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THE PRINCIPAL ORGANS OF THE AFRICAN DEVELOPMENT BANK  
THEIR POWERS AND RULES OF VOTING

(prepared by the Executive Secretary)

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THE PRINCIPAL ORGANS OF THE AFRICAN DEVELOPMENT BANK  
THEIR POWERS AND RULES OF VOTING

1. The principal organs of the African Development Bank are the Board of Governors, the Board of Directors and the President (Article 4). The general distribution of work between these organs within the Bank emerges from a study of the provisions of Articles 29, 32 and 37 and the Notes thereto.
2. In principle, all powers of the Bank are vested in the Board of Governors, but in a considerable number of cases they are expressly reserved for the Board of Directors (Article 32(1)).
3. The Board of Governors may delegate its powers to the Board of Directors with the exception, however, of those that are expressly reserved for the Board of Governors (Article 29(2)(g)). Thus, delegation may take place in the numerous cases in which, under the Agreement, powers are conferred on the "Bank" - see, for instance, Articles 7(5), 8(1) and (3), 13(4), 16(a) and (b), 17(1) and (2), 18, 19(1), 21, 24(1), 28(3), 37(2) and (3), 40, 41(2) and 42. In practice, delegation may assume a "blanket" form (see Note 1(a) to Article 32). It is, however, important to bear in mind the specified powers which cannot be delegated.
4. The general voting rules, contained in Article 35, provide that both in the Board of Governors and in the Board of Directors, unless expressly provided otherwise in the Agreement, all matters are decided by a majority of the voting power of members represented - by members of the body concerned or their alternates - at the meeting. The qualified majorities provided in the Agreement vary from case to case. (As to the general voting rules of the IBRD and IADB, see Notes 8 and 9 to Article 35; qualified majorities required for certain decisions of these institutions may be studied in the SYNOPTIC TABLES - doc. E/CN.14/FMAB/4/Add.1/Annex I).
5. The meaning and ambit of the powers conferred on the principal organs of the Bank under the Agreement is explained in the Notes to the relevant provisions. The object of the following Table is, in order that the need for their uniform revision is examined, to list:

- A. powers expressly reserved for specific organs; and
- B. special voting rules provided for specified decisions.

ABBREVIATIONS

BG	Board of Governors
BD	Board of Directors
M	Majority
GR	<u>General</u> rules on voting as provided in Article 35
TVP	Total voting power of the members

<u>Article</u>	<u>Decision</u>	<u>Organ</u>	<u>Voting</u>
5(3)	Increase of capital -for initial subscriptions -in other cases	BG BG	GR 2/3 M of Governors; 3/4 of TVP
6(1)	Initial subscription of non- original members	BG	GR
6(2)	Terms for right to proportion in increased capital	BG	GR
6(3)	Increase of subscription	BG	GR
6(4)	Issue price of shares	BG	M of TVP
7(2)	Non-initial subscriptions: Mode of payment	BG	GR
7(3)	Subscriptions other than those provided for in Art.7(1): Date of payment	BG	GR
15(4)(b)	Investment in equity capital: ADB investment percentage	BG	GR
19(1)	Change in minimum commission	"Bank"	2/3 of members; 3/4 fo TVP
19(2)	Rate of guarantee fees	BD	GR
19(3)	Special operations: Fees, other charges	BD	GR
20	Special reserve: Form	BD	GR
27(4)(b)	Purchase of members' currencies	BD	2/3 M of TVP
29(2)(a)	Decrease of capital	BG	GR
29(2)(b)	administration of Special Funds	BG	GR
29(2)(c)	Authorization for conclusion of general agreements etc.	BG	GR
29(2)(d)	Directors and Alternates: Remuneration	BG	GR
29(2)(e)	Selection of auditors	BG	GR
29(2)(f)	Approval of Balance Sheet and Profit & Loss Statement	BG	GR
30(1)	Election of chairman of BG	BG	GR
31(1)	Calling of meetings of BG	BG BD	GR 5 members; 1/4 of TVP
31(3)	Regulations for consultation of BG by BD	BG	GR
31(4)	General powers to issue rules and regulations	BG & BD	GR

<u>Article</u>	<u>Decision</u>	<u>Organ</u>	<u>Voting</u>
32(2)(a)	Appointment of Vice-President(s); Remuneration of President and Vice-President(s)	BD	GR
32(2)(b)	Preparation of work of BG	BD	GR
32(2)(c)	Individual operations and borrowing transactions	BD	GR
32(2)(d)	Interest rates and guarantee commissions	BD	GR
32(2)(e)	Submission of accounts and annual report to BG	BD	GR
32(2)(f)	General structure of ADB services	BD	GR
33(1) and (3)	Election of directors	BG	see Annex B
34(3)	Rules for special representation of members on BD	BG	GR
36	Election of President; decision he should cease to hold office	BD	M of TVP
39(1) and (2)	Advisory Council: Establishment and composition	BG	GR
39(3)	- Calling	BG & BD	GR
39(4)	- Members	BG on recomm. of BD	GR
41(3)	Depositories for ADB assets	BD	GR
43(1)	Net income: Allocation	BG	GR
43(3)	Net income: Mode of payment	BG	GR
45(1)	Decision on non-suspension of a member	BG	M of Governors;
45(2)	Restoration of full membership	BG	M of TVP
47	Temporary suspension of operations	BD	GR
48(1)	Termination of operations	BG	M of TVP
49(2)	Pro rata payment of creditors	BD	GR
50(1)	Decision on distribution of ADB assets to members	BG	M of TVP
50(2) and (4)	Decision on successive distributions	BD	2/3 of TVP
50(3)	Establishment of proportionate share of each member	BD	GR
60	Waiver of specified immunities and exemptions Waiver of immunity of official	BD President	GR

<u>Article</u>	<u>Decision</u>	<u>Organ</u>	<u>Voting</u>
61(1)	ADB Agreement: Amendments: "Approval"	BG	GR
61(1) and (2)	"Acceptance" - generally	Members 2/3 M; 3/4 of	TVP
	- in specified cases	Members	TVP
61(3)	- Special period for entry into force	BG	GR
62(2)	ADB Agreement: Interpretation		
	- first instance	<b>BD</b>	GR
	- final instance	BG	GR
63	Disagreements: Regulations concerning appointment of third arbitrator	BG	GR
65	Terms for membership by accession	BG	GR
67(2)	Arrangements for commencement of operations	BG	GR

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