

**STATUTES**

**ADB FAMILY Association**

DRAFT

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## Definitions

- **ADB:** African Development Bank
- **AfDB:** African Development Bank Group is the equivalent of ADB in English language.
- **Family (ies) of the ADB, Family (ies), family (ies), or ADB Family:** Big family which members are all the people having an employment contract or a social mandate at the ADB, as well as their spouses.
- **CHRM:** indicate the Human resources department of the ADB (Corporate Human Resources Management Department)

## TITLE 1: GENERAL PROVISIONS

### Article 1 - Setting Up

It is established between those adhering to the present statutes, a non-profit organization governed by the law n°60-315 of September 21st, 1960 relative to associations, as well as by the present statutes.

### Article 2 - Name

The Association is called in French: « Association Famille BAD ».

In English language the Association is called : « AfDB Family Association ».

### Article 3 - Purpose

The Association has the following purpose:

- i. Welcome families recently arrived within the bank regardless of their place of employment;
- ii. Supply a permanent support for the families of the ADB by facilitations and assistance throughout the process of integration;
- iii. Defend the interests of the families of the ADB, and act as liaison officer between the Management of the ADB and the families;
- iv. Make better understood and supply information on the policies of the ADB which have an impact on families;
- v. Provide to the families of the ADB practical information, a variety of services and activities which will also benefit to :
  - dependent children of the members of the families of the ADB,
  - dependant relatives up to the 2nd degree (ascendants, father and mother, brothers and sisters) of the members of the families of the ADB,
  - widowers and the widows of the workers or the social representatives of the ADB dead in the course of execution of their contract.
- vi. Undertake exchanges with associations of spouses or families of other international institutions on questions of mutual interest;
- vii. Take care of and deal with any question having a collective interest for its members, within the limits of matters not conflicting the activity, the obligations or the interests of the ADB, and,
- viii. Generally speaking, the continuation of any other missions likely to contribute to the full development and to the realization of its object.

### Article 4 - Headquarters

The headquarters office of the Association are located in the office of the African Development Bank ("ADB") in Abidjan-Plateau, rue des Banque, 01 BP 1387Abidjan 01.

### Article 5 - Duration

The Association is established for an indefinite duration.

## TITLE 2: ACQUISITION AND LOSS OF THE MEMBERSHIP

### **Article 6 - Admission**

Can be admitted within the Association, every person member of the family of the ADB which adheres to the present statutes.

The membership is free.

Is considered a member of the Association, founding members and every person having satisfied the formalities for membership.

### **Article 7 - Membership Procedure**

The application for membership is made according to the procedure fixed by the Executive committee.

The admission of any new member comes into effect as from the notification of the admission by mail, e-mail or any written means.

### **Article 8 - Right of the members**

Any member has the right to:

- Receive the assistance of the Association, according to established rules, within the limits of its faculties and its purpose,
- Take part in the activities of the Association,
- Be informed, at his/her request, about any question concerning the Association,
- Take part in the General Assemblies meetings.

### **Article 9 - Obligations of the members**

The Members have the obligation to:

- Conform themselves to the clauses of the statutes of the Association,
- Participate in the activities of the Association;
- Respect and execute the decisions taken by the competent organs of the Association;
- Respect and enforce the principles and the objectives of the Association;
- Maintain with the other members relationships of mutual respect, of dialogue, collaboration, solidarity, tolerance and brotherhood.

### **Article 10 - Loss of the membership**

The membership is lost either by a voluntary withdrawal, an omission, a radiation or death.

#### **10.1 Voluntary Withdrawal**

Any member can, at any time, upon request duly notified, withdraw from the Association.

The withdrawal request must be notified to the Association in the conditions fixed by the Executive committee.

#### **10.2 Omission**

As a purely administrative matter the omission is decided by the Executive committee for every person who is not any more member of the AfDB family as defined in the present

statutes. The omission is confirmed by the Ordinary General Assembly.

The Executive Committee identifies at least once a year all the members of the Association who no more meet the requirements to be considered as member of the AfDB family as defined in this statutes. The omission is pronounced by the Executive Committee and in conformity with the opinion of CHRM. The list of members of the Association is then updated by the Executive Committee.

