



# **Association of Former Employees of the Asian Development Bank (AFE–ADB)**

## **BYLAWS**

### **ARTICLE I: PURPOSE**

The Association of Former Employees of the Asian Development Bank (“AFE–ADB” or the “Association”) has been established to promote and protect the interests of AFE–ADB members (“Members”); to facilitate communication and interaction among the Members and between the Members and the Asian Development Bank (ADB); to assist ADB, as far as practicable, in furthering its vision, mission, and aims; to keep the Members informed about the activities of the Association and ADB; and to organize social, cultural, educational, or similar activities for the Members.

### **ARTICLE II: OFFICES AND CHAPTERS**

**Section 1. Principal Office.** The principal office of the Association shall be located within the premises of ADB in Manila, Philippines, with support provided by ADB. The Association may have such other offices, whether within or outside the Philippines, as the Association’s activities may require from time to time.

**Section 2. Chapters.** (a) The Members in any ADB member country or group of member countries may establish their own Chapter of the Association for the purposes of communication and coordination with the Association and to provide a forum for the Members to interact on social and cultural matters and discuss policy and other issues relevant to the Chapter and to AFE–ADB as a whole. The establishment of a Chapter requires prior approval of the Executive Committee. The Executive Committee will be informed in a timely manner of the dissolution of a Chapter. The Executive Committee may revoke its recognition as a Chapter if the Chapter does not abide by the Bylaws of the Association. Members may join one or more Chapters.

(b) Where an ADB member country is relatively large and/or has numerous Members, and the Members in such a member country prefer to be divided into units for the purpose of coordination with the Association, they may establish 2 or more Chapters in a manner convenient to them.

(c) Chapters will be eligible for a subsidy primarily to cover part of the cost of annual Chapter meetings. The Executive Committee will determine the extent of the subsidy consistent with the activities and the size of the Chapter.

(d) All Chapters shall function within their respective geographical areas for purposes consistent with those of the Association.

(e) Each Chapter shall elect or appoint from among its Members a Coordinator or Co-Coordiators to coordinate the activities of the Association within its own country, area, or region, as the case may be, and to represent in the Association the Members in the Chapter, all pursuant to the relevant provisions of these Bylaws. The procedure for election or appointment of any such Coordinator shall be decided by the Members of the relevant Chapter.

(f) The term “Chapter” is used herein to refer to any Chapter of the Association provided for in the foregoing provisions of this Article II, and the term “Coordinator” is used herein to refer to a Coordinator of any Chapter provided for in paragraph (e) of this Section 2.

## **ARTICLE III: MEMBERSHIP**

**Section 1. Eligibility.** Membership in the Association is open to all former ADB personnel, including executive directors, alternate executive directors, and their staff members and the surviving partners of deceased members. For the purposes of these Bylaws, a surviving partner shall be the former Member’s widow, widower, registered partner, or whoever a Member has indicated in writing to the AFE–ADB is the Member’s intended surviving partner.

**Section 2. Membership Application.** Persons eligible for AFE–ADB Membership shall become Members upon filing a written application with the President of the Association (the President) in such form as determined from time to time by the President in accordance with the relevant provisions of these Bylaws and payment of the relevant joining fees. A surviving partner shall succeed automatically to the AFE–ADB membership of the deceased Member, unless the person informs AFE–ADB that they do not wish to be a Member.

**Section 3. Termination of Membership.** (a) The Chairperson of the Association (the Chairperson) may terminate the membership of any Member who has failed to pay dues required under these Bylaws for a period of at least 4 years.

(b) Any Member may resign from the Association by filing a written resignation with the President; however, such resignation will not relieve the resigning Member of the obligation to pay any outstanding dues and other charges that have accrued prior to the resignation.

**Section 4. Reinstatement of Membership.** The membership of a former Member may be reinstated upon approval by the President of a written request for reinstatement lodged by the former Member. Terms and conditions for reinstatement will be set by the Executive Committee.

## ARTICLE IV: MEETINGS OF THE ASSOCIATION

**Section 1. Annual Meeting.** An annual meeting of the Association shall be held each year in conjunction with the annual meeting of ADB with support provided by ADB. The purposes of such an annual meeting include presenting operational and financial reports and transacting such other business as presented for the meeting in conformity with the provisions of these Bylaws.

