

**CONSTITUTION OF THE  
AFRICAN DEVELOPMENT BANK  
STAFF COUNCIL**

*(December 2021)*

## **PART A**

### **STATUTES**

The Staff Members of the African Development Bank:

- Desirous to ensure fruitful contact between the Staff and the President of the Bank and to maintain a continuing dialogue between the Bank Management and Staff;
- Mindful of Regulation 6.15 of the Staff Regulations of the Bank recognizing the right of Staff Members to associate freely in a voluntary non-political Staff Council as the body duly empowered and entitled to promote the interests and general welfare of the Staff of the Bank through collaboration and consultation with the President and Management of the Bank.

Have decided as follows:

#### **ARTICLE I**

##### **Definitions**

**Section 1.1:** The following terms as used in the Constitution have the following meaning:

- a) **"Auditors"** means competent internal or external experts, appointed to audit and / or certify the financial statements of the Staff Council.
- b) **"Bank"** means the African Development Bank Group.
- c) **"Bureau"** means the executive organ representing the Staff Council, as established under Article VII of Part A.
- d) **"Executive Committee"** means the Executive Committee of the Staff Council Bureau established under Article X;
- e) **"General Assembly"** means the plenary organ of the Staff Council established under Article VI of Part A.
- f) **"Management"** means the President, Vice-Presidents, and Heads of Organizational Units of the Bank;
- g) **"President"** means the President of the Bank, or an officer duly authorized by the President to act on his/her behalf;
- h) **"Staff Council" or "Council"** means the body of all fully paid up Staff Members of the African Development Bank Group.
- i) **"Staff Member"** shall mean an officer or other regular employee of the Bank appointed by the President as defined in the AfDB Staff Regulations.
- j) **"majority or simple majority"** means a majority of more than 50 percent.
- k) **"qualified majority"** means at least a majority of 2/3 of the members or 2/3 of votes **cast**.
- l) **"Polling Officers"** means two Staff Members of the Staff Council, who are not Bureau members, nominated by **CHHR** in accordance with Article XVI of Part A.
- m) **"CHHR"** means the Human Resources department
- n) **"Regional Committee"** means a Committee established in **each of** the 5 Regional Directorates by the Bureau including regional Bureau members and Focal Points in accordance with Article VIII part A
- o) **"Regional Directorates"** are heading by Director generals in the following regions: 1) Central Africa Region 2) East Africa Region 3) North Africa Region 4) Southern Africa Region 5) West Africa Region

**Section 1.2:** References to Parts, Articles, and Sections are references to the Parts, Articles, and Sections of this Constitution.

## **ARTICLE II**

### **Establishment and Headquarters**

**Section 2.1:** It is hereby established a representative Council for all Staff of the African Development Bank which shall be known as: "Staff Council of the African Development Bank" (here-after referred to as "the Staff Council" or SCO).

**Section 2.2:** The Headquarters of the Staff Council shall be at the Principal Office of the Bank.

## **ARTICLE III**

### **Purposes and Means**

**Section 3.1:** The primary purposes of the Staff Council are:

- a) To promote and safeguard the rights as well as to defend the interests of all Staff Members of the Bank, both collectively and individually, particularly by promoting the improvement of conditions of employment, career development, work and welfare in the widest sense.
- b) To cooperate with the Management of the Bank in ensuring conditions that would permit Staff to accomplish their duties efficiently and allow the Bank to utilize most proficiently its Staff in the discharge of their duties;

**Section 3.2:** These purposes may be pursued, among others, through the following means:

- a) Those provided by the relevant provisions of the statutes of the Staff Council and their amendments;
- b) By conducting consultations and actions of awareness on Staff working conditions;
- c) By presenting to the Management of the Bank grievances considered relevant to the pursuit of the purposes mentioned above;
- d) By establishing and maintaining cooperative relations with other international organizations Staff Associations or similar bodies.
- e) By setting up Regional Committees in each of the 5 African regions as per Article VIII
- f) By setting up sub-Committees as per Article XI which may include Staff Council Staff Members who do not belong to the Staff Council Bureau
- g) By maintaining cooperation and advising Regional Bureau members and country Focal Points on local administrative matters

## **ARTICLE IV**

### **Members, membership and resignation**

**Section 4.1:** A Staff Member becomes *ipso facto* a member of the Staff Council unless he wishes to resign from the Staff Council and shall so inform the Secretary General of the Staff Council in writing. However, this term "Staff Member" shall not include the President of the Bank, Executive Directors, Alternate Executive Directors, senior advisers or advisers to any executive director, consultants, project staff, short term staff, persons engaged specifically for a meeting and any person performing work for the Bank on behalf of a third party that has signed a contract with the Bank.

**Section 4.2:** Each member of the Staff Council shall pay a monthly membership fee, which is decided by the Annual General Assembly, upon submission of proposals by the Bureau. The membership fee shall be deducted automatically from the salary, unless the Staff Member declines to be a member of the Staff Council, or resigns from the Staff Council and accordingly informs the Secretary General of the Staff Council, at least three weeks before the next salary payment. Any person ceasing to be a member of the Staff Council thereby loses all the rights of membership.

**Section 4.3:** All members shall enjoy the following rights: the right to advice, assistance and protection in regard to all matters within the Staff Council's competence; the right to approach the Bureau directly or through the Regional Committees and Focal Points, concerning any grievance or complaint a Staff Member may have against his or her responsible chief or Management and to be represented, if he or she so desires, by a person nominated by the Bureau in following any grievance procedure that may be initiated; the right to vote and to be a candidate for any office in the Committee or other organ of the Staff Council in accordance with the present Rules.

**Section 4.4:** Staff Members cannot be members of the Staff Council when they are on special leave without pay, unless they have paid their membership fees to the Staff Council for the duration of their leave. Staff Members on special leave without pay cannot participate in any Staff Council elections.

**Section 4.5:** The Staff Council members leaving the service of the Bank shall not be required to inform the Secretariat of the Staff Council, as withdrawal from membership shall be automatic upon separation from the Bank.

