

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

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## SECTION 1. *Definitions*

- (a) "Governor", except where otherwise specified, includes the Alternate or temporary Alternate, as the case may be, when such Alternate is acting for a Governor.
- (b) "Board" refers to the Board of Governors.
- (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.
- (g) "Member" means a member of the Bank.

## SECTION 2. *Meetings*

- (a) The Board shall hold an annual meeting at such date and place as the Board may determine. However, the Board of Directors may change the date and place of the meeting when special circumstances or reasons arise to justify such action.
- (b) The Board may, in addition, hold special meetings when it so decides or when called by the Board of Directors pursuant to paragraph 1 of Article 29 of the Agreement.
- (c) The President shall notify all members, by the most rapid possible means, of the date and place of each meeting of the Board. Such notifications must be dispatched at least sixty (60) days prior to the date of an annual meeting and thirty (30) days prior to the date of a special meeting. In case of emergency, notification by telegram or cable ten (10) days prior to the date set for a meeting shall be sufficient.
- (d) A majority of the Governors 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.
- (e) Any meeting of the Board at which there is no quorum may be adjourned from time to time by a majority of the Governors present and notice of the adjourned meeting need not be given.

(f) The Board may order the temporary adjournment of any meeting and its resumption at a later date.

(g) The President, Directors and their Alternates may attend any meeting of the Board and participate therein. However, Directors and their Alternates shall not be entitled to vote unless they are entitled to vote as a Governor.

(h) The Chairman of the Board, in consultation with the Board of Directors, may invite observers to attend any meeting of the Board.

(i) Except as otherwise specifically directed by the Board, the President, together, with the Chairman of the Board, and in co-operation with the host country, shall have charge of all arrangements for the next annual meeting of the Board.

### **SECTION 3. *Agenda for Meetings of the Board***

(a) The President shall prepare, under the direction of the Board of Directors, a draft agenda for each meeting of the Board of Governors and transmit such agenda to members together with or in advance of the notice of the meeting.

(b) Additional subjects may be placed on the agenda for any meeting of Governors by any Governor provided that he shall give notice thereof to the President at least thirty (30) days prior to the date of the meeting. Members shall be notified of such additional items through a supplementary list that shall be communicated to members at least eight (8) days before the date set for the meeting.

(c) In exceptional cases the President, at the direction of the Board of Directors, may include at any time additional items in the draft agenda for any meeting of the Board of Governors. The President shall notify each Governor of such additional items as promptly as possible.

(d) The draft agenda, as well as any supplementary list, shall be submitted to the Board for approval at the first business session of each meeting.

(e) When a special meeting is called the draft agenda shall be limited to the items communicated by the President.

(f) In the course of any meeting of the Board, the Board may modify, add to, or eliminate items from the agenda.

### **SECTION 4. *Representation of Members***

At each meeting of the Board, the President shall submit a list of the Governors, Alternates, or temporary Alternates of the members whose appointment has been officially communicated to the Bank.

## **SECTION 5. *Chairman***

(a) At the end of its inaugural meeting the Board shall elect one of its Governors to be Chairman and two other Governors to be Vice-Chairmen and they shall serve in their respective positions until the end of the first annual meeting of the Board. In the absence of the Chairman, the Vice-Chairman designated by the Chairman shall act in his place.

(b) At the end of each annual meeting the Board shall elect one of its Governors to be Chairman and two other Governors to be Vice-Chairmen, and they shall serve in their respective positions until the end of the next annual meeting of the Board. In the absence of the chairman, the Vice-Chairman, designated by the Chairman shall act in his place.

(c) The Chairman, or the Vice-Chairman acting as Chairman, may not vote, but his Alternate Governor may vote in his place.

## **SECTION 6. *Secretary***

The Secretary of the Bank shall serve as Secretary of the Board.

## **SECTION 7. *Committees***

The Board may at any meeting establish such committees as may be necessary or appropriate to facilitate its work and such committees shall report to the Board.

## **SECTION 8. *Voting***

(a) Except as otherwise expressly provided in the Agreement, all decisions of the Board shall be made by a majority of the voting power represented At the meeting. At any meeting the Chairman may ascertain the sense of the meeting in lieu of a formal vote but a formal vote shall be taken whenever requested by any Governor; in this event the written text of the proposal to be voted upon shall be distributed to the Governors.

(b) At any meeting of the Board, the vote of any member must be cast in person by the Governor, his Alternate, or in their absence, by a formally designated temporary Alternate appointed by a member for the purpose of attending and voting at the Board when both the Governor and the regular Alternate are absent.

## **SECTION 9. *Record of Proceedings***

The Board shall keep a summary record of its proceedings which shall be available to all members and kept on file at the Bank.

## **SECTION 10. *Language***

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