**Section 2. Special Meetings.** Special meetings of the Association shall be called by the Chairperson at the request of (i) not less than 5% of the total number of Members, or (ii) not less than one-third of all Coordinators, or (iii) a majority of the Officers of the Association.

**Section 3. Notice of Meeting.** Written notice of an annual or special meeting of the Association, stating the place, the day, the hour, and the proposed agenda of the meeting, shall be provided by the President by e-mail, post, or other electronic means to each Member not less than 45 days before the date of the meeting. The proposed agenda provided to the Members may be changed if circumstances so warrant.

**Section 4. Conduct of Meeting.** An annual meeting shall ordinarily be held in person and/or with the use of any electronic means, enabling Members not physically present to participate. A meeting of the Association may be conducted in such a manner as may be decided by the Chairperson.

**Section 5. Consideration of Major Policy Issues.** (a) Notwithstanding the other provisions of this Article, and subsequent to consideration by the Executive Committee, any proposal regarding a major policy issue shall be decided by the Members by means of a ballot sent to all Members and conducted in a manner similar to the procedures set out in Section 5 of Article X.

(b) For the purposes of this Section, a “major policy issue” includes any proposal, procedure, or matter that may affect the rights or benefits of Members and includes any amendments to the Bylaws and any changes regarding Association dues.

## ARTICLE V: OFFICERS AND CHAPTER COORDINATORS

**Section 1. Officers.** (a) (i) The Officers of the Association (each an Officer) shall consist of the Chairperson, the President, the Vice President, the Treasurer, and the Secretary, who together will comprise the Executive Committee. The Chairperson may, upon recommendation of the President, expand the Executive Committee by including additional officers, for the better

functioning of the Association. Each Officer shall be elected from among the Members in accordance with the procedure set forth in Article VI.

(ii) If a vacancy occurs in any office, other than *the Chairperson's*, because of death, resignation, or otherwise, the Chairperson may appoint a Member to serve in such office temporarily until a successor is elected. If there is a vacancy in the office of the Chairperson, the President may serve as *the* Acting Chairperson until a successor has been elected.

(iii) The term of an Officer shall be 4 years; however, each Officer upon expiry of her/his term may remain in office until her/his successor shall have been duly elected. Officers will be elected in a staggered manner, such that there shall be a two-year interval between the elections of the President and the Vice President, and the elections of the Treasurer and the Secretary. Where circumstances warrant, the Chairperson, upon the recommendation of the Executive Committee, may extend the term of an Officer up to a maximum of 2 additional years to avoid simultaneous elections of Officers, particularly of the President and Vice President.

(iv) In addition to the Officers provided for in this Article V, temporary officers as needed for the operation of the Association may be appointed by the Chairperson upon the recommendation of the President. The term Officer, wherever used in these Bylaws, does not include any such temporary officers unless the context clearly requires otherwise. Such temporary officers shall be appointed for defined time periods, which can be extended by the Chairperson, and provided specific terms of reference indicating tasks to be undertaken. The President shall inform Members of the names and the terms of reference of such temporary officers upon their appointment.

(b) The Chairperson shall preside at all meetings of the Association (exclusive of meetings of Coordinators) and the Executive Committee. The duties of the Chairperson include, *inter alia*:

- to supervise or direct the work of the President (Article V, Section 1(c); Article VIII; Article IX, Section 2; Article X, Section 4);
- to appoint a Member to serve temporarily in a vacant office of the Association (Article V, Section 1(a)(ii));
- to appoint temporary officers of the Association (Article V, Section 1(a)(iv));
- to appoint the members of the Election Committee for the election of Officers (Article VI, Section 1(a));
- to constitute a committee or subcommittee for the performance of a particular task and to appoint Members to such committee or subcommittee (Article VIII, Section 1);
- to accept a donation or bequest made to the Association (Article IX, Section 5);
- to call a special meeting of the Association (Article IV, Section 2); and
- to terminate the membership of a Member (Article III, Section 3(a)).

