

**ARAB BANK FOR ECONOMIC
DEVELOPMENT IN AFRICA**



AGREEMENT ESTABLISHING

**THE ARAB BANK FOR ECONOMIC
DEVELOPMENT IN AFRICA (BADEA)**

JULY 2009

AGREEMENT ESTABLISHING

THE ARAB BANK FOR ECONOMIC DEVELOPMENT IN AFRICA (BADEA)

**Cairo, 26 Muharram 1394 Hegira,
(18 February 1974)**

Amended according to:

1. The Board of Governors' Resolution No. 7/1988 issued at its 14th annual meeting in "MUSCAT", Monday 17th of Shabban 1408 Hegira corresponding to 4th April, 1988,
2. The Board of Governors' Resolution No. 4/2007 issued at its 32nd annual meeting in "Beirut", Wednesday 23rd of Rabi Awal 1428 corresponding to 11th April, 2007.



ARAB BANK FOR ECONOMIC DEVELOPMENT IN AFRICA

ARAB BANK FOR ECONOMIC DEVELOPMENT IN AFRICA

AGREEMENT ESTABLISHING

THE ARAB BANK FOR ECONOMIC DEVELOPMENT IN AFRICA (BADEA)

The GOVERNMENTS of the Arab League States signatories of this Agreement,

Believing in the need to strengthen the ties between African States and the Arab Nation,

Seeking to further the economic development of African countries within a framework of solidarity and mutual interest,

Recognizing that coordinated effort aimed at bringing about the economic independence of African countries is a crucial factor in achieving their national goals,

Seeking to give African-Arab solidarity a practical and effective form, based on equality and friendship,

Being convinced that the establishment of a financial institution to support the economic development requirements of African countries constitutes a major step towards stimulating Arab-African cooperation, and

Pursuant to the decisions of the VIth Arab Summit held in Algiers, taken at its session of 28th November, 1973, and to the recommendations made by the Economic Council at its session of 5th December, 1973,

AGREE AS FOLLOWS:



CHAPTER "I" GENERAL PROVISIONS

Article (1): ESTABLISHMENT OF THE BANK

An Arab financial institution is hereby established. Its name shall be:

THE ARAB BANK FOR ECONOMIC DEVELOPMENT IN AFRICA
(hereinafter called " The Bank")

Article (2): PRINCIPAL OFFICE

The principal office of the Bank shall be in Khartoum.

The Bank may establish subsidiaries, agencies or offices in member countries or in any other country, as its operations may require.

Article (3): LEGAL STATUS

- (i) The Bank is an independent international institution enjoying full international legal status and complete autonomy in administrative and financial matters.
- (ii) The Bank is governed by the provisions of this Agreement and the principles of International Law.

Article (4): OBJECTIVES AND FUNCTIONS

The objective of the Bank is to foster economic, financial and technical cooperation between African countries and Arab World countries.

To achieve this objective, the Bank shall:

- (i) Participate in financing economic development in African countries.
- (ii) Stimulate the contribution of Arab capital in African development
- (iii) Participate in providing the technical assistance required for development in Africa.

Article (5): MEMBERSHIP

- (i) The states signatories, of this Agreement, are establishing members of the Bank.

- (ii) Any Arab State other than the establishing members of the Bank shall have the right of joining the Agreement establishing the Bank by sending a written notice to that effect to the Chairman of the Board of Governors. The Chairman of the Board of Governors shall, after completion of joining requirements, notify the joining instrument to member States and to the Chairman of the Board of Directors.¹
- (iii) No member shall be liable, by reason of its membership, for obligations of the Bank, except within the limits provided in this Agreement. Nevertheless, each member's liability extends to the unpaid portion of its subscription.

¹ Amended according to Board of Governor's Resolution No. 4/2007. The previous text read as follows:

"Any Arab State is entitled to become a party to the Agreement establishing the Bank by sending a notice to that effect in writing to the Secretary General of the League of Arab States. The Secretary General shall notify the member countries and the Chairman of the Board of Directors of the Bank of such membership instrument".



CHAPTER "II" FINANCIAL RESOURCES

Article (6): SUBSCRIBED CAPITAL

- (i) The initial subscribed Capital of the Bank shall be Two Hundred and Thirty One Million US Dollars, divided into Two Thousand Three Hundred and Ten registered shares, having a par value of One Hundred Thousand US Dollars each, to be allocated in accordance with the Subscription List attached hereto.
- (ii) The price of the shares subscribed by members shall be payable in four equal successive installments. Each member bound by this Agreement shall pay the amount of the first installment into the account of the Bank opened with the party designated at the first meeting of the Board of Governors, within thirty days from the date the Board of Governors shall have made such designation.