### **10.3 Radiation**

Can be crossed out of the Association for grave motives any member who:

- Does not conform with his duties or obligations according to the present statutes, the internal rules where necessary, after formal notice of the Executive committee including a deadline and remained vain;
- Undertakes actions or makes statements, in particular public and contrary to the objectives of the Association or that would harm or damage its image;

The radiation is pronounced by the Executive committee on corresponding opinion of CHRM, the supervising entity. The member in cause must be enabled to present its defense to the Executive committee or to an appointed representative. The crossed out member does not participate any more in the activities of the Association.

If the facts are extremely grave and unbearable, the Executive committee, can pronounce the suspension as a protective measure of the member concerned while waiting for the definitive decision. The suspension is not renewable and cannot exceed a period of 90 days beyond which it becomes null and void.

### **10.4 Death**

The death is noticed by a register office record. In the absence of that, the Executive committee competence to notice the death manifestly known when it is not capable of obtaining a register office record.

Further to one of the known events expressed, the Executive committee updates the list of the members of the Association.

## **TITLE 3: ORGANIZATION AND FUNCTIONING**

The Association is endowed with the following organs:

- The General Assembly,
- The Executive Committee;
- The Commissions;
- The Accounts Auditor(s).

## **GENERAL ASSEMBLY**

### **Article 11 - Common rules to all General Assemblies**

The General Assembly is the supreme organ of decision of the Association.

It meets in qualified session called ordinary or extraordinary according to the object of the deliberations.

## **Article 12 - Convening of the Assembly**

12.1 The General Assembly is convened by the Executive committee.

It can be however convened by:

- CHRM, or
- by a quarter (1/4) at least of members of the Association after signature of an order of convening of the General Assembly containing necessarily the motives for such a meeting, the agenda and the ordinary or extraordinary nature of the assembly.

In this case, the notice is validly given by the delivery to each member of the Association of a copy of the order of convening of General Assembly and signed by at least the quarter of the members of the Association.

12.2 Except otherwise decided by the Executive committee, general assemblies are held at the headquarters.

12.3 The convening of the assemblies is made by sent notice either by e-mail, or inserted into a newspaper authorized to receive legal notices. Failing that, by any other written means, with acknowledgement of receipt.

12.4 The notice has to reach or to be handled to the members of the Association 30 days at least before the date of the assembly on first notice and, where necessary, 15 days at least for the following notice.

The 30 days deadline can be reduced by the Executive committee without being able to be less than 15 days.

12.5 The notice indicates the name of the Association, followed by, its initials, the address of the headquarters, the authorization number, the day, time and venue of the assembly, its ordinary or extraordinary nature and its agenda.

12.6 The agenda of the assembly is decided by the Executive committee or, where necessary, by the author of the notice when it is not the Executive committee.

12.7 Resolution drafts are sent to the members of the Association at the same time as the agenda.

12.8 The assembly cannot deliberate on a question which is not registered on its agenda.

12.9 When the agenda of the General Assembly concerns candidates for positions in the Executive committee, their identity, their professional references must be mentioned as well as their associative and professional activities during the last five years.

12.10 The agenda of the assembly cannot be modified on the second or third notice because of quorum not reached.

## **Article 13 - Communication of documents**

13.1 With regards to the annual General Assembly Ordinary meeting, any member of the Association has the right, himself or by the proxy he has appointed to represent him during the General Assembly, upon receipt of the notice, to consult at the headquarters the following documents:

- 1) The inventory, the financial statements of synthesis and the list of the Executive Committee members;
- 2) Auditor's reports of the accounts and the Executive committee reports which are submitted to the Assembly;
- 3) Where necessary, the text of the preamble, the proposed resolutions, as well as information concerning the candidates for the Executive Committee;
- 4) The global amount certified by accounts auditors of the allowances paid to the Executive Committee members and to employees of the Association.

13.2 The right for the member to consult the documents allows him to take copy at its expenses.

13.3 For assemblies other than the annual ordinary general meeting, the right to consult the documents concerns the text of the proposed resolutions, the report of the Executive Committee and, where necessary, the auditor's report on the accounts or the liquidator's report.

