

Z A K O N
O POTVRĐIVANJU SPORAZUMA O OSNIVANJU
MEĐUNARODNE INVESTICIONE BANKE

Član 1.

Potvrđuje se Sporazum o osnivanju Međunarodne investicione banke, potpisan u Moskvi, 10. jula 1970. godine, u originalu na ruskom i engleskom jeziku.

Član 2.

Tekst Sporazuma o osnivanju Međunarodne investicione banke, u originalu na engleskom jeziku i u prevodu na srpski jezik glasi:

AGREEMENT ESTABLISHING THE INTERNATIONAL INVESTMENT BANK

(Annex to the Protocol amending
the Agreement Establishing
the International Investment Bank and
its Charter of 8 May 2014)

The contracting parties, pursuing the effective development of the economies of the member states, have agreed as follows.

Article 1

The International Investment Bank (hereinafter the "Bank") is established. The contracting parties are the members of the Bank.

Membership in the Bank shall be open to the states and the international financial organisations, which share the Bank's aims and operating principles and assume the relevant obligations arising out of this Agreement and the Charter.

The accession process shall be governed by Article 17 of this Agreement.

The Bank shall operate with due respect for the sovereignty of the Bank's member states, protection of the rights and interests of all members of the Bank, and non-discriminatory treatment towards all of the Bank's members.

Article 2

As a multilateral development institution, the Bank shall primarily focus on promoting economic growth, increasing the competitiveness of national economies, expanding trade and economic ties, and maximising investment interaction opportunities in the interests of the member states.

The Bank's primary objective shall be arranging financing and co-financing in accordance with the generally accepted principles of banking operations and in the interests of social and economic development of the member states for economically viable investment projects and programmes implemented by the Bank's members and organisations operating in the territory of the Bank's members, which are vital for the development and diversification of the economies of the Bank's member states, as well as other projects that conform to the Bank's aims.

In its operations, the Bank shall be guided by the need to ensure efficient use of its resources, to guarantee its ability to pay its obligations, to give due regard for the borrowers' financial position, and to adhere to principles of strict liability for repayment of loans issued by the Bank.

The Bank shall strive to provide financing for those projects that feature cutting edge technologies, implement new technological processes, and develop the production of new products.

In carrying out its activities, the Bank shall undertake prudent measures to mitigate or hedge against credit, exchange rate, and other risks.

The Bank shall strive to regionally diversify its operations and to support the economies of all of the member states.

Article 3

1. The Bank's authorised charter capital shall comprise the quotas allocated among the Bank's members and, where applicable, the unallocated charter capital. The Bank's authorised charter capital shall consist of paid-up charter capital and, where applicable, unpaid charter capital.

2. The unpaid portion of the quotas allocated among members of the Bank shall constitute callable capital, which may be used to increase the paid-up charter capital in the manner described in the Bank's Charter.
3. The Board of Governors shall determine the size of the authorised charter capital and the distribution of quotas in the authorised charter capital among the members of the Bank.
4. The authorised charter capital may be increased upon the accession of a new member of the Bank by the amount of the new member's quota. The amount, manner, and dates for the initial contribution of a new member of the Bank shall be determined by the Board of Governors as agreed upon with the corresponding new member of the Bank.
5. Information on the amount of the authorised charter capital and on the allocation of quotas in the authorised charter capital among the Bank's members as of the date of this version hereof is set forth in Appendix No. 1 hereto.

Article 4

The Bank shall form a capital reserve.

The Bank may establish its own special purpose funds.

The Board of Governors shall determine the purpose, size, dates, and conditions for establishing and using the capital reserve and the special purpose funds.

Article 5

On the basis of separate agreements, the Bank may assume obligations to manage special purpose funds established using the resources of interested states and organisations in order to handle tasks consistent with the aims of the Bank's activities. The relevant agreements may be concluded by the Bank upon the resolution of the Board of Governors.

Article 6

The Bank may raise funds by receiving loans and credits, issuing bonds or other securities, and in other forms.

Article 7

1. The Bank provides loans to organisations that have the necessary legal capacity.
2. The Bank may issue guarantees, use its own funds in syndicated lending in relation to projects implemented jointly with international and national financial institutions and banks, carry out securities transactions, acquire equity interests in organisations, and provide consulting services.

Article 8

The Bank may place its temporarily available funds with other banks, buy and sell currencies, gold, and securities, and engage in other banking transactions that conform to the Bank's aims.

Article 9

The Bank shall operate in an efficient and effective manner so as to avoid any losses.

Article 10

The Bank may contact and establish business relations with international financial organisations and other international institutions, economic organisations of the Bank's member states, and other banks and organisations, in each case on the basis of equality of the parties.

Article 11

1. The Bank shall be recognised as an international organisation. The Bank shall possess full legal personality and, in particular, the full legal capacity required to perform its functions and achieve its aims in accordance with the provisions of this Agreement and the Charter of the Bank.
2. In the territory of each of the Bank's member states, the Bank, the representatives of the members in the Board of Governors and the Board of Directors, and the officers and employees of the Bank shall enjoy the privileges and immunities necessary to perform the functions and achieve the aims set forth in this Agreement and the Bank's Charter. Said privileges and immunities are defined in Articles 13, 14 and 15 of this Agreement.
3. The Bank may open branches and representative offices and establish subsidiaries in the territory of the state where it has its seat, as well as in the territory of other states.

The legal relations between the Bank and the state where the Bank's seat, its branches and representative offices are located, shall be governed by the agreements entered into between the Bank and the corresponding state.

4. The Bank shall be liable for its obligations with all its assets.

The Bank shall not be liable for its members' obligations, nor shall the Bank's members be liable for the Bank's obligations.

Article 12

The Bank's operations shall be governed by this Agreement and the Bank's Charter, the text of which forms an integral part of this Agreement and has been attached to this Agreement as Appendix No. 2, as well as by any of the Bank's other regulations.

Article 13

1. The Bank, its property and assets, its archives and documents, wherever located and whoever possessed by, as well as the Bank's operations, shall be immune from any form of administrative or court proceedings, with the exception of those cases where the Bank has waived immunity.
2. The premises of the Bank and of its branches and representative offices, as well as the Bank's archives and documents, shall be inviolable in the territory of any of the Bank's member states.
3. Within the scope of its official activities, in the territory of its member states, the Bank shall:
 - a) be immune from any and all taxes or fees, whether national or local, except for specific service fees;
 - b) be free from any obligations to pay, withhold, or collect any taxes;
 - c) be immune from any customs duties or taxes or fees or any import or export restrictions in relation to goods intended for official use; and
 - d) enjoy all benefits with regard to priority ranking, tariffs and rates of postal, telegraphic, and telephone communications offered to other international organisations and diplomatic missions in the corresponding state.
4. Goods acquired or imported and exempted from fees, taxes, and customs duties under this Article shall not be sold, hired out, lent or given away against payment or free of charge, except in accordance with conditions laid down by the member states which have granted corresponding exemptions.

Article 14

1. In performing their official duties, representatives of the members of the Bank in the Board of Governors, as well as their deputies, shall enjoy the following privileges and immunities in the territory of each of the Bank's member states:
 - a) immunity from any court or administrative proceedings with respect to any actions taken by them in their official capacity. This immunity shall not apply to civil liability in cases of damage arising from road traffic accidents;
 - b) personal baggage customs privileges equal to those attributable to the corresponding rank of diplomatic officials in the relevant state;
 - c) exemption from direct taxes or charges with respect to any amounts paid to the representatives or their deputies by the relevant member that appointed them; and
 - d) exemption from any national service obligations.
2. A member of the Bank shall be obliged to waive any privileges or immunities granted to its representative in the Board of Governors or its deputy where it considers those privileges or immunities would obstruct justice and can be waived with no detriment to the Bank's interests, to the extent and on the terms and conditions that it considers would satisfy the Bank's interests.
3. Clause 1 of this Article shall not apply to relationships between a representative of a member of the Bank in the Board of Governors as well as his/her deputy and the authorities of the state of which they are citizens.

Article 15

1. In the territory of each of the Bank's member states, in performing their official duties, the members of the Board of Directors and the officers and employees of the Bank shall:
 - a) be immune from any court or administrative proceedings with respect to any action taken by them in their official capacity. This immunity shall not apply to civil liability in cases of damage arising from road traffic accidents;
 - b) enjoy, together with their families, repatriation benefits equal to those granted to the staff of diplomatic missions in the relevant state;
 - c) be exempt from any customs duties, taxes, or charges payable in relation to any imported goods intended for personal or family use;
 - d) be exempt from paying any taxes on their salary or other remuneration paid to them by the Bank, as well as from social security payments; and
 - e) be exempt from any national service obligations.
2. A member of the Bank shall be obliged to waive any privileges or immunities granted to its representatives in the Board of Directors where it considers those privileges or immunities would obstruct justice and can be waived with no detriment to the Bank's interests, to the extent and on the terms and conditions that it considers would satisfy the Bank's interests. Under similar circumstances, and on similar terms and conditions, the Board of Governors shall be obliged to waive any privileges or immunities granted to members of the Management Board, and the Chairperson of the Management Board shall be obliged to waive any privileges or immunities granted to any of the Bank's officers or employees, except members of the Board of Directors or Management Board.
3. Clause 1 of this Article, excluding sub-clauses "a" and "d", shall not apply to relationships between a member of the Board of Directors, an officer or employee

of the Bank, and the authorities of the state of which they are citizens.