(c) The President shall act as the chief administrator of the Association under the supervision of the Chairperson; shall be responsible for the day-to-day operations of the Association; and shall perform, in consultation with the Chairperson, Executive Committee, and Coordinators, as the case may require, such other functions as are necessary to attain the purposes of the Association. The duties of the President include, *inter alia*

- to preside at any meeting when the Chairperson is unavailable to preside at any such meeting,

- to keep Members informed of the activities of the Association,
- to liaise with ADB on matters of interest to Members,
- to keep and maintain the records of the Association,
- to schedule and organize meetings of the Association under the direction of the Chairperson, and
- to enter into or perform any contract for the Association under the direction of the Chairperson.

(d) The Vice President shall provide support to the President as needed and shall act for the President in her/his absence.

(e) The Treasurer shall be responsible for full and accurate accounting of receipts and disbursements for the Association, maintaining and depositing the funds of the Association; preparing documents on matters relating to the Association's financial policies, budgets, and other financial matters; having the financial statements audited annually; and corresponding with ADB, Members, and Coordinators on such matters, as necessary. The Treasurer shall act for the President and Vice President in their absence.

(f) The Secretary shall provide support to the Executive Committee as needed, such as supervising legal, procedural, and record-keeping responsibilities; keeping Coordinators and Members informed of Executive Committee decisions as appropriate; and acting for the President in the absence of the other Executive Committee members.

**Section 2. Coordinators.** (a) Coordinators should be committed to the purpose of AFE–ADB; be available either physically or virtually to participate in meetings of Coordinators called by the President; and should have resigned or retired from ADB in good standing. A Coordinator shall serve for such term as is decided by the relevant Chapter. Upon being elected or appointed, the Coordinator shall promptly notify the President about her/his election or appointment.

(b) Coordinators may provide views, comments, and advice to the Executive Committee and, in particular, convey their Chapters' views to the Executive Committee. Coordinators shall also convey to any Officer the views or comments that their Chapter members may have on the activities of the Association. Any such views or comments shall be taken into account by the Officers in the conduct of the activities of the Association.

(c) A meeting of Coordinators shall normally be held in conjunction with an annual meeting of the Association under the chairmanship of the President. Section 3 and Section 4 of Article IV concerning meetings of the Association shall apply mutatis mutandis to meetings of Coordinators; in this connection, the word "Chairperson" in Section 4 of Article IV shall be deemed as referring to the President in the case of a meeting of Coordinators.

**Section 3. Remuneration.** Officers and Coordinators are not entitled to receive any remuneration for their service for the Association. However, Officers may receive reimbursement for necessary and reasonable expenses incurred by them. Coordinators may

also receive reimbursement for necessary and reasonable expenditures incurred during meetings of their Chapters from their respective chapter allocations of the subsidy funds received from ADB.

**Section 4. Personal Liability.** No Officer nor any Coordinator shall be personally liable to the Association or the Members for damages for breach of any duty owed to the Association or the Members except where such breach of duty is due to her/his willful misconduct or gross negligence.

## ARTICLE VI: PROCEDURE FOR ELECTION OF OFFICERS

### Section 1. Search Committee.

(a) At least 60 days before the expiry of the term of the Officer, or in the event of death or resignation of the Officer (or any similar cause), the President in consultation with the Executive Committee shall appoint a Search Committee consisting of at least four members to seek and nominate a candidate for the Officer position. The Search Committee shall include some members of the Executive Committee, some Chapter Coordinators and may include other Members. The Executive Committee shall inform the Members of the formation and composition of the Search Committee and advise the Members that nominations for the Chairperson or Officer position, if any, must be sent to the Search Committee within 1 month of such advice.

(b) The Search Committee will have the following responsibilities:

- to call for nominations: Any Member may, within the specified nomination period, nominate a Member for the office to be filled by the election, by communicating such nomination to the Search Committee. Members so nominated shall also submit to the Search Committee an expression of interest in the position. The expression of interest may include brief biodata and a candidate statement indicating their qualifications, experience, interest, and commitment to the office.
- to seek and encourage candidates for office from among Members who meet the eligibility criteria for office, as specified in Article VI, Section 2(b);
- to screen any candidate who has been nominated for office against the eligibility criteria; and
- to prepare a list of candidates to be included on the ballot for the vacant position in the forthcoming election.

