

January 15, 1946

SUGGESTED BY-LAWS OF THE INTERNATIONAL BANK FOR
RECONSTRUCTION AND DEVELOPMENT

These By-Laws are adopted under the authority of, and are intended to be complementary to, the Articles of Agreement of the International Bank for Reconstruction and Development; and they shall be construed accordingly. Neither anything in these By-Laws nor the omission of anything from these By-Laws shall be construed as conflicting with, or as qualifying in any manner, any provision or requirement of the Articles of Agreement.

1. Places of Business

The principal office of the Bank shall be located in _____ . The Executive Directors may establish and maintain agencies or branch offices and regional offices at any place in the territories of any member, whenever it is necessary to do so in order to facilitate the efficient conduct of the business of the Bank.

2. Other Organizations Represented

The Economic and Social Council of the United Nations is authorized to be represented at the meetings of the Board of Governors and Executive Directors, and the representative of the Council may participate in such meetings, but shall have no vote. The Executive Directors are authorized to arrange with the International Monetary Fund to send a representative of the Fund to meetings of the Board of Governors and Executive Directors who may participate in such meetings, but shall have no vote.

3. Notice of Meetings

The President shall notify all members of any meeting of the Board of Governors.

4. Special Board Meetings

Whenever any member requests the Executive Directors to call a special meeting of the Board, the President shall notify all members of the request together with the reasons assigned for such request. Special meetings of the Board shall be called by the Directors whenever requested by five members or by members having one-quarter of the total voting power.

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5. Agenda of Board Meetings

The agenda for the meetings of the Board of Governors shall be submitted by the President after having been approved by the Executive Directors. Any Governor or Alternate may place upon the agenda any matter for the consideration of the Board.

6. Election of Chairman and Vice Chairmen

At each annual meeting the Board of Governors shall select a Governor to act as Chairman and other Governors to act as Vice Chairmen until the next annual meeting. The selection shall require a majority of the votes cast by the Governors. Successive ballots shall be cast until one nominee has a majority; and after each ballot the nominee with the smallest number of votes shall be dropped from the next ballot.

7. Secretary

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

8. Minutes

The Board shall keep a summary record of its proceedings which shall be available to all members and which shall be filed with the Executive Directors for their guidance.

9. Report of President

The President shall prepare for presentation at the annual meeting of the Board of Governors an annual report in which he shall discuss the operations and policies of the Bank and make recommendations to the Executive Directors and the Board of Governors on the problems confronting the Bank.

10. Proxies

No Governor or Alternate may vote at any meeting by proxy or by any other method than in person.

11. Voting Without Meeting

Whenever, in the judgment of the Executive Directors, an action by the Bank must be taken by the Board of Governors

which should not be postponed until the next regular meeting of the Board and does not warrant the calling of a special meeting of the Board, the Executive Directors shall present to each member by telegraph or otherwise a motion embodying the proposed action with a request for a vote by its governor. When sufficient replies have been received to accept or reject the motion, the Executive Directors shall record the results and the President shall notify all members.

12. Expenses of Governors

Each governor and alternate shall present to the Secretary of the Board of Governors a memorandum of transportation expenses incurred in traveling to and from the meetings of the Board. All reasonable transportation expenses shall be paid by the Bank, together with \$_____ for each day he is engaged in the business of the Bank, including the time of traveling, in lieu of reimbursement for other expenses.

13. Delegation of Authority

The Executive Directors are authorized by the Board of Governors to exercise all the powers of the Bank except those reserved to the Board by Article V, Section 2(b) and other provisions of the Articles of Agreement.

14. Rules and Regulations

The Executive Directors are authorized by the Board of Governors to adopt such rules and regulations as may be necessary or appropriate to conduct the business of the Bank, any rules and regulations so adopted, and any amendments thereof, shall be subject to review by the Board of Governors at their next annual meeting.

15. Executive Directors on Full Time Basis

The Executive Directors and their Alternates shall be regarded as full time officers of the Bank.

16. Vacant Directorships

Whenever a new Director must be elected because of a vacancy requiring an election, the President shall notify the members who elected the former Director of the existence of the vacancy. He may convene a meeting of the Governors of

such countries exclusively for the purpose of electing a new Director; or he may request nominations by mail or telegraph and conduct ballots by mail or telegraph. Successive ballots shall be cast until one candidate has a majority; and after each ballot, the candidate with the smallest number of votes shall be dropped from the next ballot.

When a new elective director is named, the office of alternate shall be deemed to be vacant and an alternate shall be named by the newly-elected director.

17. Representation of Members
Not Entitled To Appoint a Director

Whenever the Executive Directors are to consider a request made by, or a matter particularly affecting a member not entitled to appoint a director, the member shall be promptly informed in writing of the date set for its consideration. No final action shall be taken by the Executive Directors, nor any question affecting the member submitted to the Board of Governors, until the member has been offered a reasonable opportunity to present its views and to be heard at a meeting of the Executive Directors of which the member has had reasonable notice. Any member, so electing, may waive this provision.

18. Officials

The officials of the Bank shall be a President, a First Vice President, a General Counsel, and such additional Vice Presidents and other officials as the Executive Directors shall determine. Other members of the staff shall be provided for in the annual budget of the Bank.

19. Audits

The Executive Directors shall have an audit of the accounts of the Bank made at least once each year and on the basis of this audit shall submit a statement of its accounts, including a balance sheet and a statement of profit and loss, to the Board of Governors to be considered by them at their annual meeting.

20. Regional Councils

Whenever a regional office is established, the Executive Directors shall appoint a regional council to advise it. Each regional council shall include representatives of banking, commercial, industrial, labor, and agricultural interests, and shall have as wide a representation of the nations included in the region as possible.

21. Applications for Membership

Any member of the International Monetary Fund may apply for membership in the Bank by filing with the Bank an application setting forth all relevant facts.

The President shall arrange for consultation with the Economic and Social Council of the United Nations.

When submitting an application to the Board of Governors, the Executive Directors shall inform them of the response of the Economic and Social Council and shall recommend to the Board the number of shares of capital stock to be subscribed and such other conditions as, in the opinion of the Executive Directors, the Board of Governors may wish to prescribe.

22. Suspension of Membership

Before any member is suspended from membership in the Bank, the matter shall be considered by the Executive Directors who shall inform the member in reasonable time of the complaint against it and allow the member an adequate opportunity for stating its case both orally and in writing. The Executive Directors shall recommend to the Board of Governors the action they deem appropriate. The members shall be informed of the recommendation and the date on which its case will be considered by the Board and shall be given a reasonable time within which to present additional material to the Board. Any member so electing may waive this provision.

23. Settlement of Disagreements

The International Court of Justice is prescribed as the authority to appoint an umpire whenever there arises a disagreement of the type referred to in Article IX (c) of the Articles of Agreement.

By-Laws
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The Executive Directors may establish regional offices and determine the location of, and the areas to be covered by, each regional office.

2. Other Organizations Represented

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