4. The Bank shall periodically provide the competent authorities of a member state with the names of persons entitled to the privileges and immunities provided for in Article 14 of this Agreement and in this Article, for the purposes of enabling those persons to benefit from the respective privileges and immunities.

Article 16

In performing their official duties, the Bank's officers shall act as international officers. They shall report directly to the Bank and be independent from any authorities or officials of their respective states. Each of the Bank's member states shall respect the international nature of said duties.

Article 17

Those wishing to accede to this Agreement in accordance with Article 1 and to be admitted as a member in the Bank shall submit a formal application to the Board of Governors, indicating that they share the Bank's aims and operational principles and will assume all obligations arising out of this Agreement and the Bank's Charter.

New members of the Bank shall be accepted upon a resolution of the Board of Governors.

Participation in the Bank's operations may be carried out on the basis of a special status defined by the Board of Governors.

A duly certified copy of the resolution of the Board of Governors approving the admission of a new member shall be sent to that member and the depositary of this Agreement. A new member shall be deemed to have acceded to this Agreement, and shall be admitted as a member in the Bank, once said document, together with the instrument of accession has been received by the depositary, whereupon the depositary shall notify the other members of the Bank and the Bank itself.

Article 18

Each member may terminate its membership in the Bank and withdraw from participating in this Agreement in the manner described in the Bank's Charter. Termination of membership in the Bank shall not release the relevant member from its obligations to the Bank until they have been discharged in full. The Board of Governors shall formally notify the depositary of this Agreement of any member's termination of its membership in the Bank.

This Agreement shall be terminated if at least 2/3 of its members declare their withdrawal from the Bank and denounce this Agreement in accordance with this Article. In this case, the Bank shall terminate its operations within the dates and in the manner established by the Board of Governors.

Article 19

Amendments to this Agreement may be introduced on the basis of the resolution of the Board of Governors. Each member of the Bank, the Board of Directors and the Management Board may propose amendments to this Agreement to be considered by the Board of Governors.

Amendments to this Agreement shall come into force after a written consent to such amendments has been received from all members of the Bank provided that each member of the Bank has complied with applicable national or internal procedures.

Article 20

The Ministry of Foreign Affairs of the Russian Federation shall perform the functions of the depositary of this Agreement.

**INFORMATION ON THE AMOUNT OF THE AUTHORISED CHARTER CAPITAL
AND ON THE ALLOCATION OF QUOTAS AMONG THE BANK'S MEMBERS**

(Appendix N 1 to the Agreement Establishing
the International Investment Bank)

As of 8 May 2014*:

1. The authorised charter capital of the Bank is 2 billion euro.
2. Quotas in the authorised charter capital and interests in the paid-up charter capital are allocated to the members of the Bank as follows:

	Quotas in the authorized charter capital (EUR)	Interests in the paid-up charter capital (EUR)
Republic of Bulgaria	123,000,000.00	29,838,332.42
Socialist Republic of Vietnam	4,700,000.00	1,024,274.56
Republic of Cuba	23,400,000.00	5,360,773.37
Mongolia	6,200,000.00	1,049,341.80
Russian Federation	580,700,000.00	150,025,792.59
Romania	76,700,000.00	18,453,958.51
Slovak Republic	62,800,000.00	21,481,113.06
Czech Republic	125,600,000.00	30,374,957.01
Total:	1,003,100,000.00	257,608,543.32

3. The unallocated portion of the Bank's authorised charter capital is EUR 996,900,000.00.

* Actual information is presented on the official Bank's website www.iib.int

**CHARTER
OF THE INTERNATIONAL INVESTMENT BANK**

(Appendix N 2 to the Agreement Establishing
the International Investment Bank)

The members of the International Investment Bank (hereinafter the "Bank") are the contracting parties to the Agreement Establishing the Bank (hereinafter the "Agreement").

GENERAL PROVISIONS

Article 1

The Bank shall organise and perform credit and other banking operations in accordance with the Agreement and this Charter, which is an integral part of the Agreement.

Article 2

The Bank shall be an international organisation.

The Bank's full name in Russian shall be "МЕЖДУНАРОДНЫЙ ИНВЕСТИЦИОННЫЙ БАНК";

The Bank's full name in English shall be "INTERNATIONAL INVESTMENT BANK";

The Bank's abbreviated name in Russian shall be "MIB";

The Bank's abbreviated name in English shall be "IIB".

The Bank shall have its seat in Budapest, Hungary.

The Bank's aims and objectives, its legal capacity, including the scope of its legal authority and limits on its liability, the legal regulations of the Bank's operations, and the privileges and immunities enjoyed by the Bank, the representatives of the members in the Board of Governors and the Board of Directors, and the officers and employees of the Bank in the territory of each of the member states shall be governed by the Agreement and this Charter.

The Bank shall have the authority to:

- a. enter into international agreements;
- b. purchase, dispose of, lease, or rent out any property, including real property and other property, as well as conclude any other transactions that are not in conflict with this Charter;
- c. appear in state courts and arbitration tribunals as a claimant or defendant; in each of its member states, the Bank shall have the same procedural rights as those afforded to legal entities in the corresponding member state;
- d. open branches and representative offices;
- e. establish subsidiaries;
- f. adopt internal regulations governing its operations;
- g. undertake other actions to achieve the aims and objectives provided for in the Agreement and this Charter.

Article 3

The Bank shall engage in banking and investment activities in accordance with the

Agreement and this Charter.

In order to attain its aims and objectives, the Bank shall have the power to:

- a. arrange and provide financing (or co-financing) for the investment projects and programmes of the Bank's members and organisations operating in the territory of the Bank's member states, as well as other projects consistent with the Bank's lending policy, including in the form of providing loans to, or acquiring equity interests in, organisations, using its own funds and funds raised in international and national financial markets, as well as other available resources;
- b. engage in securities and derivatives transactions;
- c. provide investment and banking services;
- d. provide financial leasing services;
- e. finance, and provide guarantees for, export and import operations between organisations operating in the territory of member states, between member states of the Bank and other states, and between organisations operating in the territory of member states and organisations of other states;
- f. act as a trustee of special purpose and investment funds established by the Bank's members, organisations of the Bank's member states and other organisations;
- g. participate in projects intended to support small- and medium-sized businesses in member states;
- h. provide consulting and information and analysis services;
- i. provide advisory assistance to organisations and government agencies of the Bank's member states regarding arranging and providing financing for investment projects and programmes, as well as foreign trade operations within the framework of the Bank's development strategy;
- j. cooperate with government authorities and agencies, international organisations and other establishments, procure cooperation between organisations of the Bank's member states and organisations in other states;
- k. conclude any other deals and transactions that are consistent with the aims and objectives provided for in the Agreement and this Charter.

Article 4

The Bank shall be liable for its obligations with all its assets.

The Bank shall not be liable for its members' obligations, nor shall the Bank's members be liable for the Bank's obligations.

Article 5

The Bank shall have a seal with its logo and name in the Russian and English languages.

Russian and English shall be the Bank's official languages. The working language of the Bank shall be Russian.

Article 6

The Bank shall guarantee the secrecy of its clients' and correspondents' transactions, documents, accounts, and deposits.

The Bank's officers and other employees shall maintain the secrecy of the transactions, documents, accounts, and deposits of the Bank, as well as of its clients and correspondents.

MEMBERSHIP

Article 7

Membership in the Bank shall be open to states and international financial organisations. The Bank's admission process shall be governed by Article 17 of the Agreement and this Article.

Those wishing to be admitted as members of the Bank in accordance with Article 1 of the Agreement shall formally apply to the Board of Governors, stating that they share the Bank's aims and operating principles and will assume all obligations arising out of the Agreement and this Charter.

Membership in the Bank shall be granted by a resolution of the Bank's Board of Governors.

Participation in the Bank's operations may be carried out on the basis of a special status defined by the Bank's Board of Governors.

Article 8

Any member of the Bank may withdraw from membership in the Bank by sending notice to the Board of Governors (hereinafter a "Withdrawing Member") no less than six months before the proposed withdrawal date. The Bank and the Withdrawing Member shall agree on a fair and equitable method for calculating the mutual obligations in connection with such withdrawal and settling said obligations. The Board of Governors shall approve the procedure of withdrawal of a member of the Bank and the mechanism for calculating mutual claims between the Bank and a Withdrawing Member.

A Withdrawing Member shall remain liable for direct obligations to the Bank incurred on or before the date on which its membership terminates. A Withdrawing Member shall also remain liable for its contingent liabilities to the Bank so long as any part of the loans, equity investments, or guarantees, which were entered into before it ceases to be a member, is outstanding; however, it shall not incur liabilities with respect to loans and guarantees entered into thereafter by the Bank, nor share in the income or the expenses of the Bank.