**Section 4.6.** Membership fees will not be refunded.

## **ARTICLE V**

### **Organisation**

**Section 5.1:** The functions of the Staff Council shall be exercised through:

- a) The Annual General Assembly and Extraordinary General Assemblies;
- b) The Bureau;
- c) The full membership consulted by referendum (as per Article IX );
- d) The Executive Committee;
- e) The Regional Committees;
- f) The sub-committees, working groups and subsidiary organs appointed or established under Article X of Part A.

**Section 5.2:** The procedures for voting on decisions of the Staff Council comprise Referendum, consensus, virtual meetings, show of hands, roll call or by secret ballot and/or electronic vote, depending on prevailing circumstances.

## **ARTICLE VI**

### **General Assemblies**

**Section 6.1:** The Annual General Assembly

1. The Annual General Assembly shall be the plenary organ of the Staff Council. All members of the Staff Council shall be entitled to participate in its proceedings. It shall consider the programme of activities and the Annual Report of the Bureau.
2. The Bureau shall call the annual meeting of the Assembly. This meeting shall be announced at least 10 (ten) days in advance and shall normally be held between October 1st and December 31st but no more than one year after the prior general assembly.
3. At least five (5) days before the meeting of the general assembly, the proposed agenda shall be distributed to the members of the Staff Council. It shall include all discussion points proposed by the Bureau as well as any other points proposed by at least thirty (30) Staff Members through a petition including their signatures, names, and units. The final agenda is distributed during the meeting of the General Assembly.
4. The quorum for any General Assembly decision (by means of show of hands, secret ballot and/or electronic vote) shall be at least 10% of the fully paid up Staff Members.
5. If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a date not later than seven days from the original

date and at such time and place as the Bureau may determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present can debate without a condition of quorum.

**Section 6.2:** The Extraordinary General Assembly.

1. A meeting of an Extraordinary General Assembly may be called **by the Chairman of the Bureau** at any time to examine a specific point, outside of the annual meeting of the General Assembly or at least thirty (30) Staff Members through a petition including their signatures, names, and units.
2. An Extraordinary General Meeting requested as provided for in paragraph 6.2 (1) above is held as soon as possible, but not later than four weeks after receipt of the request.

**Section 6.3:** : The procedures for meetings, agenda, vote, and minutes of the annual or extraordinary assemblies are provided in Part C of the Constitution.

## **ARTICLE VII**

### **Bureau**

**Section 7.1: Functions.** The Bureau shall be the executive representative organ of the Staff Council, and will speak on behalf of the Staff Council, particularly for communication to the President, the Board of Directors, Management, internal conflict resolution bodies as well as associations or other representative staff organizations or similar bodies. The membership of the Bureau shall reflect that of the Staff Council, it obeys the principles of equitable geographical representation and gender-balance. The Bureau shall mainly:

- a) Promote the interest of the Staff Council, consistent with the purposes and means expressed in the Constitution.
- b) Attend to the execution of the General Assembly's decisions and be responsible for the management of the Staff Council's finances.
- c) Execute all other functions as specified in the Rules of Procedures of the Staff Council, specifically under Parts B and C of the Constitution.
- d) Shall take the necessary steps to promote and organize, as may be required, the representation and participation of staff at regional and country offices outside headquarters.

**Section 7.2: Composition.** The Bureau shall comprise 20 members elected by secret ballot by members of the Staff Council and shall afford equitable representation and gender-balance within the Staff Members of the Bank, as stipulated in Part B of the Constitution.

- a) Of the 20 members elected, ten (10) Bureau members should be employed at Headquarters
- b) Of the 20 members elected, ten (10) staff members elected from the five electoral regions with two (2) Bureau members **being** elected ( one titular , one substitute) in each Regional Directorate.

**Section 7.3:** At all times the Bureau shall carry out its activities in such a way that the interests of all the Bank Staff Members, wherever stationed, are represented.

**Section 7.4:** The Bureau will be supported by one (1) **non-elected** permanent team assistant which constitutes, **together with the Chairperson and** Secretary General (elected), the Staff Council Secretariat

## **ARTICLE VIII**

### **Regional Committee and Focal Points**

#### **Section 8.1. Composition**

- a) **two (2) members employed in each regional directorate (one titular, one substitute) are elected to represent each of the five (5) Regional Directorates for a mandate of two years renewable once (total regional representation is ten (10));**
- b) one Focal Point is elected by each country office of his/her respective Regional Directorate. Focal Points are elected by all members of their respective country office within each African region for a mandate of two years, renewable, once. They will report to the Regional Delegate of the Regional Committee on a regular basis. The role and modalities of election of the Focal Point are detailed in the Terms of Reference annexed to the Constitution.

**Section 8.2: Role and responsibilities:** The Regional Committees shall function under the direction of, and in accordance with, the rules of procedure established by the Bureau in Part C. The Regional Committee shall carry out the Bureau's duties at regional level, administer its daily affairs, be responsible for and report on its activities and any other task decided by the Bureau.

**Section 8.3: Regional Delegate:** The Regional Delegate of the Regional Committee is one of the two elected members from each Regional Directorates, and the position is to be rotated every 12 months between the two members. He/she shall represent the Bureau at regional level in his/her respective Regional Directorate. He/she receives directives from the Executive Committee of the Bureau.

## **ARTICLE IX**

### **Referendum**

**Section 9.1:** A referendum by electronic vote shall be held upon:

- a) A decision of the General Assembly;
- b) A decision of the Bureau, or a petition in writing of at least 5% of Staff Members of the Staff Council, bearing their signatures and their names and units.
- c) And shall be conducted by the polling officers consistent with Part B of this Constitution.

**Section 9.2:** Whenever possible, an interval of seven (7) working days shall be allowed between the submission of any question to members of the staff and the recording of their votes.

**Section 9.3** When the question posed directly or indirectly concerns the staff as a whole, all Staff Members shall be called upon to vote. When the question posed concerns only one category of Staff Members, the Staff Members in that category shall alone be called upon to vote.

