

- (d) reporting the findings and the outcome of discussions of the Sub-Committee, and where necessary, making recommendations to the Joint Committee regarding issues relating to the implementation of this Chapter, including the measures to be taken by the Parties; and
- (e) carrying out other functions as may be delegated by the Joint Committee in accordance with Article 11.

3. The Sub-Committee shall be:

- (a) composed of representatives of the Governments of the Parties; and
- (b) co-chaired by officials of the Governments of the Parties.

4. The Sub-Committee may invite representatives of relevant entities other than the Governments of the Parties with the necessary expertise relevant to the issues to be discussed.

5. The Sub-Committee shall meet at such venues and times as may be agreed by the Parties.

Article 106
Non-Application of Chapter 10

The dispute settlement procedures provided for in Chapter 10 shall not apply to this Chapter.

Chapter 10
Dispute Settlement

Article 107
Scope

1. Unless otherwise provided for in this Agreement, this Chapter shall apply with respect to the settlement of disputes between the Parties concerning the interpretation or application of this 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 both Parties are parties.

(d) 报告分委员会的调研结果和讨论结果, 并在必要时, 就与本章实施相关的问题向联合委员会提出建议, 包括各当事人应采取的措施; 以及 (e) 根据第 11 条, 执行联合委员会可能授予的其他职能。

3. 分委员会应:

- (a) 由各当事人的政府代表组成; 以及 (b) 由各当事人的政府官员共同担任主席。

4. 分委员会可以邀请与待讨论问题相关的、除各当事人政府以外的相关实体代表参加, 前提是他们具备必要的专业知识。

5. 分委员会应在各当事人协商一致的时间和地点举行会议。

Article 106
Non-Application of Chapter 10

第 10 章规定的争端解决程序不适用于本章。C

第十章 争议解决

第107条 范围

1. 除非本协议另有规定, 否则本章节应适用于解决当事人之间关于本协议解释或适用的争议。
2. 本章任何规定均不得损害当事人根据任何其他国际协议享有的、可向该协议申请的争端解决程序的任何权利。

3. Notwithstanding paragraph 2, once a dispute settlement procedure has been initiated under this Chapter or under any other international agreement to which both 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 shall not apply if substantially separate and distinct rights or obligations under different international agreements are in dispute.

Article 108 Consultations

1. Either Party may request in writing consultations to the other Party concerning any matter on the interpretation or application of this Agreement.

2. The Party to which the request for consultations is made (hereinafter referred to in this Chapter as "the Party complained against") shall reply to such request and enter into consultations with the Party that requested the consultations (hereinafter referred to in this Chapter as "the complaining Party") in good faith within 30 days after the date of receipt of the request, with a view to reaching a prompt and mutually satisfactory resolution of the matter. In cases of urgency, including those which concern perishable goods, the Party complained against shall enter into consultations within 15 days after the date of receipt of the request.

3. The complaining Party shall set out the reasons for the request, including identification of the measure at issue and an indication of the legal basis for the complaint.

4. Consultations shall be confidential and without prejudice to the rights of either Party in any further proceedings.

Article 109 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 by agreement of the Parties, and be terminated at any time upon 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.

3. 尽管有第2段的规定，一旦根据本章或根据双方均为当事方的任何其他国际协议就特定争议启动了争端解决程序，该程序应被用于排除该特定争议的任何其他程序。但是，如果争议的是根据不同国际协议享有的实质性分离且不同的权利或义务，则不适用本规定。

条款 108 磋商

1. 任何一方可书面请求另一方就本协议的解释或适用事项进行磋商。

2. 收到磋商请求的一方（在本章中称为“被投诉方”）应在收到请求之日起30天内善意回复该请求，并与请求磋商的一方（在本章中称为“投诉方”）进行磋商，以期迅速且双方满意地解决相关事项。在紧迫情况下，包括涉及易腐货物的情况，被投诉方应在收到请求之日起15天内进行磋商。

3. 投诉方应说明请求的理由，包括确定相关措施并指明投诉的法律依据。

4. 磋商应保密，且不损害任何一方在进一步程序中的权利。

第109条 翰旋、调解或调解

1. 当事人可随时提出翰旋、调解或调解的请求。它们可经当事人协议随时开始，并可应任何一方当事人的请求随时终止。

2. 如果当事人同意，翰旋、调解或调解可以在本章节规定的仲裁庭程序进行期间继续进行。

3. Proceedings involving good offices, conciliation or mediation and positions taken by the Parties during these proceedings, shall be confidential, and without prejudice to the rights of either Party in any further proceedings.

