
1.1. These Regulations set forth the procedure for the arrangement of accession of states and international organisations ("Candidates") to Eurasian Development Bank ("Bank" or "EDB") in accordance with the Agreement Establishing the Bank and the Bank’s Charter, which forms its integral part ("Agreement Establishing the Bank"), and the Operating Procedures of the Bank’s Council approved by the Bank’s Council.

1.2. In accordance with the Agreement Establishing the Bank, the Bank is open to accession of new states and international organisations that share the Bank’s objectives.

1.3. The states and international organisations that are admitted by the Bank become its members based on a resolution of the Bank’s Council, which the Bank’s supreme management body exercising overall governance of its operations ("Bank’s Council"), after having acceded to the Agreement Establishing the Bank and paid for the Bank’s shares purchased as set forth by the Bank’s Council.

Article 2. Preliminary Consultations with Candidates

2.1. Before submitting the issue of admission of a new Bank member to the Bank’s Council, the Bank shall hold preliminary consultations with the Candidate to agree on the possible terms and conditions of its membership of EDB.

The Bank shall inform the representatives plenipotentiary of the Bank’s members on the Bank’s Council about arranging preliminary consultations.

2.2. During preliminary consultations, the Bank’s representatives shall act exclusively in the interests of the Bank and its member states.

2.3. When deciding on the advisability of preliminary consultations with a Candidate and during such consultations, the Bank’s authorised representatives shall be governed by the applicable provisions of the Agreement Establishing the Bank, as well as other strategic and other documents and resolutions of the Bank’s Council pertaining to the Bank’s international and project activities.

2.4. The following shall be determined during preliminary consultations:

- indicative figures of the Candidate’s participation in the Bank’s charter capital such as the number of the Bank’s shares purchased (including paid-in shares and shares on call), proceeding from a face value of one thousand (1,000) US dollars per share as set forth in the Charter;
the method and time for the Candidate’s payment for the Bank’s paid-in shares;

- the necessity and tentative time for the Candidate’s compliance with its internal regulations in order to accede to EDB (the submission of the accession application to EDB, the accession to the Agreement Establishing the Bank, and subscription to the Bank’s shares);

- the Candidate's objectives and interests associated with its membership of the Bank; and

- proposals as to the portfolio of projects compliant with the Bank’s mandate, to be financed by the Bank in the Candidate state (sectors and amounts of finance), and as to other aspects of cooperation that were discussed during consultations.

Proposals as to the project portfolio developed during preliminary consultations shall not be deemed as the Bank’s commitment to extend funds and shall be considered by the Bank in accordance with its internal regulations and procedures after the Candidate becomes a member of the Bank.

If the Candidate is a state, the Bank shall, during preliminary consultations, prepare and send to it for further discussion a draft agreement between the Bank and the Candidate state’s Government on the Bank’s presence in the Candidate state, which shall be entered into after the Candidate state accedes to the Agreement Establishing the Bank and shall be one of the grounds and binding terms for the Bank’s operation in the member states.

2.5. After preliminary consultations with the Candidate are completed, the Chairman of the Management Board shall submit the following information to the representatives plenipotentiary of the Bank’s members on the Bank’s Council:

- the indicative figures determined during consultations with the Candidate as set forth in Clause 2.4 hereof; and

- the estimated effects/prospects/benefits associated with the Candidate’s accession to EDB for the member states.

2.6. As agreed with the representatives plenipotentiary of the Bank’s members on the Bank’s Council in accordance with Article 15.4 of the Bank’s Charter, the Chairman of the Management Board shall send to the Candidate a written invitation to submit an accession application (“Invitation”).

2.7. Preliminary consultations with a Candidate may be resumed in order to clarify the terms and conditions of its membership and arrange re-approvals in accordance with Clauses 2.4-2.6 hereof in any of the following instances:
 objection/lack of approval on the part of the representatives plenipotentiary of the member states as set forth by Clause 2.6 of these Regulations;
 the Candidate’s material disagreement with the terms and conditions of its membership as set forth in the Invitation;
 if, as a result of the Candidate’s failure to respond to the Invitation for over six (6) months, the position of the member states as to the terms and conditions of the Candidate’s membership needs to be clarified; and
 in other substantiated instances.

Article 3. Accession Procedure

3.1. In response to the Invitation, the Candidate shall send to the Chairman of the Bank’s Council an official written application for accession to the Bank ("Application"), stating that it shares the Bank’s objectives and operating principles and undertakes to be bound by the Agreement Establishing the Bank, and indicating the size of its share in the Bank’s charter capital and the payment procedure.

