

3. In voting in the Board of Directors, each director shall be entitled to cast the number of votes that counted towards his election, which votes shall be cast as a unit. Except as otherwise provided in this Agreement, all matters before the Board of Directors shall be decided by a majority of the voting power represented at the meeting.

#### ARTICLE 36

##### *The President: Appointment*

The Board of Governors, on the recommendation of the Board of Directors, shall elect by a majority of the total voting power of the members, including a majority of the total voting power of the regional members, the President of the Bank. He shall be a person of the highest competence in matters pertaining to the activities, management and administration of the Bank and shall be a national of a regional member State. While holding office, neither he nor any Vice-President shall be a governor or a director or alternate for either. The term of office of the President shall be five years. It may be renewed. He shall, however, be suspended from office if the Board of Directors so decides by a two-thirds majority of the voting power of the members including a two-thirds majority of the voting power of the regional members. The Board of Directors shall appoint an Acting President and promptly inform the Board of Governors of such decision and of its reasons therefor. The Board of Governors shall make a final decision on the matter at its next annual Meeting, if such suspension occurs not more than ninety days before that meeting, otherwise at a special meeting to be called by its Chairman. The Board of Governors may remove the President from office by a resolution adopted by a majority of the voting power of the members, including a majority of the voting power of the regional members.

#### ARTICLE 37

##### *The Office of the President*

1. The President shall be Chairman of the Board of Directors but shall have no vote except a deciding vote in case of an equal division. He may participate in meetings of the Board of Governors but shall not vote.

2. The President shall be chief of the staff of the Bank and shall conduct, under the direction of the Board of Directors, the current business of the Bank. He shall be responsible for the organization of the officers and staff of the Bank whom he shall appoint and release in accordance with regulations adopted by the Bank. He shall fix the terms of their employment in accordance with rules of sound management and financial policy.

3. The President shall be the legal representative of the Bank.

4. The Bank shall adopt regulations which shall determine who shall legally represent the Bank and perform the other duties of the President in the event that he is absent or that office should become vacant.