The Withdrawing Member's interest in the paid-up portion of the Bank's charter capital shall be considered for the purposes of the settling process.

The Withdrawing Member's quota in the Bank's authorised charter capital shall be added to the unallocated portion of the authorised charter capital of the Bank. Upon the resolution of the Board of Governors, the Withdrawing Member's quota may be fully or partially distributed among the Bank's remaining members and/or new members in the Bank.

THE BANK'S RESOURCES

Article 9

The Bank's resources shall be made up of contributions from the members to the Bank's charter capital, funds raised in any form from the Bank's members and in financial markets, and appropriations of a portion of profits to the Bank's capital reserves and special purpose funds.

The Bank's resources shall only be used for achieving its aims and fulfilling the functions provided for in this Charter.

Article 10

1. The Bank's authorised charter capital shall be comprised of the quotas allocated among the Bank's members and, if applicable, the unallocated charter capital.

The Bank's authorised charter capital shall consist of paid-up charter capital and, if applicable, unpaid charter capital.

2. The size of the authorised charter capital and the allocation of the quotas in the authorised charter capital shall be determined by the Board of Governors. The quota of a member of the Bank in the Bank's authorised charter capital may be changed based on a request by or the consent of the corresponding Bank member.
3. On the basis of a resolution of the Board of Governors the paid-up charter capital of the Bank may be increased within the limits of the unpaid quota, based on a request by or the consent of the member of the Bank making a contribution to the Bank's charter capital.
4. The unpaid portion of the quotas allocated among the Bank's members shall constitute callable capital. For the Bank to meet its financial obligations, the Board of Governors may authorise an increase of the paid-up charter capital of the Bank by means of contributions by all of the Bank's members, made proportionately to their interests in the paid-up charter capital, but within the limits of the unpaid quotas of each member of the Bank.
5. Payments towards the Bank's charter capital shall be made in euros or any other currency determined in the procedure established by the Board of Governors.
6. A member of the Bank that has made its contribution to the charter capital shall receive a certificate from the Bank evidencing the payment and amount of the contribution.

Article 11

The Bank shall form a capital reserve, and it may also establish its own special purpose funds.

The Bank's capital reserve and special purpose funds shall be financed from its profits.

Article 12

The Bank may establish special purpose funds financed by the resources of interested states and organisations.

The purpose, size, terms, conditions and arrangements for establishing and functioning of the special purpose funds shall be governed by agreements between the interested states and organisations and the Bank.

Article 13

In accordance with the procedure established by the Board of Directors the Bank may raise funds in any currency by receiving financial and bank credits and loans in national and international capital markets, attracting deposits, issuing and offering its securities and other financial instruments as well as in any other form.

INVESTMENT ACTIVITY

Article 14

The Bank shall provide loans in accordance with the aims and objectives set forth in the Bank's development strategy as approved by the Board of Governors.

The Bank shall provide loans using its own and borrowed funds, as well as cooperate with other financial and banking institutions in providing such loans.

Where a loan is provided to any organisations owned or controlled by a member of the Bank, the Bank may, as required and subject to the consent of the corresponding

member of the Bank, be granted a guarantee by the corresponding member for the said organisation's obligations to the Bank.

The Bank shall provide loans to organisations in separate member states subject to approval of the relevant member state's authorised agencies.

The Bank shall issue guarantees for obligations of organisations in the manner established by the Board of Directors.

The Bank may engage in investment activities by financing projects, acquiring equity interests in organisations, participating in special purpose funds and in any other form.

Article 15

When engaging in investment activities, the Bank shall safeguard its own interests and, in particular, shall organise and be involved in the assessment of investment projects by experts and shall assess the solvency of each recipient of the investments.

The Bank's investment activities in any country that is not a member of the Bank shall be carried out upon the resolution of the Board of Governors.

Article 16

The Bank shall ensure that an efficient risk management and compliance and control systems are in place that are consistent with best practices for international banks.

The Bank shall seek to comply with international best practices in the area of social responsibility and information transparency with regard to its operations.

OTHER OPERATIONS OF THE BANK

Article 17

The Bank may enter into any transactions generally accepted in international banking practice, provided they correspond with the Bank's aims.

Article 18

The Bank shall create corresponding reserves for potential losses when it performs its operations in the event there is a delay in payment or default under any credit or loan provided or guaranteed by the Bank.

The Bank's operating losses shall be apportioned as follows:

- a) firstly, against the reserves referred to in paragraph 1 of this Article;
- b) secondly, against any profit generated in the corresponding reporting period;
- c) thirdly, against retained profits from prior periods;
- d) fourthly, against the paid-up portion of the charter capital;
- e) finally, against callable capital that is payable on the terms and conditions determined by a resolution of the Board of Governors in accordance with Clause 4 of Article 10 of this Charter.

Losses shall be distributed among the Bank's members in proportion to their shares in the paid-up charter capital as of the end of the fiscal year during which such losses occurred.

BANK GOVERNANCE

Article 19

The Bank's governing bodies shall be the Board of Governors, the Board of

Directors, and the Management Board.

BOARD OF GOVERNORS

Article 20

1. The Board of Governors shall be the Bank's supreme collective governing body.

When adopting resolutions in the Board of Governors, each member of the Bank shall be allotted a number of votes proportionate to the amount of its interest in the Bank's paid-up charter capital.

Each Bank member shall appoint one representative and his/her deputy to serve on the Board of Governors, and shall formally notify the Bank of the appointment.

Should any representative be absent from a meeting of the Board of Governors, his/her deputy shall perform the duties of the representative, including participating in voting.

2. The Board of Governors shall meet on an as-needed basis, but no less than annually.

Each of the Bank's members' representatives shall chair meetings of the Board of Governors in rotation.

The rules and procedures of the Board of Governors shall be established by the regulations of the Board of Governors.

Article 21

1. The Board of Governors shall:

- a) determine the general directions of the Bank's operations and approve the Bank's development strategy;
- b) based on the proposals of the Board of Directors, determine the scope of authority of the Board of Directors and the Management Board in making investments and conducting banking operations;
- c) approve the Bank's annual report, balance sheet, and distribution of profits;
- d) appoint the Chairperson of the Management Board and his/her deputies;
- e) appoint the Chairperson and members of the Bank's Auditing Committee, receive its reports, and adopt resolutions according to the reports;
- f) appoint the Bank's external auditor;
- g) adopt resolutions:
 - to amend the Agreement and this Charter;
 - to admit new members to the Bank and to set the terms and conditions of their admission;
 - to change the size of the Bank's authorised charter capital;
 - to allocate or reallocate the members' quotas in the Bank's authorised charter capital, including the allocation of the unallocated portion of the Bank's charter capital;
 - to increase the Bank's paid-up charter capital in accordance with Article 10 of this Charter;
 - to determine the procedure of withdrawal of a member of the Bank and the mechanism for calculating mutual claims between the Bank and the relevant member;

- to establish and to close the Bank's branches and representative offices;
 - to establish and to liquidate the Bank's subsidiaries;
 - to define the purpose, size, dates, and conditions of establishing and using the Bank's capital reserve and special purpose funds;
 - to determine the dates and procedure for the termination of the Bank's operations;
- h) approve:
- regulations for the Board of Governors, the Board of Directors, the Management Board and the Auditing Committee determining, inter alia, the procedure for forming the corresponding governing bodies, their operating rules and procedures and the number of members of said bodies;
 - the Bank's budget for the corresponding period;
 - the Bank's organisational structure down to the level of independent subdivisions;
- i) carry out other functions arising out of the Agreement and this Charter that may be necessary for the Bank to attain its aims and objectives.
2. Resolutions of the Board of Governors shall be passed unanimously by all members of the Bank represented by their representatives on any of the following matters that fall within the exclusive competence of the Board of Governors:
- making amendments to the Agreement and this Charter;
 - admitting new members of the Bank and determining the terms and conditions for their admission;
 - changing the size of the Bank's authorised charter capital;
 - determining the dates and procedure for the termination of the Bank's operations.
3. Resolutions on all other matters shall be adopted in the Board of Governors by a qualified majority of at least $\frac{3}{4}$ of the total votes held by the Bank's members, provided that a simple majority of the representatives of the Bank's members who actually voted on the relevant resolution voted in favour of the resolution.
- The Board of Governors shall have the authority to adopt resolutions only if representatives of at least $\frac{3}{4}$ of the total number of the Bank's members attend the meeting of the Board of Governors.
4. Except for the matters referred to in Clause 2 above, the Board of Governors may delegate any matter assigned by this Charter to the competence of the Board of Governors to the Board of Directors.
5. The Board of Governors shall have full authority over, and may adopt resolutions on, any matters falling within the scope of authority of the Bank's other governing bodies.

BOARD OF DIRECTORS

Article 22

The Board of Directors shall be the Bank's collective governing body responsible for the general management of the Bank's operations. The Board of Directors shall report to the Board of Governors.

The Board of Directors shall consist of representatives of the Bank's members.

Each member of the Bank shall appoint one director to serve on the Board of Directors.