Article 110 Establishment of Arbitral Tribunals

1. The complaining Party may request in writing the establishment of an arbitral tribunal to the Party complained against:

- (a) if the Party complained against does not enter into the consultations under Article 108 within 30 days, or within 15 days in cases of urgency, including those which concern perishable goods, after the date of receipt of the request for such consultations; or
- (b) if the Parties fail to resolve the dispute through the consultations under Article 108 within 60 days or within 30 days in cases of urgency, including those which concern perishable goods, after the date of receipt of the request for such consultations,

provided that the complaining Party considers that any benefit accruing to it directly or indirectly under this Agreement is being nullified or impaired as a result of the failure of the Party complained against to carry out its obligations under this Agreement, or as a result of the application by the Party complained against of measures which are in conflict with its obligations under this Agreement.

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 alleged to have been breached and any other relevant provisions; and
- (b) the factual basis for the complaint.

3. Each Party shall, within 30 days after the date of receipt of the request for the establishment of an arbitral tribunal, appoint one arbitrator who may be its national and propose up to three candidates to serve as the third arbitrator who shall be the chair of the arbitral tribunal. The third arbitrator shall not be a national of either Party, nor have his or her usual place of residence in either Party, nor be employed by either Party, nor have dealt with the dispute in any capacity.

3. 涉及翰旋、调解或调解的程序以及在此类程序中当事人所采取的立场，应保密，且不损害任何一方在进一步程序中的权利。

第110条 仲裁庭的设立

投诉方可以向被投诉方书面请求设立仲裁庭：

- (a) 如果被投诉方不进入
根据第108条磋商，在30天内提交，或在紧迫情况下15天内提交，包括涉及易腐货物的磋商，自收到此类磋商的请求之日起；或
- (b) 如果当事人未能根据第108条的规定在收到请求磋商之日起60日内或紧急情况下30日内通过磋商解决争议，包括涉及易腐货物的争议，则应：

如果投诉方认为根据本协议直接或间接获得的任何利益因被投诉方未能履行本协议项下的义务或因被投诉方采取与其在本协议项下的义务相冲突的措施而受到取消或损害，则应如此。

2. 依据本条款建立仲裁庭的任何请求都应明确：

- (a) 投诉的法律依据，包括本协议中被指控违反的规定以及任何其他相关规定；以及
- (b) 投诉的事实依据。

3. 每一方应在收到设立仲裁庭的请求之日起30天内任命一名仲裁员，该仲裁员可以是其本国公民，并提出最多三名候选人作为第三仲裁员，该第三仲裁员应为仲裁庭主席。第三仲裁员不得是任何一方国家的公民，也不得在其任何一方国家有通常居住地，也不得受雇于任何一方，也不得以任何身份处理该争议。

4. The Parties shall agree on and appoint the third arbitrator within 45 days after the date of receipt of the request for the establishment of an arbitral tribunal, taking into account the candidates proposed pursuant to paragraph 3. If the Parties fail to agree on the third arbitrator, the Parties shall request the two arbitrators appointed pursuant to paragraph 3 to appoint the third arbitrator. If the arbitrators are not able to reach agreement on the third arbitrator within 30 days after the date of receipt of the request, the Director-General of the World Trade Organization may be requested by either Party to appoint the third arbitrator taking into account the candidates proposed pursuant to paragraph 3.

5. The date of the establishment of an arbitral tribunal shall be the date on which the chair is appointed.

6. An arbitral tribunal should be composed of arbitrators with relevant technical or legal expertise.

Article 111 Functions of Arbitral Tribunals

1. The arbitral tribunal established pursuant to Article 110:

- (a) should make an objective assessment of the matter before it, including an objective assessment of the facts of the case and the applicability of and conformity with this Agreement;
- (b) should consult regularly with the Parties and provide adequate opportunities for the development of a mutually satisfactory resolution;
- (c) shall make its award in accordance with this Agreement and applicable rules of international law;
- (d) shall set out, in its award, its findings of law and fact, together with the reasons therefor;
- (e) may, apart from giving its findings, include in its award suggested implementation options for the Parties to consider in conjunction with Article 114; and
- (f) cannot, in its award, add to or diminish the rights and obligations of the Parties provided in this Agreement.

