

# Rules of Procedure of the Board of Directors of the Asian Development Bank

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## **SECTION 1. *Authority for these Rules***

These Rules of Procedure of the Board of Directors, hereinafter called "Rules", are adopted pursuant to Section 11 of the By-Laws of the Bank.

## **SECTION 2. *Definitions***

- (a) "Director", except where otherwise specified, includes the Alternate or a temporary Alternate, as the case may be, when such Alternate is acting for a Director.
- (b) "Board" refers to the Board of Directors.
- (c) "President" refers to the President of the Bank or to a Vice-President when he is acting in place of the President.
- (d) "Agreement" refers to the Agreement Establishing the Asian Development Bank.
- (e) "By-Laws" refers to the By-Laws of the Asian Development Bank.
- (f) "Agenda" refers to the list of items to be considered at a meeting.

## **SECTION 3. *Meetings***

- (a) The President, or in his absence, the Vice-President, and if there be more than one Vice-President, the ranking Vice-President, shall act as Chairman of the Board. In the absence of the President, the Vice-President, the ranking Vice-President if there be more than one Vice-President, and the other Vice-Presidents, from any meeting, the Board shall select a Director as Chairman.
- (b) Meetings of the Board shall be called by the President as the business of the Bank may require. The Board may be called into session at any time by the President on his own initiative or at the written request of any Director. In exceptional circumstances, in the absence or incapacity of both the President and Vice-President(s), the Secretary may call a meeting upon the request of any Director.
- (c) Except in special circumstances when notice of a meeting shall be given as soon as possible, the Secretary shall notify the Directors and their Alternates of meetings at least two (2) business days in advance of each meeting.
- (d) The Board shall meet at the principal office of the Bank unless it decides that a particular meeting shall be held elsewhere.

(e) A majority of the Directors shall constitute a quorum for any meeting of the Board, provided such majority represents not less than two-thirds of the total voting power of the members.

(f) In addition to the Directors and their Alternates, the President, Vice-President(s) and the Secretary, meetings of the Board shall be open to attendance only by such members of the Bank's staff as the President may designate, representatives of members appointed under paragraph 3 of Article 32 of the Agreement, and such other persons as the Board may invite.

(g) At the request of the President or any Director, meetings may be held in Executive Session which shall be attended only by the Directors and their Alternates, the President, Vice-President(s), and, with the approval of the Board, granted separately for each Executive Session, the Secretary and such other persons as are specifically named, without prejudice to the provisions of paragraph 3 of Article 32 of the Agreement.

(h) If his principal is present at a meeting of the Board, an Alternate Director may speak when the principal advises the President that the Alternate will do so.

#### **SECTION 4. *Agenda for Meetings***

(a) An Agenda for each meeting of the Board shall be prepared by the President, or on his instructions, and, except in the case of a meeting called in special circumstances pursuant to Section 3(c) above, a copy of such Agenda shall be given to each Director and his Alternate at least 24 hours before such meeting. Any matter upon which the Board has power to act shall be included on the Agenda for any meeting of the Board, if any Director shall so request.

(b) Any matter not included on the Agenda for a meeting of the Board may be presented to the Board by the Chairman or any Director and may be acted upon by the Board at such meeting unless the Chairman or a Director objects thereto.

(c) If any Director shall so request, action by the Board on any matter, whether or not included on the Agenda for a particular meeting, shall be postponed not more than once for not less than two (2) days.

(d) Any item of the Agenda for a meeting, consideration of which has not been completed at that meeting, shall, unless the Board decides otherwise, be automatically included on the Agenda for the next meeting.

(e) Except in special circumstances, the pertinent reference documents shall be distributed not later than the distribution of the Agenda of each meeting.

#### **SECTION 5. *Voting***

(a) If any Director shall request a formal vote on any matter before the Board, the vote shall be taken in accordance with the provisions of paragraph 3 of Article 33 of the Agreement. In the absence of any such request, the Chairman may ascertain and announce to the meeting the sense of the meeting with regard to any matter and

the Board shall be deemed to have acted in accordance with the announcement by the Chairman without the necessity of taking a formal vote. A Director dissenting from the decision of the Board may require that his views be recorded in the minutes of the meeting.

(b) Directors may vote only in person.

#### **SECTION 6. *Notice to Directors***

(a) Any notice required by these Rules to be given to a Director or his Alternate shall be deemed to have been sufficiently given when it shall have been delivered in writing, by telephone, or in person during the regular business hours of the Bank at the office of the Director in the principal office of the Bank, or as provided for meetings elsewhere called under Section 3(d) above.

(b) Whenever any document is required by these Rules to be delivered to a Director or his Alternate, it shall be deemed to have been sufficiently delivered if it is deposited, during regular business hours of the Bank at the office of the Director in the principal office of the Bank, or as provided for meetings elsewhere called under Section 3(d) above.

(c) The giving of any notice or the delivery of any document which is required by these Rules to be given or delivered to any Director or his Alternate may be waived by the Director in writing, by telephone, or in person, at any time, whether before or after the meeting to which such notice or document relates.

#### **SECTION 7. *Secretary***

The Secretary of the Bank shall act as Secretary of the Board. In the absence of the Secretary, the President shall designate a member of the staff of the Bank to act in his place.

#### **SECTION 8. *Minutes***

(a) The Secretary shall, under the direction of the President, be responsible for the preparation of a summary record of the proceedings of the meetings of the Board.

(b) Draft minutes which shall reflect the decisions of the Board shall be circulated to all Directors as soon as possible after meetings. The final draft of the minutes shall be presented to the Board for approval.

(c) Any Director may require that his views be recorded in the Minutes of the meeting.

(d) The Secretary or other person designated by the President in terms of Section 7 above shall be responsible for the custody of the Minutes and other documents relating to the proceedings of the Board and shall be the only person authorized to certify copies thereof.

**SECTION 9. *Publicity***

The proceedings of the Board are confidential and shall not be published, except when the Board decides to authorize the President to arrange for suitable publicity on any matter relating thereto.

**SECTION 10. *Membership of Committees***

(a) Membership of Committees established pursuant to Section 12 of the By-Laws need not be limited to Directors or their Alternates. The President, in consultation with the Board, shall appoint the members of committees and shall designate the chairmen thereof.

(b) Unless otherwise expressly provided by the Board, there shall be no formal voting in committees. Chairmen of the committees shall determine the sense of the meetings and report it to the Board with appropriate mention of any differing points of view which may exist.

**SECTION 11. *Amendments***

These Rules may be amended by the Board at any meeting provided at least ten (10) days notice of the proposed amendment has been given to the Directors in writing.

**SECTION 12. *Language***

At meetings of the Board the working language shall be English.

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