**Section 2. The Election Committee.** (a) (i) At least 60 days before the expiry of the term of the Officer, or in the event of death or resignation of an Officer (or any similar cause), an Election Committee (“the Election Committee”) shall be appointed, consisting of 3 Members, to conduct the elections of Officers in accordance with the voting procedures described in this Article. If the election is for the Chairperson, the President shall appoint the Election Committee. If the election is for Officers, the Chairperson shall appoint the Election Committee.

(ii) Eligibility for Members to Serve on the Election Committee: Members in good standing who are not on the Executive Committee.

(iii) The Election Committee will have the following responsibilities:

- to consider any candidate who has been nominated by the Search Committee or other members for office;
- to prepare and circulate to Members a list of candidates who are deemed to meet the eligibility criteria for office; and
- to manage the election of the Officer in accordance with election procedures adopted by the Election Committee and notified to the Members prior to the election.

(iv) The Election Committee will assess the expressions of interest from all proposed candidates and prepare the list of candidates to be included on the ballot for the vacant position in the forthcoming election. Each Officer shall be elected from among the candidates included in the list prepared by the Election Committee.

**(b) Eligibility Criteria for Candidates.** Each candidate for office must meet the eligibility criteria established by the Election Committee, including demonstrated commitment to the purpose of AFE–ADB; availability to participate in Executive Committee meetings regularly; ability to work constructively with the ADB board, management, and staff; and should have resigned or retired from ADB in good standing. Candidates for the offices of President, Vice President, Treasurer, and Secretary must reside in Manila for a major part of the year.

**(c) Nomination of Candidates.** (i) Any Member may, within the specified nomination period, nominate a Member for the office to be filled by the election, by communicating such nomination to the Election Committee. Members so nominated shall also submit to the Election Committee an expression of interest in the position. The expression of interest may include brief biodata and a candidate statement indicating their qualifications, experience, interest, and commitment to the office.

(ii) The Election Committee will prepare a list of all candidates to be included on the ballot for the vacant position in the forthcoming election. This list shall include all candidates who have expressed their interest in the position and who meet the eligibility criteria. Each Officer shall be elected from among the candidates included in the list prepared by the Election Committee.

**Section 3. Election Procedures** Officers shall be elected by the Members in accordance with the procedures set out in this Section.

(a) Where there is only 1 eligible candidate for an office, and the Election Committee has determined that the candidate meets the Committee's eligibility criteria, then that candidate shall be deemed to have been elected and voting will not be required.

(b) Upon the expiry of the nomination period where there is more than 1 eligible candidate as determined by the Election Committee, the Election Committee shall promptly initiate the voting process by sending to all Members a ballot listing all the candidates, together with a copy of each candidate's brief biodata and statement. The Election Committee shall also specify the closing date for voting.

(c) Members shall vote as follows:

Where there are 2 or more candidates for election, each Member must mark the box on the ballot with a check mark or an X only against the name of that Member's preferred candidate, leaving the name of the other candidate(s) blank and/or typing the name of the preferred candidate in a return E-mail.

(d) The winner of the election shall be the candidate with the majority of the votes cast.

(e) Immediately after the closing date for voting, the Election Committee shall (i) compile all the votes and other related communications received, (ii) determine the candidate elected in accordance with the provisions of paragraph (d) above of this Article, and (iii) announce the results of the election to all Members.

(f) If no candidate is elected pursuant to the foregoing election procedure, the Election Committee shall seek fresh nominations, which may include any earlier nominees, and the election procedure shall be repeated as described in this Article.

(g) All communications among the Chairperson, President, Election Committee, and Members under the foregoing election procedures may be done by means of e-mail or other secure electronic means. The recipient must reply via the same mode and address to which the ballot was sent.

(h) All Officers elected prior to the adoption of the foregoing election procedures may remain in office for the term for which they were elected, and any Officer may be re-elected for any office without any restriction.

## ARTICLE VII: EXECUTIVE COMMITTEE

**Section 1. Composition of the Executive Committee.** For the purpose of good governance of the Association, an Executive Committee will be established consisting of at least the following:

Chairperson

President

Vice President

Treasurer

Secretary

**Section 2. The Role of the Executive Committee.** The Executive Committee will provide a forum for Officers to discuss the management of the Association and to ensure that executive decision-making is open, transparent, and made in the best interests of the Association. Among other things, the Executive Committee will consider issues that affect, or may affect, Members; formulate strategies and responses for dealing with such issues; consult with Coordinators on such issues, as appropriate; and keep the Members informed of such issues and the actions taken, or to be taken, to deal with such issues. The Executive Committee will also be

responsible to recommend to the Chairperson Members who are available to form the Election Committee.