Those countries that have deposited their ratification instruments after the effective date of this Agreement shall make payment within thirty days from the date of deposit of such instruments. Subsequent installments shall be paid into the Bank's account opened with the party designated by the Board of Directors. The Capital shall be fully paid up within a period not exceeding two years after the effective date of this Agreement.

- (iii) Not less than ten shares may be subscribed.
- (iv) The amount of installments due shall be paid in United States Dollars.

Article (7): TRANSFERS OF SHARES

Shares shall be transferable only to the Bank, in accordance with the provisions of Article 43 in respect of withdrawals procedures.

Article (8): INCREASE OF CAPITAL

- (i) The Capital of the Bank shall be increased by the amounts subscribed by new member States, or by the additional amounts

subscribed by any member State over its original subscription in the share Capital, after approval of the Board of Governors.¹

- (ii) The share Capital of the Bank may be increased as required by a decision of the Board of Governors taken by a three-fourths majority of the total votes. Such increase shall be binding upon all members that have agreed thereto.
- (iii) In the event of an increase of Capital stock as provided in the two preceding paragraphs, the Bank's financial system shall set the basis of determining the amount to be paid by each member with respect to its subscription for new shares.

Article (9): BORROWING

- (i) The Bank shall endeavour to increase its resources by borrowing, obtaining sureties and long and medium term deposits, issuing securities in national and international financial markets, at such times as it becomes possible for him to start this type of transactions without jeopardizing its solvability or its objectives and its functions with respect to development financing.
- (ii) The Bank shall always secure the prior approval of any country in which territory the Bank proposes to obtain additional financing.
- (iii) The aggregate amount of funds borrowed by the Bank shall not, at any given time, exceed 200% of the sum of paid-up share capital and reserves, except as the Board of Governors may otherwise expressly resolve. This limitation is not applicable to deposits.

¹ Amended according to Board of Governor's Resolution No. 4/2007. The previous text read as follows:

"The Capital of the Bank shall be increased by the amount of the subscriptions of new members or by the amount of additional subscriptions by any member, in addition to such member's initial subscriptions."



CHAPTER “III” OPERATIONS

Article (10): OPERATIONAL PRINCIPLES

The operations of the Bank shall be conducted in accordance with the following principles:

- (i) The Bank may not take part in any operation whatsoever that is contrary to, or likely to restrict or modify, its purpose or functions.
- (ii) The Bank may not undertake any operation in an African country if the country concerned objects to it.
- (iii) The Bank shall apply generally accepted principles for development financing on favourable terms without jeopardizing its overall solvability.
- (iv) The Bank shall undertake its financing operations upon such terms as are deemed appropriate to the nature and circumstances of each operation.

When determining the conditions governing its activities in the less developed African countries, the Bank shall give consideration to the prevailing condition in these countries, and their need for financing on more favourable terms.

- (v) In its financing operations, the Bank shall take into consideration the ability of the recipient, or, as the case may be, of the recipient's guarantor to fulfill its obligations.
- (vi) The Bank shall take any necessary measures to ensure that the amounts of any finance granted are used exclusively for the purposes for which they were made available, due regard being paid to economy considerations in costs and to efficiency considerations in implementation.
- (vii) Any loan granted by the Bank to provide finance for a particular project shall be subject to public bid procedures in African and Arab

countries for the procurement of goods and services produced in those countries.

The Board of Directors may, whenever it deems it appropriate, authorize the purchase of goods and services from countries other than those mentioned, or through a method other than the public bid requirement.

Article (11): TYPES OF OPERATIONS

The Bank shall conduct its operations in such forms as the Board of Directors may deem appropriate to the purposes of the Bank.

Priority shall be given to the following operations:

- (i) Loans and sureties granted to local, mixed or regional development financing institutions.
- (ii) Participation in the financing of major economic projects, especially in industrial and agricultural fields, in order to make up any deficit from external sources of financing.
- (iii) Technical and financial assistance aimed at identifying opportunities conducive to economic development, preparing related programmes and projects, drawing up their financing schedules and ensuring their implementation, especially those in the form of Arab-African joint ventures.
- (iv) Technical and financial aid necessary to acquire modern production techniques and know-how.