13.4 In addition, any member of the Association can, at any period, consult and copy:

- 1) Statutes and, where necessary, up to date internal rules of the Association;
- 2) Social documents mentioned in the previous paragraph of the present article which concern the last three exercises;
- 3) Minutes and attendance sheets of the assemblies held during these last three exercises;
- 4) The list of the members of the association and the composition of the Executive Committee;

#### **Article 14 - Holding of the General Assembly**

- 14.1 The General Assembly is chaired, as the case may be, by the president of the Association or, in case of hindrance of this one, by the Vice-president.
- 14.2 CHRM appoints two ( 2 ) scrutineers among the members of the Association, subject to their acceptance.
- 14.3 A secretary is appointed for the purpose of the meeting by the chairman to establish the report of the debates.
- 14.4 During each assembly, it is kept an attendance sheet containing the following indications: name, first name (s) and contacts or address of every present or represented member and name, first name (s) and contacts of each proxy.
- 14.5 The attendance sheet is signed by the present members and by the proxies, at the beginning of the session, under the control of scrutineers.



- 14.6 The members of the Association who will be allowed to attend the meeting by videoconference, teleconference or other means of telecommunication allowing their identification and guaranteeing their effective participation in the meeting will have their names inscribed under the responsibility of the scrutineers, on a list annexed to the attendance list.
- 14.7 The mandates are annexed to the attendance sheet, at the end of the assembly.
- 14.8 The attendance sheet is certified sincere and real, under their responsibility, by scrutineers.
- 14.9 The minutes of the assembly resolutions indicate the date and the place of meeting, the nature of the assembly, the mode of notice, the agenda, the composition of the board session, the quorum, the text of the resolutions submitted to the vote of the assembly and the result of the votes for each resolution, the documents and reports presented to the assembly and a summary of the debates.
- 14.10 It is signed by the members of the board session (chairman, scrutineers and secretary session) and archived at the headquarters with the attendance sheet and its appendices. In case of impossibility to collect the signature of the required people, two Executive Committee members and the representative of CHRM can sign on their behalf by indicating the motives for this impossibility.
- 14.11 copies or extracts of the minutes of the assemblies are validly certified, as the case may be, by the president of the Association or by anybody else duly appointed for that purpose. In case of liquidation of the Association, they are certified by a single liquidator.
- 14.12 The members of the Association appearing on the updated list or their representative can participate in the General Assemblies. It's the same for people who are third party to the Association when they were authorized to do so either by the President of the Association, or on decision of the board of session of the assembly, or by the assembly itself.

### **Article 15 - Representation of the members of the Association and voting right**

15.1 Any member of the Association can give, by letter, fax or e-mail, mandate to another member of the Association of its choice to represent him to a General Assembly. A member can have, during the same assembly, only one single mandate.

15.2 In case of election, the mandate must be notified to the independent Election board, in writing, preferably seven ( 7 ) days before the date of the elective general assembly.

15.3 The mandate or the power has to contain:

- 1) Name, first name (s), phone contacts, e-mail or address of the principal and his representative;
- 2) The indication of the nature of the assembly for which the mandate is given;

- 3) The signature of the principal preceded by the mention " Due mandate ", and
- 4) The date and the place of delivery of the mandate.

15.4 The mandate is given for one assembly. It can be however given for two assemblies, the one ordinary, the other extraordinary when held the same day or within 15 days.

15.5 The mandate given for one assembly applies to the successive assemblies convened with the same agenda.

15.6 The employees, not members of the Association or any natural or legal entity that the Executive Committee would think the presence profitable for the works of the aforementioned assemblies, can participate in General Assemblies, with consultative, non-voting voice.

15.7 Members of the Association can be authorized to participate in a meeting of the assembly by video conference, by conference call or by other means of telecommunication allowing their identification and guaranteeing their effective participation in the meeting.

15.8 Each member of the Association has one voice during the vote.

15.9 The votes are manually made in a box of secret ballot. They can however intervene by electronic way or by correspondence according to digital processes or not, or according to technological breakthroughs by guaranteeing the sincerity and the reliability. The methods of postal vote and participation in the meetings by means of telecommunication are specified as necessary and whenever necessary by decision of the Executive Committee after corresponding opinion or recommendation of CHRM.