For the purposes of the Board of Directors adopting resolutions, each director shall be allotted a number of votes proportionate to the size of the share of the Bank member that appointed said director in the Bank's paid-up charter capital.

Members of the Board of Directors shall be appointed for a term of three years and may be reappointed upon the expiration of said term, but for no longer than another three-year term.

Members of the Board of Directors may not simultaneously be members of the Board of Governors.

The Board of Directors shall meet as often as required to manage the Bank's affairs, but at least quarterly.

Members of the Board of Directors shall not be regular staff members of the Bank.

For performing their official duties, directors shall be paid a year-end bonus in accordance with the terms and conditions and in the manner approved by the Board of Governors.

Article 23

The Board of Directors shall:

- a) approve the key regulations governing the various aspects of the Bank's operations, including its credit, financial, accounting, tariff, asset and liability management, and risk management policies (including determining the Bank's risk appetite);
- b) approve the Bank's Employment Rules, as well as other rules governing the relations between the Bank and its employees;
- c) approve the Bank's detailed organisational structure down to the departmental level, the staffing table, and the Bank's general and administrative cost estimates;
- d) support the activities of the Board of Governors;
- e) exercise other powers as set out in the Agreement and this Charter.

Resolutions on all matters shall be adopted by the Board of Directors by a qualified majority of at least $\frac{3}{4}$ of total votes held by the directors, provided that a simple majority of the members of the Board of Directors who actually voted on the relevant resolution voted in favour of the resolution.

The Board of Directors shall have the authority to adopt resolutions only if directors representing at least $\frac{3}{4}$ of the total number of the Bank's members attend the meeting of the Board of Directors.

The Board of Directors may delegate certain matters assigned by this Charter to the competence of the Board of Directors to the Management Board.

MANAGEMENT BOARD

Article 24

The Management Board shall be the Bank's executive body. The Management Board shall report to the Board of Directors and the Board of Governors.

The Management Board shall consist of the Chairperson of the Management Board and his/her deputies appointed by the Board of Governors for a five-year term, generally from among citizens of the Bank's member states.

When voting at Management Board meetings, each member of the Management

Board shall have one vote.

The Management Board's main task shall be to supervise the Bank's operations in accordance with the Agreement, the Charter, the resolutions of the Board of Governors and the Board of Directors.

The Chairperson of the Management Board shall directly manage the day-to-day affairs of the Bank and the Management Board within the scope of his/her authority and rights granted under this Charter, the resolutions of the Board of Governors and the Board of Directors.

The Chairperson of the Management Board shall participate in the meetings of the Board of Governors and shall chair the meetings of the Board of Directors.

The Chairperson of the Management Board shall not vote at the meetings of the Board of Governors and the Board of Directors.

The following falls within the competence of the Chairperson of the Management Board:

- a) managing all of the Bank's property and assets in accordance with this Charter, the resolutions of the Board of Governors and the Board of Directors;
- b) representing the Bank, as well as submitting claims and instituting court and arbitration proceedings on behalf of the Bank;
- c) issuing orders and adopting decisions regarding the Bank's operational matters;
- d) concluding transactions and issuing powers of attorney on behalf of the Bank;
- e) approving the Bank's rules and regulations regarding the process for conducting credit and banking operations in accordance with the principles determined by the Bank's Board of Governors and the Board of Directors;
- f) hiring and firing the Bank's employees, other than members of the Management Board,
- g) approving the internal code of conduct;
- h) determining official salaries and wage rates in accordance with the Bank's budget, staffing tables, and general and administrative cost estimates, and rewarding employees' distinguished service;
- i) authorising the Bank's officers to represent the Bank, conclude transactions, and issue powers of attorney on behalf of the Bank.

The following falls within the competence of the Management Board:

- a) implementing the Bank's credit, financial, accounting, tariff, asset and liability management, and risk management policies, which have been approved by the Board of Directors;
- b) organising work aimed at raising and allocating available funds;
- c) adopting decisions to issue bonds;
- d) preparing necessary materials and proposals to be considered by the Board of Governors and the Board of Directors;
- e) building and using the Bank's business connections and correspondent banking relationships with other banks and organisations.

The Management Board shall adopt resolutions on all matters falling within the competence of the Management Board by a simple majority. Where a vote is tied, the vote of the Chairperson of the Management Board shall be the casting vote.

All matters discussed at the Management Board meetings shall be documented in the meeting minutes.

Deputies of the Chairperson of the Management Board shall govern defined areas of work and shall be accountable to the Chairperson of the Management Board.

Article 25

When discharging their job duties, the Chairperson of the Management Board, the deputies of the Chairperson of the Management Board and the Bank's other officers shall act as international officers. They shall report to the Bank and be independent from any authorities or officials of the states of which they are citizens.

REVIEW OF THE BANK'S OPERATIONS

Article 26

The Audit Committee, which shall be appointed by the Board of Governors for a term of five years and be composed of the Chairperson of the Audit Committee and its members, shall audit the Bank's operations, which shall include review of the implementation of resolutions adopted by the Board of Governors and the Board of Directors, annual reports, cash and property, records, reports and documents of the Bank and its branches, representative offices, and subsidiaries.

The Chairperson and members of the Audit Committee may not hold any other positions in the Bank.

The Board of Governors shall establish the procedure for conducting audits.

The Chairperson of the Management Board shall assist the Audit Committee during its audits and ensure availability of all of the Bank's operational documents that may be required to conduct an objective audit and to prepare a report.

The Audit Committee's reports shall be submitted to the Board of Governors and the Board of Directors.

THE BANK'S STRUCTURE

Article 27

The Board of Governors shall approve the Bank's organisational structure down to the level of its independent subdivisions, and the Board of Directors shall approve the organisational structure down to the departmental level.

The Bank's personnel shall be comprised of qualified specialists, who shall be hired, with preference being given to citizens of the Bank's member states.

DISPUTE RESOLUTION

Article 28

Claims may be lodged against the Bank within two years from the moment the right to the claim arises.

Article 29

1. Disputes between the Bank and any party with which the Bank has entered into an agreement (other than a member of the Bank), shall be resolved in accordance with the terms of said agreement. The Bank shall strive to ensure that the relevant documents include a provision referring any disputes to the International Commercial Arbitration Court at the Chamber of Commerce and Industry of the Russian Federation or to similar arbitration tribunals in other member states.
2. Disputes and disagreements arising in the course of the Bank's operations

between the Bank and any member or former member of the Bank shall be, to the extent possible, resolved by the parties via negotiations and consultations.

Should any such dispute or disagreement fail to be settled via negotiations and consultations within six (6) months, the dispute or disagreement shall be transferred by any party to the dispute in accordance with the established procedure to the Board of Governors for resolution. The Board of Governors shall consider and resolve the dispute within six (6) months. Following this period any party may refer the dispute or disagreement for final settlement to an arbitration tribunal.

The tribunal shall include three arbitrators to be appointed within two months after the relevant dispute is referred to arbitration. One arbitrator shall be appointed by the Bank, a second arbitrator shall be appointed by the relevant member of the Bank, and the third arbitrator (the chairperson) shall be appointed as agreed upon by the two appointed arbitrators. Should the arbitrators appointed by the parties to the dispute fail to agree on the appointment of the third arbitrator (the chairperson), then said third arbitrator (the chairperson) shall be appointed by the President of the International Court of Justice of the United Nations. The arbitrators shall adopt a resolution by a majority vote and it shall be final and binding on the parties to the dispute. The third arbitrator (the chairperson) shall have full authority to resolve all procedural issues in any case where the parties are in disagreement with respect to said procedural issues.

REPORTING AND AUDITING

Article 30

The Bank's financial year shall commence on January 1 and shall end on December 31.

In order to examine and verify the integrity of the Bank's annual financial statements, an audit of the Bank's financial statements shall be carried out annually by an independent external auditor.

The procedure for selecting the independent external auditor shall be established by the Board of Governors.

In reliance upon generally accepted international disclosure principles, the Bank shall publish its financial statements and other reports as the Bank may consider fit to achieve its aims and fulfil its functions.

DISTRIBUTION OF THE BANK'S PROFITS

Article 31

The Bank shall operate in an efficient and effective manner so as to avoid any losses.

The Board of Governors shall adopt a resolution to distribute the Bank's net profits following the approval of the annual report for the previous year. In accordance with said resolution, profits may be retained to form a capital reserve or special purpose funds, be distributed among the Bank's members, or be used for other purposes.

Distribution of the Bank's net profits among the Bank's members shall be done proportionately to their shares in the paid-up charter capital in accordance with the procedure established by the Board of Governors.

AMENDMENTS TO THE CHARTER

Article 32

Amendments to this Charter may be introduced on the basis of a resolution of the Board of Governors in accordance with its competence as described in Article 21 of

this Charter. Each member of the Bank, the Board of Directors and the Management Board may propose amendments to this Charter to be considered by the Board of Governors.

Amendments to this Charter shall come into force after a written consent to such amendments has been received from all members of the Bank provided that each member of the Bank has complied with applicable national or internal procedures.