**Section 9.4:** Decisions shall be made by simple majority, except for questions concerning the amendments and the interpretation of the Staff Council Constitution in which case Article XVIII and Article XIX apply. Decisions are binding on the Staff Council if at least 10% of its full membership participate in the voting.

**Section 9.5:** The necessary measures for conducting a referendum shall be taken by the Bureau. The decisions reached by referendum shall be communicated to all members within ten (10) working days of the date of the referendum.

## **ARTICLE X**

### **Executive Committee**

**Section 10.1: Composition:** The Executive Committee shall comprise ten (10) members of the Bureau with respect of equitable geographic representation and gender balance. They shall be elected from within the Bureau at its first meeting, by a majority of the Bureau members. They shall form the Executive Committee following the elections and comprise:

- a) The Chairperson;
- b) The Vice-Chairperson;

- c) The Secretary General;
- d) The Deputy Secretary General;
- e) The Treasurer;
- f) The Deputy Treasurer; and
- g) Four officers: 2 communication officers, one Focal Points coordinator and one regional coordinator

**Section 10.2: role and responsibilities:** The Executive Committee, in the person of its Chairperson and/or one or several designated members of the Executive Committee, shall represent the Bureau in official discussions and negotiations, inside or outside the organization. They are empowered to make decisions on issues related to Staff Members and the Staff Council as a whole, with the approval of the Bureau. If for any reason the Chairperson is temporarily unable to represent the Executive Committee, one of the Vice-Chairperson shall substitute him/her during the period the Chairperson is unable to carry out his/her functions on a rotational basis.

- a) The Executive Committee shall function under the direction of, and in accordance with, the rules of procedure established by the Bureau;
- b) The Executive Committee shall carry out the Bureau's duties, administer its daily affairs, be responsible for and report on its activities and any other task of the Bureau as defined in Part C.

**Section 10.3:** Funding permitting, the Chairperson shall be a full time position based in Headquarters in Abidjan. If the elected Chairperson is based in the duty station other than Headquarters in Abidjan, he/she shall start the chairpersonship within one (1) month, and be transferred to the Headquarters in Abidjan within three (3) months after election, in due coordination with the supervisor. The transfer will have no effect on the grade of the incumbent.

## ARTICLE XI

### Subcommittees, working groups and other auxiliary organs

**Section 11.1:** The Bureau may set up subcommittees, working groups and other auxiliary organs, as it deems necessary or desirable for ensuring the smooth functioning of the Staff Council

**Section 11.2:** Any subcommittee or working group shall be presided over by a member of the Bureau.

**Section 11.3:** The Chairperson of a sub-committee may invite members of the Staff Council who are not members of the Bureau to take part in the work of such sub-committees over than the Focal Points subcommittees.

## ARTICLE XII

### Financial provisions

**Section 12.1:** The Accounts: the financial statements of the Staff Council, including financial statement from regions, cover the period 1 January to 31 December, and are part of the annual report to be submitted by the Bureau for acceptance by the Annual General Assembly, in conformity with Article VI, Section 6.1 of Part A

- a) The financial and accounting procedures manual determines the form of the financial statements.
- b) The reporting currency is Euro, or any other currency approved by the General Assembly.
- c) The financial year matches the annual calendar.

**Section 12.2:** The funds of the Staff Council shall be deposited in a bank or banks to be selected by the Bureau. All bank transactions shall require the signatures of the Chairperson, Vice Chair

or Secretary General or Deputy Secretary General and one of the Treasurer or Deputy Treasurer of the Staff Council .

## **ARTICLE XIII**

### **Resources**

**Section 13.1:** The funds of the Staff Council shall comprise:

- a) Dues and other assessments levied on the membership;
- b) Revenue from various fund-raising events;
- c) Donations;
- d) Income from investments, and
- e) **An administrative Budget allocated by the Bank for the functioning of the Staff Council Bureau (including Regional Committees) as an organ of the Bank.**

**Section 13.2:** Dues and other assessments shall be made only for the purposes common to the membership of the Staff Council as a whole body and may be levied by a decision of at least two-thirds majority of members voting in General Assembly.

**Section 13.3:** Membership dues shall be determined by the Annual General Assembly, upon proposal by the Bureau, in conformity with Section 4.3 of Article 4 of Part A.

**Section 13.4:** The Staff Council may promote special activities in order to raise funds to be used for the purposes of the Staff Council.

## **ARTICLE XIV**

### **Treasurer**

**Section 14.1:** The Treasurer shall, consistent with the Staff Council's financial regulations, establish the financial statements, including financial statements **from each Regional Directorate**, and submit them to the auditor. He/she shall write the Staff Council's financial report presented to the General Assembly by the Chairperson of the Bureau. The financial statements shall include the auditor's report.

**Section 14.2:** In establishing the financial statements, the Staff Council can call for the assistance and advice of the Accounting Direction of the Bank, and if necessary, of an external expert as well.

**Section 14.3:** A substantial proportion of the dues paid by the Staff Council members at regional and country offices outside headquarters shall be reserved for use to permit more direct participation of the members employed in the field in the activities of the Staff Council at country and regional level which shall be duly accounted for by the Treasurer of the Staff Council.

## **ARTICLE XV**

### **Staff Council Auditors**

**Section 15.1:** Each year, the Annual General Assembly shall appoint an Auditor and a deputy Auditor upon proposal by the Bureau of two Staff Council members who are not serving on the Bureau, after calling for nomination. It can also request the Auditor General to propose two of his/her Staff Members to pursue the Staff Council's auditing missions. The General Assembly may, if necessary, decide to ask an expert, external to the Bank, for the certification of the financial statements.

**Section 15.2:** The appointed Auditors must be duly competent in accounting and audit matters.

**Section 15.3:** the overall responsibilities of the appointed Auditors extend to the Regional Committee matters, when necessary.

**ARTICLE XVI**  
**Polling Officers**

**Section 16.1:** Each year, the Director, Human Resources Department shall nominate at least two Polling Officers from amongst the Staff Members but excluding the members of the Bureau, after calling for nomination.