15.10 The Executive Committee, upon the corresponding opinion of CHRM, may arrange a vote by show of hands.

## **ELECTIVE GENERAL ASSEMBLY**

### **Article 16 - The independent Election board**

The independent election board consists in five ( 5 ) members of staff of the ADB appointed by CHRM. It insures the following functions:

- 1) Organize and supervise the elections;
- 2) Launch and receive applications for every vacant position to the Executive committee;
- 3) Verify the eligibility of the candidates, validate applications or, as the case may be, reject those of the ineligible people;
- 4) Publish a note of presentation of the candidates;
- 5) Draft the electoral roll and make sure that rules relative to the vote are respected;
- 6) Prepare ballots, and any material necessary for the ballot;
- 7) Receive, verify the votes and count the votes;
- 8) Announce and publish the results of the elections.

## **Article 17 - The procedure of electoral vote**

17.1 The President of the independent Election board specifies the calendar and the procedures of vote for the elections. This precision is annexed to the notices sent to the members of the Association.

17.2 The independent Election board meets, the day of the ballot, to verify the votes and announce immediately the temporary results.

17.3 The independent Election board publishes the definitive results of the elections certified by her within five ( 5 ) working days after the day of the ballot.

17.4 All the disputes and the complaints concerning the regularity of the vote are submitted in writing to the independent Election board within 3 true days from the elections to avoid debarment. After this deadline, the independent Election board has 3 true days to take its decision.

## **Article 18 - The election campaign**

The election campaign opens as soon as the list of applications is validated and published by the independent Election board. The various candidates can, as from this publication, begin their election campaign and send their messages to the electorate. CHRM will have to, within the limits of its possibilities, supply equitably the candidates a logistic support, as support of their campaign by protecting strictly the equality between candidates.

## **Article 19 - The Ordinary general meeting**

### **19.1 Attributions**

19.1.1 The ordinary general meeting is competent to rule on all the questions other than those who are expressly reserved by the present statutes for extraordinary general meetings, in particular, for:

- 1) Determining the general policy of the Association;
- 2) Appoint and revoke the organs of the Association;
- 3) Examine and adopt the program of activities;
- 4) Examine and approve the budget;
- 5) Hear and pronounce itself on the reports of the management of the Executive committee and in particular on the management report explaining the situation of the Association and its activity during the last fiscal year as well as the predictable evolution;
- 6) Approve accounts of annual exercise and give full discharge of its management to the Executive committee;
- 7) Approve the auditor's report of the accounts;
- 8) Authorize the conclusion of any acts or operations which exceed the powers of the Executive committee;
- 9) Appoint members of the Executive Committee and one or more account auditor;
- 10) Provides opinions on any question in touch with the purpose and the activities of the Association in a general way.

19.1.2 The ordinary general meeting is gathered at least once a year, and six ( 6 ) months after

of the close of the exercise, to examine and approve:

- The annual report of the President of the Executive committee and the accounts of the Association in conformance with the last fiscal year, and
- The program of activities and the budget for the new exercise.

## **19.2 Meeting, quorum and majority**

19.2.1 The Ordinary general meeting cannot validly deliberate if one thirtieth (1/30) of the members of the Association is present or represented. The quorum is calculated on the basis of all the members of the Association.

19.2.2 When the quorum is not reached during the first notice, it is proceeded in eight ( 8 ) days which follow the second notice for the Assembly. On the second notice, no quorum is required.

19.2.3 The ordinary general meeting rules by a majority of the votes expressed. It is not kept account of spoilt papers or blank votes.

## **Article 20 - The Extraordinary General Meeting**

### **20.1 Attributions**

The Extraordinary General Meeting has only competence to decide of:

- 1) Any question entailing modification of the statutes, including the change of its name and the transfer of the headquarters in another city;
- 2) The membership or the merger with quite different Association or groups pursuing the same purposes;
- 3) The dissolution of the Association.

### **20.2 Meeting, quorum and majority**

20.2.1 The extraordinary general meeting cannot validly deliberate on first notice only if one twentieth (1/20) of the members of the Association is present or represented. The quorum is calculated on the basis of all the members of the Association.

20.2.2 When the quorum is not reached during the first notice, it is proceeded within eight (8) days following with the second notice of the assembly. On the second notice, no quorum is required.

20.2.3 The extraordinary general meeting rules with a two-thirds (2/3) majority of the expressed votes. It is not kept account of spoilt papers or blank votes.