4. 双方应在收到设立仲裁庭的请求之日起45天内就第三仲裁员达成一致并任命之，并应考虑根据第3段提出的候选人。如果双方未能就第三仲裁员达成一致，双方应请求根据第3段任命的两名仲裁员任命第三仲裁员。如果仲裁员在收到设立请求之日起30天内未能就第三仲裁员达成一致，任何一方可以请求世界贸易组织总干事根据第3段提出的候选人任命第三仲裁员。

5. 仲裁庭成立日期应为主席任命之日。

6. 仲裁庭应由具备相关技术或法律专长的仲裁员组成。

第111条 仲裁庭的职能

1. 依照第110条设立的仲裁庭：

- (a) 应对本案进行客观评估，包括对案件事实以及与本协议的适用性和一致性的客观评估；
- (b) 应定期与当事人协商，并提供足够的时机以达成双方满意的解决方案；
- (c) 应根据本协议和适用国际法规则作出裁决；
- (d) 应在其裁决中列明其法律和事实的认定，并说明理由；
- (e) 可在其裁决中，除作出认定外，还包括建议的实施方案供当事人根据第114条考虑；以及
- (f) 不得在其裁决中增加或减少本协议规定的当事人的权利和义务。

2. 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 the arbitral tribunal for such information as the arbitral tribunal considers necessary and appropriate.

3. 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 experts. The arbitral tribunal may, at the request of a Party or on its own initiative, 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.

4. Any information obtained by the arbitral tribunal pursuant to paragraph 3 shall be made available to the Parties.

Article 112 Proceedings of Arbitral Tribunals

1. The arbitral tribunal shall meet in closed session.

2. The venue for the proceedings of the arbitral tribunal shall be decided by mutual consent of the Parties, failing which it shall alternate between the Parties.

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

4. Notwithstanding paragraph 3, 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 which 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.

2. 仲裁庭可从当事人处寻求其认为必要和适当的任何相关信息。当事人应迅速并充分地回应仲裁庭对其认为必要和适当的任何信息的请求。

3. 仲裁庭可以从任何相关来源获取信息，并可以咨询专家以获取他们对事项某些方面的意见。关于一方提出的涉及科学或其他技术事项的事实问题，仲裁庭可以书面请求专家提供咨询报告。仲裁庭可以应一方请求或自行决定，在征询各方意见的情况下，选出不少于两名科学或技术专家，这些专家应在仲裁庭审理程序期间协助仲裁庭，但无权对仲裁庭作出的任何决定，包括其裁决进行投票。

4. 仲裁庭根据第3段获得的所有信息应提供给各方。

第112条 仲裁庭的审理程序

1. 仲裁庭应举行闭门会议。

2. 仲裁庭的审理地点应由各方协商决定，如未能协商一致，则应在各方之间轮流举行。

3. 仲裁庭的审议及其提交给仲裁庭的文件应当保密。

4. 不论第3段的规定如何，任何一方均可就其关于争议的观点公开发表声明，但应将另一方提交给仲裁庭且该另一方已指定为保密的信息和书面提交视为保密。当一方提供了指定为保密的信息或书面提交时，另一方可以请求非保密的信息或书面提交的摘要，该摘要可以公开披露。收到此类请求的一方可以同意该请求并提交该摘要，也可以拒绝该请求，而无需说明任何理由或进行辩护。

5. The Parties shall be given the opportunity to attend any of the presentations, statements or rebuttals in the proceedings. 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.

6. 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.

7. The arbitral tribunal shall, within 90 days, or within 60 days in cases of urgency, including those which concern perishable goods, after the date of its establishment, submit to the Parties its draft award, including both the descriptive part and its findings and conclusions, for the purposes of enabling the Parties to review precise aspects of the draft award. When the arbitral tribunal considers that it cannot submit its draft award within the aforementioned 90 or 60 days period, it may extend that period with the consent of the Parties. A Party may submit comments in writing to the arbitral tribunal on the draft award within 15 days after the date of submission of the draft award.

8. The arbitral tribunal shall issue its award, within 30 days after the date of submission of the draft award.

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

10. The award of the arbitral tribunal shall be final and binding on the Parties.

Article 113
Suspension and Termination of Proceedings

1. Where the Parties agree, the arbitral tribunal may suspend its work at any time for a period not to exceed 12 months. In the event of such a suspension, the time-frames set out in paragraphs 7 and 8 of Article 112 and paragraph 9 of Article 114 shall be extended by the amount of time that the work was suspended. The proceedings of the arbitral tribunal shall be resumed at any time upon the request of either Party. If the work of the arbitral tribunal has been suspended for more than 12 months, the authority for establishment of the arbitral tribunal shall lapse unless the Parties agree otherwise.