**Section 16.2:** The Polling officers shall scrutinize all related voting and referendum processes approved by the Staff Council during the year of their nomination.

**Section 16.3:** The Polling Officers shall execute the missions specified in the Rules of the Staff Council, as set out in Sections B and C of this Constitution.

**ARTICLE XVII**  
**By-Laws**

**Section 17.1:** *Within the two months following its first meeting after the adoption of the Constitution, the Executive Committee shall submit the By-Laws (Parts B and C) for approval by the Staff Council Bureau. The Rules shall be adopted by a qualified majority of two-thirds of the Bureau's members, consistent with the Constitution.*

**ARTICLE XVIII**  
**Amendments**

**Section 18.1:** Amendments to the Constitution may be proposed by the Bureau or by a petition signed by at least 10 % of the members of the Staff Council and shall be subject to a decision of two-thirds qualified majority of the members voting, representing at least 10% of the full membership of the Staff Council members.

**Section 18.2:** The text of any proposed amendment shall be communicated by the Bureau to all members of the Staff Council, at least seven (7) days before the voting date. **Further** amendments on the same topic may be submitted within a time limit of five (5) days after circulation of the proposed amendment. A three (3) day time limit may occur between the communication of these supplementary amendments to Staff Council members and the voting day on these texts.

**Section 18.3:** Any question concerning the implementation or the application of the Constitution shall be treated preferentially by referendum after consideration of the different interpretations provided by the Bureau of the Staff Council and the Bank Legal Adviser if necessary.

**ARTICLE XIX**  
**Dissolution**

**Section 19.1:** The dissolution of the Staff Council and its Bureau may be decided in a General Assembly, or by Referendum, provided that the question is part of the Agenda; in both cases, the required qualified majority is two-thirds of the members voting, representing at least 50% of the full membership of the Staff Council.

**Section 19.2:** The Constitution shall be abrogated, without prejudice to unsettled liabilities, upon dissolution of the Bureau.

**Section 19.3:** In the event of dissolution, the assets of the Staff Council shall be disposed of in accordance with a proposal of the Bureau supported by a simple majority of the members voting in the General Assembly.

**ARTICLE XX**  
**Entry into force**

**Section 20.1:** Within the two months following its first meeting after the adoption of the Constitution, the Executive Committee shall submit the By-Laws (Parts B and C) for approval by the Staff Council Bureau. The Rules shall be adopted by a qualified majority of two-thirds of the Bureau's members, consistent with the Constitution.

**Section 20.2:** The Constitution shall come into force immediately after its approval by referendum and comprises Part A (Statutes), Part B (Rules and voting procedures of the Staff Council Bureau) and Part C (Staff Council rules of procedures).

## **PART B**

### **RULES AND VOTING PROCEDURES OF**

#### **THE STAFF COUNCIL BUREAU**

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##### **ARTICLE I**

###### **FUNDAMENTAL PRINCIPLES**

**Section 1.1:** The Human Resources Department shall assume the overall responsibility for organizing the Staff Council Election. The Director of the Human Resources Department shall appoint voting officers and a panel of Polling Officers who shall be responsible for the running of the Staff Council (SCO) elections.

**Section 1.2:** The election of the Bureau of the Staff Council shall take place during the last trimester of the voting year, meaning, between October 1st and December 31st.

**Section 1.3:** All Staff Members who pay their contributions to the Staff Council are entitled to vote and may contest for election of the Bureau of the Staff Council.

**Section 1.4:** Voting shall be by electronic means unless notified otherwise by the Chairperson of the Polling Officers. The process put in place should allow verification without compromising anonymity.

**Section 1.5:** The Polling Officers shall be responsible for the design of ballot papers or confidential electronic votes – henceforth called voting forms.

**Section 1.6:** Voting shall begin upon notification to all staff by the Chairperson of the Polling Officers.

**Section 1.7:** Counting of votes shall be carried out by the Polling Officers. Upon written request, any Staff Member may seek verification of voting results from the Chairperson of the panel of Polling Officers.

**Section 1.8:** The provisional and the final results shall be communicated electronically by the Chairperson of the Panel of Polling Officers to all staff.

**Section 1.9:** A member of the Bureau shall hold office for two (2) years, renewable once.

##### **ARTICLE II**

###### **DATE OF THE ELECTION**

**Section 2.1:** The Chairperson of the panel of Polling Officers shall communicate to all members the date of the Bureau's election at least forty five (45) days prior to the election.

##### **ARTICLE III**

###### **DUTIES OF THE POLLING OFFICERS**

**Section 3.1:** The Polling Officers appointed by the Director of Human Resources Department, shall have the following duties:

- a) Organize and supervise the elections;
- b) Check the eligibility of candidates and validate or reject the lists of candidates;
- c) Keep a list of Staff Members entitled to vote and check whether votes conform to the rules;
- d) Publish the lists of candidates;
- e) Make available, as appropriate, electronic forms, ballot papers, and any necessary supplementary material for voting;
- f) Receive, count and verify votes;

g) Announce and publish the results of the elections.

**Section 3.2:** The duty of a Polling Officer is incompatible with that of a member of the Bureau.

#### **ARTICLE IV**

##### **CALL FOR NOMINATIONS**

**Section 4.1:** The election of the Bureau shall fill 20 seats.

**Section 4.2:** Nominations to stand for the Bureau shall be invited by means of a circular or other appropriate form validated by the Panel of Polling Officers as soon as instructed by the Human Resources Department to organize elections, but not later than 45 days prior to the date of the election.

**Section 4.3:** Any member of Staff who pays his dues to the Staff Council may stand for elections as stipulated in section 1.3 of Part B. Nominations shall be received within twenty one (21) days after the call for nominations.

**Section 4.4:** To avoid potential conflict, a Staff Member who holds a temporary, short term or permanent contract in the Staff Council Secretariat, cannot be nominated for election.

**Section 4.5:** In the event that the staff is unsuccessful at the election, CHHR must undertake to reassign such staff to another office, immediately after the election results have been announced.