Article (12): RECIPIENTS

The parties that may benefit from the Bank's operations pursuant to this Agreement are as follows:

- (i) The Governments of the African countries, including any province, agency or organization thereof.
- (ii) Public or private companies, organizations and projects carrying out their business in African countries and in which capital the governments or citizens of those countries have a majority holding.



- (iii) Mixed, African or Arab-African companies whose purpose is economic development and that need financing for a specific project.

Article (13): SPECIAL FUNDS

- (i) The Bank may undertake the management of any financial resources whose utilization is compatible with its purposes and functions.
- (ii) Such resources shall constitute special funds that are distinct from other accounts of the Bank.
- (iii) The Board of Directors of the Bank shall set the procedures and regulations and make the recommendations necessary for the management of such funds.

Article (14): IMPLEMENTATION OF OPERATIONS

- (i) The Bank shall conduct its operations in accordance with such conditions as the Board of Directors may deem appropriate for each case, in such manner that no project shall receive financing until it has been reviewed and its programme of implementation has been completed and until its importance for the national economy of the recipient country has been demonstrated.
- (ii) The Board of Directors shall establish the necessary rules and regulations for each type of operation undertaken by the Bank.

Article (15): LIQUID ASSETS

The Bank shall invest its liquid assets in commercial papers and bank deposits, pursuant to a decision taken by the Board of Directors. Such investments shall, to the extent possible, be made in Arab and African countries, with due regard being paid to satisfy liquidity, convertibility and diversification and to the best possible returns.

Article (16): LIMITATION ON FINANCIAL OPERATIONS

The Board of Directors shall establish the rules for the maximum amount of the loans and guarantees granted, at any given time, as well as the rules for the maximum level of each individual financing granted, with due regard being paid to the situation of the Bank's resources and maintaining the safety of its financial position.

CHAPTER “IV” THE BOARD OF GOVERNORS

Article (17): COMPOSITION

Each member of the Bank shall appoint a Governor and Alternate Governor to act as its representative on the Board of Governors. No Alternate Governor may vote except in the absence of his principal.

Article (18): POWERS

- (i) All the powers of the Bank shall be vested in the Board of Governors.
- (ii) The Board of Governors may issue to the Board of Directors directions relating to the general policy of the Bank, and may delegate to the Board of Directors some or all of its powers, except the power to:
 - (a) increase the capital of the Bank in accordance with the terms of Article 8 of this Agreement. ¹
 - (b) appoint the Director General of the Bank, and determine his salary and emoluments. ²
 - (c) approve the Bank's financial management systems as proposed by the Board of Directors.
 - (d) appoint auditors for the Bank, and determine the amount of their remuneration.
 - (e) approve the budget of the Bank and its revenues and expenses accounts, after having taken cognizance of the Board of Directors' report and Auditors' report.
 - (f) allocate the Bank's net income for the financial year.
 - (g) interpret and amend the provisions of this Agreement.
 - (h) suspend a member.
 - (i) decide to suspend the operations of the Bank and to distribute its assets.
- (iii) The Board of Governors shall keep the right to exercise all the powers it shall have delegated to the Board of Directors under the preceding paragraph.

¹ Amended according to the Board of Governors' Resolution No. 4/2007.

The previous text read as follows:

18 (ii) a—increase the Capital stock of the Bank pursuant to paragraph (II), Article 8.

² Amended according to the Board of Governors' Resolution No. 7/1988.

The Original text read as follows:

“(b) appoint the Chairman of the Board of Directors and President of the Bank”.



Article (19): MEETINGS

- (i) The Board of Governors shall hold an annual meeting and such other meetings as it may decide to hold or as called by the Board of Directors. The Board of Directors shall call a meeting of the Board of Governors whenever five members of the Bank shall so request.
- (ii) A quorum for any meeting of the Board of Governors shall be a majority of members exercising not less than two-thirds of the total voting power.
- (iii) At its annual meeting, the Board of Governors shall select one of the Governors as Chairman of the Board of Governors. The Chairman so selected shall hold office until his successor has been elected.
- (iv) The Board of Governors, may by regulation, establish a procedure whereby the Board of Directors, when it deems it appropriate, may obtain a vote of the Governors on specific issue without calling a meeting of the Board of Governors.
- (v) Each of the Secretary General of the League of Arab States and the Head of the African Union Commission shall be invited to attend the Board of Governors' meetings as an observer.¹

Article (20): VOTING

- (i) On voting at the Board of Governors, each member shall have two hundred votes being a member in the Bank plus one vote for each share he holds in the Capital stock. Each Governor, or Alternate Governor (in the event of the absence of the former), shall be entitled to cast the number of votes which the member by which he was so appointed is entitled to cast.
- (ii) Except as otherwise expressly provided in this Agreement, all matters before the Board of Governors shall be decided by a majority of the votes represented at the meeting.