**Section 3. Coordinators to Advise the Executive Committee.** The Executive Committee, in the performance of its duties, shall consult with the Coordinators on policy matters affecting Members. For this purpose, the Executive Committee will keep the Coordinators informed of its deliberations in a timely manner and will invite comments and inputs from Coordinators, as may be required, on policy matters being considered by the Executive Committee. To facilitate such interaction, a meeting of Coordinators with the Executive Committee shall be organized by the Executive Committee on the sidelines of the annual meeting of the Association. Inputs from the Coordinators received from time to time may be provided in person or by e-mail or other electronic means.

**Section 4. Meetings of the Executive Committee.** The Chairperson or, in the absence of the Chairperson, the President, will chair meetings of the Executive Committee. The Executive Committee will usually convene in Manila and the quorum for its meetings shall be 3 Executive Committee members present in person or attending by telephone or video conference. Decisions by the Executive Committee will be made by consensus; however, where necessary, decisions may be made by majority decision, with the chairperson of the meeting of the Executive Committee having a casting vote in the event of a tied vote. The Executive Committee will keep a record of its deliberations and provide a summary of its activities for the year in the President's report.

## ARTICLE VIII: COMMITTEES AND SUBCOMMITTEES

**Section 1. General.** Separately from the committees expressly provided for in these Bylaws, the Chairperson, based on the recommendation of the Executive Committee, may constitute a committee or subcommittee for the performance of a particular task for the Association and may appoint members to such committee or subcommittee by prescribing their terms of reference.

**Section 2. Standing Committees.** In addition to any special committees constituted under Section 1, the following standing committees are constituted to perform the following tasks for the Association:

- (a) Standing Committee on Pensions—this committee will monitor, discuss, and propose communications to ADB on any matters relating to pensions payable, paid, or to be paid to former ADB personnel.
- (b) Standing Committee on Health, Long-Term Care, and Life Insurance Benefits—this committee will monitor, discuss, and propose communication with ADB on any matters relating to health, long-term care, and life insurance made available or to be made available to former ADB personnel through ADB.
- (c) Standing Committee on Publications and Communications—this committee will be responsible for the design, content, and publication of all AFE–ADB publications through print and electronic means.

## ARTICLE IX: FINANCIAL MATTERS

**Section 1. Membership Dues.** (a) Applicants for membership will pay an initial, one-time membership fee, and all Members will pay annual dues. The annual dues may be paid two or more years in advance.

(b) Members who joined during or before 2000 as Lifetime Members and surviving spouses are exempt from dues but may pay them voluntarily if they wish to support the association.

(c) The membership fee and the annual dues will be approved from time to time by the Members, by means of a ballot sent to all Members, and conducted in a manner similar to the procedures set out in Section 5 of Article X. The results of the Members' ballot will be announced and made permanently accessible to the Membership.

**Section 2. Checks, Drafts, Etc.** All checks, drafts, notes, orders for payment of money, and other similar instruments to be issued in the name of the Association shall be signed by any 2 of the following Officers, *i.e.*, President, Vice President, Treasurer, and Secretary. However, the Chairperson may make different arrangements for the authority to sign any such instrument where the Chairperson deems it necessary under the circumstances.

**Section 3. Deposits.** All funds of the Association shall be deposited to the credit of the Association in such a bank or depository as is determined *from time to time* by the *President, Vice President, Treasurer, and Secretary*.

**Section 4. Disposal of Earnings.** Any earnings of the Association shall accrue for the exclusive benefit of the Association, and not for any individual Officer or Member.

**Section 5. Donations.** The Chairperson, on behalf of the Association, may accept any donation or bequest made to the Association. Chapters may collect donations for their own charitable purposes such as calamities. Chapters must be willing and able to handle the donations and disbursements, which must be adequately reported to the chapter membership.

**Section 6. Fiscal Year.** The fiscal year of the Association shall be 1 January to 31 December in each year.

**Section 7. External Auditor and Audited Financial Statements.** The Executive Committee shall ensure that an independent auditor is engaged to audit its financial statements annually. The Audited Financial Statements shall be presented to the Members prior to or during the annual meeting to allow the Members to raise any questions regarding the financial position of the Association.