TEMPORARY SUSPENSION OF OPERATIONS

Article 33

In an emergency, the Board of Directors may temporarily suspend the provision of new credit and guarantees, the issuance of securities, and equity investments until the Board of Governors has reviewed the current circumstances and undertaken appropriate actions.

TERMINATION OF OPERATIONS

Article 34

The Bank's operations may be terminated in accordance with Article 18 of the Agreement. The Board of Governors shall determine the terms and procedure for termination of the Bank's operations and its liquidation.

PROTOCOL
AMENDING THE AGREEMENT ESTABLISHING THE INTERNATIONAL
INVESTMENT BANK AND ITS CHARTER

The Governments of the Republic of Bulgaria, the Socialist Republic of Viet Nam, the Republic of Cuba, Mongolia, the Russian Federation, Romania, the Slovak Republic and the Czech Republic (the states are hereinafter collectively referred to as the "**Contracting Parties**"),

in accordance with Article XII and paragraph 1 of Article XXIV of the Agreement Establishing the International Investment Bank (hereinafter the "**Agreement**"), and Articles 29 and 30 of the Charter of the International Investment Bank (hereinafter the "**Charter**"), have agreed to amend the Agreement and the Charter as follows:

ARTICLE I

The Agreement (including the Charter, which is an attachment to the Agreement) shall be amended and restated according to the text set forth as an Annex to this Protocol.

The Annex to this Protocol shall form an integral part of this Protocol and shall constitute the amended and restated Agreement Establishing the International Investment Bank (hereinafter the "**Restated Agreement**"), together with (i) the Information on the Authorised Charter Capital and on the Allocation of the Quotas Among the Bank's Members given in the Appendix No. 1 to the Restated Agreement and (ii) the amended and restated Charter of the International Investment Bank which forms the Appendix No. 2 to the Restated Agreement.

ARTICLE II

The Ministry of Foreign Affairs of the Russian Federation shall perform the functions of the depositary of this Protocol and the Restated Agreement (hereinafter the "**Depositary**").

A certified copy of this Protocol, including the Restated Agreement, shall be sent by the Depositary to each Contracting Party.

ARTICLE III

This Protocol shall remain open for signature by the Contracting Parties.

The Depositary shall duly inform the other Contracting Parties of the signing of this Protocol by each Contracting Party.

This Protocol and the Restated Agreement shall enter into force thirty days after the date on which the last Contracting Party has provided the Depositary with its instruments (hereinafter the "**Instrument**") of ratification, acceptance, or approval (depending on the requirements of the national or internal procedures) necessary to bring this Protocol and the Restated Agreement into effect.

The Depositary shall duly inform the other Contracting Parties of the deposit of each Instrument and of the date this Protocol and the Restated Agreement are deemed to have entered into force.

Made in Havana on 8 May 2014 in a single original in the Russian and English languages with the texts in both languages being equally authentic.

On behalf of the Government
of the Republic of Bulgaria

Lyudmila Petkova

On behalf of the Government
of the Republic of Cuba

Irma Martinez Castrillon

On behalf of the Government
of Mongolia

Dorjgotov Chimed-Yunden

On behalf of the Government
of the Slovak Republic

Vazil Hudak

On behalf of the Government
of the Socialist Republic of Viet Nam

Le Minh Hung
Signing date_____

On behalf of the Government
of the Russian Federation

Dmitry Pankin
Signing date_____

On behalf of the Government
of Romania

Attila Gyorgy
Signing date 01.07.2015.

On behalf of the Government
of the Czech Republic

Lenka Juroskova
Signing date 5.12.2015.

SPORAZUM O OSNIVANJU MEĐUNARODNE INVESTICIONE BANKE

(Aneks Protokola o izmenama i dopunama Sporazuma o osnivanju Međunarodne investicione banke i njene Povelje od 8. maja 2014. godine)

Strane u Sporazumu, težeći efikasnom razvoju privreda država članica, dogovorile su se o sledećem.

Član 1.

Osniva se Međunarodna investiciona banka (u daljem tekstu: „Banka”).

Strane u Sporazumu su članice Banke.

Članstvo u Banci biće otvoreno za države i međunarodne finansijske organizacije koje dele ciljeve i principe poslovanja Banke i koje preuzimaju relevantne obaveze koje proizilaze iz ovog Sporazuma i Povelje.

Proces pristupanja će biti propisan članom 17. ovog sporazuma.

Banka će poslovati uz dužno poštovanje suvereniteta država članica Banke, zaštitu prava i interesa svih članica Banke i nediskriminatorski tretman prema svim članicama Banke.

Član 2.

Kao multilateralna razvojna institucija, Banka će se prvenstveno fokusirati na promovisanje ekonomskog rasta, povećanje konkurentnosti nacionalnih ekonomija, širenje trgovinskih i ekonomskih veza i maksimiziranje mogućnosti investicionih interakcija u interesu država članica.

Primarni cilj Banke biće organizovanje finansiranja i sufinansiranja u skladu sa opšteprihvaćenim principima bankarskog poslovanja i u interesu društvenog i ekonomskog razvoja država članica za ekonomski isplative investicione projekte i programe koje realizuju članice Banke i organizacije koje posluju na teritoriji članica Banke, koji su od vitalnog značaja za razvoj i diversifikaciju ekonomija zemalja članica Banke, kao i druge projekte koji su u skladu sa ciljevima Banke.

U svom poslovanju Banka će se rukovoditi potrebom da obezbedi efikasno korišćenje svojih resursa, da garantuje sposobnost da izmiruje svoje obaveze, da vodi računa o finansijskom položaju zajmoprimca i da se pridržava principa striktno odgovornosti za otplatu kredita odobrenih od strane Banke.

Banka će nastojati da obezbedi finansiranje projekata koji sadrže najsavremenije tehnologije, implementira nove tehnološke procese i razvija proizvodnju novih proizvoda.

U obavljanju svojih aktivnosti, Banka preduzima oprezne mere za ublažavanje ili zaštitu od kreditnih, kursnih i drugih rizika.

Banka će nastojati da regionalno diverzifikuje svoje poslovanje i da podrži privrede svih država članica.

Član 3.

1. Odobreni osnovni kapital Banke obuhvata kvote raspoređene među članovima Banke i, gde je primenljivo, neraspoređeni osnovni kapital. Ovlašćeni osnovni kapital Banke sastoji se od uplaćenog osnovnog kapitala i, gde je primenljivo, neuplaćenog osnovnog kapitala.
2. Neuplaćeni deo kvota raspoređenih među članicama Banke predstavlja kapital na poziv, koji se može koristiti za povećanje uplaćenog osnovnog kapitala na način opisan u Povelji Banke.

3. Odbor guvernera utvrđuje veličinu osnovnog kapitala i raspodelu kvota u ovlašćenom osnovnom kapitalu među članicama Banke.
4. Ovlašćeni osnovni kapital može se povećati pristupom nove članice Banke za iznos kvote novog člana. Iznos, način i datume početnog doprinosa nove članice Banke utvrđuje Odbor guvernera po dogovoru sa odgovarajućom novom članicom Banke.
5. Podaci o visini odobrenog osnovnog kapitala i raspodeli kvota u osnovnom kapitalu među članicama Banke na dan donošenja ove verzije ovog zakona nalaze se u Prilogu br. 1. ovog sporazuma.

Član 4.

Banka formira kapitalnu rezervu.

Banka može osnivati sopstvene namenske fondove.

Odbor guvernera utvrđuje namenu, visinu, datume i uslove za formiranje i korišćenje kapitalnih rezervi i fondova posebne namene.

Član 5.

Na osnovu posebnih ugovora, Banka može preuzeti obaveze upravljanja posebnim namenskim fondovima osnovanim korišćenjem sredstava zainteresovanih država i organizacija radi obavljanja poslova u skladu sa ciljevima poslovanja Banke. Odgovarajuće ugovore Banka može zaključiti po odluci Odbora guvernera.

Član 6.

Banka može obezbediti sredstva pribavljanjem zajmova i kredita, izdavanjem obveznica ili drugih hartija od vrednosti i u drugim oblicima.

Član 7.

1. Banka daje kredite organizacijama koje imaju potrebnu pravnu sposobnost.
2. Banka može izdavati garancije, koristiti sopstvena sredstva u sindiciranom kreditiranju u vezi sa projektima koji se realizuju zajedno sa međunarodnim i nacionalnim finansijskim institucijama i bankama, obavljati transakcije sa hartijama od vrednosti, sticati udeo u kapitalu organizacija i pružati konsultantske usluge.

Član 8.

Banka može plasirati svoja privremeno raspoloživa sredstva drugim bankama, kupovati i prodavati valute, zlato i hartije od vrednosti i baviti se drugim bankarskim transakcijama koje su u skladu sa ciljevima Banke.

Član 9.

Banka će poslovati na efikasan i efektivan način kako bi izbegla bilo kakve gubitke.

Član 10.

Banka može kontaktirati i uspostaviti poslovne odnose sa međunarodnim finansijskim organizacijama i drugim međunarodnim institucijama, privrednim organizacijama država članica Banke i drugim bankama i organizacijama, u svakom slučaju na osnovu ravnopravnosti strana.