The Model Application is provided in Annex 1 hereto.

The Application shall be signed by a person authorised by the Candidate to do so in accordance with its internal regulations (laws) and sent by a letter to the Chairman of the Bank’s Management Board to inform the Chairman and members of the Bank’s Council and have the issue included in the agenda of the Bank’s Council in accordance with its procedures.

3.2. After receiving the Application, the Chairman of the Bank’s Management Board shall inform the members of the Bank’s Council about the forthcoming inclusion in the agenda of the Bank’s Council of the issue of the Candidate’s admission to the Bank (with a copy of the Application and a memo to be attached as set forth by Clauses 2.4 and 2.5 of these Regulations) and propose them to have their authority confirmed as required by Article 14.3 of the Charter in order to vote on this issue and on the increase in the Bank’s charter capital so that to subsequently register the Candidate’s title to the respective share in the Bank’s charter capital.

3.3. Based on the information received from the Chairman of the Bank’s Management Board in accordance with Clause 3.2 of these Regulations, the members of the Bank’s Council shall initiate, pursuant to the Charter, their internal procedures (as required by their respective laws) necessary to have their authority confirmed in order to vote at the meeting of the Bank’s Council deciding on the
Candidate’s admission to EDB and the respective increase in the Bank’s charter capital.

3.4. The issue of the Candidate’s admission to EDB shall be included in the agenda of the Bank’s Council in accordance with the Operating Procedures of the Bank’s Council approved by the Bank’s Council.

3.5. The Bank’s Council shall pass its resolution on the Candidate’s accession to EDB after having considered its Application. In accordance with the Bank’s Charter, a resolution on the Candidate’s accession to the Bank shall be deemed passed if it is voted for by a majority of three fourths of the votes of the Bank’s members.

If the resolution on the admission is positive, the Bank’s Council shall also approve the terms and conditions of the Candidate’s participation in the Bank’s charter capital and the respective additional issue of the Bank’s shares (including paid-in shares and shares on call) necessary to effect the Candidate’s participation in the Bank’s charter capital.

The model resolution of the Bank’s Council on admission to the Bank and the respective increase in the Bank’s charter capital is provided in Annex 2 hereto.

3.6. After signing the minutes of the meeting of the Bank’s Council, the Bank shall:

- send to the Candidate a certified copy of the resolution of the Bank’s Council on admission to the Bank and the respective increase in its charter capital so that the Candidate fulfil its internal procedures necessary to accede to the Agreement Establishing the Bank and subscribe to the Bank’s shares in accordance with the resolution of the Bank’s Council; and

- send a copy of the resolution of the Bank’s Council on the Candidate’s admission to the Bank, such copy to be certified with the Bank’s seal, to the archives of the Ministry of Foreign Affairs of the Russian Federation acting as a depository of the Agreement Establishing the Bank (“Depository”).

3.7. After the Candidate finalises its internal procedures necessary to accede to the Agreement Establishing the Bank, it shall notify the Bank to that effect and send to the Depository a deed of accession to the Agreement Establishing the Bank using diplomatic communications.

The Agreement Establishing the Bank shall take effect for the acceding Candidate on the day the Depository is lodged with the deed of accession to the Agreement Establishing the Bank.
3.8. The Depository shall notify the Bank and the Bank’s member states of the date of receipt of the Candidate’s deed of accession to the Agreement Establishing the Bank and send a certified copy of such deed to the Bank.

3.9. Based on a resolution of the Bank’s Council the Candidate shall, in accordance with its internal regulations (laws), subscribe to, or commit to pay for, the Bank’s shares in accordance with the terms and conditions set forth by the Bank and shall notify the Bank to that effect.

3.10. The Candidate shall become a member of the Bank and acquire all rights and obligations of a member of the Bank arising from the Agreement Establishing the Bank after having complied with all internal procedures for acceding the Agreement Establishing the Bank as set forth in Clause 3.7 hereof, paid for the paid-in shares of the Bank, and sent a commitment to the Bank to pay for the shares on call, in accordance with the terms and conditions set forth by the Bank’s Council.

3.11. After the Bank receives the document confirming compliance with Clause 3.10 hereof, the Bank shall record all the necessary changes associated with the admission of a new member to the Bank in the Register of Members.

The Bank shall send to its members, including the new member, excerpts from the Register of Members stating changes in their respective shares in EDB and the redistributed shares of the Bank’s members in EDB’s charter capital, in accordance with the rules for maintaining the Register of Members approved by the Bank’s Management Board.