¹ Amended according to Board of Governor's Resolution No. 4/2007. The previous text read as follows:

"19- v. The Secretary General of the League of Arab States shall, as an observer, attend the meetings of the Board of Governors.

The Secretary General or his delegate shall have the right to participate in the deliberations of the Board of Governors but shall not vote at such meetings. All decisions of the Board of Governors shall be notified to the secretary general.

vi. The Secretary General of the Organization of African Unity shall attend, as an observer, the meetings of the Board of Governors.

He or his delegate shall be entitled to participate in the debates of the Board of Governors but shall not vote at such meetings.

CHAPTER “V”

THE BOARD OF DIRECTORS

Article (21): COMPOSITION

- (i) The Management of the Bank shall be vested in a Board of Directors composed of eleven members; nine permanent members and two non-permanent members. The Board shall elect from amongst its members a Chairman for a term of two years, renewable. The office of the Chairman shall not be a full-time office.¹
- (ii) The nine members with the highest subscription in the Bank's share Capital shall be permanent members; and the other members of the Bank shall, according to their voting power in the Board of Governors, jointly select the two non-permanent members in the Board of Directors.²
- (iii) Any Bank member not represented in the Board of Directors shall have the right to delegate a representative to attend meetings of the Board of Directors and participate in such meetings without being entitled to vote thereat.
- (iv) In the event of the absence of the Chairman, the Board of Directors shall select one of its members to preside over the meeting.
- (v) The Director General shall attend the Board's meetings and participate in its deliberations without having the right to vote.³

1 Amended for two times: First by the Board of Governor's Resolution No. 7 year 1988. The original text read as follows:

"The Bank's management shall be carried by a Board of Directors composed initially of a Chairman and eleven members. And the Second by Board of Governor's Resolution No. 4 year 2007, and the amended text read as follows: "The Bank's management shall be carried by a Board of Directors composed of eleven members; the Board shall elect from amongst its' members a Chairman for a period of two years, renewable. The Office of the Chairman shall not be full-time office".

2 Amended by the Board of Governor's Resolution No. 4 year 2007. The Original text read as follows:

"For each member subscribing in the Share Capital by two hundred share or more, one seat in the Board of Directors. The other members in the Bank shall jointly-in accordance with their voting power in the Board of Governors- select the remaining number of the members of the Board of Directors."

3 Added according to Board of Governors' Resolution No. 7/1988 .



Article (22): TERM OF OFFICE OF THE DIRECTORS

- (i) Board of Directors membership period shall be for four years renewable.
Directors shall continue in office until their successors have duly assumed office.
- (ii) The Bank shall bear the reasonable costs for the participation of the Directors and Auditors in the meetings of the Board.

Article (23): VACANCY OF OFFICE

In the event of a seat in the Board of Directors for the representatives of States who have no permanent membership becomes vacant, this seat shall be occupied by the nominee who has obtained the highest number of votes during the selection of the representatives of these States. If there is no such nominee, the said States shall jointly select the member who shall occupy the vacant seat, and the new member shall then complete the remaining term of his predecessor.¹

Article (24): MEETINGS

- (i) Meetings of the Board of Directors shall be held at the seat office of the Bank or at any other location that the Board of Directors may designate.
- (ii) The Board of Directors shall meet every four months or whenever the business of the Bank may so require. Meetings of the Board shall be convened by its Chairman or by two Directors.
- (iii) A quorum shall be a majority of its members.

Article (25): POWERS

The Board of Directors shall be vested with the necessary powers to conduct the business and affairs of the Bank, except such powers that are limited to the Board of Governors.

¹ Amended according to Board of Governor's Resolution No. 4/2007. The previous text read as follows:
"If a seat on the Board of Directors becomes available for use by those countries whose individual capital stock holding is less than two hundred shares, the candidate who shall have received the largest number of votes at the election of the representatives of those countries, shall occupy the said seat. Should there be no such candidate; the countries referred to above shall designate a representative to occupy the vacant seat."
"A Director that is appointed to replace another shall hold office only for the remainder of the term of his predecessor."