20.2.4 Any proposal to modify the present statutes must be beforehand submitted in writing to the Executive Committee for its approval by a majority of two thirds (2/3) of its voting members, before being presented in extraordinary general meeting.

20.2.5 The proposed modifications of the statutes must be communicated to the members at least fifteen (15) days before the general assembly during which they will be considered. The

members who wish to make observations on the amendments or proposed resolutions have to do it before the Executive Committee, in writing, before the date of the general assembly.

## **Article 21 - The Executive committee**

### **21.1 Attributions of the Executive committee**

21.1.1 The Executive committee is vested with the broadest powers to make or authorize any acts interesting the object of the Association. It determines the orientations of the activity of the Association and watches their implementation. Subject to the powers expressly attributed to the assemblies and within the limits of the purpose, It is competent for any question interesting the proper functioning of the Association and rules by its deliberations on affairs which concern the Association.

21.1.2 The Executive committee has in particular for mission:

- 1) The definition of the actions to be led by the Association,
- 2) The notice and the establishment of reports to be presented to the General assembly;
- 3) The order of the accounts of sold exercise;
- 4) The constitution of the budget;
- 5) The decision relative to applications for membership and to loss of the membership of the Association;
- 6) The creation and the deletion of the technical committees necessary for his its mission;
- 7) The administration of the disciplinary measures.

21.1.3 The Executive committee is responsible for the management of the Association. He can delegate all or part of his attributions to the President of the Executive committee.

21.1.4 The Executive committee can entrust one or several of its members for any special mandates for one or several determined objects. He can collect the expert opinion of non members of the Association.

21.1.5 The Executive committee will choose among the members of the Association, voluntary people to support the functioning and the activities of the Association according to their field of expertise or center of interest.

21.1.6 The Executive committee can, if the resources of the Association allow it, recruit and manage a permanent staff designated to accomplish tasks that it expressly defines. The recruited staff has the status of employee of the Association.

21.1.7 Is subject to the prior and joint approval of the Executive Committee and CHRM:

- 1) Any agreement to enter with the Association and one of the committee members;
- 2) Any agreement to enter with a company where one of the committee members holds a participation superior or equal to ten percent (10 %) of the capital of the company;
- 3) Any agreement in which a committee member is holding a participation superior or equal to ten percent (10 %) of the capital of the company in which he is indirectly interested or in which it deals with the company through a third party;
- 4) Any agreement occurring between the Association and the company or the legal entity, if one of the committee members is holding a participation superior or equal to ten percent (10 %) of the capital of the company is an owner or a manager of the contracting company.

21.1.8 The Executive committee member has to inform the Executive committee as soon as it has knowledge of a convention subjected to authorization. He indicates, in particular, his situation and his personal interest with regard to the aforementioned convention, by specifying his participations, his role and his personal links with the other parts to the agreement and the measure in which he could take a personal advantage. He cannot take part in the vote on the requested authorization and his voice is not taken into account for the calculation of the quorum and the majority for the needs for this deliberation.

21.1.9 The authorization is not necessary when the conventions concern current transactions concluded on normal conditions. Current transactions are the ones which are made by an entity, in a usual way, within the framework of its activities. The normal conditions are the ones which are applied, for similar conventions, not only by the entity in cause, but also by the other entities of the same business sector.

## **21.2 meetings of the Executive committee**

21.2.1 The Executive committee meets as often as the interest of the Association requires, on notice of his President or in case of absence of the latter, his Vice-president. The meetings of the Executive committee can be held by video conference, by conference call or by other means of telecommunication allowing the identification of his members, guaranteeing their actual participation in the meeting and allowing the continuous and simultaneous broadcast of deliberations.

21.2.2 The Executive committee can deliberate, on first notice, that if at least more than half members are present. On the second notice concerning the same agenda, the Executive committee can deliberate if the quarter (1/4) of his members is present. The decisions of the Executive committee are taken with the majority of the present or represented members. The President of the Executive committee has casting vote in case of equality.

21.2.3 The deliberations of the Executive committee are noticed by reports concerned a special register signed by the president and the Executive committee member, or in case of hindrance, by three committee members Executive. The president or any Executive committee member, delegated to this end, can free copy or certified extracts.

