

- (a) reviewing and discussing issues concerning the effective implementation of this Chapter;
 - (b) exchanging views and information on promotion and development of tourism;
 - (c) identifying and recommending ways of further co-operation between the Parties; and
 - (d) discussing other issues relating to tourism.
2. The composition of the Committee shall be specified in the Implementing Agreement.

CHAPTER 21 DISPUTE AVOIDANCE AND SETTLEMENT

Article 139 Scope of Chapter 21

1. This Chapter shall apply with respect to the avoidance and settlement of disputes between the Parties concerning the interpretation or application of this Agreement or the Implementing Agreement.
2. Nothing in this Chapter shall prejudice any rights of the Parties to have recourse to dispute settlement procedures available under any other international agreement to which they are parties.
3. Notwithstanding paragraph 2 above, once a dispute settlement procedure has been initiated under this Chapter or under any other international agreement to which the Parties are parties with respect to a particular dispute, that procedure shall be used to the exclusion of any other procedure for that particular dispute. However, this does not apply if substantially separate and distinct rights or obligations under different international agreements are in dispute.
4. Paragraph 3 above shall not apply where the Parties expressly agree to the use of more than one dispute settlement procedure in respect of a particular dispute.

Article 140
General Consultations
for the Avoidance and Settlement of Disputes

1. For the purpose of avoiding disputes, a Party may request consultations with the other Party with regard to any matter on the interpretation or application of this Agreement or the Implementing Agreement.
2. When a Party requests consultations pursuant to paragraph 1 above, the other Party shall afford adequate opportunity for consultations and shall reply promptly to the request and enter into consultations in good faith.
3. If the Parties fail to resolve any matter through consultations, either Party may request a meeting of the Consultative Committee established pursuant to paragraph 4 below. The Consultative Committee shall convene within 30 days after the date of receipt of the request, with a view to a prompt and satisfactory resolution of the matter.
4. To facilitate the implementation of this Chapter, the Parties establish the Consultative Committee, which shall consist of representatives of each Party, including one legal expert designated by each Party.
5. The procedure provided for in this Article shall not be applicable if, in respect of the same dispute, the procedure provided for in Article 142 has already been initiated.

Article 141
Good Offices, Conciliation or Mediation

1. Good offices, conciliation or mediation may be requested at any time by either Party. They may begin at any time if the Parties agree. The use of good offices, conciliation or mediation may be terminated at any time at the request of either Party.
2. If the Parties agree, good offices, conciliation or mediation may continue while procedures of the arbitral tribunal provided for in this Chapter are in progress.

Article 142
Special Consultations
for Dispute Settlement

1. For the purpose of settling disputes, either Party may make a request in writing for consultations to the other Party if the requesting Party considers that any benefit accruing to it directly or indirectly under this Agreement or the Implementing Agreement is being nullified or impaired, as a result of failure of the requested Party to carry out its obligations, or as a result of the application by the requested Party of measures which conflict with its obligations, under this Agreement or the Implementing Agreement.

2. Unless the Parties agree otherwise, the requested Party shall:

- (a) enter into consultations within 30 days after the date of receipt of the request for consultations made pursuant to paragraph 1 above; or
- (b) enter into consultations within 10 days after the date of receipt of the request for consultations made pursuant to paragraph 1 above if the procedure provided for in Article 140 was utilised in respect of the same dispute and 60 days or more have elapsed from the date of the initiation of consultations under that Article.

3. The Parties shall make every effort to reach a mutually satisfactory resolution through consultations.

4. Where there is an infringement of the obligations assumed under this Agreement or the Implementing Agreement, such infringement is considered prima facie to constitute a case of nullification or impairment.

Article 143
Establishment of Arbitral Tribunals

1. Unless otherwise agreed by the Parties, if the Parties fail to resolve a dispute through consultations provided for in Article 142 above, either Party may request the establishment of an arbitral tribunal in respect of that dispute:

- (a) after 60 days from the date on which the requested Party receives the request for consultations made pursuant to sub-paragraph (a) of paragraph 2 of Article 142 above; or

- (b) after 30 days from the date on which the requested Party receives the request for consultations made pursuant to sub-paragraph (b) of paragraph 2 of Article 142 above.
- 2. Any request to establish an arbitral tribunal pursuant to this Article shall identify:
 - (a) the legal basis of the complaint including the provisions of this Agreement or the Implementing Agreement alleged to have been breached and any other relevant provisions; and
 - (b) the factual basis for the complaint.
- 3. The Parties shall, within 30 days after the date of receipt of the request for the establishment of an arbitral tribunal, appoint one arbitrator each. If one Party fails to so appoint an arbitrator, the legal expert designated by that Party pursuant to paragraph 4 of Article 140 shall be appointed as an arbitrator.
- 4. The Parties shall agree on and designate a third arbitrator, who shall chair the arbitral tribunal. If the Parties fail to agree on the third arbitrator, each Party shall prepare and exchange with the other Party, a list of five persons whom that Party can accept as the third arbitrator. The third arbitrator shall be chosen in the following manner:
 - (a) if only one name is common to both lists, that person, if available, will be chosen as the third arbitrator;
 - (b) if more than one name appears on both lists, the Parties shall consult for the purpose of agreeing on the third arbitrator from such names;
 - (c) if the Parties are not able to reach agreement in accordance with sub-paragraph (b) above or if there is no name common to both lists, or the arbitrator agreed upon or chosen is not available and the Parties cannot decide on a replacement for the arbitrator that is not available, then the two arbitrators appointed pursuant to paragraph 3 above shall agree on the third arbitrator; and