The powers of the Board of Directors include, particularly, the following:

- (i) To lay down the general policy of the Bank and follow-up its implementation, pursuant to the provisions of this Agreement and to the directions of the Board of Governors.
- (ii) To establish rules and regulations and carry out measures necessary to the driving of the business of the Bank, with due regard being given to the economy considerations in expenditures and efficiency considerations in implementation.
- (iii) To develop a plan of operations identifying the level of transactions and procedures to be followed.
- (iv) To approve loans and assistance granted by the Bank.
- (v) To take decisions relating to borrowing and the issuance of securities.
- (vi) To prepare the meetings of the Board of Governors and the documents to be submitted to it, including an annual report on the activity of the Bank.
- (vii) To establish branches, subsidiaries and offices of the Bank, as required by the business of the Bank.

Article (26): DECISIONS

The Board of Directors decisions shall be taken by majority of votes of the members present, except as otherwise provided in this Agreement. Each member, including the Chairman, shall have one vote. In case of equality of votes the Chairman shall have a casting vote¹.

¹ Amended according to Board of Governors' Resolution No. 7/1988. The original text read as follows:
"Article (26) Decisions:

The decisions of the Board of Directors shall be taken by a majority of the members present, except as otherwise provided in this Agreement. Each member shall have one vote only.

The Chairman of the Board of Directors shall have no vote, except a deciding vote in case of an equal division.



CHAPTER “VI” STAFF MEMBERS

Article (27): THE DIRECTOR GENERAL ¹

- (i) The Director General shall be appointed from non-members of the Board of Directors for a term of three years renewable for a maximum of two terms. The Director General shall remain in office until his successor succeeds him in office.
- (ii) The Director General shall be the Chief Executive of the staff of the Bank and shall be responsible for the conduct of the business of the Bank under the supervision of the Board of Directors in accordance with the rules and regulations of the Bank and directives of the Board of Governors and Board of Directors.
- (iii) The Director General shall be the legal representative of the Bank.

Article (28): DEPUTIES OF THE DIRECTOR GENERAL²

The Board of Directors shall have the power, on the recommendation of the Director-General, to appoint one or more deputies of the Director General who shall not be from the members of the Board of Directors. The Board of Directors shall determine the powers and duties of each such deputy.

¹ Amended according to Board of Governor's Resolution No. 7/1988. The original text read as follows: "Article (27) President Director General":

- 1. The Chairman of the Board of Directors shall be the President of the Bank. He shall be appointed for a period of five years renewable. He shall hold office until his successor duly takes over.
- 2. The President shall be the Chief of the operating staff of the Bank. Under the direction of the Board of Directors, he shall conduct the ordinary business of the Bank.
The President shall be responsible for the organization, appointment and dismissal of the operating staff, in accord with the regulations that the Board of Directors may make in this respect.
- 3. The President shall be the legal representative of the Bank.

² Amended according to Board of Governor's Resolution No. 7/1988. The original text read as follows: "Article (28) vice-presidents"

- 1. The Board of Directors shall have the power, on the recommendation of the President Director General, to appoint Vice-President (s) for him from outside those who are Board Directors. The Board of Directors shall determine the powers of each of them.
- 2. Vice-presidents may participate in the meetings of the Board of Directors but shall not vote at such meetings.

Article (29): STAFF MEMBERS ¹

- (i) The members of staff of the Bank shall be subject to the rules and regulations issued by the Board of Directors concerning them.
- (ii) Subject to the paramount importance of securing the highest standards of efficiency and technical competence, due regard shall be paid, in appointing the staff of the Bank, to the importance of making maximum use of Arab and African capabilities, on as wide a geographical basis as possible.

Article(30): INTERNATIONAL STATUS OF STAFF MEMBERS

- (i) The members of staff, in discharging their functions, owe their duty entirely to the Bank and to no other authority. They shall refrain from any act that is contrary to the international character of their jobs or to their independence.
- (ii) Each member of the Bank shall respect the international character of the said duty and shall refrain from all attempts to influence any staff member in the discharge of his duties.

Article (31): SALARIES AND COMPENSATION

When establishing the level of the salaries and compensation for the personnel of the Bank, the Board of Directors shall pay due regard to the need of the Bank to attract the personnel it requires.

¹ Amended according to Board of Governor's Resolution No. 7/1988. The original text read as follows:
"Article (29) officers and staff"

Subject to the paramount of securing the highest standards of efficiency and of technical competence. Due regard shall be paid, in appointing the Officers and staff of the Bank, to the importance of making maximum use of Arab and African capabilities , on as wide a geographical basis as possible.