## **21.3 Composition of the Executive Committee**

21.3.1 The Executive Committee is composed as follows:

- A President,
- A Vice-president,
- A Treasurer and his substitute,
- A Secretary General and his substitute,
- A Head of communications and the membership, and his substitute,
- A person in charge of Social Activities and his substitute,
- The management representative of the Human resources of the ADB.

21.3.2 The substitutes do not hold voting rights and have an advisory capacity during the meetings of the executive committee except when they are in an acting position.

## **21.4 Election of members of the Executive committee**

21.4.1. Every executive, voting committee member, is elected in ordinary general meeting, in the absolute majority in the first ballot and in the relative majority in the second ballot, for a duration of two (2) years, renewable only once.

21.4.2. Elections are held position by position in the order that follows:

- (1) The President,
- (2) The Vice-president,
- (3) The General Treasurer and his substitute,
- (4) The General Secretary and his substitute,
- (5) The Head of communications and the membership, and his substitute,
- (6) The person in charge of the social Activities and his substitute.

21.4.3. If there is no interim, in case of vacancy of a position, and it is provided by election on notice of the ordinary general meeting in order to identify a person who must complete the current mandate.

21.4.4. If the interim , the Executive committee, on corresponding opinion of CHRM, will if necessary decide to pursue the interim or to fill the position by election.

## **21.5 Function of the members of the Executive Committee**

### **21.5.1 The President**

21.5.1.1 The President represents the Association in all the acts of the civil life and in the relations of the Association with third parties, in particular with public authorities and administrations, within the limits of delegations received from the Executive committee or from the General assembly.

21.5.1.2 He notice convenes and chairs the Executive committee and the General assembly of the Association.

21.5.1.3 He ensures the good execution of the decisions of the Executive committee.

21.5.1.4 He authorizes the expenditures.

21.5.1.5 The president can go to court in the name of the Association, on prior authorization of the Executive committee.

21.5.1.6 He engages his responsibility towards the Association if he exceeds the powers which are attributed or delegated to him. He can give delegation to one or several members of the Executive committee.

### **21.5.2 The Vice-president**

The Vice-president seconds and assists the President in his attributions. The President can delegate to him some of his attributions. The Vice-president acts as interim of the President in case of absence or of hindrance. He attends the meetings of the Executive committee with an advisory capacity. He does not take part in the votes except in case of interim.

### **21.5.3 Honorary president**

The spouse of the President or, failing that, of the First Vice-president of the ADB is automatically Honorary president of the Association. As such he/she is invited to all official ceremonies.

### **21.5.4 The General Treasurer**

21.5.4.1 The General Treasurer is the person in charge of finance for the Association. He is namely in charge of the elaboration of the budget, under the directive of the President, the balance of the budget and its execution. He keeps up to date the financial situation of the Association and executes the expenses regularly ordered by the President. He establishes a periodic situation of revenues and expenditures.

21.5.4.2 The General Treasurer maintains the various accounting records and, at the end of every fiscal year, makes an assessment, the income statement and develops a budget plan for the next year. He drafts and submits to the President, the financial statement which will be submitted to the General Assembly for approval.

21.5.4.3 The General Treasurer ensures that entries and withdrawals of funds and the execution of the expenses are made according to the procedure organized by the Executive committee in agreement with CHRM.

### **21.5.5 The substitute Treasurer**

The Treasurer substitute assists the General Treasurer in his attributions and works temporarily in case of absence or of hindrance. He attends the meetings of the Executive committee with consultative voice. He does not take part in the votes except in case of interim.

### **21.5.6 The General Secretary**

The General Secretary is the administrative officer of the Association. As such, he is in charge of:

- Maintaining the various physical and computing records, in particular:

\* the register of the members of the Association, containing the indication of their name, first name (s), profession, phone contacts, e-mails, address and nationality;

\* the register of the deliberations of the General Assembly,

\* the register of the deliberations of the Executive Committee, and

\* registers containing the reports of commissions.

- The fulfillment of the various necessary legal formalities such as: during the constitution of the Association and during the modifications brought to the statutes of the Association or the change of management of the Association;

- Sending the notice for the assemblies and for the meetings of the Executive Committee and the writing of reports;

- The classification and the preservation, as well as various archives of the Association.