#### **ARTICLE V**

##### **LIST OF CANDIDATES**

**Section 5.1:** The election shall be held on the basis of candidates' lists.

**Section 5.2:** Each list must consist of 20 members who represent the Bank's demographics including but not limited to professional categories, gender, and regions, as follows:

- a) Ten (10) staff members elected from the five Regional Directorates with two (2) Bureau members elected from each region ( one titular and one substitute: ) where they are employed: 1) Central Africa Region 2) East Africa Region 3) Northern Africa Region 4) Southern Africa Region 5) West Africa Region
- b) Ten (10) Staff Members elected and employed in Headquarters
- c) There cannot be two (2) elected member working in the same country within the electoral region.

**Section 5.3:** Every list shall be presented following the sample in the table below and submitted to the panel of Polling Officers for validation within the set deadline.

N° / NAME/ SEX/ SECTOR\_ DEPARTMENT/CATEGORY/ REGION/SIGNATURE/TEL\_ PORT

**Section 5.4:** The validated lists shall be published by the Polling Officers at least ten (10) days prior to the election.

#### **ARTICLE VI**

##### **ELECTORAL CAMPAIGN**

**Section 6.1:** As soon as the lists are published, the candidates may begin the electoral campaign and address their messages to the electorate. The Human Resources Department shall provide, in an equitable manner, resources (including campaign materials) for dissemination of each list's manifesto and electoral information to all candidates.

**Section 6.2:** The electoral campaign period shall be determined by the Panel of Polling Officers.

**ARTICLE VII  
VOTING PROCEDURES**

**Section 7.1:** Voting shall be conducted electronically unless Staff Members are notified otherwise by the Chairperson of the Polling Officers.

**Section 7.2:** The Chairperson of the Polling Officers shall also provide the voting schedule and procedures for the elections.

A list of the names of members having voted electronically will be verified against the full membership list. For nominations by e-mail, complete secrecy cannot be guaranteed, as the sender of the e-mail will be known to the Polling officer, whose members will nevertheless be bound by a confidentiality agreement with CHHR.

**Section 7.3:** In the event of electronic system failure, the Chairperson of the panel of Polling Officers in consultation with the Director of Human Resources Department, shall authorize paper balloting and shall give a corresponding voting schedule.

**Section 7.4:** A voting Staff Member, who plans to be absent on voting day, shall be entitled to vote by proxy. S/He can do so by giving another voting Staff Member his/her proxy form and notifying the Polling Officers at least 2 days before the elections.

**ARTICLE VIII  
COUNTING OF VOTES AND RESULTS**

**Section 8.1:** The Polling Officers shall meet, on voting day, to verify the votes and immediately announce the provisional results at the General Assembly

**Section 8.2:** The list which obtains the most votes wins the election.

**Section 8.3:** The Polling Officers shall publish the definitive and certified results of elections within five (5) business days after voting day.

**ARTICLE IX  
ELECTION OF THE EXECUTIVE COMMITTEE**

**Section 9.1:** The Bureau shall elect the members of the Executive Committee during its first meeting post elections by nomination and majority vote.

**ARTICLE X  
ELECTIONS OF REGIONAL COMMITTEE REPRESENTATIVES AND FOCAL POINTS IN FIELD OFFICES**

**Section 10.1:** The Bureau, within one month after assumption of duty, shall establish the Regional Committees and call for election of its Focal Points in Country Offices. Each Office shall organize and elect its SCO Focal Point. The name of the Focal Point shall be communicated to the SCO Bureau within 24 hours after the elections. The mandate of each Focal Point shall follow that of the Regional Bureau representatives.

**ARTICLE XI  
ELECTORAL DISPUTES**

**Section 11.1:** All disputes and claims regarding voting irregularity not covered by these rules shall be referred in writing to the Polling Officers within 72 hours of the elections. The Polling Officers have 72 hours to respond after receiving the complaint.

**Section 11.2:** The Polling officers will retain all records in a secure place following counting, these records to be destroyed jointly by the Polling officers two weeks after announcing the results or after resolution of any contesting of the vote, whichever is the longer period.

## **PART C**

### **STAFF COUNCIL RULES OF PROCEDURES**

#### **CHAPTER I: THE BUREAU**

##### **ARTICLE I FUNCTIONS**

**Section 1.1:** The Bureau is the executive organ representing the Staff Council and acts on its behalf. In particular, the Bureau shall:

- a) Promote the interests of the Staff Council in accordance with the purposes and means expressed in the articles of the Constitution
- b) Adopt the present rules of procedures governing the Bureau's meetings;
- c) Present to the General Assembly, an annual activity report and make proposals on the membership fees;
- d) Assume the broad responsibility of conducting the Staff Council's daily business, including developing and executing working programs;
- e) Prepare the budget and present it for approval. Be accountable for the management of the Staff Council finances in accordance with Article VII of Part A;
- f) Ensure fair representation of Regional Directorates within the members of the Bureau of the Staff Council
- g) Arrange for election of the Focal Points elected by their respective country office in accordance with the present Constitution.
- h) Assist, with all means at its disposal, the Regional Committees representatives and encourage or promote joint action with Management at regional and country level.
- i) Participate in and / or organize staff participation on statutory committees or other organs created by the President or management of the Bank that require the participation of Staff Members;
- j) Without any prejudice to the integrity of the disciplinary system of the Bank, receive relevant information on any disciplinary sanction or any other measure taken against a Staff Member;

**Section 1.2:** Members of the Bureau shall exercise the powers given to them and execute their tasks as indicated by the Constitution and By-Laws or as assigned by the General Assembly, the Bureau, or the Executive Committee.

**Section 1.3:** The Bureau may, by a majority of two thirds of its members, remove one or more members of the Executive Committee, if it appears that the member(s) no longer represent the fundamental interests of Staff Members.