CHAPTER "VII" FINANCIAL PROVISIONS

Article (32): FINANCIAL YEAR

The financial year shall start on the first of January and end on the thirty first of December of each calendar year.

The Board of Directors shall determine the duration of the first financial year.

Article (33): OPERATING BUDGET

The Director General shall submit to the Board of Directors, not later than 15th November of each year, estimates of the operating accounts for the next financial period.¹

Article (34): ANNUAL ACCOUNTS AND REPORTS

The Director General shall cause the Bank to maintain proper accounting books truly reflecting the positions of the Bank and showing its operations².

- (i) The Board of Directors shall submit to the annual meeting of the Board of Governors an annual report containing an audited statement of the Bank's accounts, including a summary statement of its general budget, a statement of the origin and utilization of its resources and a profit and loss account. The Board of Directors shall determine the forms of these statement and the extent of detail in each such statement. A copy of this report shall be sent to the Secretary General of the League of Arab States for submission to the appropriate bodies of the League.

¹ Amended according to Board of Governor's Resolution No. 7/1988. The original text read as follows: "The President shall submit to the Board of Directors, no later than 30th September of each year estimates of the operating accounts for the next financial year."

² Amended according to Board of Governor's Resolution No. 7/1988. The original text read as follows: "The President shall cause to be kept true books of account faithfully reflecting the financial position of the Bank and showing its operations in detail."

Article (35): AUDITING

The Bank's accounts shall be audited by a reputable auditing firm, designated annually by the Board of Governors. The auditor's report shall be submitted to the annual meeting of the Board of Governors for examination and approval.

Article (36): PROFITS AND RESERVES

The Board of Governors shall, on the recommendation of the Board of Directors, allocate the Bank's net become by transferring them to reserves, or integrating them into the capital account proportionately to each member's stockholding, or in any other manner conducive to the purposes of the Bank.



CHAPTER “VIII” IMMUNITIES AND PRIVILEGES

Article (37): IMMUNITY OF THE BANK’S ASSETS

The Bank, its funds and assets shall enjoy immunity, in the territories of its members, from nationalization, confiscation, expropriation, sequestration, search and any other form of seizure by any act of the executive or legislative authority.

The funds of the Bank shall be free from any foreign exchange controls.

The immunities set forth above shall be applicable to the deposits with the Bank.

Article (38): IMMUNITIES OF ARCHIVES

The archives of the Bank shall be inviolable.

Article(39): IMMUNITIES AND PRIVILEGES OF CORRESPONDENCES

The correspondences of the Bank shall enjoy immunity in the territory of each member state, and shall enjoy the same privileges enjoyed by official correspondences of other member states in that State.

Article (40): IMMUNITIES FROM TAXATION

The subscriptions of members in the Capital stock of the Bank, the Bank’s funds, monies, income, operations, and the deposits it receives and the securities it issues by whomsoever held, as well as the transactions authorized by this Agreement, shall be immune from all taxation and from all customs duties in the territories of members. The Bank shall also be exempt from restrictions on imports of goods necessary to carry out its functions and from any customs duties in respect thereof; however, this shall not apply to any dues payable for services actually rendered to the Bank.

- (i) The Bank shall also be immune from liability for the collection or payment of any tax or duty.

Article (41): JUDICIAL PROCESS

Actions may be brought against the Bank in courts of competent jurisdiction in the territory of a member in which the Bank has a branch, an agency or an office, or has issued or guaranteed securities.

Article (42): PERSONAL IMMUNITIES AND PRIVILEGES

- (i) In the territories of all members states, the Governors, Alternate Governors, Directors and Bank officers:
 - (a) Immunity from legal process with respect to acts performed by them in their official capacity;
 - (b) Exemption from immigration restrictions, alien registration requirements and exchange restrictions in the member state, in as much scope as enjoyed by the representatives of member states equal to them in rank in that State;
 - (c) Shall be immune from taxation on or in respect of salaries and emoluments paid by the Bank;
 - (d) Shall be granted the same treatment in respect of travelling facilities as is accorded by members to the representatives of comparable rank of other members.
- (ii) The privileges, immunities and facilities set forth in this Article shall be accorded exclusively in connection with the discharge of the Bank's official functions.