- (d) if the arbitrators are not able to reach agreement on the third arbitrator, the third arbitrator shall be chosen by random drawing in accordance with the procedure agreed to by the Parties for this purpose in the Implementing Agreement.
5. The third arbitrator shall be appointed within 40 days after the date of appointment of the second arbitrator.
6. The third arbitrator shall not, unless the Parties agree otherwise, be a national of either of the Parties, nor have his or her usual place of residence in the territory of either of the Parties, nor be employed by either Party, nor have dealt with the dispute in any capacity.
7. The arbitral tribunal should be composed of arbitrators with relevant technical or legal expertise.

Article 144 Functions of Arbitral Tribunals

1. The arbitral tribunal established pursuant to Article 143 above:
- (a) should consult with the Parties as appropriate and provide adequate opportunities for the development of a mutually satisfactory resolution;
 - (b) shall make its award in accordance with this Agreement, the Implementing Agreement, and applicable rules of international law;
 - (c) shall set out, in its award, its findings of law and fact, together with the reasons therefor; and
 - (d) may, apart from giving its findings, include in its award suggested implementation options for the Parties to consider in conjunction with Article 147.
2. The Parties agree that the award of the arbitral tribunal shall be final and binding on the Parties.

3. The arbitral tribunal may seek, from the Parties, such relevant information as it considers necessary and appropriate. The Parties shall respond promptly and fully to any request by an arbitral tribunal for such information as the arbitral tribunal considers necessary and appropriate.

4. The arbitral tribunal may seek information from any relevant source and may consult experts to obtain their opinion on certain aspects of the matter. With respect to factual issues concerning a scientific or other technical matter raised by a Party, the arbitral tribunal may request advisory reports in writing from an expert or experts. The arbitral tribunal may, at the request of a Party or proprio motu, select, in consultation with the Parties, no fewer than two scientific or technical experts who shall assist the arbitral tribunal throughout its proceedings, but who shall not have the right to vote in respect of any decision to be made by the arbitral tribunal, including its award.

5. The deliberations of the arbitral tribunal shall be confidential. The award of the arbitral tribunal shall be drafted without the presence of the Parties, and in the light of the information provided and the statements made.

6. The arbitral tribunal shall issue its award within 120 days of its establishment, unless the dispute is settled otherwise or the proceeding of the arbitral tribunal is terminated in accordance with Article 146. When the arbitral tribunal is unable to issue its award within 120 days, the arbitral tribunal may, in consultation with the Parties, agree to delay the issuance of its award by no more than 30 days.

7. The arbitral tribunal shall accord equal opportunity to the Parties to review the award in draft form.

8. The arbitral tribunal shall attempt to make its decisions, including its award, by consensus but may also make such decisions, including its award, by majority vote.

Article 145 Proceedings of Arbitral Tribunals

1. The arbitral tribunal shall meet in closed session.

2. The deliberations of the arbitral tribunal and the documents submitted to it shall be kept confidential.

3. Notwithstanding paragraph 2 above, either Party may make public statements as to its views regarding the dispute, but shall treat as confidential, information and written submissions submitted by the other Party to the arbitral tribunal which that other Party has designated as confidential. Where a Party has provided information or written submissions designated to be confidential, the other Party may request a non-confidential summary of the information or written submissions which may be disclosed publicly. The Party to whom such a request is made may agree to such a request and submit such a summary, or refuse the request without needing to ascribe any reasons or justification.

4. The Parties shall be given the opportunity to attend any of the presentations, statements or rebuttals in the proceeding. Any information or written submissions submitted by a Party to the arbitral tribunal, including any comments on the descriptive part of the draft award and responses to questions put by the arbitral tribunal, shall be made available to the other Party.

Article 146 Termination of Proceedings

Even if the arbitral tribunal has been established and is proceeding with the procedure provided for in Article 145 above, the Parties may agree to terminate the proceedings at any time by jointly so notifying the chair of the arbitral tribunal.