5. 双方应有机会参加程序中的任何陈述、声明或反驳。一方提交给仲裁庭的任何信息或书面提交，包括对裁决草案说明部分的任何意见以及对仲裁庭提出问题的答复，均应提供给另一方。

6. 仲裁庭的裁决应当在不通知当事人的情况下草拟，并依据所提供的信息和所做出的声明。

7. 仲裁庭应在设立之日起90日内，或在涉及易腐货物等紧急情况下60日内，向当事人提交其裁决草案，包括说明部分及其查明事项和结论，以便当事人审查裁决草案的精确方面。当仲裁庭认为其不能在上述90或60日内提交裁决草案时，经当事人同意，可延长该期限。一方当事人在裁决草案提交之日起15日内可向仲裁庭提交书面意见。

8. 仲裁庭应在裁决草案提交之日起30日内作出其裁决。

9. 仲裁庭应尝试通过协商作出其决定，包括其裁决，但也可通过多数票作出其决定，包括其裁决。

10. 仲裁庭的裁决对当事人终局且有约束力。

中止和
条款 113
终止 程序

1. 当事人同意时，仲裁庭可以随时中止其工作，中止期限不超过12个月。如发生中止，第112条第7、8段和第114条第9段规定的期限应相应延长中止的工作时间。仲裁庭的审理程序应经任何一方当事人请求随时恢复。如果仲裁庭的工作中止超过12个月，除非当事人另有约定，仲裁庭的设立权将失效。

2. The Parties may agree to terminate the proceedings of the arbitral tribunal by jointly so notifying the chair of the arbitral tribunal at any time before the issuance of the award to the Parties.

Article 114 Implementation of Award

1. The Party complained against shall promptly comply with the award of the arbitral tribunal issued pursuant to Article 112.

2. The Party complained against shall, within 30 days after the date of issuance of the award, notify the complaining Party of the period which it assesses to be reasonable and necessary in order to implement the award. If the complaining Party considers the period of time notified to be unacceptable, it may refer the matter to an arbitral tribunal.

3. If the Party complained against considers it impracticable to comply with the award within the implementation period as determined pursuant to paragraph 2, the Party complained against shall, no later than the expiry of that implementation period, enter into consultations with the complaining Party, with a view to developing mutually satisfactory compensation or any alternative arrangement.

4. If no satisfactory compensation or any alternative arrangement has been agreed within 20 days after the date of expiry of that implementation period pursuant to paragraph 3, the complaining Party may notify the Party complained against that it intends to suspend the application to the Party complained against of concessions or other obligations under this Agreement.

5. If the complaining Party considers that the Party complained against has failed to comply with the award within the implementation period as determined pursuant to paragraph 2, it may refer the matter to an arbitral tribunal.

6. If the arbitral tribunal to which the matter is referred pursuant to paragraph 5 confirms that the Party complained against has failed to comply with the award within the implementation period as determined pursuant to paragraph 2, the complaining Party may, within 30 days after the date of such confirmation by the arbitral tribunal, notify the Party complained against that it intends to suspend the application to the Party complained against of concessions or other obligations under this Agreement.

2. 当事人可以在裁决向当事人送达前任何时候，通过联合通知仲裁庭主席的方式，终止仲裁庭的审理程序。

第114条 裁决的实施

1. 被投诉方应当迅速遵守第112条规定的仲裁庭裁决。

2. 被投诉方应当在裁决作出之日起30日内，通知投诉方其认为实施裁决合理且必要的期限。如果投诉方认为通知的期限不可接受，它可以提交事项给仲裁庭。

3. 如果被投诉方认为在根据第2段确定的实施期内遵守裁决不可行，被投诉方应当在该实施期届满之前，与投诉方进行磋商，以达成双方满意的补偿或任何替代安排。

4. 如果在第3段规定的该实施期届满之日起20日内，未能达成令人满意的补偿或任何替代安排，投诉方可以通知被投诉方其打算暂停向被投诉方适用本协议的让步或其他义务。

5. 如果投诉方认为被投诉方未在根据第2段确定的实施期内履行裁决，则可以将该事项提交给仲裁庭。

6. 如果根据第5段提交的事项的仲裁庭确认，被投诉方未能在根据第2段确定的实施期内履行裁决，则投诉方可以在仲裁庭作出此种确认之日起30天内，通知被投诉方其打算中止根据本协议向被投诉方适用让步或其他义务。