### **21.5.7 The substitute General Secretary**

The substitute General Secretary assists the General Secretary and assures his temporary interim in case of hindrance or of absence. He attends the meetings of the Executive Committee with consultative voice. He does not take part in the votes, except in case of interim.

### **21.5.8 The Head of communications and membership**

The person in charge communication manages the internal and external communications with the aim of promoting the Association and its activities. For that purpose, he:

- Organizes and supervises the operations with the partners;
- Assures the visibility of the Association during events;
- Sets up actions to develop the brand image of the Association;
- Manage the relations with the other institutions with similar purpose;
- Defines the communication policy of the Association;
- Develop the internal communications strategy;
- Takes care of the realization of communication media;
- Writes the drafts of correspondence to be sent by the Association, and submit them to the signature of the President or sign them himself, upon instruction of the President;
- Analyze the capacities of communication of the Association;
- Also supervies press kits, realization of the newspaper of the Association;
- Watch to broadcast widely and to make available any information facilitating the membership of every people satisfying the conditions to join the Association.

### **21.5.9 The substitute Person in charge of the Communication and membership**

The substitute Person in charge of the Communication and the membership of the Association assists the Head of Communications and the membership and assures its substitution or its interim in case of hindrance or absence. He attends the meetings of the Executive Committee with consultative voice. He does not take part in the votes, except in case of interim.

### **21.5.10 The Person in charge of the social Activities**

The Person in charge of the social activities manages or controls all the social and cultural activities of the Association, established for the benefit of its members. He proposes to the Executive Committee new social and cultural activities.

### **21.5.11 The substitute Person in charge of the social Activities**

The substitute person in charge of the social Activities assists the person in charge of the social Activities and assures its substitution or its interim in case of hindrance or of absence. He attends the meetings of the Executive Committee with consultative voice. He does not take part in the votes, except in case of interim.

### **21.5.12 The representative of the Human Resources Department (CHRM) of the AfDB**

The representative of the Human Resources department of the ADB attends the meetings of the Executive Committee. He has an advisory role within the limits of the competence delegated by the Head of CHRM to whom he reports. He attends the meetings of the Executive Committee in an advisory capacity, without voting rights.

### **21.6 Exceptional Allowances**

Members of the Executive Committee can receive, in conformance with their functions, no other remuneration, permanent or not. The Executive committee can decide to assign to its members exceptional allowances for the missions and the mandates which are entrusted to them or to authorize the repayment, on production of documentary evidences of expenses, in particular journey, travels and expenses were committed in the interest of the Association.

These expenses must priorly be budgeted and/or approved by CHRM.

### **21.7 Responsibility of members of the Executive Committee**

Except grave fault duly established, members of the Executive Committee contract, during their management, no personal obligation, neither solidarily, with regard to the commitments and the operations of the Association. They are only responsible under their mandate.

### **21.8 Incompatibilities**

The salaried employees of the Association cannot occupy an elective office there.

### **Article 22 - ADB Supervision**

The Association is placed under the moral and financial supervision of the ADB which will bring the necessary subsidies for its activities.

### **Article 23 - Commissions**

For the needs for the execution of its objectives, the Executive Committee can decide on the creation of technical commissions. This power also extends in the creation of ad hoc committees with the aim of the exercise of a determined mission. The composition, the organization and the attributions of these commissions are specified by decision of the Executive Committee in conformity with CHRM's opinion.

### **Article 24 - Account Auditor**

#### **24.1 Designation of an Account auditor**

CHRM designates one (1) auditor and his substitute. They can also be designated, by the Ordinary General Meeting.

The Account auditor may be an employee of ADB. However he may be a member of staff of ADB. The duration of its mandate is two (02) years renewable once.

#### **24.2 Mission of the Account auditor**

The Account auditor has mandate to verify all the books and the registers of the accounting, check the regularity and the sincerity of the accounts and the balance sheets, as well as the accuracy of the information given to the accounts of the Association by the report of the Executive committee.

He establishes, for every budgetary year, a report in which he reports in the ordinary general meeting, the execution of the given mandate and indicates the irregularities and the noticed inaccuracies.

