

COMPENDIUM OF
THE GENERAL BY-LAWS
AND OTHER INSTRUMENTS
OF THE AFRICAN
DEVELOPMENT BANK



AFRICAN DEVELOPMENT BANK

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AFRICAN DEVELOPEMENT BANK

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INTRODUCTION

THE GENERAL BY-LAWS AND OTHER INSTRUMENTS OF THE AFRICAN DEVELOPMENT BANK

This publication contains the following :

- The General Regulations of the African Development Bank;
- The Rules of Procedure of the Board of Governors of the African Development Bank;
- The Rules of Procedure of the Board of Directors of the African Development Bank;
- The Rules Governing the Election of the Members of the Board of Directors of the African Development Bank (Annex B to the Agreement establishing the Bank);
- The Rules for the Election of Executive Directors of the African Development Bank;
- The Rules of Procedure Governing the Election of the President of the African Development Bank;
- The General Rules Governing Admission of Non-Regional Countries to Membership of the Bank; and
- The Terms of Reference of the Governor's Consultative Committee.

The Board of Governors, in accordance with Article 31(4) of the Agreement Establishing the African Development Bank (the "Bank"), adopted the General Regulations of the Bank and the Rules of Procedure of the Board of Governors of the Bank at the First Annual Meeting held in Lagos, Nigeria, from 4 to 7 November 1964. The Board of Directors, also in accordance with Article 31(4) of the Agreement establishing the Bank and Article 7 of the General Regulations of the Bank, adopted its Rules of Procedure at its First Meeting held in Lagos, Nigeria, on 7 November 1964. The General Regulations together with the Rules of Procedure for each of the Board of Governors and the Board of Directors



are collectively referred to as the General By-Laws of the African Development Bank.

Thereafter, the Board of Governors amended the General Regulations by Resolution B/BG/97/06, adopted on 29 May 1997, which amendment entered into force on 2 May 1998, and by Resolution B/BG/2002/05 adopted on 28 May 2002, which amendment entered into force on 5 July 2002.

The Rules of Procedure of the Board of Governors were first amended by that Board by Resolution 17-74 adopted on 4 July 1974. Thereafter, these Rules as well as the Rules of Procedure of the Board of Directors were each amended by Resolution B/BG/99/12 adopted on 31 December 1999, and Resolution B/BD/99/17 adopted on 10 September 1999, respectively. The amendments were consequential amendments following the amendments to Articles 31(2), 34(2), 35(2) and 35(3) of the Agreement establishing the Bank, related to the quorum and voting, approved by the Board of Governors on 29 May 1998, by Resolution B/BG/98/04, and entered into force on 30 September 1999.

The Rules Governing the Election of the Members of the Board of Directors of the Bank are appended to the Bank Agreement, as Annex B. The Rules were amended by the Board of Governors in 1979, in connection with the admission of non-regional countries to membership of the Bank. In addition, the Board of Governors adopted, by Resolution 02-72 dated 30 June 1972, the Rules for the Election of Executive Directors. The Board of Governors have amended these Rules twice, first by Resolution 01-83 dated 12 May 1983, and then by Resolution B/BG/2002/04 dated 28 May 2002.

The Rules of Procedure Governing the Election of the President of the African Development Bank were first adopted by the Board of Governors by Resolution B/BG/85/01 dated 8 May 1985. Subsequently, the Board of Governors amended the Rules on 30 May 1990, and by Resolution B/BG/97/07, adopted on 29 May 1997.

The General Rules Governing Admission of Non-Regional Countries to Membership of the Bank were adopted by the Board of Governors by Resolution 07-79, dated 17 May 1979. The Board of Governors later amended these Rules by Resolution B/BG/99/11, adopted on 29 September 1999.

The Board of Governors, by Resolution B/BG/98/06, adopted on 29 May 1998, established the Governors' Consultative Committee. In 1999, the Board of Governors at its Thirty-fifth Annual Meeting, in Cairo, Egypt, adopted the Terms of Reference of the Committee.



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GENERAL REGULATIONS
OF THE AFRICAN
DEVELOPMENT BANK





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THE GENERAL REGULATIONS OF THE AFRICAN DEVELOPMENT BANK¹

I. OFFICES OF THE BANK

Article 1

1. The Principal Office of the Bank shall be located in Abidjan, Ivory Coast.
2. The Board of Directors may authorize the President to establish branch offices or agencies of the Bank and to appoint representatives of the Bank in other countries.

II. BOARD OF GOVERNORS

Article 2 Procedure

All matters before the Board of Governors shall be determined either:

- i. at the meetings of that Board, which shall be governed by the Rules of Procedure of the Board of Governors; or
- ii. in accordance with the special procedure provided in Article 3 of these Regulations.



Article 3 Special Procedure

1. Whenever the Board of Directors considers that the decision on a specific question which is for the Board of Governors to determine should not be postponed until the next annual meeting of the Board and does not warrant the calling of an ad hoc meeting of that Board, the Board of Directors shall promptly transmit through the President to each Member its proposals relating to that question with a request for a vote on such proposals by the Governor representing that Member.
2. In compliance with such a request, votes shall reach the Bank within a period determined by the Board of Directors. Upon the expiration of that period, the President shall report the votes to the Board of Directors which

¹ References in these Regulations to a particular gender shall be applicable to the other gender.

shall record the results of the voting in applying the provisions of paragraph 2 of Article 31 and paragraph 2 of Article 35 of the Agreement as if a meeting of the Board of Governors had been held. The President shall communicate the results to the Members.

III. BOARD OF DIRECTORS

Article 4² Powers, Functions and Responsibilities of the Board of Directors and the President

1. The Board of Directors shall be responsible for the conduct of the general operations of the Bank and, for this purpose, it may exercise all the powers of the Bank except those reserved to the Board of Governors under paragraph 2 of Article 29 of the Agreement. The Board of Directors shall not adopt any measure which is inconsistent with any measure adopted by the Board of Governors.
2. In the discharge of its responsibilities for the conduct of the general operations of the Bank entrusted to it under Article 32 of the Agreement, the Board of Directors shall act and exercise the powers vested in it under the Agreement, or delegated to it pursuant to these Regulations, in the best inter-est of the Bank.
3. For the avoidance of doubt, and in accordance with Article 32, it is hereby provided that, with respect to its responsibility for the conduct of the general operations of the Bank, the Board of Directors shall in accordance with Article 32 of the Agreement have the sole and exclusive power to:
 - i. formulate and adopt general policies for the conduct of the business of the Bank;
 - ii. issue general administrative and operational policies, directives and guidelines; and
 - iii. exercise supervision aimed at ensuring that policies, directives and guidelines are properly implemented by the President.



2 Amended by Resolution B/BG/97/06, adopted by the Board of Governors on 29 May 1997, and entered into force on 2 May 1998.

4. The President shall, under the direction of the Board of Directors, conduct the current business of the Bank. In his capacity as the chief of the staff of the Bank, he shall be responsible for the management of the Bank and, in that regard, he shall be accountable to the Board of Directors for the proper execution of the policies, directives and guidelines issued by the Board of Directors.
5. For purposes of facilitating the work of the Board of Directors and the proper exercise of its supervision and oversight function, the President shall establish, after consultation with the Board of Directors, a sound, clear and effective reporting system and appropriate procedures for reporting and communication within the Bank.
6. In the exercise of their respective functions and responsibilities, the President and the Board of Directors shall promote cohesion and collaboration, maintain a continuing and effective dialogue and ensure observance at all times of the limits of their respective statutory powers and authority.

Article 5 Rules and Regulations

The Board of Directors may, subject to these Regulations, adopt such rules and regulations, including financial and staff regulations, as are necessary or appropriate for the conduct of the general operations of the Bank. Any rules and regulations so adopted, and any amendments thereto, shall be subject to review by the Board of Governors at its next annual meeting.

Article 6 Subsidiary Bodies

The Board of Directors may, subject to these Regulations, establish such subsidiary bodies as are necessary or appropriate to facilitate the conduct of the general operations of the Bank.

Article 7 Rules of Procedure

Subject to these Regulations, the proceedings of the Board of Directors and its subsidiary bodies shall be governed by rules of procedure adopted by that Board.



Article 8
Annual Report and Financial Statements

1. At each annual meeting of the Board of Governors, the Board of Directors shall submit for approval:
 - i. An annual report on the operations and other activities of the Bank during the preceding financial year, which may contain recommendations on the activities of the Bank and shall include its administrative budget for the current financial year, as approved by the Board of Directors; and
 - ii. A statement of the accounts of the Bank for the preceding financial year, including its general balance sheet and statement of profit and loss, together with the corresponding report of the auditors.
2. The Board of Directors shall adopt each quarter and transmit to the Members a summary statement of the financial position of the Bank and a Statement of Profit and Loss showing the results of its operations in respect of the period under review.
3. The financial statements referred to in this Article shall show the ordinary operations and the special operations of the Bank separately.