CHAPTER “IX” WITHDRAWAL AND SUSPENSION OF MEMBERSHIP

Article (43): WITHDRAWAL

No member may withdraw from membership in the Bank until five years have elapsed since the date it became a member of the Bank. Withdrawal is effected by transmitting a notice in writing to the Bank at its principal office. Withdrawal shall become effective either upon the date such notice is received, or upon any later date fixed by such notice, which shall in any event be within six months thereof.

- (i) The Bank shall redeem the shares of Capital stock of the withdrawing member at a price equal either to their net book value at the end of the year preceding the date of notice of withdrawal or to their value at par, whichever is smaller.
- (ii) The Board of Directors shall determine the period of payment of the value of the shares repurchased, taking into account the financial position of the Bank; such period shall not exceed ten years from the date of the notice of withdrawal, subject to the provisions of Paragraph (V) of this Article.

In no event shall any amount due to the withdrawing member be paid until six months after the date of its withdrawal.

- (iii) The payment of the price of the Capital stock shall be made in United States dollars.
- (iv) Payment shall be withheld so long as the withdrawing member or any of its agencies remains liable to the Bank as a debtor or a guarantor. In that event, the Bank may deduct the amounts due to the member from any obligations to the Bank as it becomes due.

Article (44): SUSPENSION

- (i) The Board of Governors may, in the event of a member state default of its' obligations towards the Bank, decide to suspend by two thirds majority of the total voting powers, that members' membership.
- (ii) The member so suspended shall automatically cease to be a member one year from the date of its suspension, unless a decision is taken by the same majority of the Board of Governors to restore the member to good standing.
- (iii) A suspended member shall not be entitled to exercise any rights under this Agreement, except the rights specified in the special provisions on withdrawal and the settlement of disputes. However, it shall remain subject to all its obligations to the Bank, whether as a member, debtor, guarantor, or otherwise.
- (iv) The provisions on the repurchase of the Capital stock of a withdrawing member shall be applicable to a suspended member who has ceased to be a member.



CHAPTER “X” SUSPENSION OF OPERATIONS AND LIQUIDATION

Article(45): PROVISIONAL SUSPENSION OF OPERATIONS AND LIQUIDATION

The Board of Directors may, under exceptional circumstances, provisionally suspend the Banks' activities relating to new operations , until the Board of Governors has had an opportunity to look into the matter and take a decision in respect thereof.

Article (46): LIQUIDATION

- (i) The Board of Governors may, after notifying the member states by a not less than four months period, take-up by the majority vote of three-fourth the total of votes a resolution to terminate the Banks' operations and liquidate it.
- (ii) The Board of Directors shall take all necessary actions for the liquidation either by itself or through a committee of liquidators to be appointed by the Board of Governors on the recommendation of the Board of Directors.
- (iii) No distribution of assets shall be made to members until all liabilities of the Bank shall have been discharged or such arrangements for its satisfaction have been taken.
- (iv) The Bank shall distribute it's assets to the members pro rata to Capital stock held by each of them. Such distribution shall be made at such times and upon such terms as the Board of Governors may determine.

CHAPTER “XI” MISCELLANEOUS

Article (47): INTERPRETATION

- (i) Any question of interpretation or implementation of the provisions of this Agreement arising between any member and the Bank or between two or more members shall be settled by the Board of Governors.
- (ii) For the purposes of interpretation and implementation of the provisions of this Agreement, the term “Arab State” shall mean any country that is a member of the Arab League; and the term “African State” shall mean any other country that is a member of the Organization of African Unity.

Article (48): ARBITRATION

- (i) When a disagreement arises between the Bank and a country which has ceased to be a member, or between the Bank and any member after the decision to suspend the operations of the Bank has been taken, such disagreement shall be submitted to a tribunal of three arbitrators. The claimant shall advise the other party to the dispute of the nature of the dispute and of the name of the arbitrator appointed by it; and the defendant shall appoint the second arbitrator within thirty days from the date of the notice. If the defendant fails to do so, the claimant shall have the right to request the Secretary General of the League of Arab States to appoint the second arbitrator.

The umpire shall be appointed jointly by the parties in the dispute within sixty days of the date of said notice. In the event that the parties do not agree upon his appointment within the period stipulated, the Secretary General of the Arab League shall appoint said umpire at the request of either party.

- (ii) The decisions of the arbitration tribunal shall be taken by a majority of votes. Such decisions shall be final and binding upon the parties.
- (iii) The umpire shall have full power to settle all questions of procedures in any case where the parties are in disagreement with respect thereto.



