

## Article 23

**BOARD OF GOVERNORS:  
COMPOSITION**

1. Each member shall be represented on the Board of Governors and shall appoint one Governor and one Alternate. Each Governor and Alternate shall serve at the pleasure of the appointing member. No Alternate may vote except in the absence of his or her principal. At each of its annual meetings, the Board shall elect one of the Governors as Chairman who shall hold office until the election of the next Chairman.

2. Governors and Alternates shall serve as such without remuneration from the Bank.

## Article 24

**BOARD OF GOVERNORS : POWERS**

All the powers of the Bank shall be vested in the Board of Governors.

2. The Board of Governors may delegate to the Board of Directors any or all of its powers, except the power to:

- (i) admit new members and determine the conditions of their admission;
- (ii) increase or decrease the authorized capital stock of the Bank;
- (iii) suspend a member;
- (iv) decide appeals from interpretations or applications of this Agreement given by the Board of Directors;
- (v) authorize the conclusion of general agreements for cooperation with other international organizations;
- (vi) elect the Directors and the President of the Bank;
- (vii) determine the remuneration of the Directors and Alternate Directors and the salary and other terms of the contract of service of the President;
- (viii) approve, after reviewing the auditors' report, the general balance sheet and the statement of profit and loss of the Bank;
- (ix) determine the reserves and the allocation and distribution of the net profits of the Bank;
- (x) amend this Agreement;
- (xi) decide to terminate the operations of the Bank and to distribute its assets; and
- (xii) exercise such other powers as are ex-

pressly assigned to the Board of Governors in this agreement.

3. The Board of Governors shall retain full power to exercise authority over any matter delegated or assigned to the Board of Directors under paragraph 2 of this Article, or elsewhere in this Agreement.

## Article 25

**BOARD OF GOVERNORS : PROCEDURE**

1. The Board of Governors shall hold an annual meeting and such other meetings as may be provided for by the Board or called by the Board of Directors. Meetings of the Board of Governors shall be called, by the Board of Directors, whenever requested by not less than five (5) members of the Bank or members holding not less than one quarter of the total voting power of the members.

2. Two-thirds of the Governors shall constitute a quorum for any meeting of the Board of Governors, provided such majority represents not less than two-thirds of the total voting power of the members.

3. The Board of Governors may by regulation establish a procedure whereby the Board of Directors may, when the latter deems such action advisable, obtain a vote of the Governors on a specific question without calling a meeting of the Board of Governors;

4. The Board of Governors, and the Board of Directors to the extent authorized, may adopt such rules and regulations and establish such subsidiary bodies as may be necessary or appropriate to conduct the business of the Bank.

## Article 26

**BOARD OF DIRECTORS : COMPOSITION**

1. The Board of Directors shall be composed of twenty-three (23) members who shall not be members of the Board of Governors, and of whom:

- (i) Eleven (11) shall be elected by the Governors representing Belgium, Denmark, France, the Federal Republic of Germany, Greece, Ireland, Italy, Luxembourg, the Netherlands, Portugal, Spain, the United Kingdom, the European Economic Community and the European Investment Bank; and