**Section 1.4:** Vacancy and replacement:

- a) When at least one third of the seats of the Bureau become vacant, by-elections should be organized to fill the vacant seats for the period to the end of the Bureau's mandate.
- b) When a seat on the Executive Committee becomes vacant, the Bureau shall elect another member from within the Bureau to fill that seat for the rest of the mandate.
- c) A seat is considered vacant when a member of the Executive/Bureau is absent for more than 3 months, resigns, retires, has his contract terminated, is reassigned or dies.
- d) Where a member of the executive committee is no longer able to continue in his/her position for personal reason, she/he may resign from the executive position, indicating whether or not she/he wishes to continue as a member of the Bureau.

- e) In the event of a transfer from the designated region of election or the Bank Headquarters, the concerned Staff Council member shall resign from the Bureau and his/her seat as member shall be filled as provided in section 1.4 a) and b) of this Article. The mandatory resignation in the event of transfer shall be waived by a simple majority vote of the Bureau members if the next election is less than a year away from the transfer date of the Bureau member concerned.
- f) The new composition of the Staff Council shall be communicated to all Staff within five working days of the change.

## **ARTICLE II THE CHAIRPERSON**

**Section 2.1:** The Chairperson of the Bureau is eligible for a mandate of two years renewable once. S/He is elected, as the other members of the Executive Committee from the members of the Bureau, by majority vote, during the Bureau's first meeting following its election.

**Section 2.2:** The Chairperson shall present to the annual General Assembly a complete report of the Bureau's activities.

**Section 2.3:** The Chairperson of the Bureau shall preside over the Bureau and the Executive Committee's meetings. S/He shall be the spokesperson of the Bureau.

## **ARTICLE III MEETINGS**

**Section 3.1:** Upon resumption of duties, the Bureau shall agree on the annual work plan and thereby agree on the frequency of meetings. The Bureau's meetings shall occur **twice** a month and use appropriate communication tools to ensure participation of Regional Committees.

**Section 3.2:** The minutes of every meeting shall be prepared by the Secretary General.

**Section 3.3:** The minutes shall be succinct, highlighting important elements and clearly enumerating the decisions taken and send to all Regional Committees.

**Section 3.4:** The Bureau's meetings shall be presided over by the Chairperson; however in his/her absence, the meetings shall be led by another member of the Executive Committee, in the order of priority set forth in Section 9.1 of Article IX, of Part A.

**Section 3.5:** Regional representatives shall be invited to participate in meetings of the Bureau whenever they may be in Abidjan.

## **ARTICLE IV AGENDA**

**Section 4.1:** Provisional agenda for each meeting shall be provided by the Executive Committee.

**Section 4.2:** The provisional agenda indicating the date, time and place of the meeting and comprising all necessary documents shall be circulated to members of the Bureau at least five (5) days prior to the meeting. In exceptional circumstances, the Executive Committee may, with the Bureau's consent, shorten this time. The meeting will take place via physical presence or/and by electronic means such as video or teleconference.

**Section 4.3:** The provisional agenda may include, among others things, the following topics:

- a) Adoption of the agenda;
- b) Approval of previous meeting's minutes;
- c) Executive Committee's report;
- d) Regional Committee's representatives report
- e) Subjects the Executive Committee may consider necessary to present to the Bureau;
- f) Subjects proposed by the Bureau in previous meetings

- g) Subjects a member of the Bureau may propose in writing;
- h) If any of the items in the agenda of a General Meeting is of special concern to members of the staff at a duty station other than headquarters, the Committee shall take such action as may be practicable, before the meeting, to ascertain the opinion of the staff in question.

**Section 4.4:** If an agenda topic requires a decision, a member of the Bureau that is unable to attend the meeting may give a proxy to another member of the Bureau. A present member of the Bureau can only represent one absent member.

## **ARTICLE V CONDUCT OF MEETINGS**

**Section 5.1:** The Chairperson of the Bureau shall open and close each meeting of the Bureau. S/He shall lead the debates, ensure respect of rules, give a speech, submit items for voting, announce decisions taken and close the debates. He shall rule on the motions of order under the provisions and the rules of the Constitution. He shall have complete authority on the conduct of meetings.

**Section 5.2:** The meetings of the Bureau take place when at least 50% of its members are present i.e. ten (10) members, including two office-holders, one of whom must be the Chairperson or the vice –chair.

**Section 5.3:** The quorum for voting on the decisions of the Bureau shall be made when at least ten (10) members are present, including two office-holders, one of whom must be the Chairperson or the vice –chair.

**Section 5.4:** Decisions shall usually be taken by consensus. However, under request of a simple majority of the members of the Bureau, a question may be submitted to a vote of the simple majority of present and voting members, except for questions for which the Constitution requires a qualified majority. Members who abstain shall be considered as non-voting.

**Section 5.5:** Each member shall have one voting right.

**Section 5.6:** Voting shall usually occur by a roll call, but the Chairperson may decide whether a vote should be by secret ballot, at the request of 9 (9) members.

In the event that a vote by secret ballot is needed, one Polling Officer from **CHHR** should be called upon to collect the votes including the vote from the members using video or teleconference. The Polling Officer is bound by confidentiality as in regular election process. Once votes collected the Polling Officer will provide the ballot papers to the Secretary General.

**Section 5.7:** For a motion other than an election, after the counting of votes by the Secretary General, the Chairperson announces to the Bureau or to the Executive Committee the number of votes in favour of, or against the motion.

**Section 5.8:** In case of a tie- vote on a question other than an election, the Chairperson will take the final decision.

## **ARTICLE VI RECORDS AND MINUTES**

**Section 6.1:** Minutes of the Bureau’s meetings and the agenda for the next meeting shall be sent to the members at least five (5) days prior to the next meeting by all communication means necessary.

**Section 6.2:** Minutes of the meetings shall be provided by the Secretary General of the Executive Committee and submitted for the Bureau’s approval.

**Section 6.3:** A copy of the approved minutes of the meetings shall be circulated to every member of the Bureau and made available to any member of the Staff Council.

## **ARTICLE VII THE EXECUTIVE COMMITTEE**

**Section 7.1:** The Executive Committee shall work under the Bureau's guidance and in accordance with the present rules.

**Section 7.2:** The Executive Committee shall discharge the obligations of the Bureau, administer day to day tasks, and be accountable to the Bureau.