Article 147 Implementation of Chapter 21

1. The award of the arbitral tribunal made pursuant to Article 144 (hereinafter referred to in this Chapter as "the original award") shall be complied with promptly. A Party which is required by the arbitral tribunal to comply with its award (hereinafter referred to in this Chapter as "the implementing Party") shall, within 20 days after the date of issuance of the original award, notify the other Party (hereinafter referred to in this Chapter as "the other Party") as to the period which it assesses to be reasonable and necessary in order to implement the original award. Such period may:

- (a) extend to 12 months only if administrative or legislative measures have to be undertaken;
- (b) be extended or shortened if the Parties agree that special circumstances so justify; or

- (c) give rise to a request for consultations if the other Party considers the period notified to be unacceptable, in which case the Parties shall enter into consultations within 10 days after the date of receipt of the request.
- 2. If the implementing Party considers that compliance with the original award is impracticable, it shall, instead of notifying the period for implementing the award in accordance with paragraph 1 above, promptly enter into consultations with the other Party, with a view to developing a mutually acceptable resolution, through compensation or any alternative arrangement, and agreeing on a reasonable period to implement such resolution.
- 3. If the other Party considers that the measures taken by the implementing Party to comply with the original award do not comply with the original award, it may request consultations.
- 4. Either Party may refer matters arising from the implementation of the original award to an arbitral tribunal if:
 - (a) consultations were initiated under sub-paragraph (c) of paragraph 1 of this Article, and the Parties fail to reach agreement on the period for implementation within 20 days after the date of receipt of the request;
 - (b) consultations were initiated under paragraph 2 of this Article, and the Parties fail to reach agreement on a mutually acceptable resolution or the period for its implementation within 30 days after the date of the initiation of consultations;
 - (c) consultations were initiated under paragraph 3 above, and the Parties fail to resolve the matter, and at least 30 days have elapsed since the date of the expiration of the period for implementation provided for in paragraph 1 of this Article; or
 - (d) the Party that is requested to enter into consultations refuses to do so where required pursuant to paragraph 1, 2 or 3 above.

5. If the arbitral tribunal convened pursuant to sub-paragraph (c) of paragraph 4 above confirms that the implementing Party has failed to comply with the original award within the implementation period as determined pursuant to paragraph 1 or sub-paragraph (a) of paragraph 4 above, the other Party may, within 30 days from the date of such confirmation by the arbitral tribunal, notify the implementing Party that it intends to suspend the application to the implementing Party of the obligations of the other Party under this Agreement or the Implementing Agreement.

6. If the implementing Party has failed to implement the compensation or other alternative arrangement within the implementation period as determined pursuant to paragraph 2 or sub-paragraph (b) of paragraph 4 of this Article, the other Party may, within 30 days from the date of the expiration of such implementation period, notify the implementing Party that it intends to suspend the application to the implementing Party of the obligations of the other Party under this Agreement or the Implementing Agreement.

7. Suspension pursuant to paragraphs 5 and 6 above may only be implemented at least 30 days after the date of the notification in accordance with that paragraph. Such suspension:

- (a) shall not be effected if, in respect of the dispute to which the suspension relates, consultations, or proceedings before an arbitral tribunal are in progress;
- (b) shall be temporary, and shall be discontinued when the Parties reach a mutually satisfactory resolution or where compliance with the original award is effected;
- (c) shall be restricted to the level of nullification or impairment that is attributable to the failure to comply with the original award; and
- (d) shall be restricted to the same sector or sectors to which the nullification or impairment relates, unless it is not practicable or effective to suspend obligations in such sector or sectors.

8. If the implementing Party considers that the requirements in paragraph 5, 6 or 7 above have not been met, it may request consultations with the other Party. The other Party shall enter into consultations within 10 days after the date of receipt of the request. If the Parties fail to resolve matters within 30 days after the date of receipt of the request for consultations pursuant to this paragraph, either Party may refer the matter to an arbitral tribunal.

9. The arbitral tribunal that is convened for the purpose of this Article shall, wherever possible, have as its members, the members of the original arbitral tribunal. If this is not possible, then the members to the arbitral tribunal shall be appointed pursuant to paragraphs 3 to 7 of Article 143. Unless the Parties agree to a different period, such arbitral tribunal shall issue its award within 60 days after the date when the matter is referred to it.

Article 148 Expenses

Unless the Parties agree otherwise, the expenses of the arbitral tribunal, including the remuneration of its members, shall be borne by the Parties in equal shares.

CHAPTER 22 FINAL PROVISIONS

Article 149 Headings

The headings of the Chapters and the Articles and paragraphs of this Agreement are inserted for convenience of reference only and shall not affect the interpretation of this Agreement.

Article 150 Status of Annexes

The Annexes to this Agreement shall form an integral part of this Agreement.

Article 151 Amendment

This Agreement may be amended by agreement between the Parties. If the amendments relate only to the following areas, the amendments may be made by diplomatic notes exchanged between the Government of Japan and the Government of Singapore: