



**CODE OF CONDUCT
FOR
EXECUTIVE DIRECTORS
OF
THE AFRICAN
DEVELOPMENT BANK
AND
THE AFRICAN
DEVELOPMENT FUND**

3rd EDITION

SEPTEMBER 2007

**General Counsel and Legal Services Department
(GECL)**

The Code of Conduct annexed hereto was adopted by virtue of Resolution B/BD/2001/14 – F/BD/2001/10 at the 500th Meeting of the Board of Directors of the Bank and the 425th Meeting of the Board of Directors of the Fund held on 25 April 2001

The Code of Conduct was amended by the Boards of Directors on 25 July 2005 and on 28 June 2007.

It shall be referred to as “The Code of Conduct for the Executive Directors of the African Development Bank and the African Development Fund” and shall be applicable in the manner therein provided

**CODE OF CONDUCT FOR EXECUTIVE DIRECTORS
OF THE AFRICAN DEVELOPMENT BANK AND
THE AFRICAN DEVELOPMENT FUND**

Following the implementation of the reforms recommended by the Panel on Governance established by the Board of Governors in 1995, the Executive Directors of the African Development Bank (the “Bank”) and the African Development Fund (the “Fund”) (the Bank and the Fund, hereinafter collectively referred to as the “Bank”) have adopted the rules, set forth below, which shall be known as the Code of Conduct for the Executive Directors (the “Code of Conduct” or the “Code”). The Code of Conduct is to be observed by all Executive Directors, their Alternates, Advisers and Assistants in the discharge of their duties and in their personal conduct.¹

The adoption of the Code of Conduct shall not impair the validity of any action, which would otherwise be valid under the Agreement establishing the ADB (the “ADB Agreement”), the By-Laws and Procedures of the Bank, and the Resolutions of the Board of Governors of the Bank.

1. GENERAL

- (i) The Executive Directors of the Bank are entrusted, pursuant to Article 32 of the ADB Agreement, Article 26 of the Agreement establishing the ADF (the “ADF Agreement”) and Article 4 of the General Regulations of the ADB, with the central responsibility, under the supervision of the Board of Governors, for the conduct of the general operations of the Bank. They therefore occupy a strategic position in the Bank’s efforts to contribute to the economic development and social progress of its regional member countries.
- (ii) Election to the office of Executive Director is a vote of confidence by representatives of members of the Bank. The important functions and responsibilities of the office, however, require that an Executive Director must meet the highest standards of loyalty, competence and integrity in discharging his/her duties, and must be particularly sensitive to the special development needs of Africa.

¹ Except the context requires otherwise, references herein to Executive Directors shall include Alternates, Advisers and Assistants.

2. APPLICATION

The Code of Conduct shall apply to:

- (a) Executive Directors of the Bank;
- (b) Alternate and Temporary Alternate Executives Directors, as appropriate²;
- (c) Advisers to Executive Directors; and
- (d) Assistants to Executive Directors.

3. BASIC STANDARD OF CONDUCT

- (i) Executive Directors shall observe the highest standards of ethical conduct. In the performance of their duties, they are expected to carry out the mandate of the Bank to the best of their ability and judgement, and maintain the highest standards of integrity. They shall perform their official functions with impartiality and utmost discretion.
- (ii) In their conduct outside the work place, they shall observe local laws and refrain from any action that might lead to the perception that they are abusing the privileges and immunities conferred on the Bank and on Executive Directors.
- (iii) The conduct of Executive Directors shall be above reproach both in the performance of their official duties and in their personal lifestyles.

4. LOYALTY TO THE BANK

- (i) Each Executive Director, shall take up as well as maintain residence at Headquarters, and devote all his/her time to the service of the Bank. Executive Directors shall not leave Headquarters except with the permission of the Board of Directors.³
- (ii) Should any Executive Director fail to take up residence at Headquarters, his/her Alternate shall be allowed to replace him/her in residence at Headquarters, in which case the said Alternate shall be subject to the provisions of sub-paragraph (i) above.⁴

² Although Alternate Executive Directors are generally not resident at Headquarters, this should not necessarily exempt them from all the standards of ethical conduct set forth in the Code. However, the expression “as appropriate” is inserted at the end of sub paragraph (b) in order to accommodate those situations where particular provisions of the Code may not be applicable to an Alternate Director by reason of the non-resident factor. Furthermore Paragraph 4 (iii) of the Code takes cognisance of this factor in prescribing the loyalty standard applicable to an Alternate Executive Director.

³ Article 3, paragraph 1 of Regulation 1 of the African Development Bank relating to the Terms of Service of Governors, Executive Directors and their Alternates, adopted by the Board of Governors in November 1974.

⁴ Article 3, paragraph 1 of the above-mentioned Regulation 1.

- (iii) Each Alternate Executive Director shall devote to the business of the Bank such time and attention as its business may require. He/she shall be available, upon the notice provided for in the Rules of Procedure of the Board of Directors of the Bank, to attend meetings of that Board.⁵
- (iv) Each Adviser or, as the case may be, Assistant to an Executive Director shall devote to the business of the Bank such time and attention as its business may require, and, consistent with the Regulations applicable to Advisers and Assistants, shall be available to attend meetings of the Board and carry out other responsibilities assigned by the Executive Director. Furthermore, they shall carry out their duties in the best interests of the Bank.

5. MISSIONS, LEAVE, OUTSIDE ACTIVITIES

Executive Directors shall observe the Rules and Regulations set forth in other documents governing official missions, reporting on official missions, leave and outside activities to ensure adherence to principles of transparency, probity, accountability, economy and efficiency.

6. RELATIONS WITH MANAGEMENT AND STAFF

- (i) Executive Directors shall treat colleagues and staff with courtesy and respect.
- (ii) Executive Directors shall respect the professional independence and judgement of staff members of the Bank and their primary responsibility to effect the day-to-day business of the Bank, subject to the guidance of the Board of Directors on policy.

7. AREAS OF INTERVENTION BY EXECUTIVE DIRECTORS

- (i) The foregoing principle is without prejudice to an Executive Director's right and obligation, as a member of the Board of Directors of the Bank, to ensure that policies, directives and guidelines are properly implemented, and as a government representative, to raise legitimate questions about such matters as equitable geographical distribution in the areas of recruitment and procurement, alleged unfair treatment of business interests from his/her

⁵ Article 3, paragraph 3a of Regulation 1.

The above provisions, sub-paragraphs (i), (ii) & (iii) of paragraph 4, have been literally adopted from existing and valid resolutions of the Board of Governors of the Bank to demonstrate that these standards derive from the highest legislative authority of the Bank.

constituency, alleged lack of transparency or consistency in the application of Bank's rules and criteria, or undue delay in the administration of particular contracts, even if such questions are prompted by a government's or private concerns from his/her constituency.

- (ii) Executive Directors may also direct enquiries or complaints from their constituencies to the appropriate staff member for necessary action, but shall not interfere in the disposition of such enquiries or complaints.

8. CONFLICT BETWEEN INTERESTS OF EXECUTIVE DIRECTORS' CONSTITUENCIES AND THOSE OF THE BANK

Executive Directors may take appropriate action at the Bank in the interests of governments and private persons in their respective constituencies, provided such measures are consistent with the rules and procedures established by the Bank. Executive Directors shall not use their position to procure preferential treatment for governmental or private entities in their constituencies.

9. INVOLVEMENT IN INTERNAL POLITICAL AFFAIRS OF MEMBER COUNTRIES

Executive Directors shall comply with the prohibition imposed by Article 38 of the ADB Agreement, and Article 21 of the ADF Agreement, as applicable, on interference in the internal political affairs of member countries; provided, however, that issues of good governance in member countries shall be considered as a legitimate area of Bank intervention which may be discussed or deliberated upon by the Board of Directors.

10. PARTISAN POLITICAL ACTIVITIES

- (i) Although Executive Directors are elected representatives of governments from their constituencies, they shall during their tenure of office as Executive Directors refrain from participating in active politics in their home countries or elsewhere. Such activities are not only inconsistent with Executive Directors' duty to devote their full time and attention to the Bank, but may also embarrass or result in inappropriate publicity for the Bank as an international financial institution, insulated from the internal politics of member countries.
- (ii) This prohibition is without prejudice to an Executive Director's civic rights and responsibilities in his/her home country.
- (iii) An Executive Director who accepts or assumes public office in any country shall resign as Executive Director.

11. PUBLIC STATEMENTS

Executive Directors shall exercise discretion in issuing public statements relating to the Bank, and shall at all times observe the Bank's Disclosure of Information Policy.

12. CONFLICT OF INTEREST

- (i) Executive Directors must avoid any situation that poses a conflict, or the appearance of a conflict, between their personal interests and the performance of their official duties. They shall avoid any action, which might result in or create the appearance of:
 - (a) using their position as Executive Director for private gain;
 - (b) giving unwarranted preferential treatment to any organisation or person;
 - (c) impeding the efficiency of the Bank;
 - (d) losing complete independence or impartiality of action; or
 - (e) affecting adversely the confidence of member countries or the public in the integrity of the Bank.
- (ii) If such conflict arises, the Executive Director concerned shall promptly inform the Ethics Committee in writing and withdraw from participation in decision-making relating to the matter. If the conflict of interest is potential rather than actual, the Executive Director concerned shall seek the advice of the Ethics Committee about whether he/she should recuse himself/herself from the situation creating the conflict or the appearance of conflict.

13. DISCLOSURE OF FINANCIAL INTEREST

Executive Directors shall, upon assumption of office, make written disclosure to an officer designated by the Board of Directors of any business interests of their own or their spouses that may give rise to a conflict of interest.

14. PERSONAL FINANCIAL AFFAIRS

- (i) An Executive Director shall avoid having any financial interest in a Bank transaction.
- (ii) Executive Directors shall not use information obtained in the discharge of their duties which is not otherwise available to the public for the purpose of furthering their personal interests or the personal interests of any other person or entity.

15. SECURITY OF INFORMATION

Executive Directors shall protect the security of any confidential information provided to, or generated by the Bank. However, they may properly communicate unpublished

Bank information to Governments of their constituencies in the course of their official duties.

16. GIFTS AND ENTERTAINMENT

In regard to acceptance of favors, gifts and entertainment, Executive Directors shall exercise good judgement to avoid the appearance of improper influence on the performance of their official duties. The ordinary courtesies of international business and diplomacy may be accepted, but substantial and unusual gifts, favors and entertainment, and other services of significant monetary values, shall not be accepted.

17. POST-BANK EMPLOYMENT

- (i) When negotiating for, or entering into an arrangement concerning, prospective employment outside the Bank, Executive Directors shall not allow such circumstances to affect the performance of their duties. Where involvement in a Bank matter could be, or could be perceived as, benefiting the prospective employer, regardless of whether there is a real or perceived detriment to the Bank or their constituents, Executive Directors should recuse themselves.
- (ii) Executive Directors who have left the Bank shall not use or disclose confidential information known to them by reason of their service with the Bank, and shall not contact Executive Directors or other Bank officials or staff to obtain confidential information, other than through official channels and in accordance with the Disclosure of Information Policy.
- (iii) Executive Directors, Alternate Executive Directors and Advisers and Assistants shall not seek, apply for, or take up appointment as a staff member of the Bank, be engaged as a consultant or for any other work remunerated by the Bank while serving as Executive Directors or Alternate Executive Directors, or Advisers or Assistants, or in the case of Executive Directors and Alternate Executive Directors, within two (2) years following the end of such service (the "Cooling off Period"). In the case of Advisers and Assistants, the Cooling off Period shall be one (1) year.⁶

18. ENFORCEMENT OF THE CODE OF CONDUCT

- (i) The Ethics Committee of the Board of Directors (the "Committee") shall have general responsibility for determining all questions relating to the Code of Conduct and for enforcing the standards set forth in the Code of Conduct.
- (ii) The Committee shall, if requested by Executive Directors, give guidance to them on ethical aspects of conduct, including the conduct of their Alternates, Advisers and Assistants.

⁶ Amended by the Boards of Directors on 28 June 2007

- (iii) The General Counsel of the Bank, or if absent a formally designated representative, shall serve in an advisory capacity as counsel to the Committee. In addition, the General Counsel, or if absent, his/her representative, shall serve as Secretary of the Committee, and in such capacity, shall keep summary records of the meetings of the Committee and a full record of the recommendations of the Committee. The General Counsel shall not, however, be, in either capacity, a member of the Committee.⁷
- (iv) The Committee shall consider any alleged violation of the Code by an Executive Director, and any matters brought to its attention about any actual or potential conflict of interest. The Executive Director concerned shall, in all cases, be given the opportunity to present his/her views to the Committee.
- (v) Except at the express invitation of the Committee, discussions of the Committee on any alleged violation of the Code by an Executive Director, Alternate, Adviser or Assistant or on matters relating to the personal conduct of such persons, shall be held in a closed session with or without the Secretary and/or the General Counsel or his/her representative.
- (vi) If a majority of the Committee concludes that a violation of the Code has been committed, and taking into account both the nature and seriousness of the violation and the Executive Director's prior record of conduct, the members of the Committee shall make recommendations to the Board of Directors regarding whether a warning should be issued to an Executive Director, and whether such warning should be conveyed to the Governor(s) of the member country (or countries) that appointed, elected or designated the Executive Director. If a majority of the Committee concludes that no violation has been committed, the Executive Director concerned shall be so informed and no recommendation shall be made.
- (vii) Upon receiving the recommendations of the Committee, the Board of Directors shall consider which of the following actions to take: (i) no further action in the matter; (ii) issuance of a warning to the Executive Director; or (iii) issuance of a warning to the Executive Director and transmittal of the warning to the Governor(s) of the member country (or countries) that appointed, elected or designated the Executive Director.
- (viii) The Executive Director concerned shall, in all cases, have the opportunity to present his/her views to the Committee and the Board of Directors, but shall not participate in the deliberations on the case.

⁷ Amended by the Boards of Directors on 6 July 2005

EXPLANATORY NOTE OF THE GENERAL COUNSEL ON THE
CODE OF CONDUCT FOR EXECUTIVE DIRECTORS

This explanatory note follows the structure of the Code of Conduct, addresses specific paragraphs set forth in the Code, and could serve as a guide in interpreting the provisions contained therein.

Paragraph 1. GENERAL

This paragraph serves as the Preamble to the Code of Conduct. It emphasises the strategic role of the Executive Directors in the Bank and the high Standards of ethical Conduct expected from them by virtue of their position.

Paragraph 2. APPLICATION

The Code of Conduct applies to all Executive Directors, Alternate Directors, as appropriate, Advisers and Assistants to Executive Directors.

Paragraph 3. BASIC STANDARD OF CONDUCT

This paragraph prescribes the basic standard of Conduct, which is spelt out in the specific provisions of the Code.

Paragraph 4. LOYALTY TO THE BANK

Executive Directors were emphatic that the office of Director is a full time occupation requiring not only taking up residence at the Headquarters or Principal office of the Bank, but also devoting full time and attention to the business of the Bank. The Code, therefore, prohibits inordinate absenteeism from the Bank, and by implication, the holding of office in another country while encumbering a Director's office at the Bank.

The enacted provisions are consistent with Regulation 1 of the African Development Bank relating to the terms of service of Governors, Executive Directors and their Alternates, adopted by the Board of Governors of the Bank. The provisions of Article 3 of Regulation 1 have been literally incorporated into Paragraph 4 (i), (ii) and (iii) of the Code of Conduct.

There is no explicit provision on sanctions by the Bank for violating these prohibitions beyond the sanctions provided in Paragraph 18 (viii) or those that would ordinarily be imposed by the Board of Governors.

Paragraph 5. MISSIONS, LEAVE, OUTSIDE ACTIVITIES

Executive Directors agreed that specific concerns about the duration and frequency of missions, the various categories of leave, discretionary elements in Rules and Regulations governing official missions, reporting on official missions, leave and outside activities should be addressed in the relevant provisions of the Manual for Executive Directors or other relevant Regulations.

Paragraph 5 therefore merely mentions the need to observe the relevant regulations that are applicable in this case.

Paragraph 6/7. RELATIONS WITH MANAGEMENT AND STAFF: AREAS OF INTERVENTION BY EXECUTIVE DIRECTORS

Most of the Executive Directors were of the view that clear guidelines had been established with respect to the relations between Executive Directors and Staff, in particular, the extent to which they may intervene in Staff decision-making process.

There was virtual unanimity that it would be inappropriate to involve themselves too deeply in the conduct of day-to-day activities of the Bank beyond providing guidance on policy issues. On the other hand, they felt that they were entitled, as elected government representatives to draw the attention of management and Staff to any alleged instances of injustice or lapses in the application of the Bank's criteria in matters affecting their constituencies. Paragraphs 6-7 of the Code provide guidelines in this connection.

Notably, it was recalled that that the relations between Executive Directors and staff have been exhaustively analysed in the Report of the Panel on Governance established by the Board of Governors of the Bank (1996), which made elaborate proposals as to the principles governing this relationship. These principles have been implemented successfully and it is therefore unnecessary to include any elaborate standards in the Code on the same matter.

Paragraph 8. CONFLICT BETWEEN INTERESTS OF EXECUTIVE DIRECTORS' CONSTITUTENCIES AND THOSE OF THE BANK

According to some of the Executive Directors, there is the need to prescribe standards with respect to the conflict between the official interest of governments in their constituencies in securing positions, contracts, procurement and other benefits from the Bank for their nationals and the Bank's objective criteria and procedures in this regard. Paragraph 8, therefore, addresses such conflict.

Paragraph 9/10. INVOLVEMENT IN INTERNAL POLITICAL AFFAIRS OF MEMBER COUNTRIES

There was overwhelming consensus among the Executive Directors that while the prohibition of political interference in member countries is still valid for individual Executive Directors, the Board of Directors has a legitimate interest in insisting on adherence to precepts of good governance in member countries as a critical ingredient of the enabling environment for socio-economic development. (See Paragraph 9 of the Code of Conduct)

On the other hand, the Executive Directors considered it inappropriate for them to engage in active partisan politics in any country, and that the Code of Conduct should prohibit such activity as incompatible with the office of an Executive Director. (See paragraph 10 of the Code of Conduct)

Paragraph 11. PUBLIC STATEMENTS

Executive Directors do not make public statements on behalf of the Board of Directors. Nevertheless, they should exercise discretion when issuing public statements relating to the Bank.

Paragraph 12. CONFLICT OF INTEREST

The Executive Directors agreed that guidelines would be appropriate with respect to conflict between their personal interests and the performance of their official duties.

Paragraph 12 of the Code formulates not only the basic principle of prohibiting such conflict but also guidelines that address concrete situations involving such conflict.

In cases of doubt as to the existence of actual or potential conflict of interest, advice should be sought from the Ethics Committee, which is charged with the responsibility of enforcing the Code.

The Code also includes standards with respect to disclosure of financial or business interests of Directors and their spouses that may give rise to a conflict of interest. Some doubt has been expressed as to whether the requirement of disclosure is justified in the case of an Alternate Director who is normally not resident at Headquarters.

It is submitted that the critical issue is whether the financial or business interest of an Alternate may give rise to a conflict of interest with his/her responsibilities as an Alternate, wherever he/she may be resident.

Paragraph 13. DISCLOSURE OF FINANCIAL INTEREST

Executive Directors, upon assumption of duty, are required to make a written disclosure of any business interest of their own or their spouses that may give rise to a Conflict of interest. The Board of Directors, on the recommendation of the Ethics Committee has designated the General Counsel to receive and keep written financial disclosure statements submitted by Board Officers.

Paragraph 14. PERSONAL FINANCIAL AFFAIRS

This standard is a variant of the conflict of interest provisions and is to be found in the Codes of Conduct for other international financial institutions. Paragraph 14 of the Code confirms that it would be unethical for an Executive Director to have a financial interest in a Bank transaction or to use classified information acquired in the course of his official duties for furthering his personal interest.

Paragraph 15. SECURITY OF INFORMATION

The duty to protect the security of confidential information is acknowledged, but its scope is increasingly being challenged (1) in the light of Executive Directors' undoubted obligation to provide legitimate information about the Bank's activities to their constituencies; and (2) by reason of the current international debate on transparency and the need for disclosing information on development activities generally. The Code accordingly qualifies the duty to protect "confidential" information.

Paragraph 16. GIFTS AND ENTERTAINMENT

This provision follows the best international practice.

Paragraph 17. POST BANK EMPLOYMENT

There has been substantial reliance on the text of other international instruments in the formulation of this standard. A cooling of period of two years was introduced by the Board of Directors in June 2007 after review of the issue of the Ethics committee.

Paragraph 18. ENFORCEMENT OF THE CODE OF CONDUCT

The Executive Directors agreed that a mechanism should be established to enforce the Code on lines similar to the role of the Ethics Committee of the Executive Board of IMF. The functions of such a Committee would be to:

- (i) consider all matters relating to the Code;
- (ii) give guidelines to Executive Directors on ethical aspects of their conduct; and
- (iii) enforce the standards enunciated in the Code.

Some Executive Directors were of the view that the above functions should be performed by the Committee on Administrative Matters concerning the Board of Directors, which is chaired by the Dean of the Board of Directors. This would mean an explicit amendment of that Committee's Terms of Reference to include this new responsibility.

Others felt strongly that the enforcement of the Code of Conduct is a major undertaking that warrants the establishment of an entirely new and separate Committee, entrusted with the new task.

A few Directors preferred a more authoritative mechanism with definitive powers of enforcement, which go beyond making recommendations to the Board.

The structure of Committees of the Board is such that such Committees can only make recommendations to the Board, and that the basic procedure of recommending to the Board cannot be by-passed. In this regard, it should be noted that the Ethics Committee of the IMF reports to the Committee of the Whole of the Board which then makes appropriate recommendations to the Board of Directors.

An Ethics Committee of the Board of Directors is, however, established with general responsibility for determining all questions relating to the Code of Conduct and for enforcing the Standards set forth in the Code of Conduct. The General Counsel has been designated by the Boards of Directors to serve as Secretary of the Committee but is not a member of the Committee. The General Counsel also serves on the Committee in an advisory capacity, and not as a member, in view of the legal issues that the deliberations on the Conduct of a particular Director may raise.

- The Code provides that discussions of the Committee on any alleged violation of the Code shall be held in a closed session, with or without the Secretary and/or the General Counsel or the representative.
- The sanctions specified in the Code are those considered to be within the purview of the competence of the Board of Directors. The issuance of a warning to an offending Director is inherent in any concept of a Code of Conduct, and would be the minimal sanction expected from any institution that has adopted such a Code.

PROMULGATING AUTHORITY

The Code of Conduct was promulgated by the Boards of Directors of the Bank and the Fund on April 25, 2001 by Resolution B/BD/2001/14 - F/BD/2001/10. The Code of Conduct would, however, be sent to the Boards of Governors, for purposes of information. This approach was adopted in recognition of the legal position that the Code of Conduct was an exercise in self regulation. The elaboration and adoption of the Code of Conduct by Executive Directors themselves demonstrates their commitment to the precepts of good governance.

BOARDS OF DIRECTORS

Resolution N° B/BD/2001/14 – F/BD/2001/10

Adopted at the 500th Meeting of the Board of Directors of the Bank and
the 425th Meeting of the Board of Directors of the Fund on 25 April 2001

**Code of Conduct for Executive Directors of the African Development Bank
and the African Development Fund**

THE BOARDS OF DIRECTORS,

HAVING REGARD TO:

- (i) The Agreement Establishing the African Development Bank (the “Bank”), in particular Articles 32 (Board of Directors: Powers) and 33 (Board of Directors: Composition);
- (ii) the Agreement Establishing the African Development Fund (the “Fund”), in particular Articles 26 (Board of Directors: Functions) and 27 (Board of Directors: Composition); and
- (iii) The General Regulations of the African Development Bank, in particular Article 4 (Powers, Functions and Responsibilities of the Board of Directors and the President);

RECALLING the Terms of Services of Governors, Executive Directors and their Alternates, adopted by the Board of Governors in November 1964, as amended;

HAVING CONSIDERED Document ADB/BD/WP/2001/43 – ADF/BD/WP/2001/54 (the “Board Memorandum”), containing the proposed Code of Conduct for Executive Directors;

HEREBY ADOPT the Code of Conduct, as set forth in the Board Memorandum.

CONSEILS D'ADMINISTRATION

Résolution N° B/BD/2001/14 – F/BD/2001/10

Adoptée à la 500ème réunion du Conseil de la Banque et à la 425ème réunion
du Conseil du Fonds, le 25 avril 2001

**Code de conduite des Administrateurs de la Banque africaine de développement
et du Fonds africain de développement**

LES CONSEILS D'ADMINISTRATION,

VU:

- i) l'Accord portant création de la Banque africaine de développement, (la "Banque"), en particulier les articles 32 (Conseil d'administration : pouvoirs) et 33 (Conseil d'administration : composition) ;
- ii) l'Accord portant création du Fonds africain de développement, (le "Fonds"), en particulier les articles 26 (Conseil d'administration : fonctions) et 27 (Conseil d'administration : composition) ; et
- iii) le Règlement général de la Banque africaine de développement, en particulier l'article 4 (Pouvoirs, fonctions et responsabilités du Conseil d'administration et du Président) ;

RAPPELANT le Règlement de la Banque concernant les conditions de service des gouverneurs, administrateurs et administrateurs suppléants, adopté par le Conseil des gouverneurs en novembre 1964, tel qu'amendé ;

AYANT EXAMINE le document ADB/BD/WP/2001/43 – ADF/BD/WP/2001/54 (le "Mémorandum du Conseil"), contenant la proposition de code de conduite des Administrateurs ;

ADOPTENT PAR LA PRESENTE RESOLUTION le code de conduite tel qu'exposé dans le Mémorandum du Conseil.