and Regulations, and any related policies.
- (f) Each PRF Member shall:
 - (i) use Finance provided by the PRF, exclusively to pursue the PRF's purposes and objectives and in accordance with this Agreement, the PRF Rules of Procedure and Regulations, and any related policies; and
 - (ii) report to the Board on its use of Finance provided by the PRF in accordance with the PRF Rules of Procedure and Regulations and any related policies.

Article 12 Transparency, Accountability and Access to Information

- (a) The PRF shall operate in accordance with generally accepted international standards of governance, transparency and accountability.
- (b) In pursuing Article 12(a), the PRF shall, in accordance with the PRF Rules of Procedure and Regulations:
 - (i) provide to PRF Members:
 - (A) an annual report containing an audited statement of the PRF's accounts;
 - (B) a summary statement of its financial position and a profit and loss statement showing the results of its operations, each on a quarterly basis;
 - (C) any other reports or materials the PRF deems appropriate in carrying out its purposes and objectives; and
 - (D) to any PRF Member in response to a request, any records held by the Chief Executive Officer requested by that PRF Member that may be disclosed in accordance with the PRF Rules of Procedure and Regulations;
 - (ii) publish its annual report and any other materials circulated to PRF Members that the PRF deems appropriate; and

- (iii) require that the Secretary shall make the records referred to in Article 10(c) available to the Council upon request.
- (c) The Board shall make available to the Council such other material and information concerning the administration, management or operation of the PRF as the Council may request.

Article 13 Privileges and Immunities

- (a) The PRF shall enjoy in the territory of each PRF Member such status, exemptions, privileges and immunities as are necessary to enable the PRF to fulfil its purposes and objectives and carry out its functions in the PRF Member's territory. PRF Members shall take all necessary measures to confer such status, exemptions, privileges and immunities on the PRF in accordance with their applicable domestic law. This may include immunity from suit with respect to the PRF and its officers and employees; inviolability of property, assets and documents; exemption from liability to pay or collect taxes; and exemption from currency and exchange control restrictions.
- (b) To the extent a PRF Member is able, such exemptions, privileges and immunities may be offered to subsidiary entities and affiliates of the PRF which carry out functions in that PRF Member's territory.
- (c) The Council may waive any exemptions, privileges and immunities, in such manner and upon such conditions as it may decide to be appropriate in the best interests of the PRF.

Article 14 Depositary

- (a) The Pacific Islands Forum Secretary General shall be the Depositary of this Agreement.
- (b) The Depositary shall send certified copies of this Agreement to all the Parties.

Article 15 Signature

This Agreement shall be open for signature by Forum Member Countries for a period of two years from 10 September 2025.

Article 16 Ratification, Acceptance, and Approval

- (a) This Agreement shall be subject to the ratification, acceptance, or approval by Forum Member Countries.
- (b) Instruments of ratification, acceptance, or approval shall be deposited with the Depositary. The Depositary shall duly notify all other signatories of each deposit and the date thereof.

Article 17 Accession

- (a) This Agreement shall be open for accession after the period for signature in Article 15 expires. By acceding to this Agreement, a Forum Member Country becomes a PRF Member and a Party.

- (b) An instrument of accession shall be deposited with the Depositary.

Article 18 Entry into Force

- (a) This Agreement shall enter into force upon receipt by the Depositary of an instrument of ratification, acceptance or approval by seven Forum Member Countries and the Host Country.
- (b) For each Forum Member Country acceding to this Agreement after its entry into force, this Agreement will enter into force on the first day of the calendar month after the date of receipt by the Depositary of the Forum Member Country's instrument of accession.

Article 19 Reservations

No reservations shall be made to this Agreement.

Article 20 Amendment

- (a) Any Party to this Agreement may propose an amendment to this Agreement by submitting such a proposal to the Depositary which shall transmit it to all other Parties.
- (b) An amendment to this Agreement shall be adopted if the proposal receives unanimous approval of the Parties.
- (c) The amendment shall enter into force three months, or such other time period specified by the amendment, after the date of a formal communication from the Depositary advising its receipt of an instrument of acceptance of the amendment from each of the Parties.

Article 21 Suspension

- (a) Without affecting Article 22, the Council may suspend some or all of the rights and entitlements of a PRF Member (including of Council representation) on such terms and conditions as are decided by the Council.
- (b) The Council may include in the PRF Rules of Procedure and Regulations provisions that address the circumstances in which the rights or entitlements of a PRF Member may be suspended and reinstated and how suspension affects Finance previously made available to the affected PRF Member.
- (c) The suspension will be effective from the date, and on such conditions, as provided in a written notification from the Council to the affected PRF Member and shall continue until such time as the Council decides otherwise.
- (d) While under suspension, a PRF Member shall continue to comply with this Agreement and the PRF Rules of Procedure and Regulations.

Article 22 Withdrawal and Cessation of Membership

- (a) Any Party may withdraw from this Agreement by written notification of its intention to withdraw from this Agreement. Such withdrawal shall become effective from the date of receipt of the notice by the Council.