7. The suspension of the application of concessions or other obligations under paragraphs 4 and 6 may only be implemented at least 30 days after the date of the notification in accordance with those paragraphs. Such suspension shall:

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

8. If the Party complained against considers that the requirements for the suspension of the application to it of concessions or other obligations under this Agreement by the complaining Party set out in paragraph 4, 6 or 7 have not been met, it may request consultations with the complaining Party. The complaining Party shall enter into consultations within 10 days after the date of receipt of the request. If the Parties fail to resolve the matter within 30 days after the date of receipt of the request for consultations pursuant to this paragraph, the Party complained against may refer the matter to an arbitral tribunal.

9. The arbitral tribunal that is established for the purposes of this Article shall, wherever possible, have as its arbitrators, the arbitrators of the original arbitral tribunal. If this is not possible, then the arbitrators to the arbitral tribunal that is established for the purposes of this Article shall be appointed pursuant to paragraphs 3, 4 and 5 of Article 110. Unless the Parties agree a different period, the arbitral tribunal established under this Article shall issue its award within 60 days after the date when the matter is referred to it. Such award shall be binding on the Parties.

7. 第4段和第6段规定的让步或其他义务的中止，只能在根据该两段规定的通知之日起至少30天后实施。此种中止应当：

(a) 如与中止相关的争议中，仲裁庭正在进行磋商或审理程序，则不适用；(b) 应为临时性的，并在当事人达成双方满意的解决方案或原裁决得到履行时终止；(c) 应限制在因未履行原裁决而产生的相同程度的无效或损害范围内；以及(d) 应限制在无效或损害所涉及的相同部门或部门范围内，除非在该部门或部门中暂停适用让步或其他义务不切实际或无效。

8. 如果被投诉方认为，投诉方根据本协议第4、6或7条规定，中止向其适用让步或其他义务的要求未得到满足，则其可以请求与投诉方进行磋商。投诉方应在收到请求之日起10天内进行磋商。如果双方在收到根据本条规定进行的磋商请求之日起30天内未能解决事项，被投诉方可以将该事项提交仲裁庭。

9. 为本条款之目的而设立的仲裁庭，应尽可能由原仲裁庭的仲裁员担任仲裁员。如果不可能，则为本条款之目的而设立的仲裁庭的仲裁员应根据第110条第3、4和5款的规定予以任命。除非当事人同意不同的期限，根据本条款设立的仲裁庭应在受理该事项之日起60天内作出裁决。该裁决对当事人具有约束力。

Article 115
Modification of Time Periods

Any time period provided for in this Chapter may be modified by mutual consent of the Parties.

Article 116
Expenses

Each Party shall bear the costs of the arbitrator appointed by it and its representation in the proceedings of the arbitral tribunal. The other costs of the arbitral tribunal shall be borne by the Parties in equal shares, unless otherwise agreed by the Parties.

Chapter 11
Final Provisions

Article 117
Table of Contents and Headings

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

Article 118
Annexes and Notes

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

Article 119
General Review

The Parties shall undertake a general review of the implementation and operation of this Agreement in the fifth calendar year following that calendar year in which this Agreement enters into force, and every five years thereafter, unless otherwise agreed by the Parties.

Article 120
Amendment

1. This Agreement may be amended by agreement between the Parties.
2. Such amendment shall be approved by the Parties in accordance with their respective internal procedures, and shall enter into force on the date to be agreed upon by the Parties.

第115条 期限的修改

本章规定的任何期限均可由当事人经协商一致予以修改。

第116条 费用

每一方应承担其指定的仲裁员及其在仲裁庭审理程序中的代表所产生的费用。仲裁庭的其他费用应由双方平均分担，除非双方另有约定。 u

第十一章 最终条款

第117条 目录和标题

本协议的章节和条款的目录和标题仅为方便查阅而插入，不应影响对本协议的解释。

第118条
附件和注释

本协议的附件和注释应构成本协议的组成部分。

第119条
一般审查

当事人应在本协议生效后的第五个日历年内，以及此后每五年，对其实施和运营进行一般审查，除非当事人另有约定。

Article 120
Amendment

1. 本协议可由当事人协议修订。
2. 任何修订应按照当事人各自内部程序获得批准，并应在当事人同意的日期生效。