**Section 8. The Budget.** The annual budget shall be prepared by the Treasurer for the Executive Committee and proposed by the President to the Chairperson for approval. It shall be presented prior to or during the Annual Meeting.

During the midyear review of the budget, the Executive Committee will consider any further changes to the budget, which may also reflect views expressed by the Chapter Coordinators and/or Members. Such further changes shall again be proposed by the President to the Chairperson for approval.

## ARTICLE X: OTHER PROVISIONS

**Section 1. Books and Records.** The President and the Treasurer shall keep correct and complete books and information of financial matters at the principal office of the Association. The President and the Secretary shall keep the records, including electronic records, covering such matters as the Members, activities, and minutes of the proceedings of meetings of the Association, the Executive Committee, Coordinators, and any committee or subcommittee. The original records of AFE are the property of AFE and shall not be taken out of its custody without the express authority of the Executive Committee. The books and records of the Association may be inspected by Members or their designated representatives at any reasonable time.

**Section 2. Notice.** Whenever any notice is required to be given to any party under the provisions of these Bylaws, a written waiver thereof signed by such party, whether before or after the time the notice is to be given, shall be deemed equivalent to the giving of the notice.

**Section 3. Restrictions on the Activities of the Association.** The Association shall not carry on any propaganda of a political or religious nature or participate or intervene in any political or religious activities.

**Section 4. Compliance with ADB Regulations.** The President, in consultation with the Chairperson, shall obtain from ADB the privilege of using its facilities for the Association and its Officers to such extent as is agreed upon with ADB. In consideration of the facilities so provided by ADB, the Association and its Officers shall ensure that ADB's rules and regulations pertaining to the use of such facilities are fully observed. For any failure to comply with these rules and regulations, the Chairperson may take such remedial action as is deemed appropriate.

**Section 5. Amendment of Bylaws.** Any provisions of these Bylaws may be amended or repealed with the approval of the Members in accordance with the procedures set forth below:

(a) The President shall seek the approval of the Members of a proposed amendment of the Bylaws by sending to all Members a ballot, which may be on paper or by electronic means, on which the Member shall indicate either approval or disapproval of the amendment. The President's communication in seeking the Members' approval of the amendment shall also specify the closing date for Members to return their ballots. To indicate either their approval or

disapproval of the amendment, each Member shall write either “YES” or “NO” in the respective boxes provided on the ballots. Several amendments to these Bylaws may be presented and approved as one package. The Members’ approval may also be sought on separate selected provisions deemed of sufficient importance by the Executive Committee.

(b) The mark on the ballot may consist of any distinguishing writing on the ballot that clearly identifies the preferred choice being voted on, including a check mark or an X. For the avoidance of doubt, the box against the other choice shall be left blank.

(c) An amendment to the Bylaws shall be deemed to have been approved by the Members, based on the procedures described in paragraph (a) if an absolute majority, consisting of more than 50% of the total number of completed ballots returned, is in favor of the amendment.

(d) Immediately after the closing date, the President shall (i) compile all the responses as indicated on the ballots; (ii) determine the result (i.e., whether the proposed amendment to the Bylaws has been approved in accordance with the provision of paragraph [c]); and (iii) announce to the Members the results of the ballot.

All communications between the President and the members under the foregoing procedures may be done by e-mail or other electronic means.

**Section 6. Dissolution of the Association.** The Association may be dissolved with the approval of the Members to be adopted at a meeting of the Association by way of a resolution recommended by the Executive Committee and passed by more than 50% of the total number of Members, with Members voting either in person at the meeting or by proxy. Prior to any such dissolution of the Association, the President shall prepare a plan for disposal of the assets of the Association and present it to the meeting of the Association where the dissolution of the Association is to be considered.

The “mark” on the ballot may consist of any distinguishing writing on the ballot that clearly identifies the preferred candidate, including “1”, a check mark or an “X”; for the avoidance of doubt, the box against the name of the other candidate should be left blank.

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AFE Bylaws were first approved: 28 February 2006

1st Amendment: 24 April 2013

2nd Amendment: 28 November 2016

3rd Amendment: 26 February 2019

4th Amendment: 10 March 2025