3.12. The new member of the Bank shall appoint to the Bank’s Council one representative plenipotentiary and one deputy who shall be members of the Bank’s Council, and shall notify the Bank to that effect officially. The above persons shall become members of the Bank’s Council on the day the Bank receives a respective official written notice from its member.

3.13. The Bank shall operate in a member state provided that it has entered into an agreement on the Bank’s presence in the member state with the Government of such member state, on the terms and conditions similar to those set forth in the agreements on the Bank’s presence in other member states and that such an agreement has taken due effect.
Model Application

[ON THE LETTERHEAD OF AN AUTHORISED AGENCY OF THE ACCEDING STATE/INTERNATIONAL ORGANISATION]

[Document number and date]  

Attn. Chairman of the Council  
Eurasian Development Bank

Re.: Accession to the Agreement  
Establishing Eurasian Development Bank

Dear _____________,

Hereewith [Candidate] expresses its intention to accede to the Agreement Establishing Eurasian Development Bank dated 12 January 2006, of which the Charter of the Bank forms an integral part, (“Agreement Establishing the Bank”) and become a member of the Bank.

[Candidate] shares completely the objectives associated with the establishment of the Bank and its operations, as well as its operating principles set forth in the Agreement Establishing the Bank, and undertakes to be bound fully by the Agreement Establishing the Bank.

In consideration of the foregoing, we request the Bank’s Council to consider admission of [Candidate] as a member of the Bank, with its share in the Bank’s charter capital to total [the size of the share in figures and words] US dollars, comprising [quantity in figures and words] paid-in shares and [quantity in figures and words] shares on call, with a face value of one thousand (1,000) US dollars per share. [Candidate] is supposed to pay for the above share in accordance with the resolution of the Bank’s Council to admit [Candidate] as a member of the Bank after [Candidate’s] accession to the Agreement Establishing the Bank: as regards paid-in shares [as a lump sum/to a schedule] on or before [time period]; and as regards shares on call [according to the payment terms provided in the invitation].

[Name, position and signature of the Candidate’s authorised representative; name and date of the authorising document].

__________________________________________________________________________

1 Official name of the Candidate state/international organisation.
Model Resolution of the Bank’s Council
on Admitting [Candidate] as a Member of the Bank
and Admission Terms and Conditions

Having considered [Candidate’s] application for accession to the Agreement Establishing Eurasian Development Bank and in pursuance of Article 14.1(b) of the Bank’s Charter and the Operating Procedures of the Bank’s Council,

the Council RESOLVES to:

1) admit [Candidate] as a member of the Bank, with a share in the charter capital of [the size of the share in figures and words] US dollars, divided into [quantity in figures and words] paid-in shares for a total of [amount in figures and words] US dollars and [quantity in figures and words] shares on call for a total of [amount in figures and words], with the payment for the share purchased to be made in accordance with the terms and conditions of subscription for additional shares of the Bank as set forth by the Bank’s Council;

2) request [Candidate’s] authorised agencies to fulfil intrastate (internal) procedures necessary for [Candidate’s] accession to the Agreement Establishing the Bank, subscription for additional shares of the Bank and payment therefor in accordance with the terms and conditions of the issue; and

3) authorise the Bank’s Management Board to take all necessary action to ensure [Candidate’s] admission as a member of the Bank.

Increasing the Bank’s charter capital
as a result of [Candidate’s] admission as a member of the Bank

In pursuance of Articles 14.1(b) and 14.1(d) of the Bank’s Charter and the Operating Procedures of the Bank’s Council,

the Council RESOLVES to:

1) increase the charter capital of the Bank by [the size of the share in figures and words] US dollars by issuing additional [quantity in figures and words] shares with a face value of one thousand (1,000) US dollars each, including [quantity in figures and words] paid-in shares for a total of [amount in figures and words] US dollars and [quantity in figures and words] shares on call for a total of [amount in figures and words] US dollars;

2) distribute the additional shares as additional subscription to [Candidate];

3) provide that [Candidate] pays for the additionally issued shares as follows:
   - the paid-in shares to be paid [as a lump sum/to a schedule] after [Candidate] subscribes for the additional shares; and
   - the shares on call to be paid [according to the payment terms];
4) request [Candidate’s] authorised agencies to fulfil internal procedures necessary to effect [Candidate’s] subscription for the Bank’s additional shares as set forth in Clause 1 hereof; and

5) ensure that the Bank’s Management Board take all action necessary to effect the additional issue of the Bank’s shares, including making records to the Bank’s Register of Members reflecting such subscription to additional shares.