Član 11.

1. Banka će biti priznata kao međunarodna organizacija. Banka ima puni pravni subjektivitet, a posebno punu pravnu sposobnost potrebnu za obavljanje svojih funkcija i ostvarivanje svojih ciljeva u skladu sa odredbama ovog

sporazuma i Povelje Banke.

2. Na teritoriji svake od država članica Banke, Banka, predstavnici članova Odbora guvernera i Odbora direktora, službenici i zaposleni u Banci uživaju privilegije i imunitete neophodne za obavljanje funkcija i ostvari ciljeve utvrđene ovim sporazumom i Poveljom Banke. Navedene privilegije i imuniteti definisani su u čl. 13, 14. i 15. ovog sporazuma.

3. Banka može otvarati filijale i predstavništva i osnivati povezana pravna lica na teritoriji države u kojoj ima sedišta, kao i na teritoriji drugih država.

Pravni odnosi između Banke i države u kojoj se nalazi sedišta Banke, njene filijale i predstavništva uređuju se ugovorima zaključenim između Banke i odgovarajuće države.

4. Banka za svoje obaveze odgovara celoukupnom imovinom.

Banka ne odgovara za obaveze svojih članova, niti članovi Banke ne odgovaraju za obaveze Banke.

Član 12.

Poslovanje Banke reguliše se ovim sporazumom i Poveljom Banke, čiji je tekst sastavni deo ovog sporazuma i priložen je ovom sporazumu kao Prilog br. 2, kao i bilo kojim drugim aktom Banke.

Član 13.

1. Banka, njena imovina i sredstva, njena arhiva i dokumenti, gde god se nalazili i u čijem god bile vlasništvu, kao i poslovanje Banke, imaju imunitet od bilo kog oblika upravnog ili sudskog postupka, izuzev onih slučajeva u kojima je Banka odustala od imuniteta.
2. Prostorije Banke i njenih filijala i predstavništva, kao i arhiva i dokumentacija Banke, nepovredivi su na teritoriji bilo koje države članice Banke.
3. U okviru svojih službenih aktivnosti, na teritoriji svojih država članica Banka će:
 - a) da uživa imunitet na sve poreze ili naknade, bilo nacionalne ili lokalne, osim na posebne naknade za usluge;
 - b) biti oslobođena bilo kakvih obaveza plaćanja, zadržavanja ili naplate bilo kakvih poreza;
 - c) da uživa imunitet od bilo kakvih carinskih tarifa ili poreza ili taksi ili bilo kakvih ograničenja uvoza ili izvoza u vezi sa robom namenjenom za službenu upotrebu; i
 - d) uživati sve pogodnosti u pogledu prioritarnog ranga, tarifa poštanskih, telegrafskih i telefonskih komunikacija koje se nude drugim međunarodnim organizacijama i diplomatskim misijama u odgovarajućoj državi.
4. Roba stečena ili uvezena i oslobođena plaćanja taksi, poreza i carinskih tarifa prema ovom članu ne može se prodavati, davati u zakup, pozajmljivati ili preneti uz naknadu ili bez naknada, osim u skladu sa uslovima koje su utvrdile države članice koje su odobrile odgovarajuća izuzeća.

Član 14.

1. U obavljanju službene dužnosti, predstavnici članica Banke u Odboru guvernera, kao i njihovi zamenci, uživaju sledeće privilegije i imunitete na teritoriji svake od država članica Banke:

- a) imunitet od bilo kakvog sudskog ili upravnog postupka u vezi sa svim radnjama koje su preduzeli u svom službenom svojstvu. Ovaj imunitet se ne odnosi na građansku odgovornost u slučajevima štete nastale usled saobraćajnih nezgoda;
 - b) carinske privilegije za lični prtljag jednake onima koje se pripisuju odgovarajućem rangu diplomatskih zvaničnika u relevantnoj državi;
 - c) oslobađanje od direktnih poreza ili dažbina u vezi sa bilo kojim iznosom koji predstavnicima ili njihovim zamenicama plaća relevantna članica koja ih je imenovala; i
 - d) izuzeće od bilo kakvih obaveza vojne službe.
2. Članica Banke je dužna da se odrekne svih privilegija ili imuniteta dodeljenih njihovom predstavniku u Odboru guvernera ili njegovom zameniku, ako smatra da bi te privilegije ili imuniteti ometali vršenje pravde i da se mogu odreći bez štete po interese Banke, u obimu i pod uslovima za koje smatra da bi zadovoljili interese Banke.
 3. Tačka 1. ovog člana ne primenjuje se na odnose između predstavnika članica Banke u Odboru guvernera, kao i njihovih zamenika i institucija države čiji su državljani.

Član 15.

1. Na teritoriji svake od država članica Banke, u vršenju službene dužnosti, članovi Odbora direktora i službenici Banke imaće pravo da:
 - a) uživaju imunitet od bilo kakvog sudskog ili upravnog postupka u vezi sa bilo kojom radnjom koju su preduzeli u svom službenom svojstvu. Ovaj imunitet se ne odnosi na građansku odgovornost u slučajevima štete nastale usled saobraćajnih nezgoda;
 - b) uživaju, zajedno sa svojim porodicama, beneficije za repatrijaciju jednake onima koje se daju osoblju diplomatskih misija u relevantnoj državi;
 - c) budu oslobođeni svih carina, poreza ili dažbina koje se plaćaju u vezi sa bilo kojom uvezenom robom namenjenom za ličnu ili porodičnu upotrebu;
 - d) budu oslobođeni plaćanja svih poreza na njihove plate ili druge naknade koje im isplaćuje Banka, kao i plaćanja socijalnog osiguranja; i
 - e) budu oslobođeni od bilo kakvih obaveza vojne službe.
2. Članica Banke je dužna da se odrekne svih privilegija ili imuniteta dodeljenih njenim predstavnicima u Odboru direktora ako smatra da bi te privilegije ili imuniteti ometali vršenje pravde i mogu se odreći bez štete po interese Banke, u meri pod uslovima za koje smatra da bi zadovoljili interese Banke. Pod sličnim okolnostima i pod sličnim uslovima, Odbor guvernera je dužan da se odrekne svih privilegija ili imuniteta datih članovima Upravnog odbora, a predsednik Upravnog odbora da se odrekne svih privilegija ili imuniteta dodeljenim službenicima ili zaposlenima u Banci, osim članovima Odbora direktora ili Upravnog odbora.
3. Tačka 1. ovog člana, izuzev tačkaka „a” i „d”, ne primenjuje se na odnose između člana Odbora direktora, službenika ili zaposlenog Banke i institucije države čiji su oni građani.
4. Banka će periodično dostavljati nadležnim institucijama države članice imena lica koja imaju pravo na privilegije i imunitete predviđene članom 14. ovog sporazuma i ovim članom, u svrhu omogućavanja tim licima da koriste odgovarajuće privilegije i imunitete.

Član 16.

Službenici Banke će u obavljanju svojih službenih dužnosti imati status međunarodnih službenika. Oni će podnositi izveštaje direktno Banci i biti nezavisni od svih organa vlasti ili zvaničnika svojih država. Svaka od država članica Banke će poštovati međunarodnu prirodu navedenih dužnosti.

Član 17.

Oni koji žele da pristupe ovom sporazumu u skladu sa članom 1. i da budu primljeni u članstvo Banke, podneće formalnu prijavu Odboru guvernera, navodeći da dele ciljeve i operativne principe Banke i da će preuzeti sve obaveze koje proizilaze iz ovog sporazuma i Povelje Banke.

Nove članice Banke se primaju odlukom Odbora guvernera.

Učešće u poslovanju Banke može se vršiti na osnovu posebnog statusa koji utvrđuje Odbor guvernera.

Propisno overena kopija odluke Odbora guvernera kojom se odobrava prijem nove članice biće poslata toj članici i depozitaru ovog sporazuma. Smatra se da je nova članica pristupila ovom sporazumu i biće primljena u članstvo Banke, kada depozitar primi navedeni dokument, zajedno sa instrumentom pristupanja, o čemu će depozitar obavestiti ostale članice Banke i samu Banku.

Član 18.

Svaka članica može istupiti iz članstva u Banci i istupiti iz učešća u ovom sporazumu na način opisan u Povelji Banke. Prestanak članstva u Banci ne oslobađa relevantnu članicu njenih obaveza prema Banci sve dok iste ne budu u potpunosti ispunjene. Odbor guvernera će zvanično obavestiti depozitara ovog sporazuma o prestanku članstva svake članice Banke.

Ovaj sporazum će biti raskinut ako najmanje 2/3 njenih članica izjavi da istupa iz Banke i raskine ovaj sporazum u skladu sa ovim članom. U tom slučaju, Banka će prestati sa radom u rokovima i na način koje utvrdi Odbor guvernera.

Član 19.

Izmene i dopune ovog sporazuma mogu se unositi na osnovu odluke Odbora guvernera. Svaka članica Banke, Odbor direktora i Upravni odbor mogu predložiti izmene i dopune ovog sporazuma na razmatranje Odboru guvernera.