He presents or exposes his report to the Ordinary or Extraordinary General Meeting. He has to present his reports at least ten (10) days before the holding of any General Assembly.

### **24.3 Remuneration of the Account auditor**

The Account auditor, when designated within the Bank by CHRM, is not paid. When he is chosen outside the Bank he is paid according to terms of the agreement negotiated with him.

### **Article 25 - Disciplinary measures**

Any member who will not observe the texts governing the Association or who would commit one or several grave acts, contrary to the interests and the reputation of the Association, could be imposed a disciplinary measure by the Executive Committee.

No penalty can be taken without the concerned member is enabled to know the facts which are blamed him and for giving his explanations to the Executive Committee for a reasonable deadline. These explanations are written or verbal. When the explanations are verbal, the Executive Committee makes a report signed by all the present parties including the concerned member.

The disciplinary measures susceptible to be imposed by the Executive Committee are:

- the warning,
- the suspension,
- the radiation.

#### **25.1. The warning**

The warning is pronounced if the member concerned by the facts makes excuses for or repents and when the facts can be tolerated.

#### **25.2. The suspension**

The suspension is pronounced, on corresponding opinion of CHRM, for a duration which cannot exceed 12 months. The decision of suspension, upon caducity, must determine the duration of the imposed penalty.

#### **25.3. The radiation**

The radiation is pronounced in the conditions of the article 10.3 of the present statutes.

## TITLE 4: SYSTEM OF FINANCING

### **Article 26 - Ressources**

The resources of the Association consists in particular:

- Subsidies of the ADB,
- Donations and legacy agreed to the Association, duly approved by the Executive committee and CHRM,
- Of any other resources obtained by the Association according to current laws and regulations and approved by CHRM including the products of the activities with charitable character.

The ADB will supply to the Association premises adequate to use as headquarters containing the necessary equipments and office supplies adequate to its smooth running and the exercise of its activities, on presentation and approval of a budget in the beginning of each exercise.

### **Article 27 - Expenses**

The expenses of the Association includes in particular the overheads, the investment expenditure and any other expenses in relation with the activities of the Association made according to the procedure organized by the Executive Committee, under the supervision of CHRM.

### **Article 28 - Budget**

The financial year of the Association begins January 1st and ends on December 31st of the current calendar year.

At the end of the financial year exercise, the moral and financial report of the Executive Committee must allow to establish the execution of the registered projects.

Any unused balance at the end of exercise is put back in the following exercise.

The practical modalities of the financial system are fixed by the Executive Committee upon corresponding opinion or recommendation of CHRM.

## TITLE 5: FINAL PROVISIONS

### **Article 29 - Signature of the statutes**

The founding members of the Association are the signatories of the present statutes. Further to modifications which can be decided only in extraordinary general meeting, the modified statutes will be signed by the President and an Executive committee member.

### **Article 30 - Dissolution of the Association**

The dissolution of the Association is pronounced by the Extraordinary general meeting, after obtaining the prior assent of CHRM.

### **Article 31 - Liquidation of the assets of the Association**

When deciding a dissolution, the Extraordinary General Meeting appoints one or several liquidators in charge of the liquidation of the properties of the Association. In any case of dissolution of the Association, the properties of the Association will be devolved either to one or several Associations in the choice of the General Assembly, or in the realization of a project of common interest to the members of the Association.

### **Article 32 - Internal rules**

The Executive Committee can establish, according to its mode of decision-making, an internal rules having for object to specify and complete the present statutes of the Association. It is competent to modify them or repeal them. The internal rules cannot in any case be contrary to the provisions of the present statutes. In case of contrariety between the statutes of the Association, and the internal rules, only the clauses of the statutes will be applied.

### **Article 33 - Enter into effect of the statutes**

The present statutes were adopted during the General Assembly of \_\_\_\_ 2016 and come into effect from their adoption.

### **Article 34 - Dispute settlement**

Any contesting between the Association and one or several of its members, during its existence either after its dissolution, during the course of closing transactions, with regard to the affairs of the Association or to the execution of statutory provisions, will be settled under the mediation of the Executive Committee. In case of obstinacy of the dispute, CHRM will cut in the last resort.

Made and adopted during the Constitutive General assembly in Abidjan ... ..

### **THE FOUNDING MEMBERS**