**Section 7.3:** The Chairperson shall lead all meetings of the Executive Committee. In his/her absence the meeting shall be presided over by another member of the Executive Committee in the order of priority set forth in Section 9.1 of Article IX, of Part A.

**Section 7.4:** The Executive Committee meets twice a month and uses all communications means as necessary to ensure presence and vote of all members at HQ and Regions.

**Section 7.5:** Any decision of the Executive Committee shall be taken by consensus or if needed, by the majority.

## **ARTICLE VIII REGIONAL COMMITTEES AND FOCAL POINTS**

**Section 8.1:** The Regional Committees shall function under the direction of, and in accordance with, the rules of procedure established by the Bureau and the present rules;

**Section 8.2:** The Regional Committee shall carry out the Bureau's duties at regional level, administer its daily affairs, be responsible for and report on its activities and any other task decided by the Bureau

**Section 8.3:** The Chairperson of the Regional Committee is one of the two elected members of the Bureau representing each of the regions, on a rotational basis. If for any reason the Chairperson is temporarily unable to represent the Regional Committee, the second elected regional member of the Bureau will be a substitute during the period the Chairperson is unable to carry out his/her functions. He/she calls for regular monthly meetings with the Focal Points using all means of communication. He/she collects information and reports on activities during the monthly sessions of the Bureau.

**Section 8.4:** Regional representatives and Focal Points shall meet every year within the context of Regional Committee Meetings in order to discuss matters concerning union interests, the implementation and co-ordinate of the Staff Council activities in the corresponding Regional Directorate. Bureau members attend ex officio Regional Committee Meetings. These Meetings should take place at least one month before the next Staff Council General Assembly for appropriate reporting by the Chairperson of each Regional Committees.

## **ARTICLE XI OTHER COMMITTEES AND AUXILIARY ORGANS**

### **Section 9.1:**

- a) The Bureau may establish internal sub-committees or working groups if deemed necessary.
- b) The Bureau shall elect or nominate members of the sub-committees and auxiliary organs as appropriate.

**Section 9.2:** Representatives of the sub-committees, working groups, and other subsidiary organs shall ensure that their mandate is to represent the Staff Council's views and interests. They shall present a detailed report of their activities during the monthly sessions of the Bureau. Those reports shall also be provided in a written form.

**Section 9.3:** The Executive Committee shall provide the sub-committees and auxiliary organs with the necessary means to undertake their mission.

**Section 9.4:** The Bureau can designate as members of sub-committees and auxiliary organs, persons that may not be members of the Bureau but are paid-up members.

## **ARTICLE X**

### **ORGANISATION OF THE SECRETARIAT**

**Section 10.1:** The Executive Committee shall decide on the administrative organization of the Secretariat and the ToRs of its contractual employee. It shall also designate the person allowed to fix priorities of work to be undertaken by the Secretariat.

## **ARTICLE XI**

### **CONSULTANCY AND OTHER ADVICE**

**Section 11.1:** The Bureau, the Executive Committee, the Regional Committees, other committees and auxiliary organs can request the assistance of any person outside the Bank, to provide information, consultations, advice or opinions about a topic being examined.

**Section 11.2:** The prior approval of the Executive Committee is requested if it involves financial cost.

## **ARTICLE XII**

### **USE OF THE BUREAU'S FUNDS**

**Section 12.1:** In accordance with sub-section b of section 7.1 of Article VII of Part A, the Bureau and the Executive Committee are authorized to use the Council funds under the following conditions:

**Section 12.2:** The Executive Committee is authorized to approve and incur expenditure of up to five thousand (5,000.00) Euros.

**Section 12.3:** Members of the Bureau during a Bureau meeting can approve, if the majority of its present and voting members agree, expenses amounting to a maximum of fifteen thousand (15,000.00) Euros. A minimum of three quotes / pro-forma invoices should be received for comparison. The Bureau will choose the most economic proposition.

**Section 12.4:** For any amount greater than fifteen thousand (15,000.00) Euros, a Bureau meeting must be convened, and the following measures shall be applied:

- a) At least one week before the meeting, a written proposal shall be addressed to members of the Bureau so that they can answer in writing if they shall not be present at the meeting.
- b) The use of funds shall be approved by a qualified majority of two third of the members of the Bureau, present and voting;

**Section 12.5:** the Treasurer shall present to the Bureau, every three months, the financial Statements of the Staff Council.

## **CHAPTER II - GENERAL ASSEMBLY**

### **ARTICLE I MEETING AND AGENDA**

**Section 1.1:** The Bureau convenes the General Assembly of the Staff Council.

**Section 1.2:** The notice for convening an ordinary General Assembly shall be circulated at least ten (10) days in advance and for an extraordinary General Assembly it shall be given at least 48 hours (2 days) before the meeting date.

**Section 1.3:** Each provisional agenda of the General Assembly is determined by the Executive Committee on behalf of the Bureau, in accordance with the Constitution.

**Section 1.4:** The provisional agenda, including all necessary documents, shall be circulated to the Staff Council members at least five (5) days before the meeting date by all means necessary

**Section 1.5:** When preparing the provisional agenda for each ordinary General Assembly, the Executive Committee shall include:

- a) the annual report of the Staff Council which will include the Regional Committees', sub-committees' and working groups' reports;
- b) all the questions that the General Assembly decided to include in this agenda during previous sessions;
- c) the provisional financial statements of the Staff Council's funds and Adoption of the rate or rates of contribution for the coming year. The definitive and duly verified financial statements shall be presented within 90 days of the end of the fiscal year, to an Extraordinary General Assembly;
- d) all items proposed by the Bureau and any additional item that has been included at the written request of at least 30 members of the staff, bearing their signatures and their names.

**Section 1.6:** At the beginning of each General Assembly, members shall adopt or amend the provisional agenda. Members may, with the consent of the Chairperson of the General Assembly, raise any other question under the heading "any other business"; however, no decision shall be taken on items which were not included in the agenda communicated to the members.

