



European Bank
for Reconstruction and Development

Bylaws of the EBRD Staff Council

BYLAWS

OF THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT STAFF COUNCIL

(as adopted on 19 May 2010)

Section 1

Staff Council shall comprise fourteen (14) Representatives.

Section 2

1. The Officers shall be responsible for the organisation of the day-to-day activities of Staff Council.
2. In April of each year, the Representatives shall elect the Officers from among themselves for a term of one year.
3. Any Representative may nominate another Representative or himself/herself for a position of the Chair. Following nomination, the election for the Chair will take place first. The candidate with majority of votes will be elected.
4. Following the election of the Chair, any Representative may nominate another Representative or himself/herself (excluding nomination of the Representative elected as the Chair) for a position of a Vice-Chair. The candidates with majority of votes will be elected.
5. Following the election of the Vice-Chair, any Representative may nominate another Representative or himself/herself (excluding nomination of the Representatives elected as the Chair and the Vice-Chairs) for a position of the Treasurer. The candidate with majority of votes will be elected.

Section 3

1. At any time during the term of any Officer, eight (8) Representatives may call for a vote of no-confidence.
2. If at least eight (8) representatives vote for no-confidence with respect to any Officer, such Officer shall be relieved of duties as an Officer immediately. His/her position as a Representative shall not be affected.
3. If any Officer is in any way relieved from his duties as an Officer, the provisions of Section 2 of Staff Council Bylaws shall apply accordingly.

Section 4

1. Staff Council shall meet at least once a month on at least three working days' notice. The notice of the meeting shall attach an agenda of the meeting. The agenda shall describe: (i) date and time of meeting, (ii) draft minutes of the last Staff Council meeting, (iii) items proposed by any Representative at any previous meeting for discussion at the next meeting; (iv) items proposed in writing for discussion by any Representative; and (v) items proposed in writing for discussion by any five staff members.

2. Meetings of Staff Council shall be convened by its Chair or, in the absence of the Chair, by any Vice-Chair.
3. Meetings of Staff Council shall be held in private unless Staff Council decides otherwise. The Council may invite any person to attend a meeting as an observer or to address Staff Council on a specified matter.
4. Staff Council shall keep a register of attendance of meetings indicating which Representatives and other persons were present. Minutes of each meeting shall be drawn up for approval by Staff Council at the subsequent meeting. A copy of the official minutes of Staff Council meetings shall be distributed to each Representative and shall be available for review by any staff member.

Section 5

1. Except as otherwise provided below and unless a higher majority is required pursuant to any provision of the any Organisational Document, quorum for any Staff Council meeting shall be at least five Representatives. If a quorum does not exist for any duly notified meeting, such meeting shall be postponed for three working days and notice of such postponement given to all Representatives. A quorum shall be deemed to exist at the postponed meeting provided at least four Representatives are present.
2. Each Representative shall have one vote. Any Representative may give any other Representative proxy power to exercise their vote in Council meetings, both formal and informal. Such proxy must be in writing and must specify in reasonable detail, issues to which it applies. Voting shall normally be by a show of hands. The Chair may rule that a roll call vote or secret ballot be taken and shall so rule on a request by any two Representatives present. The Chair shall announce to Staff Council the tally of votes for and against any motion after the counting of votes.
3. Decisions during meetings are taken by a simple majority of votes. In case of a tie, the person chairing the meeting in accordance with Section 4.2 shall have the casting vote. Decisions adopted during meetings with support of less than five Representatives should be consulted in writing or by electronic mail with all Representatives, including those absent at the meeting. Such decisions shall remain valid unless the number of Representatives who submit their objections exceeds the number of Representatives who support the decision or the item is withdrawn by the Chairperson of the Staff Council. Time for such additional consultations should not exceed three working days.
4. The Staff Council shall be entitled to take decisions on urgent matters without holding a formal meeting. Such decisions require consultation of all Representatives in writing or by electronic mail and affirmative vote of at least half of the Representatives.

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