Article (49): AMENDMENTS

- (i) The provisions of this Agreement may be amended by decision of the Board of Governors, taken by a majority of three fourths of the total voting power.
- (ii) Any member state, or the Board of Directors, may make a proposal to amend this Agreement. The proposal shall be communicated to all members not less than three months prior to the date of the meeting of the Board of Governors dealing with the proposed amendment.
- (iii) Amendments shall enter into force for all members three months after the date of their adoption by the Board of Governors.

Article (50): CHANNEL OF COMMUNICATION

Each member shall designate an appropriate official authority with which the Bank may communicate in connection with any matter arising under this Agreement, and any statements made by such authority to the Bank shall be deemed to have been made by the member concerned.

Article (51): WORKING LANGUAGE

The basic working language of the Bank shall be Arabic, and the use of French and English alongside Arabic, as circumstances may require, shall be permitted.

Article (52): POLITICAL ACTIVITY PROHIBITED

The Bank and all its officers and staff are prohibited to interfere in the political affairs of any member, of any country benefiting from the Bank's operations or of any country in which the Bank is carrying out its activity.

Article (53): RELATIONS WITH OTHER ORGANIZATIONS

- (i) The Bank shall, within the limits of the powers specified in this Agreement, cooperate with national, regional and international organizations in the fields of development and international assistance.
- (ii) The Bank may, pursuant to the decisions of the Board of Directors, enter into agreements with such organizations aimed at fostering such cooperation.

CHAPTER “XI” FINAL PROVISIONS

Article (54): SIGNATURE AND DEPOSIT

- (i) This Agreement shall be drawn up in one-original copy in Arabic language, ready to be signed on behalf of the Governments of the countries shown on the Subscription list attached hereto. This Agreement shall be deposited with the General Secretariat of the Arab League and remain open for signature not later than the 13th of March, 1974.
- (ii) The General Secretariat of the Arab League shall deliver an original copy of the Agreement to each member state and to any other state which subscribes to the Bank's capital.

Article (55): RATIFICATION, ACCEPTANCE, ADOPTION

This Agreement shall be a locus of ratification, acceptance or adoption from the side of signatory states.

The instruments of ratification, acceptance or adoption shall be deposited with the General Secretariat of the League of Arab States within not more than thirty days of the date of ratification, acceptance or adoption.

The General Secretariat of the Arab League shall notify all other members of each instrument deposited and of the date of such deposit.

Article (56): ENTRY INTO FORCE

This Agreement shall enter into force when the instruments of ratification, acceptance or adoption have been deposited on behalf of not less than five countries whose subscriptions comprise not less than 50% of the Capital stock of the Bank. The Secretary General of the Arab



League shall declare that this Agreement has entered into force upon the fulfilment of this requirement.

Article (57): RESERVATIONS

No reservations may be made to this Agreement whether at signature, ratification, acceptance or accession or when a country joins the Bank.

Article(58): FIRST MEETING OF THE BOARD OF GOVERNORS

The Secretary General of the Arab League shall call the first meeting of the Board of Governors within thirty days from the date this Agreement shall have been declared to have entered into force.

Article (59): BEGINNING OF OPERATIONS

The Board of Directors shall notify all members of the date when the Bank shall begin operations.

IN WITNESS WHEREOF, the duly authorized Representatives of the following Governments have hereunto set their hands:

The Hashemite Kingdom of Jordan
 The United Arab Emirates
 The State of Bahrain (Kingdom of Bahrain)
 The Tunisian Republic
 The Democratic and Popular Republic of Algeria
 The Kingdom of Saudi Arabia
 The Democratic Republic of Sudan (Republic of Sudan)
 The Syrian Arab Republic
 The Republic of Iraq
 The Sultanate of Oman
 The State of Qatar
 The State of Kuwait
 The Lebanese Republic
 The Libyan Arab Republic (Great Socialist People's Libyan Arab Jamahiriya)
 The Arab Republic of Egypt
 The Kingdom of Morocco
 The Islamic Republic of Mauritania

This Agreement was drawn up on Monday 26th Muharram 1394 Hegira corresponding to 18th February 1974 A.D. in a single original copy in the Arabic language which shall remain deposited with the General Secretariat of the League of Arab States, and of which a true copy has been issued to each party.



The Arab Bank for Economic Development in Africa, Abdel-Rahman

EL-Mahdi Street, P.O. Box 2640 Khartoum 11111, Republic of Sudan,

Tel: 249-183-773646/773709

Fax: 249-183-770498/770600

Telex: 22248/22739/22098

Website: www.badea.org

E-mail: badea@badea.org