- (b) A Party which ceases to be a PRF Member in accordance with sub-paragraphs (c)(i)-(ii) or (iv) shall not be refunded the amount (or any part of the amount) which it has contributed to the PRF as capital or for operating expenses or, on account of that cessation, be paid any other amount by the PRF.
- (c) A PRF Member shall cease to be a member of the PRF:
 - (i) if it withdraws from this Agreement under paragraph (a), at the time that withdrawal becomes effective;
 - (ii) if it ceases to be a member of the Pacific Islands Forum, at the time that occurs;
 - (iii) when the PRF is dissolved, at the time that occurs; or
 - (iv) if the Council so decides, at the time specified by the Council in connection with that decision.

Article 23 Interpretation

Any question as to the interpretation or application of this Agreement arising between a PRF Member and the PRF shall be submitted to the Council Chair for decision by the Council.

Article 24 Settlement of Disputes

Any dispute between two or more PRF Members relating to this Agreement shall, if not resolved between them through negotiation, be submitted to the Council Chair for decision by the Council.

Article 25 Dissolution of the PRF and Termination

- (a) The Council may unanimously decide to dissolve the PRF. Upon such decision being made:
 - (i) the Council shall notify the Board and the Host Country; and
 - (ii) the Board shall cease all activities except all necessary and requisite steps to affect the orderly liquidation of the PRF.
- (b) Upon completion of the Board's work under sub-paragraph (a)(ii):
 - (i) the Council shall:
 - (A) remove all Directors from office; and
 - (B) distribute any surplus assets of the PRF in accordance with any allocation policy adopted by the Council; and
 - (ii) this Agreement shall terminate.
- (c) The PRF shall not be liquidated and dissolved during the period of one year after this Agreement enters into force unless all PRF Members unanimously agree.

Article 26 Authentic Text

The authentic text of this Agreement is the English language.

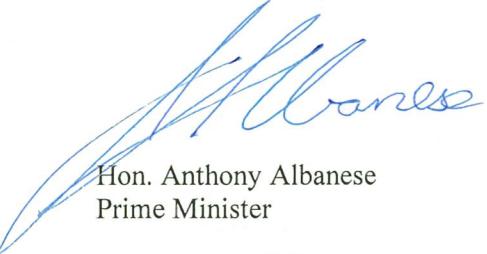
Article 27 Translation

A Party may provide a translation of this Agreement to the Depositary in any language. In the event of any inconsistency in interpretation, the English text will prevail.

IN WITNESS WHEREOF the undersigned representatives, being duly authorised thereto by their respective governments, have signed this Agreement.

Opened for signature at Honiara, Solomon Islands this tenth day of September, two thousand and twenty-five, in the English language.

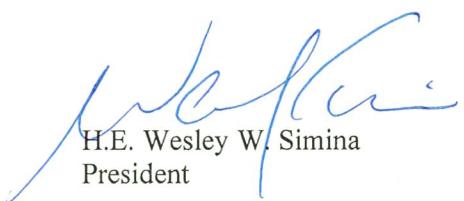
For the Government of the Commonwealth of Australia


Hon. Anthony Albanese
Prime Minister

For the Government of Cook Islands


Hon. Mark Brown
Prime Minister

For the Government of the Federated States of Micronesia


H.E. Wesley W. Simina
President

For the Government of the Republic of Fiji


Hon. Sitiveni Ligamamada Rabuka
Prime Minister

For the Government of French Polynesia


H.E. Taneti Maamau
President

For the Government of the Republic of Kiribati

For the Government of the Republic of
Nauru



Hon. Jesse Jeremiah
Minister for Infrastructure Development

For the Government of New Caledonia



For the Government of New Zealand

Hon. Christopher Luxon
Prime Minister

For the Government of Niue



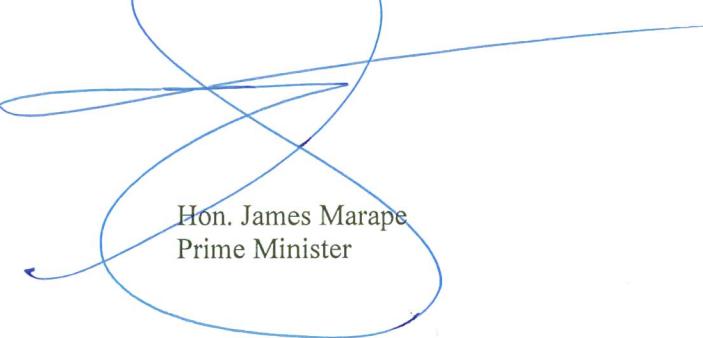
Hon. Dalton Tagelagi
Prime Minister

For the Government of the Republic of
Palau



H.E. Surangel Whipps Jr.
President

For the Government of the Independent
State of Papua New Guinea



Hon. James Marape
Prime Minister

For the Government of the Republic of
the Marshall Islands



Hon. Kalani R. Kaneko
Minister for Foreign Affairs and Trade

For the Government of the Independent
State of Samoa



Hon. Jeremiah Manele
Prime Minister

For the Government of Solomon Islands



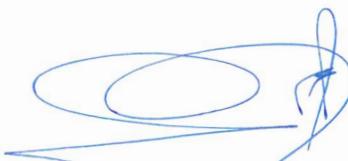
Hon. Dr. Aisake Valu Eke
Prime Minister

For the Government of the Kingdom of
Tonga



Hon. Feleti Penitala Teo
Prime Minister

For the Government of Tuvalu



Hon. Jotham Napat
Prime Minister

For the Government of the Republic of
Vanuatu

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