Article 9
Special Representation of Members

Whenever the Board of Directors is to consider a request made by, or any other matter particularly affecting, any Member of the Bank, the Board shall, if there is no Director or Alternate Director of its nationality on the Board, promptly notify that Member through the President of the date fixed for the consideration of such request or other matter. The Board of Directors shall take no definitive action concerning such request or other matter, nor submit such request or other matter to the Board of Governors, until the Member concerned has been given a reasonable opportunity to present its views in writing and be heard at a meeting of the Board of Directors of which that Member has had reasonable notice. The Member concerned may waive this right. It shall be deemed to have been waived if that Member is not represented at the meeting fixed for the consideration of such request or matter.

IV. GENERAL PROVISIONS

Article 10 Financial Year

1. The financial year of the Bank shall begin on 1 January and end on 31 December of each year.
2. Notwithstanding the provisions of the preceding paragraph, the first financial year of the Bank shall begin on 10 September 1964 and end on 31 December 1965.

Article 11 Audits

1. The accounts of the Bank shall be audited at least once each year by the outside auditors selected by the Board of Governors.
2. The annual audit shall be based on a comprehensive examination of the financial records of the Bank. For this purpose the auditors shall have access to all the accounts and records of the Bank and to all other supporting evidence of its financial transactions. The President shall furnish to the auditors such additional information as they may require.
3. The auditors shall respect the confidential nature of their service and of the information made available to them for the purpose of the audit.

Article 12 Administrative Budget

1. The President shall submit to the Board of Directors for approval, before 1st November of each year, the administrative budget of the Bank for the following financial year.
2. Unless the Board of Directors approves the administrative budget for the following financial year before 31 December, the President shall be provisionally authorized to continue to incur administrative expenditure in that financial year on the basis of the administrative budget last approved until such time as the new administrative budget is approved and, in any event, not beyond 31 March of that financial year.



3. Notwithstanding the provisions of paragraph 1, the President shall submit to the Board of Directors for approval, not later than 3 months after the first meeting of the Board of Governors the first administrative budget.

Article 13

Application for Membership

When submitting to the Board of Governors a declaration of intention to accede to the Agreement, made by a State in accordance with Article 3 and paragraph 2 of Article 64 thereof, the Board of Directors shall make recommendations to the Board of Governors concerning the initial subscription as well as any other terms which, in the opinion of the Board of Directors, the Board of Governors should determine for the acquisition of membership by that State.

Article 14³

Suspension of Voting Rights or Membership

1. In connection with Article 44 of the Agreement, the Board of Directors, at least three (3) months prior to the Annual Meetings or within a shorter period if the circumstances so require, shall make a determination whether:
 - i. any Member is in breach of any of its obligations to the Bank including, but not limited to capital subscription obligations, debt service or repayment obligations and membership obligations; and
 - ii. such breach warrants suspension, either of voting rights or membership in the Bank.
2. To determine whether a breach warrants suspension, the Bank shall consider, inter alia, the seriousness, duration of such breach and the efforts of the Member to cure the breach, as well as any preferential treatment accorded to other Institutions in a comparable position. Decisions to suspend voting rights or membership shall be taken cautiously, noting the implications on the Bank and its membership.
3. Except in the case provided for in paragraph 4 herein, the Bank shall notify the Member, at least forty-five (45) days before the Board of Directors' consideration of the breach and the Board of Governors' consideration of the recommendation of the Board of Directors, and shall advise the Member

3 Amended by Resolution B/BG/2002/05 adopted by the Board of Governors on 28 May 2002, and entered into force on 5 July 2002.



that it may make oral or written submissions to the relevant Board. The Bank shall also advise the Member of the applicable period during which the Bank shall receive written submissions or the written notification that an oral submission will be made on behalf of such Member during the relevant Board meeting. The written notification shall specify the representative of the Member designated to make the oral submission. The Member may waive its right to make a submission and shall be deemed to have waived such right if a written submission or notification is not received within the period specified by the Bank.

4. Nevertheless, a Governor, pursuant to Rule 5(2) of the Rules of Procedure of the Board of Governors, may request that the suspension of a Member's voting rights or membership be included as an additional item on the provisional agenda of a Board meeting. The request, however, must be supported by five (5) Governors representing five (5) constituencies. In such event, the President shall promptly notify the concerned Member of the additional item on the agenda. The Member shall be entitled to make oral or written submissions to be considered at the meeting. The Member shall, however, be deemed to have waived its right to make a submission in the event that the Bank does not receive, within a specified period, a written submission or written notification of the intention to make an oral submission at the meeting. The written notification shall specify the representative of the Member designated to make the oral submission.
5. Any decision to suspend a Member's voting rights or membership in the Bank shall specify the period during which such suspension shall be effective (the "Effective Period"). At least forty-five (45) days prior to the expiration of the Effective Period, the Board of Governors shall decide whether to:
 - i. restore such Member to good standing; or
 - ii. in the case of suspension of voting rights, extend the Effective Period or suspend the Member from membership;

The notification procedures provided in paragraph 3 of this Article also shall be applicable in the case of decisions taken pursuant to this paragraph. In the case of suspension of membership, the Board of Governors shall note that a Member suspended from membership shall automatically cease to be a member of the Bank one (1) year from the date of the Member's suspension, except the Board of Governors decides to restore such Member to good standing during that one (1) year period.



6. During the period of suspension of its voting rights, the Member's votes shall not be cast in any organ of the Bank, but shall be included in determining the quorum for a meeting.
7. During the period of suspension from membership, the Member shall not be entitled to exercise any rights of membership, including representation on the Board of Directors, nor shall its votes be considered in determining the total voting power of the Bank. Such Member may however exercise the right of withdrawal. Decisions requiring unanimity may also be taken without the participation or votes of such Member. A Director or Alternate Director who is a national of such Member shall, as from the date of effectiveness of the suspension, cease to be a member of the Board of Directors, and shall be replaced, if applicable, by the Alternate Director. Provided, however, that if after the suspension of a Member, the constituency in which the Member belongs shall have only one Member and the voting power of such single Member shall be less than the lowest voting power of the constituencies of the Board, such Member shall be requested to join another constituency. Nationals of a suspended Member shall not be eligible for recruitment, consulting contracts, or participation in procurement.
8. Following deliberations at a meeting of the Board of Governors, the decision to suspend voting rights or membership may be taken by following the special procedure provided in Article 3 of these Regulations.
9. In the event that a State ceases to be a member of the Bank, the Bank may, in accordance with the rules applicable to the election of Executive Directors, conduct by-elections of the Executive Directors in the regional or non-regional group to which that State was a member in order to reorganize the constituencies.



Article 15 **Disputes**

Whenever a dispute within the meaning of Article 62 of the Agreement is submitted to arbitration pursuant to that Article, the third arbitrator of the tribunal shall be appointed, unless the parties to the dispute otherwise agree, by the President of the International Court of Justice or, should the President be a national of one of the parties to the dispute, by the Vice-President of that Court or the next Judge in order of seniority who is not a national of one of such parties.

V. FINAL PROVISIONS

Article 16 Amendments

The Board of Governors may amend these Regulations at any of its meetings or, at the initiative of the Board of Directors, in accordance with the special procedure provided in Article 3 of these Regulations.

Article 17 Definitions

1. For the purpose of these Regulations:
 - "**Agreement**" shall mean the Agreement Establishing the African Development Bank; -"Bank" shall mean the African Development Bank;
 - "**Governor**" shall include the Alternate of that Governor when that Alternate acts for such Governor;
 - "**Member**" shall mean Member of the Bank; and
 - "**President**" shall mean the President of the Bank.
2. These Regulations shall be known as the "**General Regulations of the African Development Bank**".





RULES OF PROCEDURE OF
THE BOARD OF GOVERNORS
OF THE AFRICAN
DEVELOPMENT BANK





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**RULES OF PROCEDURE
OF THE BOARD OF GOVERNORS OF
THE AFRICAN DEVELOPMENT BANK⁴**

**Rule 1⁵
Meetings**

1. The annual meeting of the Board of Governors shall be held in the first week of the fifth month after the end of the preceding financial year, at such place as the Board may determine provided that the Board of Directors may, if it considers it necessary because of special circumstances, change the time and place fixed for any annual meeting.
2. Other meetings of the Board of Governors may be called by that Board or the Board of Directors at any time. They shall be called by the Board of Directors whenever requested by five Members or by members having one quarter of the total voting power of Members. Whenever any Member requests the Board of Directors to call a meeting of the Board of Governors, the President shall notify all the other Members of that request and of the reasons given therefor.
3. The Board of Governors may adjourn any meeting of the Board.



**Rule 2
Notice of Meetings**

The President shall inform the Members of the time and place of each meeting of the Board as promptly as possible and in any event not later than 42 days before the date fixed for an annual meeting and not later than 15 days before the date of any other meeting.

**Rule 3
Arrangements for Meetings**

Except as otherwise determined by the Board, the Chairman of the Board jointly with the President shall, during his period of office, have charge of all arrangements for the holding of its meetings.

4 References in these Rules to a particular gender shall be applicable to the other gender.

5 Amended by Resolution 17-74 of the Board of Governors, adopted on 4 July 1974.

Rule 4⁶

Quorum

A quorum for any meeting of the Board shall be a majority of the total number of Governors, or their Alternates, representing not less than seventy per cent of the total voting power of the Members. The Chairman of the Board may adjourn any meeting of the Board at which a quorum shall not be present from time to time, for altogether up to three days; notice of such adjournment need not be given.

Rule 5

Agenda

1. Under the direction of the Board of Directors, the President shall draw up a provisional agenda for each meeting of the Board of Governors and shall transmit that agenda to the Members together with or before the notification of such meeting.
2. Any Governor may have an additional item included in the provisional agenda for any meeting of the Board of Governors provided that he gives notice thereof to the President not less than fifteen days before the date set for that meeting.
3. In special circumstances, the President, by direction of the Board of Directors, may at any time include an additional item in the provisional agenda for any meeting of the Board of Governors.
4. The President shall notify the Members as promptly as possible of any item added to the provisional agenda in accordance with paragraph 2 or 3 of this Rule.
5. A complete provisional agenda shall be submitted for adoption to the Board of Governors at the first session of each meeting. However, at an annual meeting, the Board may at any time decide on the inclusion of any further item in its agenda.

Rule 6

Participation in Meetings

1. At each meeting of the Board, the President shall circulate a list of Governors, Alternates and any Temporary Alternates whose appointment

6 Amended by Resolution B/BG/99/12 adopted by the Board of Governors on 31 December 1999, and entered into force on 30 September 1999.



has been officially communicated to the Bank. He shall also circulate a list of observers who attend the meeting.

2. An Alternate Governor may attend any meeting of the Board but may not participate in or vote at a meeting except in the absence of his principal. If the principal is absent, a Temporary Alternate may vote at a session of the Board at which the regularly appointed Alternate is unable to be present.
3. Directors, their Alternates and the President may attend the meetings of the Board. They may, without vote, participate in any meeting provided that no Alternate Director shall participate except in the absence of his principal or if the Director concerned requests the Chairman of the Board to invite his Alternate to address the meeting.
4. The Chairman of the Board in consultation with the Board of Directors and, in urgent cases, in consultation solely with the President may invite observers to attend a meeting of the Board of Governors. The Chairman of the Board may invite an observer to address the meeting.

Rule 7 Officers

1. At each annual meeting the Board shall designate one of the Governors as Chairman of the Board and two Governors as its First and Second Vice-Chairmen. They shall hold office until the election of officers at the next annual meeting of the Board.
2. In the absence of the Chairman of the Board, the First Vice-Chairman and, in his absence, the Second Vice-Chairman shall take his place.
3. The Chairman of the Board, or a Vice-Chairman acting as Chairman, shall participate in the meeting in that capacity and not as the representative of the Member concerned. He shall not vote. His Alternate shall represent that Member in such cases.

Rule 8 Subsidiary Bodies

1. The Board may at any meeting establish such subsidiary bodies as may be necessary or appropriate to facilitate its work.



2. Subsidiary bodies shall report to the Board meeting in plenary session. Their reports should call attention to the different views expressed by their members.

Rule 9⁷

Voting

1. At any meeting of the Board, the Chairman of the Board may ascertain the sense of the meeting in lieu of a formal vote but he shall require a formal vote at the request of any Governor. Whenever a formal vote is required, the written text of the motion shall be distributed before the vote.
2. Except as otherwise expressly provided in the Agreement, whenever a formal vote is requested, the Board shall, in general, decide the matter by a majority of sixty-six and two-thirds per cent of the voting power represented at the meeting, except that in respect of an issue declared by a Member as being of great importance, touching upon a substantial interest of that Member, such important issue shall be decided, at the request of the Member, by a majority of seventy per cent of the total voting power.
3. A Member may, through the Governor representing that Member or by other official means, designate a Temporary Alternate to vote for that Governor.
4. Subject to paragraph 3 of this Rule, no Governor or Alternate may vote at any meeting by proxy or by any other method than in person.

Rule 10

Secretary

1. The Secretary-General of the Bank shall serve as the Secretary of the Board.
2. The Secretary shall keep summary records of the proceedings of the Board and a full record of its decisions. The summary records and the text of the decisions of the Board shall be circulated to the Members and the Board of Directors and filed.



7 Amended by Resolution B/BG/99/12 adopted by the Board of Governors on 31 December 1999, and entered into force on 30 September 1999.

Rule 11 Languages

1. The working languages of the Board of Governors shall be, if possible, African languages, English and French.
2. Speeches made at any meeting of the Board in either English or French shall be interpreted into the other of these two languages.
3. The text of the decisions of the Board of Governors shall be made available in English and French and, if possible, in the other working languages of the Bank.

Rule 12 Publicity

1. Unless the Board agrees otherwise in plenary session, its meetings shall be held in public. Meetings of its subsidiary bodies shall be held in private.
2. At the close of any meeting of the Board a communique summarizing the results of the meeting may be published.

Rule 13 Transitional Provisions

1. The Secretary-General of the United Nations, appointed Trustee of the Agreement Establishing the African Development Bank by virtue of paragraph 1 of Article 66 of that Agreement, or the Executive Secretary of the United Nations Economic Commission for Africa acting on his behalf, shall provisionally act as the Chairman of the Board at its first meeting.
2. The Executive Secretary of the United Nations Economic Commission for Africa shall appoint a member of its staff to act as Secretary of the Board at its first meeting.

Rule 14 Definitions

1. For the purpose of these Rules:
 - "**Agreement**" shall mean the Agreement Establishing the African Development Bank; -"Bank" shall mean the African Development Bank;



- **"Board"** shall mean the Board of Governors of the Bank;
 - **"Chairman of the Board"** shall mean the Chairman of the Board of Governors;
 - **"Member"** shall mean Member of the Bank;
 - **"President"** shall mean the President of the Bank; and
 - **"Vice-President"** shall mean a Vice-President of the Bank.
2. These Rules shall be known as the **"Rules of Procedure of the Board of Governors of the African Development Bank."**



RULES OF PROCEDURE OF
THE BOARD OF DIRECTORS
OF THE AFRICAN
DEVELOPMENT BANK





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**RULES OF PROCEDURE OF
THE BOARD OF DIRECTORS
OF THE AFRICAN DEVELOPMENT BANK⁸**

**Rule 1
Meetings**

1. Meetings of the Board shall be held regularly at such times as the Board shall from time to time determine.
2. In addition, meetings of the Board may be called by the President at any time.
3. The President shall call a meeting of the Board at the written request of two Directors.
4. The Board may adjourn its meeting at any time.
5. The Board shall meet at the Principal Office of the Bank unless it decides that a particular meeting shall be held elsewhere.

**Rule 2
Notice of Meetings**

The Secretary of the Board shall inform the Directors and their Alternates of the time and place of each meeting of the Board as promptly as possible and in any event not later than fifteen days before the date fixed for such meetings; provided that a period of seven days shall suffice for such notice in urgent cases and that no notification shall be required where the Board has adjourned its meeting.

**Rule 3⁹
Quorum**

A quorum for any meeting of the Board shall be a majority of the total number of Directors, or their Alternates, representing not less than seventy per cent of the total voting power of the Members. The President may adjourn any meeting at which a quorum shall not be present from time to time, for altogether up to three days; notice of such adjournment need not be given.

8 References in these Rules to a particular gender shall be applicable to the other gender.

9 Amended by Resolution B/BD/99/17 adopted by the Board of Directors on 10 September 1999.



Rule 4 Agenda

1. The President shall draw up a provisional agenda for each meeting of the Board. He shall transmit that agenda to the Directors and their Alternates as promptly as possible and, except in urgent cases, not later than one day before that meeting. Any Director may have an item included in the provisional agenda for any meeting of the Board provided he advises the President of his request at least three days before the date of that meeting.
2. A provisional agenda shall be submitted for adoption to the Board at the first session of each meeting. At the request of the President or of a Director, the Board may at any time decide on the inclusion of any additional item in its agenda. However, unless the Board decides to dispose of such additional item forthwith, it shall not take any decision concerning such item until its next meeting.
3. If the President or any Director shall so request, the adoption of a decision of the Board concerning any item, whether it be included in its agenda or not, shall be adjourned for not less than two days provided that such adjournment may not be repeated.
4. Where the consideration of any item has not been completed by the Board, that item shall be included in the provisional agenda for its next meeting, unless the Board decides otherwise.



Rule 5 Chairman of the Board

The President of the Bank shall act as Chairman at all meetings of the Board. He shall have no vote except a deciding vote in case of an equal division. In his absence, a Vice-President designated by him shall take his place.

Rule 6 Participation in Meetings

1. Meetings of the Board shall be open to attendance only by the Directors, their Alternates or Temporary Alternates, the President, the Vice-President(s), the Secretary of the Board, other members of the staff of the Bank whom the President may designate, representatives of Members appointed pursuant to Article 9 of the General Regulations of the Bank and such observers or other persons as the Board may invite.

2. Subject to Article 9 of the General Regulations of the Bank, the Board may decide to meet in restricted session at which only the Directors, their Alternates, the President and any other person expressly admitted by the Board may be present.
3. An Alternate Director may attend any meeting of the Board but may vote only when he is acting in place of his Director. If the Director is present, his Alternate may only participate in discussion if the Director requests the President to invite his Alternate to address the meeting.
4. A Director may, in exceptional circumstances, designate in writing a Temporary Alternate to attend a meeting and vote for the Director when both the Director and the Alternate are absent.
5. The President may invite an observer or other person present to address the meeting.

Rule 7 Subsidiary Bodies

1. The Board may establish such subsidiary bodies as are necessary or appropriate to facilitate the conduct of the general operations of the Bank. Membership of such bodies need not be limited to Directors or their Alternates. The President, upon consultation with the Board, shall appoint the members of such bodies and their Chairmen.
2. Subsidiary bodies shall report their conclusions to the Board. Their reports should call attention to the different views expressed by their members.

Rule 8¹⁰ Voting

1. At any meeting of the Board the President may ascertain the sense of the meeting in lieu of a formal vote but he shall require a formal vote at the request of any Director.
2. Each Director shall be entitled to cast the number of votes that counted towards his election, which votes shall be cast as a unit. Except as otherwise expressly provided in the Agreement, whenever a formal vote is requested, the Board shall, in general, decide the matter by sixty-six and two-thirds per

10 Amended by Resolution B/BD/99/17 adopted by the Board of Directors on 10 September 1999.



cent majority of the voting power represented at the meeting except that in respect of an issue declared by a Member as being of great importance, touching upon a substantial interest of that Member, such important issue shall be decided, at the request of the Director concerned, by a majority of seventy per cent of the total voting power.

3. Subject to paragraph 4 of Rule 6, no Director or Alternate may vote at any meeting by proxy or by any other method than in person.

Rule 9 Secretary of the Board

1. The Secretary-General of the Bank shall serve as Secretary of the Board.
2. The Secretary of the Board shall keep summary records of the proceedings of the Board and a full record of its decisions.
3. The Secretary of the Board shall circulate draft records to the Directors and their Alternates as early as possible after each meeting. They shall be submitted to the Board for approval. Upon approval, the summary records and the text of the decisions of the Board shall be circulated to the Directors and their Alternates.



Rule 10 Languages

1. The working languages of the Board shall be, if possible, African languages, English and French.
2. Speeches made at any meeting of the Board in either English or French shall be interpreted into the other of these two languages.
3. The text of the decisions of the Board shall be made available in English and French and, if possible, in the other working languages of the Bank.

Rule 11 Publicity

The proceedings of the Board are confidential and shall not be published unless the Board authorizes the President to arrange for suitable publicity concerning its work.

Rule 12
Notices and Communications

1. Any notice required by these Rules shall be deemed to have been given to any Director or any Alternate if and when it has been delivered in writing, by telephone or in person to that Director or that Alternate, during the official working hours of the Bank, at his office in the Principal Office of the Bank.
2. A document of the Bank shall be deemed to have been communicated to any Director or any Alternate if and when such document has been delivered, during the official working hours of the Bank, at the office of that Director or Alternate at the Principal Office of the Bank.
3. A Director or Alternate may waive in writing, by telegram or in person any notice required by these Rules or the communication of any document of the Bank at any time, whether before or after the meeting to which such notice or document may relate.

Rule 13
Amendments

Unless the Board unanimously decides otherwise, these Rules may be amended by the Board at any meeting provided at least five days' notice of the proposed amendment has been given to the President, the Directors and their Alternates.

Rule 14
Transitional Provisions

1. The Executive Secretary of the United Nations Economic Commission for Africa, acting on behalf of the Secretary-General of the United Nations, shall provisionally act as the Chairman of the Board at its first meeting.
2. The Executive Secretary shall appoint a member of his staff to act provisionally as the Secretary of the Board at its first meeting.

Rule 15
Definitions

1. For the purpose of these Rules: -"Agreement" shall mean the Agreement Establishing the African Development Bank;



- "Bank" shall mean the African Development Bank;
 - "Board" shall mean the Board of Directors of the Bank;
 - "Director" shall include, unless these rules expressly provide otherwise, the Alternate of that Director when that Alternate acts for such Director;
 - "General Regulations" shall mean the General Regulations of the Bank;
 - "Member", where the context so admits, shall mean Member of the Bank; and
 - "President" shall mean the President of the Bank and shall include, unless these Rules expressly provide otherwise, a Vice-President of the Bank when that Vice-President acts for the President.
2. These Rules shall be known as the "Rules of Procedure of the Board of Directors of the African Development Bank."



RULES GOVERNING THE
ELECTION OF THE MEMBERS OF
THE BOARD OF DIRECTORS
OF THE AFRICAN
DEVELOPMENT BANK
(ANNEX B TO THE AGREEMENT
ESTABLISHING THE BANK)





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**RULES GOVERNING THE ELECTION OF
THE MEMBERS OF THE BOARD OF DIRECTORS OF
THE AFRICAN DEVELOPMENT BANK
(ANNEX B TO THE AGREEMENT
ESTABLISHING THE BANK)¹¹**

1. Non-divisible vote

At the election of directors each governor shall cast all votes of the member he represents for a single person.

2. Regional Directors

- a. The twelve persons receiving the highest number of votes of the governors representing the regional members shall be directors, except that no person who receives less than eight* per cent of the total voting power of the regional members shall be considered as elected.

- b. If twelve persons are not elected at the first ballot, a second ballot shall be held in which the person who received the lowest number of votes in the preceding ballot shall be ineligible and in which votes shall be cast only by:
 - i. Governors who voted in the preceding ballot for a person who is not elected; and



¹¹ References in these Rules to a particular gender shall be applicable to the other gender.

* GENERAL COUNSEL'S NOTE: The adoption of the amendment to Article 33 whereby the membership of the Bank's Board of Directors was increased from nine to eighteen, and provision was made for the exclusive election of twelve directors by regional members and six by non-regional members, necessitated the establishment in annex B to the Agreement of separate rules for the election of the regional and non-regional directors. The same amendment also made it necessary for the Board of Governors to reconsider the minimum and maximum percentages established in the original version of annex B for the election of a director. The Board of Governors, during the consideration of this amendment, decided that in the section of annex B that deals with the election of regional directors, the respective percentages should be eight and ten instead of ten and twelve as in the original rules, and at the same time fixed the minimum and maximum percentages for the election of non-regional directors at fourteen and nineteen respectively. These decisions having been taken before the adoption of the resolution amending the Bank Agreement, the resulting amendment is deemed to have included the adoption of the new minimum and maximum percentage figures. However, reference should be made to the Rules for the Election of Executive Directors and the relevant resolution authorizing their election, which may include variations of the minimum and maximum percentages contained in this annex B.

- ii. Governors whose votes for a person who is elected are deemed, in accordance with paragraph 2(c) of this annex, to have raised the votes cast for that person above ten* per cent of the total voting power of the regional members.
- c. i. In determining whether the votes cast by a governor shall be deemed to have raised the total number of votes for any person above ten* per cent, the said ten* per cent shall be deemed to include, first, the votes of the governor casting the highest number of votes for that person, and then, in diminishing order, the votes of each governor casting the next highest number until ten* per cent is attained.
- ii. Any governor part of whose votes must be counted in order to raise the votes cast for any person above eight* per cent shall be considered as casting all his votes for that person even if the total number of votes cast for that person thereby exceeds ten* per cent.
- d. If, after the second ballot, twelve persons are not elected, further ballots shall be held in conformity with the principles laid down in this annex, provided that after eleven persons are elected, the twelfth may be elected – notwithstanding the provisions of paragraph 2(a) of this annex – by a simple majority of the remaining votes. All such remaining votes shall be deemed to have counted towards the election of the twelfth director.



3. Non-regional Directors

- a. The six persons receiving the highest number of votes of the governors representing the non-regional members shall be directors, except that no person who receives less than fourteen* per cent of the total voting power of the non-regional members shall be considered as elected.
- b. If six persons are not elected at the first ballot, a second ballot shall be held in which the person who received the lowest number of votes in the preceding ballot shall be ineligible and in which votes shall be cast only by:
 - i. Governors who voted in the preceding ballot for a person who is not elected; and

- ii. Governors whose votes for a person who is elected are deemed in accordance with paragraph 3(c) of this annex, to have raised the votes cast for that person above nineteen* per cent of the total voting power of the non-regional members.
- c.
 - i. In determining whether the votes cast by a governor shall be deemed to have raised the total number of votes for any person above nineteen* per cent, the said nineteen* per cent shall be deemed to include, first the votes of the governor casting the highest number of votes for that person, and then, in diminishing order, the votes of each governor casting the next highest number until nineteen* per cent is attained.
 - ii. Any governor part of whose votes must be counted in order to raise the votes cast for any person above fourteen* per cent shall be considered as casting all his votes for that person even if the total number of votes cast for that person thereby exceeds nineteen* per cent.
- d. If, after the second ballot, six persons are not elected, further ballots shall be held in conformity with the principles laid down in this annex, provided that after five persons are elected, the sixth may be elected – notwithstanding the provisions of paragraph 3(a) of this annex – by a simple majority of the remaining votes. All such remaining votes shall be deemed to have counted towards the election of the sixth director.





RULES FOR THE ELECTION
OF EXECUTIVE DIRECTORS
OF THE AFRICAN
DEVELOPMENT BANK
(ADOPTED BY THE BOARD OF
GOVERNORS BY RESOLUTION
B/BG/2002/04)





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**RULES FOR THE ELECTION OF EXECUTIVE DIRECTORS
(ADOPTED BY THE BOARD OF GOVERNORS
BY RESOLUTION B/BG/2002/04)¹²**

DEFINITIONS

1. In these Rules, unless the context shall otherwise require;
 - (a) “Bank Agreement” means the Agreement establishing the African Development Bank;
 - (b) “Board” means the Board of Governors of the Bank;
 - (c) “By-Election” means the election of a successor to an Executive Director whose office shall have become vacant;
 - (d) “Chairman” means the Chairman of the Board or a Vice-Chairman acting as Chairman;
 - (e) “Eligible votes” means the total number of votes that can be cast in the election;
 - (f) “Executive Director” means a Director of the Bank elected under the provisions of Article 33 of the Bank Agreement;
 - (g) “General Election” means the simultaneous election of the eighteen Executive Directors;
 - (h) “Governor” includes the Alternate Governor or any temporary Alternate Governor, when acting for the Governor;
 - (i) “President” means the President of the African Development Bank;
 - (j) “Secretary General” means the Secretary General or any acting Secretary General of the Bank;



¹² References in these Rules to a particular gender shall be applicable to the other gender.

DATE OF GENERAL ELECTION

2. The General Election shall normally be held during and at the venue of the Annual Meeting of the Board immediately preceding the date of expiry of the term of office of the Executive Directors.

BASIC RULES – ANNEX B

3. Subject to the adjustments set forth in these Rules, the provisions of Annex B of the Bank Agreement shall apply to the conduct of a General Election, except that "six percent" shall be substituted for "eight percent" in paragraph 2(a) thereof.

NOTIFICATION OF THE DATE OF GENERAL ELECTION

4. Prior to the Annual Meeting preceding the date of expiry of the term of office of the Executive Directors, the President shall inform, in ample time, the Governors of the expiry date as well as the date and place fixed for the forthcoming election of Executive Directors.

EXECUTIVE DIRECTORS TO BE ELECTED

5. The Board shall elect eighteen Executive Directors. Governors of the regional members shall elect twelve Executive Directors and Governors of the non-regional members shall elect six Executive Directors.

NOMINATIONS

6. (a) The Governors shall, individually or collectively, nominate a candidate for the General Election. Each nomination shall be accompanied by, as detailed as possible curriculum vitae of the candidate.

(b) A Governor may nominate only one person.

(c) The President shall communicate to the Governors the names of the candidates with all the relevant information concerning them.

(d) Any person nominated by one or more Governors entitled to vote in the election and who meets the requirements of the professional competence and ethical standards prescribed for the office shall be eligible for election as Executive Director.



- (e) Each nomination shall be made on a Nomination Form furnished by the Secretary General, signed by the Governor or Governors making the nomination, and deposited with the Secretary General.
- (f) Nominations may be made until 12:00 on the day preceding the conduct of the General Election. The Secretary General shall post and distribute a list of persons nominated at 9:00 on the day of the General Election.
- (g) The Chairman, in consultation with the President, shall fix the date and time of election and keep the Governors informed about it.

SUPERVISION OF THE ELECTION

- 7. The Chairman shall appoint such tellers and other assistants and take such other action as he deems necessary for the conduct of the General Election.

BALLOTS

- 8. One ballot form shall be furnished to each Governor entitled to vote before a ballot is taken. On any particular ballot, only ballot forms distributed for that ballot shall be counted.

BALLOTING

- 9. Each ballot shall be taken as follows:
 - (a) For the electoral groups nominating only one candidate to the position of Executive Director, the nominee shall be deemed elected unopposed.
 - (b) For the electoral groups that have nominated more than one candidate to the position of Executive Director, ballots shall be conducted by deposit of ballot forms by Governors eligible to vote, in a ballot box located in the location designated for this purpose by the Secretary General. The first ballot shall take place from 17:00 on the day of the General Election.
 - (c) When a ballot shall have been completed, the Chairman shall cause the ballots to be counted and shall announce the names of the persons elected as soon as practicable after the tellers have completed their tally of the ballots. If a succeeding ballot is necessary, the Chairman shall announce the names of the nominees to be voted on and the members whose Governors are eligible to vote.



(d) If the tellers shall be of the opinion that any particular ballot is not properly executed, they shall, if possible, afford the Governor concerned an opportunity to correct it before tallying the results; and such ballot, if so corrected, shall be deemed to be valid.

10. When on any ballot the number of nominees shall not exceed the number of Executive Directors to be elected, each nominee shall be deemed to be elected by the number of votes received by the Executive Director on such ballot; provided, however, that, if on such ballot the votes of any Governor shall be deemed under Paragraph 2 (c)(i) of Annex B¹³ to have raised the votes cast for any nominee above **ten percent** of the eligible votes, no nominee shall be deemed to have been elected who shall not have received on such ballot a minimum of **six percent** of the eligible votes, and a succeeding ballot shall be taken for which any nominee not elected shall be eligible.

11. If, as a result of the first ballot, the number of Executive Directors to be elected in accordance with Paragraph 5 above shall not have been elected, a second, and if necessary, further ballots shall be taken. The Governors entitled to vote on such succeeding ballots shall be only:

(a) those who voted on the preceding ballot for any nominee not elected;

(b) those Governors whose votes for a nominee elected on the preceding ballot are deemed under Paragraph 2 (c)(i) of Annex B to have raised the votes cast for such nominee above **ten percent** of the eligible votes.

12. If the votes cast by a Governor bring the total votes received by a nominee from below to above **ten percent** of the eligible votes, all the votes cast by this Governor shall be deemed to have been cast for the benefit of that nominee without raising the total votes of the nominee above **ten percent**.

13. If on any ballot, two or more Governors having an equal number of votes shall have voted for the same nominee and the votes of one or more, but not all, of such Governors could be deemed under Paragraph 2 (c)(i) of Annex

13 Paragraph 2 (c)(i) of Annex B provides that "In determining whether the votes cast by a governor shall be deemed to have raised the total number of votes for any person above ten per cent, the said ten per cent shall be deemed to include, first, the votes of the governor casting the highest number of votes for that person, and then, in diminishing order, the votes of each governor casting the next highest number until ten per cent is attained." forth in Section 19 below, designate an Executive Director who was elected, and that member's votes shall be deemed to have counted toward the election of the Executive Director so designated.



But not to have raised the total votes of the nominee above **ten percent** of the eligible votes, the Chairman shall determine by lot the Governor or Governors, as the case may be, who shall be entitled to vote on the next ballot.

14. Any member whose Governor has voted on the last ballot for a candidate not elected may, before the effective date of the General Election, as set

ABSTENTION FROM VOTING

15. If a Governor shall abstain from voting on any ballot, he shall not be entitled to vote on any subsequent ballot and his votes shall not be counted within the meaning of Article 35(3) of the Bank Agreement towards the election of any Executive Director.
16. If at the time of any ballot a member shall not have a duly appointed Governor, such member shall be deemed to have abstained from voting on that ballot. Provided however, that such member may decide to join the constituency of a duly elected Executive Director by the effective date of the General Election.

ELIMINATION OF NOMINEES

17. If on any ballot two or more nominees shall receive the same lowest number of votes, no nominee shall be dropped from the next succeeding ballot, but if the same situation is repeated on such succeeding ballot, the Chairman shall eliminate by lot one of such nominees from the next succeeding ballot.

ANNOUNCEMENT OF THE RESULT

18. After the tally of the last ballot, the Chairman shall cause to be distributed a statement setting forth the result of the election.

EFFECTIVE DATE OF GENERAL ELECTION

19. The effective date of the election shall be on the date fixed by the Board, and the term of office of the elected Executive Directors shall commence on that date. Incumbent elected Executive Directors shall serve through the day preceding such date. Provided that, in accordance with paragraph 4 of Article 33 of the Bank Agreement, no Executive Director shall serve on the Board of Directors for more than two terms of three years each,



and an Executive Director whose term of office commences between two general elections shall be eligible to be elected for a cumulative period not exceeding six years in total from the date of his first election.¹⁴

WAIVER OF MINIMUM THRESHOLD REQUIREMENT

20. Consistent with the practice followed in the other international financial institutions, the Board may waive the requirement in Paragraph 2 (a) of Annex B for a minimum threshold of six percent for the election of a regional Executive Director. Such waiver shall be recorded in the enabling Resolution for the General Election.

BY-ELECTIONS

21. (a) If the office of an Executive Director becomes vacant pursuant to Article 33(3) of the Bank Agreement, the President shall immediately inform the Governors of the vacancy;
- (b) The Governors who elected the former Executive Director shall, individually or collectively, nominate a candidate and communicate the name of the candidate to the Bank;
- (c) The Board shall confirm the election of the candidate at the next Annual Meeting.



¹⁴ Please refer to the Legal Note of the General Counsel in Annex 4 to Document No. ADB/BG/WP/2001/01 – ADF/BG/WP/2001/01 of 7 February 2001 entitled General Election of Executive Directors of the African Development and Designation of the Executive Directors of the African Development Fund.

RULES OF PROCEDURE
GOVERNING THE ELECTION
OF THE PRESIDENT OF
THE AFRICAN
DEVELOPMENT BANK





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**RULES OF PROCEDURE
GOVERNING THE ELECTION
OF THE PRESIDENT
OF THE AFRICAN DEVELOPMENT BANK¹⁵**

**Article I
Timing of the Election**

1. The election of the President shall be held during the Board of Governors' Annual Meeting closest to the end of the term of office of the serving President.
2. In the event of vacation of the post of President otherwise than by the legal expiry of his/her term, the Secretary-General shall immediately inform the Chairperson of the Board of Governors and the Board of Directors of the fact, if the vacating President himself/herself has not done so. The Chairperson shall by circular notice immediately inform the Board of Directors and all members of the Board of Governors of the vacation of the post.
3. The election of a successor shall be held during the Ordinary Annual Meeting or during an Extraordinary Meeting to be convened immediately following the declaration of vacation of the post.
4. Unless, for any reason, paragraph 3 of the present Article is inapplicable and a Meeting of the Board of Governors has to be held otherwise than according to the provisions of the said paragraph 3, the venue and date of the election of the President shall be fixed by the Board of Directors and communicated to members of the Board of Governors at least 45 working days before the date of the meeting during which the election shall be held.
5. Unless a successor President is elected in accordance with these Rules, the most senior Vice-President who is a national of a regional member country shall serve as Acting President and Legal Representative of the Bank.
6. In electing the President, the Board of Governors shall meet in closed session at which only Governors and Alternate Governors of the Bank as well as members of the Board of Directors and their Alternates shall



15 Rules of Procedure for the Election of the President as amended by the Board of Governors in Maputo on 15 May 2008. References in these Rules to a particular gender shall be applicable to the other gender.

be admitted. The President of the Bank, even if he/she is not seeking re-election, shall not attend any such closed session.

Article 2

Steering Committee on Elections for the Presidency

1. The Steering Committee of the Board of Governors shall be the subsidiary body of the Board responsible for the general administration of the electoral process. It shall, with the authorization of the Board of Governors, adopt its own procedure for the invitation, deposit and verification of individual candidatures with the criteria of eligibility set forth under Article 36 of the Agreement Establishing the African Development Bank and the conditions of candidature set out under the present Rules.

Article 3

Candidature

1. Every Candidate for the post of President of the Bank shall, before the deadline fixed for the deposit of candidatures, be presented by the Governor for the regional member country of which the candidate is a national and shall be seconded by one or more of the Governors for regional member countries.
2. The Steering Committee shall settle and publish the list of duly registered candidates who fully satisfy the conditions for the deposit of candidatures and communicate to Governors a detailed report giving particulars of such candidates not less than thirty (30) calendar days before the date fixed for the election. Such report shall state the name, the nationality of the candidate, the country of the Governor presenting the candidate and the name or names of the Governors who seconded each candidate.

ARTICLE 4

Statement of Voting Power

1. The voting power of each member country, which shall be used in the computation of votes, shall be determined by the Board of Directors as at close of business on the last working day in the month immediately preceding the month during which the election of the President shall be held. Only payments actually received by the Bank on account of subscriptions shall be taken into account in determining the voting powers.
2. The status of the voting powers referred to in the immediately preceding paragraph shall be circulated to Governors as early as possible upon the



completion of registration for attendance at the Assembly at which the elections shall be held.

Article 5

Supervision of the Voting Operations

1. The Steering Committee shall be responsible for the control, supervision and programming of the entire electoral process from the time of the closure of the receipt of candidatures until the election ends with the proclamation of its final result.
2. The Steering Committee shall designate two Governors representing regional member countries and one Governor representing a non-regional member country to act as Returning Officers for purposes of the election. No Governor representing a member country which has presented or seconded a candidate shall be eligible to be designated as a returning officer.
3. Returning Officers shall, under the direction of the Chairperson of the Steering Committee:
 - a. ensure the satisfactory conduct of the voting process;
 - b. ascertain before each ballot, that the ballot box is empty;
 - c. ensure that all ballot papers are removed from the ballot box after each ballot;
 - d. ensure that the number of ballot papers removed from the ballot box does not exceed the number of member countries participating in the voting process;
 - e. ensure that only valid ballot papers are counted;
 - f. cancel all void ballot papers; and
 - g. count the votes cast in accordance with the provisions of Article 7 of these Rules.
4. Returning Officers shall be assisted by the Secretary General, the General Counsel and one or more staff members capable of properly computing the votes.



5. The Secretary General shall prepare a report on each ballot. He shall, prior to each ballot:
 - a. announce the names of member countries which are not participating in the Meeting;
 - b. by means of a roll-call, ascertain that each member country participating in the Meeting is represented in the conference room by a duly authorised voting delegate who shall be a Governor, a Temporary Governor, or an Alternate Governor, duly registered as such;
 - c. cause the conference room to be cleared of all unauthorised persons within the meaning of Article 1(6) of these Rules, and cause every access to the conference room to be guarded during the ballot;
 - d. distribute the list of candidates showing the names of candidates in alphabetical order and their respective nationalities; and
 - e. give out, in respect of that ballot, a single ballot paper to each voting delegate who shall sign the distribution register.



Article 6

Ballot Papers

1. The Ballot papers shall be in standard form; those intended for regional member countries shall be yellow and those intended for non-regional member countries shall be green.
2. Each ballot paper shall show, in the following order:
 - a. in the top left hand corner, the year of the election followed by «BAD/ADB»;
 - b. in the middle, the following words printed in French and in English “JE VOTE POUR / I VOTE FOR”. These words shall be followed by a blank in which the voting delegate shall insert the full name of the candidate of his choice; and
 - c. in the bottom right hand corner, the voting power expressed as a percentage of the total voting power.
3. Each voting delegate shall use only one ballot paper in respect of each ballot.

4. Upon the name of a member country being called out, the voting delegate for that member country shall proceed to deposit his ballot paper in the ballot box.

Article 7

Ballot Paper Voidance Conditions

A ballot paper shall be deemed null and void if:

- a. it does not bear the name of a candidate appearing in the list of candidates communicated to Governors;
- b. it bears the names of more than one candidate even though one of the names has been erased or cancelled.

Article 8

Vote Computation and Results

1. The Chairperson of the Board of Governors shall declare each ballot closed immediately following the deposit into the ballot box of the voting paper by the last voting delegate on the list of voting member countries.
2. The Returning Officers shall compute the votes cast for each candidate as well as the number of abstentions and void ballot papers.
3. The number of votes cast in favour of each candidate shall be recorded on a form which shall:
 - a. at the top, show the name of the candidate;
 - b. below the name of the candidate, be divided in two columns in which shall be recorded the percentages of the votes polled, to the nearest two decimal figures;
 - c. indicate:
 - i. in the first column entitled «Total number of votes», the votes cast by regional and non-regional member countries; and
 - ii. in the second column entitled «regional vote», the votes cast by regional member countries.



4. The Chairperson of the Board of Governors shall announce the results of each ballot indicating (a) the total percentage of votes cast in favour of each candidate by all member countries; on the one hand, and by regional member countries, on the other, and (b) where appropriate, the fact that a candidate has obtained the double majority required to be elected President of the Bank as stated in Article 9 of these Rules.

Article 9 **Proclamation of Final Voting Results**

1. In accordance with Article 36 of the Agreement establishing the African Development Bank, a candidate shall be elected President of the Bank if he/she obtains at least 50.01 per cent of the votes of regional member countries and at least 50.01 per cent of the votes of all member countries, regional and non-regional.
2. The Chairperson of the Board of Governors shall declare elected as President of the Bank the candidate who polled the requisite double majority votes. He/she shall then invite him/her to present himself/herself to the Board of Governors in his capacity as the President-elect of the Bank.
3. If no candidate obtains the requisite double majority in the first ballot, further ballots shall be conducted until one of the candidates obtains the requisite double majority, provided that at the second or subsequent ballots, the candidate who received the lowest number of votes of member states in the preceding ballot shall be ineligible for further participation in the election as a candidate¹⁶.

Article 10 **Date of Assumption of Duty by the President-Elect**

1. The President-elect shall officially assume duty on the date fixed by the Chairperson of the Board of Governors in close consultation with the Board of Directors, and in any event not later than three months from the first day of the month following the month during which he/she was elected.
2. Upon assumption of duty, the President-elect shall, in the presence of the Chairperson of the Board of Governors and before the Board of Directors, take the following oath:

¹⁶ Amended by Resolution B/BG/97/07 adopted on 29 May 1997 by the Board of Governors, and entered into force on 2 May 1998.



I _____ (name), President of the Bank, solemnly declare and undertake before the Chairperson of the Board of Governors and before the members of the Board of Directors, that I will abide by the provisions of the Agreement establishing the African Development Bank, its By-Laws and Regulations and that I will discharge my duties and functions as laid down in those Laws and Regulations with loyalty, discretion and conscience; and will regulate my conduct as President, with the interest of the Bank only in view, in accordance with the provisions of Articles 37 and 38 of the Agreement establishing the African Development Bank. So help me God. ”

Article 11

Adjournment of the Election and Appointment of an Acting President

1. The Board of Governors may deliberate to decide whether or not to proceed with the voting if, after five ballots, no candidate has obtained the requisite double majority vote.
2. If the Board of Governors decides on the stoppage of the balloting, it shall declare the election to have failed. It shall, in that event, and on the recommendation of the Board of Directors, designate the outgoing President or a Vice-President who is a national of a regional member country to act as President for a term not exceeding twelve (12) months from the date on which the post of President becomes vacant without prejudice to the provisions of paragraph 3 below.
3. No outgoing President or Vice-President or any other person who has been presented as a candidate at the failed election, shall be eligible to be designated as Acting President.

Article 12

Adjudication of Electoral Disputes

Any disputes arising out of the voting operations shall be promptly referred to the Steering Committee of the Board of Governors which shall, prior to the closure of the Meeting request the Chairperson of the Board of Governors to adjourn the Meeting to enable the said dispute to be immediately settled before balloting resumes. The decision of the Steering Committee shall be final.



Article 13
Amendments

These Rules of Procedure may be amended or cancelled by the Board of Governors as and when the Board of Governors deems it necessary, but in any event not during the course of an election.

Article 14
Entry Into Force

The present Rules of Procedure shall come into force on the date of their adoption by the Board of Governors and shall supersede all previous provisions inconsistent therewith.



GENERAL RULES
GOVERNING ADMISSION OF
NON-REGIONAL COUNTRIES
TO MEMBERSHIP OF THE BANK





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**GENERAL RULES GOVERNING
ADMISSION OF NON-REGIONAL COUNTRIES
TO MEMBERSHIP OF THE BANK¹⁷**

**SECTION 1
Conditions for Non-Regional Membership**

Non-Regional countries which are, or become, members of the African Development Fund or which have made, or are making, contributions to the African Development Fund under terms and conditions similar to the terms and conditions of the Agreement Establishing the African Development Fund, may become original non-regional members of the Bank; provided that, on 1 January 1981, or on such later date as the Board of Directors shall determine, the following conditions shall have been fulfilled:

- (a) The amendments to the Bank Agreement provided for in the Resolution concerning amendments to the Bank Agreement with respect to the entry of non-regional countries shall have entered into force;
- (b) The increase in the authorized ordinary capital stock provided for in the Resolution concerning the increase in the authorized capital stock and subscriptions thereto in connection with the admission of non-regional member countries shall have come into effect;
- (c) At least ten non-regional countries, including not less than four countries whose individual contributions to the African Development Fund total not less than U.A. 40,000,000 each, through the deposit of appropriate instruments with the Bank, shall have agreed to subscribe to an aggregate amount of 90,000 shares of the capital stock in accordance with Section 2 hereof. Subscriptions to the capital stock by each of the non-regional countries shall bear a reasonable relation to their respective contributions to the African Development Fund, and shall be in the amounts set forth in appendix I attached hereto.

**SECTION 2
Subscriptions to Capital Stock**

- (a) The non-regional countries listed in appendix I attached hereto may subscribe up to an aggregate of 175,000 shares of capital stock;



¹⁷ References in these Rules to a particular gender shall be applicable to the other gender.

- (b) Each country may agree to subscribe up to the number of shares assigned to the respective country in appendix I hereto, and each subscribing country shall represent to the Bank that it has taken all necessary action to authorize its subscription and shall furnish to the Bank such information thereon as the latter may request. In an exceptional case, where agreement to subscribe cannot be given by a country due to its legislative practice, the Bank may accept an agreement to subscribe which contains the qualification that subscription is subject to budgetary appropriation;
- (c) The subscription of each country to the paid-up stock shall be on the following terms and conditions:
- (i) The subscription price per share shall be U.A. 10,000 as provided in sub paragraph 1(a) of Article 5 of the Bank Agreement;
 - (ii) Payment of the amount of paid-up capital stock to which each country has agreed to subscribe shall be made in five equal annual instalments in convertible currencies in cash or in notes immediately payable on demand by the Bank. The first payment shall be made within thirty days upon accession of membership and the balance in four other annual instalments;
 - (iii) Each instalment shall be paid entirely in the currency of the contributing country which shall make arrangements satisfactory to the Bank to assure that such currency shall be freely convertible into the currencies of other countries for the purposes of the Bank's operations;
- (d) The subscription of each country to the callable capital stock shall be on the following terms and conditions:
- (i) The subscription price per share shall be U.A. 10,000 as provided in sub-paragraph 1(a) of Article 5 of the Bank Agreement;
 - (ii) The subscription of each country to the callable capital stock shall become effective upon the deposit of an Instrument of Subscription which certifies the unqualified commitment to respond to any call made by the Bank pursuant to the provisions of the Bank Agreement. In an exceptional case, where an unqualified commitment cannot be given by a country due to its legislative practice, the Bank may accept an Instrument of Subscription which contains the qualification



that subscription to callable capital stock is subject to budgetary appropriation. Such a subscription shall be called a Qualified Subscription for the purposes of these General Rules, but shall be deemed to be unqualified to the extent that a country informs the Bank that appropriations have been obtained;

- (e) Each country shall be entitled to cast the votes representing the aggregate number of shares to which such country has subscribed; provided, however that in the event of a partial or total shortfall in the payment of an instalment of the subscription for paid-up capital stock, the number of votes such member shall be entitled to cast shall be reduced by the proportion which that shortfall bears to the total subscription of paid-up capital, until such time as the shortfall has been made up.

SECTION 3

Requirements for Non-Regional Membership

A non-regional country shall become a member of the Bank when:

- (a) The Board of Directors shall have determined that all the conditions of Section 1 hereof have been fulfilled;
- (b) These General Rules have entered into force pursuant to Section 8 hereof; and
- (c) The President shall have declared that the country has fulfilled all the following requirements:
 - (i) Its duly authorized representative has signed the original of the Bank Agreement, as amended, deposited with the Secretary General of the United Nations;
 - (ii) It has deposited with the Depository of the Bank Agreement an instrument stating that it has accepted or ratified, in accordance with its law, the Bank Agreement and all the terms and conditions prescribed in these General Rules and that it has taken the steps necessary to fulfil all of its obligations under the Bank Agreement and under these General Rules; and
 - (iii) It has represented to the Bank that it has taken all action necessary to sign the Bank Agreement and to deposit the instrument of acceptance or ratification as contemplated by paragraphs (i) and (ii)



above, and it shall have furnished to the Bank such information in respect of such action as the Bank may have requested.

SECTION 4

Additional Non-Regional Countries

Additional non-regional countries not listed in appendix I hereof may become non-regional members of the Bank in accordance with such terms as the Board of Governors shall establish. The subscriptions of such additional non-regional countries and their respective contributions to the African Development Fund shall be such number of shares of paid-up and callable capital stock and such contributions to the African Development Fund as shall be determined by the Board of Governors with due regard to the conditions of the subscriptions and contributions of the non-regional countries listed in appendix I hereof.

SECTION 5

Unsubscribed Stock

Capital stock provided for by Section 2 (a) of these General Rules which has not been subscribed by the non-regional countries listed in appendix I hereof or by additional non-regional countries as provided in Section 4 hereof within two years from the date on which these General Rules shall have entered into force may then be subscribed by the non-regional member countries which are members at that time. Each such non-regional member shall have the right to subscribe to a proportion of the available stock equivalent to the proportion which its stock already subscribed bears to the total subscribed capital stock available to non-regional members. In each subscription there shall be maintained the ratio of paid-up to callable capital as well as a fair relation between the contributions to the African Development Fund and subscriptions to capital stock established in these General Rules.

SECTION 6

Special Quorum, Voting Power and Representation

- (a) The agreement of a majority of the total number of Governors of non-regional members representing not less than three-fourths of the total voting power of the non-regional member countries shall be required for the approval of any amendment of the Bank Agreement modifying:
 - (i) The number of Governors who shall be appointed by the non-regional member countries;



- (ii) The ratio of the regional to non-regional Directors; and
 - (iii) The number of Directors who shall be elected by the Governors of the non-regional member countries as provided in paragraph 1 of Article 33 of the Bank Agreement;
- (b) The proportion of voting stock available for subscription by the non-regional members shall not exceed 40 per cent of the total voting power of the member countries; provided that, notwithstanding the provisions of paragraph 4 of Article 5 of the Bank Agreement, any resolution of the Board of Governors for an increase in the capital stock of the Bank shall specify that:¹⁸
- (i) In order to prevent the voting power of the regional members as a group from falling below the set percentage, any member of the group may subscribe to shares allocated to another member of the group if the latter member does not wish to subscribe to such shares; and
 - (ii) Any member of the group of the non-regional members may subscribe to shares allocated to another member of the group if the latter member does not wish to subscribe to such shares;
- (c) Provision shall be made in the General By-Laws or the Rules of Procedure of the Board of Directors for the appointment of a temporary director who may act for the director when the director and his alternate are not available to attend a meeting of the Board of Directors.



SECTION 7¹⁹

Maintenance of Value

If the amendment making the Special Drawing Right (SDR) the Unit of Value for the African Development Bank (Resolution 6 - 78) is not ratified before 19 May 1979, its ratification procedure will be deferred for two years from the date on which these General Rules, shall have entered into force. No maintenance of

¹⁸ Amended by Resolution B/BG/99/11 adopted by the Board of Governors on 29 September 1999.

¹⁹ In determining the equivalence to Bank Units of Account of the several currencies in which subscriptions are made under these Rules, national currencies are translated at the rates prevailing on May 17, 1979 as provided by the International Monetary Fund and annexed to these Rules, and then converted into Bank Units of Account at the rate of one Bank Unit of Account being equal to U.S.\$ 1.20635.

value obligation will be incurred on paid-up or on callable capital stock until such time as the Board of Directors of the African Development Bank shall determine that the SDR is being definitively applied as the Unit of Value applicable to member subscriptions in the IBRD for purposes of the maintenance of value provisions of its Charter. To the extent that there is no maintenance of value, an adjustment of votes will be discussed at the next capital increase, notwithstanding the preemptive rights.

SECTION 8

Entry into Force

These General Rules shall enter into force only after the Board of Directors shall have determined that all the conditions of Section 1 hereof have been fulfilled and after the President shall have declared that at least ten non-regional countries have satisfied all of the requirements of Section 3(c) hereof.



APPENDIX I INITIAL SUBSCRIPTION OF NON-REGIONAL COUNTRIES TO THE AUTHORISED CAPITAL STOCK OF THE BANK*

(1) Members	(2) % of Subscr.	(3) N° of Shares	(4) NUMBER OF SHARES Paid-up 1/4Cal 3/4	(5)	(6) Subscription in UA	(7) Total Subscript. in US\$ UA = 1.20635	(8) Exchange Rate (May 17, 1979) as provided by IMF (Units of National Currency per US\$)	(9) Total Subscription in National Currency
01. Argentina	1,14	1.996	499	1.497	19.960.000	24.078.746	1.239,5 Pesos	29.845.605.667
02. Austria	1,14	1.996	499	1.497	19.960.000	24.078.746	14,0475 Schillings	338.246.184
03. Belgium	1,64	2.872	718	2.154	28.720.000	34.646.372	30,5225 Francs	1.057.493.889
04. Brazil	1,14	1.996	499	1.497	19.960.000	24.078.746	24,635 Cruz.	593.179.908
05. Canada	9,60	16.800	4.200	12.600	168.000.000	202.666.800	1,1556 Dollars	234.201.754
06. Denmark	2,96	5.180	1.295	3.885	51.800.000	62.488.930	5,3695 Krone	335.534.310
07. Finland	1,25	2.188	547	1.641	21.880.000	26.394.938	3,988 Markkas	105.263.013
08. France	9,60	16.800	4.200	12.600	168.000.000	202.666.800	4,4075 Francs	893.304.588
09. German y	10,54	18.444	4.611	13.833	184.400.000	222.499.194	1,9074 Marks	424.394.963
10. Italy	6,19	10.832	2.708	8.124	108.320.000	130.671.832	851,0 Lira	111.201.729.032
11. Japan	14,04	24.568	6.142	18.426	245.680.000	296.376.068	215,1 Yen	63.750.492.227
12. Korea	1,14	1.996	499	1.497	19.960.000	24.078.746	485,0 Won	11.678.191.810
13. Kuwait	1,14	1.996	499	1.497	19.960.000	24.078.746	0,27765 Dinars	6.685.454
14. Netherlands	1,95	3.412	853	2.559	34.120.000	41.160.662	2,078 Guilders	85.531.856
15. Norway	2,96	5.180	1.295	3.885	51.800.000	62.488.930	5,197** Krone	324.754.969
16. Spain	1,50	2.624	656	1.968	26.240.000	31.654.624	66,064 Pesetas	2.091.231.080
17. Sweden	3,95	6.912	1.728	5.184	69.120.000	83.382.912	4,385 Krona	365.634.069
18. Switzerland	3,75	6.560	1.640	4.920	65.600.000	79.136.560	1,727 Francs	136.668.839
19. United K.	6,19	10.832	2.708	8.124	108.320.000	130.671.832	0,485578 Pounds	63.451.367
20. U.S.A.	17,04	29.820	7.455	22.365	298.200.000	359.733.570	1,0 Dollars	359.733.570
21. Yugoslavia	1,14	1.996	499	1.497	19.960.000	24.078.746	19,1523 Dinars	461.163.367
00. Unissued Shares	-	-	-	-	-	-	-	-
	100%	175.000	43.750	131.250	1.750.000.000	2.111.112.500		

* GENERAL COUNSEL'S NOTE: The list of percentage subscriptions to the capital stock of the Bank by the prospective non-regional members shown in the second column of this Chart was submitted to the Board of Governors alongside the Resolution containing the General Rules for the Admission of non regional countries to membership of the Bank and was considered as part of that Resolution. Following the Formula established for working out the amounts to be subscribed, the Director of Finance established provisionally the figures indicated in column 3 to 9 of the Chart.

** Rates as of May 16, 1979.





TERMS OF REFERENCE
OF THE GOVERNORS'
CONSULTATIVE COMMITTEE
(ESTABLISHED BY RESOLUTION
B/BG/98/06 OF 29 MAY 1998)





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**TERMS OF REFERENCE OF
THE GOVERNORS' CONSULTATIVE COMMITTEE
(ESTABLISHED BY RESOLUTION B/BG/98/06
OF 29 MAY 1998)²⁰**

**SECTION 1
PURPOSE**

The purpose of the Governors' Consultative Committee (the "GCC") is to provide the member states of the Bank with a forum for dialogue on issues pertaining to the Bank, and development in Africa, generally, in order to increase the effectiveness of the Governors' oversight functions. In this connection, the GCC shall:

- Hold consultations and make recommendations on policy matters pertaining to the Bank, including capital increases; implementation of the provisions of the Bank Agreement; matters related to Bank governance; and availability of resources for financing development projects in Africa, and the implications on the Bank's operations;
- Dialogue on issues related to social and economic development in Africa, including factors which promote sustainable development;
- Enable co-ordination of international efforts to deal with problems of financing development in Africa;
- Dialogue on any other matters relevant to the work of the Bank, giving due consideration to the work done by similar committees in other international financial institutions and avoiding any duplication of the work of such committees; and
- Perform any such work as may be assigned to it by the Board of Governors, in discharge of the Board of Governors' mandate under the Agreement establishing the Bank.



20 References in these Rules to a particular gender shall be applicable to the other gender.

SECTION 2 COMPOSITION

1. The GCC shall comprise Governors or Alternate Governors of the member states whose nationals are members of the Board of Directors, except where a Governor from the same constituency is designated by a member of the GCC to act as his/her representative. Governors and Alternate Governors for other member states may, if they so wish, attend meetings of the GCC as observers. Executive Directors shall participate in an advisory capacity during the deliberations of the GCC but not as members. The President and any member of staff proposed by the President are entitled to participate in meetings of the GCC. The Chairman of the GCC may invite an observer or an expert to address a meeting of the GCC.
2. In the event of a change in the membership of the Board of Directors of the Bank, a corresponding change shall be effected in the membership structure of the GCC.
3. The Chairman of the Board of Governors shall ex officio be the Chairman of the GCC, and the Secretary General of the Bank shall serve as the Secretary of the GCC.

SECTION 3 MEETINGS OF THE GCC

1. The Chairman of the GCC shall convene meetings of the Committee, as may be required, at least six (6) months after the Annual Meeting of the Board of Governors. Meetings of the GCC may also be convened whenever requested by five (5) members of the GCC or of the Board of Directors, or by Governors having one-quarter of the total voting power of the Board of Governors. Meetings shall be convened at such places and at such times as the Chairman shall decide in consultation with the members.
2. The GCC shall follow the Rules of Procedure of the Board of Governors, except as may be decided by the GCC or otherwise provided in these Terms of Reference.
3. Notice of each meeting shall be sent by the Secretary to each member of the GCC at least one (1) calendar month before the scheduled date of the meeting, except in the case of meetings held in conjunction with the Annual Meeting of the Board of Governors, for which notice may be given at any plenary session of the Annual Meeting.



4. A quorum for a meeting of the GCC shall be the same as the quorum for a meeting of the Board of Directors.
5. A report of the work of the GCC shall be submitted to the Board of Governors at the Annual Meeting. In reporting the recommendations of the GCC, the Chairman shall seek to establish a sense of the meeting. In the event of a failure to reach a unanimous view, all views shall be reported, and the specific members holding such views shall be identified.

SECTION 4. ADMINISTRATIVE COSTS

The administrative costs of the GCC shall be kept at a minimum, and financed out of the budget of the Board of Governors of the Bank.