Izmene i dopune ovog sporazuma stupaju na snagu nakon što se od svih članica Banke dobije pismena saglasnost na takve izmene, pod uslovom da se svaka članica Banke pridržava važećih nacionalnih ili internih procedura.

Član 20.

Funkcije depozitara ovog sporazuma obavljaće Ministarstvo spoljnih poslova Ruske Federacije.

**PODACI O IZNOSU OVLAŠĆENOG OSNOVNOG KAPITALA I O DODELI KVOTA
MEĐU ČLANICAMA BANKE**

(Prilog N1 Sporazuma o osnivanju
Međunarodne investicione banke)

Od 8. maja 2014. godine*:

1. Osnovni kapital Banke je 2 milijarde evra.
2. Kvote u osnovnom kapitalu i kamate na uplaćeni osnovni kapital se raspoređuju članicama Banke na sledeći način:

	Kvote u osnovnom kapitalu (EUR)	Kamate na uplaćeni osnovni kapital (EUR)
Republika Bugarska	123.000.000,00	29.838.332,42
Socijalistička Republika Vijetnama	4.700.000,00	1.024.274,56
Republika Kuba	23.400.000,00	5.360.773,37
Mongolija	6.200.000,00	1.049.341,80
Ruska federacija	580.700.000,00	150.025.792,59
Rumunija	76.700.000,00	18.453.958,51
Slovačka Republika	62.800.000,00	21.481.113,06
Češka Republika	125.600.000,00	30.374.957,01
Ukupno:	1.003.100.000,00	257.608.543,32

3. Neraspoređeni deo osnovnog kapitala Banke je EUR 996.900.000,00.

* Aktuelne informacije su predstavljene na zvaničnom sajtu Banke www.iib.int

POVELJA MEĐUNARODNE INVESTICIONE BANKE

(Prilog N2 Sporazuma o osnivanju Međunarodne investicione banke)

Članice Međunarodne investicione banke (u daljem tekstu „Banka”) su strane u Sporazumu o osnivanju Banke (u daljem tekstu „Sporazum”).

OPŠTE ODREDBE

Član 1.

Banka organizuje i obavlja kreditne i druge bankarske poslove u skladu sa Sporazumom i ovom poveljom, koja je sastavni deo Sporazuma.

Član 2.

Banka je međunarodna organizacija.

Puni naziv Banke na ruskom jeziku je "МЕЖДУНАРОДНЫЙ ИНВЕСТИЦИОННЫЙ БАНК";

Puni naziv Banke na engleskom jeziku je "INTERNATIONAL INVESTMENT BANK";

Skraćeni naziv Banke na ruskom jeziku je "MIB";

Skraćeni naziv Banke na engleskom jeziku je "IIB".

Banka će imati sedište u Budimpešti, Mađarska.

Ciljevi i zadaci Banke, njena pravna sposobnost, uključujući obim njenih zakonskih ovlašćenja i ograničenja njene odgovornosti, zakonska regulativa poslovanja Banke, kao i privilegije i imuniteti koje uživa Banka, predstavnici članica Odbora guvernera i Odbora direktora, kao i službenici i zaposleni u Banci na teritoriji svake od država članica biće propisani ovim sporazumom i ovom poveljom.

Banka je ovlašćena da:

- a. stupi u međunarodne ugovore;
- b. stiče, otuđi, zakupi ili iznajmi bilo koju imovinu, uključujući nepokretnosti i drugu imovinu, kao i da sklopi druge transakcije koje nisu u suprotnosti sa ovom poveljom;
- c. pojavi se ispred državnih i arbitražnih sudovima kao tužilac ili tuženi; u svakoj od svojih država članica Banka će imati ista procesna prava kao i pravna lica u odgovarajućoj državi članici;
- d. otvara filijale i predstavništva;
- e. osniva povezana lica;
- f. donosi interne propise kojima se uređuje njeno poslovanje;
- g. preuzima druge radnje za postizanje ciljeva i zadataka predviđenih Sporazumom i ovom poveljom.

Član 3.

Banka će obavljati bankarske i investicione poslove u skladu sa ovim sporazumom i ovom poveljom.

U cilju postizanja svojih ciljeva i zadataka, Banka je ovlašćena da:

- a. organizuje i obezbeđuje finansiranje (ili sufinansiranje) investicionih

projekata i programa članica Banke i organizacija koje posluju na teritoriji država članica Banke, kao i drugih projekata u skladu sa kreditnom politikom Banke, uključujući u vidu pružanja zajmova organizacijama ili sticanje udela u kapitalu, korišćenjem sopstvenih sredstava i sredstava prikupljenih na međunarodnim i domaćim finansijskim tržištima, kao i drugih raspoloživih resursa;

- b. rukovodi poslovima sa hartijama od vrednosti i derivatima;
- c. pruža investicione i bankarske usluge;
- d. pruža usluge finansijskog lizinga;
- e. finansira, i daje garancije za izvozne i uvozne poslove između organizacija koje posluju na teritoriji država članica, između država članica Banke i drugih država, kao i između organizacija koje posluju na teritoriji država članica i organizacija drugih država;
- f. deluje kao poverenik namenskih i investicionih fondova koje osnivaju članovi Banke, organizacije država članica Banke i druge organizacije;
- g. učestvuje u projektima namenjenim podršci malim i srednjim preduzećima u državama članicama;
- h. pruža konsultantske i informacione i analitičke usluge;
- i. pruža savetodavnu pomoć organizacijama i državnim institucijama država članica Banke u vezi sa organizovanjem i finansiranjem investicionih projekata i programa, kao i spoljnotrgovinskog poslovanja u okviru strategije razvoja Banke;
- j. sarađuje sa državnim organima i agencijama, međunarodnim organizacijama i drugim ustanovama, obezbeđuje saradnju između organizacija država članica Banke i organizacija u drugim državama;
- k. zaključi sve druge poslove i transakcije koji su u skladu sa ciljevima predviđenim Sporazumom i ovom poveljom.

Član 4.

Banka za svoje obaveze odgovara celokupnom svojom imovinom.

Banka ne odgovara za obaveze svojih članica, niti članice Banke odgovaraju za obaveze Banke.

Član 5.

Banka ima pečat sa svojim logom i nazivom na ruskom i engleskom jeziku.

Ruski i engleski su službeni jezici Banke. Radni jezik Banke je ruski.

Član 6.

Banka garantuje za tajnost transakcija, dokumenata, računa i depozita svojih klijenata i korespondenta.

Službenici i drugi zaposleni u Banci čuvaju tajnost transakcija, dokumenata, računa i depozita Banke, kao i njenih klijenata i korespondenta.

ČLANSTVO

Član 7.

Članstvo u Banci je otvoreno za države i međunarodne finansijske organizacije. Proces prijema u članstvo Banke je regulisan članom 17. Sporazuma i ovim članom.

Oni koji žele da budu primljeni u članstvo Banke u skladu sa članom 1. Sporazuma, formalno će se obratiti Odboru guvernera, navodeći da dele ciljeve i principe poslovanja Banke i da će preuzeti sve obaveze koje proizilaze iz Sporazuma i ove povelje.

Članstvo u Banci se dodjeljuje odlukom Odbora guvernera Banke.

Učešće u poslovanju Banke može se vršiti na osnovu posebnog statusa koji utvrđuje Odbor guvernera Banke.

Član 8.

Svaka članica Banke može istupiti iz članstva Banke slanjem obaveštenja Odboru guvernera (u daljem tekstu „Članica koja istupa”) najkasnije šest meseci pre predloženog datuma istupanja. Banka i članica koja istupa će se dogovoriti o pravičnoj metodi za obračun međusobnih obaveza u vezi sa takvim istupanjem i izmirenje navedenih obaveza. Odbor guvernera odobrava postupak istupanja članice Banke i mehanizam za obračun međusobnih potraživanja između Banke i članice koja istupa.

Članica koja istupa ostaje odgovorna za direktne obaveze prema Banci nastale na dan ili pre datuma prestanka njenog članstva. Članica koja istupa takođe ostaje odgovorna za svoje potencijalne obaveze prema Banci sve dok bilo koji deo zajmova, ulaganja u kapital ili garancija, kojima su pristupile pre nego što je prestalo članstvo, ne bude izmiren; međutim, neće snositi obaveze u vezi sa kreditima i garancijama koje Banka nakon istupanja bude sklopila, niti će učestvovati u prihodima ili rashodima Banke.

Kamata članice koja istupa na uplaćeni deo osnovnog kapitala Banke će se uzeti u obzir za potrebe procesa poravnanja.

Kvota, članice koja istupa u osnovnom kapitalu Banke, dodaje se neraspoređenom delu ovlašćenog osnovnog kapitala Banke. Po odluci Odbora guvernera, kvota članice koja istupa može se u potpunosti ili delimično raspodeliti na preostale članice Banke i/ili nove članice Banke.

SREDSTVA BANKE

Član 9.

Sredstva Banke čine ulogi članica u osnovni kapital Banke, sredstva prikupljena u bilo kom obliku od članica Banke i na finansijskim tržištima i izdvajanje dela dobiti u kapitalne rezerve Banke i posebne namenske fondove.