**Section 1.7:** Extraordinary General Assembly

- a) The General Assembly may become an Extraordinary General Assembly to examine a particular topic, outside of its regular annual meeting. The Extraordinary General Assembly may be convened by the Chairperson of the Bureau, by a decision of a simple majority of the Bureau members or upon a written request of at least 50 members of the Staff Council through a petition including their signatures, names, and units. The Assembly shall take place within four (4) weeks or more if it follows a written request.
- b) The Extraordinary General Assembly shall be led by a Chairperson who is elected as soon as the debate opens. It follows the same rules of procedure as an Ordinary General Assembly.

### **ARTICLE II ASSEMBLY SECRETARIAT**

**Section 2.1:** The Secretary General of the Executive Committee officiates as Secretary of the General Assembly. He can delegate his/her functions, but remains responsible for the provision and distribution of the General Assembly minutes, under the supervision of the Chairperson of the Bureau.

**ARTICLE III**  
**CONDUCT OF DEBATES IN THE GENERAL ASSEMBLY**

**Section 3.1:** The General Assembly shall elect its Chairperson among the staff present to conduct the debates.

**Section 3.2:** Immediately after electing its Chairperson, the General Assembly shall examine the topics relating to the adoption of the agenda.

**Section 3.3:** The Chairperson of the Assembly shall proceed to the opening and closure of each General Assembly; he shall lead the debates, ensure the respect of rules, deliver the speech, submit items for voting, announce decisions taken and close the debates. He shall propose the motions of order and, under reserve of the Constitution provisions and the By-Laws shall have complete authority on the conduct of works.

**Section 3.4:** The Chairperson of the Assembly shall deliver speeches according to the order of inscription of the intervening members.

**Section 3.5:** Motions

- a) The following motions shall have priority, in the order listed below, on any disposition or motion:
- b) Suspension of an assembly;
  - i. Adjournment of an assembly;
  - ii. Adjournment of the debates on the current topic; and
  - iii. Closure of the debates on the current topic.
- c) In a case where a member is in favour of a motion and another is against, the motion is immediately submitted to voting.
- d) During the examination of a topic, any member shall present a motion of order and the Chairperson shall immediately rule on this motion of order, in accordance with the provisions of the present rules. Any member can contest the Chairperson's decision. This objection shall immediately be submitted to voting. The decision remains unchanged unless the majority of the present and voting members register a negative vote. A member presenting a motion of order shall not intervene on the content of the discussed topic.
- e) Any motion may be amended providing that the members who presented and supported the primary motion approve the amendment. When the authors of the motion do not approve the amendment, voting shall be held first on the amendment. In the presence of two or more amendments, the General Assembly shall vote on the amendment the Chairperson assesses as being furthest in content from the primary motion.
- f) A motion adopted or rejected shall not be discussed again within the same General Assembly, unless the General Assembly so decides, by a majority of two thirds of present and voting members.
- g) If one or more motions shall concern the same topic, the General Assembly shall vote on these motions in the order they were presented. After each vote on a motion, the General Assembly shall decide whether it will vote on the following motion.
- h) A motion may be withdrawn by the member who presented it, at any moment before the vote begins provided that the motion has not been modified. Any other member can present such a withdrawn motion again.

**Section 3.6:** The General Assembly may fix the speaking time granted to each intervening person or the total time granted for the discussion of any point on the agenda.

## **ARTICLE IV VOTING**

**Section 4.1:** Each member of the Staff Council participating at the General Assembly shall have one vote.

**Section 4.2:** The quorum for voting in a General Assembly shall represent at least 10% of the members of the Staff Council.

**Section 4.3:** Voting shall take place during the General Assembly, either by a show of hands, secret ballot and/or by electronic votes during the time specified by the Bureau.

**Section 4.4:** Members who cannot vote as described in section 4.3 above shall write to the Polling Officers. A particular electronic address shall be created to collect their votes. These votes shall only be read by the Polling Officers.

**Section 4.5:**

- a) Decisions of the General Assembly shall be taken by the majority of present and voting members. In accordance with the rules, the term voting members refers to members who register either a favourable or unfavourable vote.
- b) Any member voting electronically or by proxy is part of the quorum and is recognized as having participated in voting.

**Section 4.6:** In case there is a tie on any question, a second vote shall be conducted. If the tie is maintained in the results of the second vote, the question is decided by the vote of the Chairperson of the assembly, unless otherwise decided by assembly.

**Section 4.7:** The Chairperson of the Assembly shall only vote in the case of a tie of votes. If the Chairperson decides to abstain in such a case, the proposal submitted to votes is disapproved.

## **ARTICLE V MINUTES**

**Section 5.1:** Within 30 working days after the General Assembly, the Bureau communicates to the members of the Staff Council, the text of all approved resolutions and decisions taken, together with an indication in each case of the number of votes cast for and against, and the number of abstention. The decisions taken at a General Assembly are definitive and mandatory on all organs of the Staff Council.

**Section 5.2:** The minutes of the General Assembly must be produced and distributed to all Staff Members within three months following the ordinary General Assembly for comments. The final minutes shall be published at least three months before the next ordinary General Assembly.

## **CHAPTER III - GENERAL PROVISIONS**

### **ARTICLE I CONSTITUTION OF THE STAFF COUNCIL**

The present rules (Part C) complete the Statutes (Part A) and the Rules and voting procedures (Part B). The Three parts together form the **Constitution of the Staff Council of the African Development Bank**. In case of a conflict between any of its provisions with a provision of the Constitution, the provision of the Statutes shall supersede.

### **ARTICLE II DISPUTES**

The Bureau shall give a ruling on any question outside the scope of Parts B and C but such ruling must be consistent with the Statutes.

### **ARTICLE III APPROVAL, MODIFICATION AND SUSPENSION**

Any article of the present rules may be proposed to be modified or suspended in a meeting of the Bureau. The decision shall be taken by a majority of two thirds of present and voting members of the Bureau during the meeting following the proposal.

This Constitution was approved by the Staff Council  
General Assembly held on 21<sup>st</sup> December 2021