Sredstva Banke će se koristiti samo za postizanje njenih ciljeva i ispunjavanje funkcija predviđenih ovom poveljom.

Član 10.

1. Ovlašćeni osnovni kapital Banke se sastoji od kvota koje su raspoređene među članicama Banke i, ako je primenjivo, neraspoređenog osnovnog kapitala. Ovlašćeni osnovni kapital Banke sastoji se od uplaćenog osnovnog kapitala i, ako je primenjivo, neuplaćenog osnovnog kapitala.
2. Veličinu odobrenog osnovnog kapitala i raspodelu kvota u osnovnom kapitalu utvrđuje Odbor guvernera. Kvota članice Banke u osnovnom kapitalu Banke može se promeniti na zahtev ili saglasnost predmetne članice Banke.
3. Na osnovu odluke Odbora guvernera, uplaćeni osnovni kapital Banke može se povećati u granicama neuplaćene kvote, na osnovu zahteva ili saglasnosti članice Banke koja daje doprinos u Osnovni kapital banke.

4. Neisplaćeni deo kvota raspoređenih među članicama Banke predstavlja kapital na poziv. Da bi Banka izmirila svoje finansijske obaveze, Odbor guvernera može odobriti povećanje uplaćenog osnovnog kapitala Banke putem doprinosa svih članica Banke, srazmerno njihovim interesima u uplaćenom osnovnom kapitalu Banke, ali u granicama neisplaćenih kvota svake članice Banke.
5. Uplate na ime osnivačkog kapitala Banke vrše se u evrima ili drugoj valuti čiji postupak utvrđuje Odbor guvernera.
6. Članica Banke koja je uložila svoja sredstva u osnovni kapital dobija potvrdu Banke o uplati i visini uloga.

Član 11.

Banka formira kapitalnu rezervu, a može osnivati i sopstvene posebne namenske fondove. Kapitalne rezerve Banke i posebni namenski fondovi Banke finansiraju se iz njene dobiti.

Član 12.

Banka može osnivati posebne namenske fondove koji se finansiraju sredstvima zainteresovanih država i organizacija.

Svrha, visina, rokovi, uslovi i aranžmani za osnivanje i funkcionisanje fondova posebne namene uređuju se sporazumima između zainteresovanih država i organizacija i Banke.

Član 13.

U skladu sa procedurom koju utvrdi Odbor direktora, Banka može prikupljati sredstva u bilo kojoj valuti primanjem finansijskih i bankarskih kredita i zajmova na domaćem i međunarodnom tržištu kapitala, privlačenjem depozita, izdavanjem i ponudom svojih hartija od vrednosti i drugih finansijskih instrumenata, kao i u bilo kom drugom obliku.

INVESTICIONE AKTIVNOSTI

Član 14.

Banka će davati kredite u skladu sa ciljevima utvrđenim Strategijom razvoja Banke koju je odobrio Odbor guvernera.

Banka je dužna da daje kredite sopstvenim i pozajmljenim sredstvima, kao i da sarađuje sa drugim finansijskim i bankarskim institucijama u davanju takvih kredita.

Kada se kredit daje bilo kojoj organizaciji u vlasništvu ili pod kontrolom članice Banke, Banka može, po potrebi i uz saglasnost predmetne članice Banke, dobiti garanciju predmetne članice za obaveze navedene organizacije prema Banci.

Banka će davati kredite organizacijama u državama članicama uz saglasnost ovlašćenih agencija relevantne države članice.

Banka izdaje garancije za obaveze organizacija na način koji utvrdi Odbor direktora.

Banka može da se bavi investicionim aktivnostima finansiranjem projekata, sticanjem vlasničkih udela u organizacijama, učešćem u fondovima posebne namene u bilo kom drugom obliku.

Član 15.

Prilikom bavljenja investicionim aktivnostima, Banka će štiti svoje interese, a posebno će organizovati i biti uključena u procenu investicionih projekata od strane

stručnjaka i proceniti solventnost svakog primaoca ulaganja.

Investicione aktivnosti Banke u bilo kojoj zemlji koja nije članica Banke obavljajuće se po odluci Odbora guvernera.

Član 16.

Banka će osigurati da postoji efikasno upravljanje rizikom i sistemi usklađenosti i kontrole koji su u skladu sa najboljom praksom međunarodnih banaka.

Banka će nastojati da se pridržava najbolje međunarodne prakse u oblasti društvene odgovornosti i transparentnosti informacija u pogledu svog poslovanja.

OSTALI POSLOVI BANKE

Član 17.

Banka može sklapati bilo koje transakcije opšte prihvaćene u međunarodnoj bankarskoj praksi, pod uslovom da odgovaraju ciljevima Banke.

Član 18.

Banka će formirati odgovarajuće rezerve za potencijalne gubitke kada obavlja svoje poslove u slučaju kašnjenja u plaćanju ili kašnjenja po osnovu bilo kog kredita ili zajma koji je dala ili garantovala Banka.

Operativni gubici Banke raspoređuju se na sledeći način:

- a) prvo, na ime rezervi iz stava 1. ovog člana;
- b) drugo, protiv bilo koje dobiti ostvarene u odgovarajućem izveštajnom periodu;
- c) treće, u odnosu na zadržanu dobit iz prethodnih perioda;
- d) četvrto, protiv uplaćenog dela osnovnog kapitala;
- e) konačno, protiv kapitala na poziv koji se plaća pod uslovima i rokovima utvrđenim odlukom Odbora guvernera u skladu sa tačkom 4. člana 10. ove Povelje.

Gubici se raspoređuju među članovima Banke srazmerno njihovim udelima u uplaćenom osnovnom kapitalu na kraju fiskalne godine u kojoj su nastali gubici.

UPRAVLJANJE BANKOM

Član 19.

Organi upravljanja Bankom su Odbor guvernera, Odbor direktora i Upravni odbor.

ODBOR GUVERNERA

Član 20.

1. Odbor guvernera je najviši kolektivni organ upravljanja Banke.

Prilikom donošenja odluka u Odboru guvernera, svakoj članici Banke dodeljuje se broj glasova srazmerno visini njenog učešća u uplaćenom osnovnom kapitalu Banke.

Svaka članica Banke će imenovati jednog predstavnika i njegovog zamenika za rad u Odboru guvernera i o tome će zvanično obavestiti Banku.

U slučaju da bilo koji predstavnik odsustvuje sa sednice Odbora guvernera, dužnost predstavnika, uključujući učešće u glasanju, obavlja njegov zamenik.

2. Odbor guvernera sastaje se po potrebi, ali ne manje od jednom godišnje.

Svaki od predstavnika članice Banke predsedava sastancima Odbora

guvernera po metodi rotacije.

Pravila i procedure Odbora guvernera utvrđuju se propisima Odbora guvernera.

Član 21.

1. Odbor guvernera dužan je da:
 - a) utvrđuje opšte pravce poslovanja Banke i odobrava strategiju razvoja Banke;
 - b) na predlog Odbora direktora utvrditi delokrug ovlašćenja Odbora direktora i Upravnog odbora u vršenju investicija i obavljanju bankarskih poslova;
 - c) usvaja godišnji izveštaj Banke, bilans stanja i raspodelu dobiti;
 - d) imenuje predsednika Upravnog odbora i njegove zamenike;
 - e) imenuje predsednika i članove Komisije za reviziju Banke, prima njene izveštaje i donosi odluke po izveštajima;
 - f) imenuje eksternog revizora Banke;
 - g) usvaja odluke:
 - o izmenama i dopunama Sporazuma i ove povelje;
 - o primanju novih članica u Banku i utvrđivanje uslova njihovog prijema;
 - o promeni veličine osnovnog kapitala Banke;
 - o alociranju ili preraspodeli kvote članica u osnovnom kapitalu Banke, uključujući alokaciju neraspoređenog dela osnovnog kapitala Banke;
 - o povećanju uplaćenog osnovnog kapitala Banke u skladu sa članom 10. ove povelje;
 - o utvrđivanju postupka istupanja članice Banke i mehanizam za obračun međusobnih potraživanja između Banke i predmetne članice;
 - o osnivanju i zatvaranju filijala i predstavništava Banke;
 - o osnivanju i zatvaranju zavisnih društava Banke;
 - o definisanju namene, visine, datuma i uslova formiranja i korišćenja kapitalnih rezervi i posebnih fondova namenskih sredstava Banke;
 - o određivanju datuma i postupaka prestanka poslovanja Banke;
 - h) odobrava:
 - pravilnik o Odboru guvernera, Odboru direktora, Upravnom odboru i Komisiji za reviziju kojim se, između ostalog, utvrđuje postupak za formiranje odgovarajućih organa upravljanja, njihova pravila i procedure rada i broj članova navedenih organa;
 - budžet Banke za odgovarajući period;

- organizacionu strukturu Banke do nivoa samostalnih odeljenja;
 - i) obavlja druge funkcije koje proizilaze iz Sporazuma i ove povelje koje mogu biti neophodne Banci da bi ostvarila svoje ciljeve.
2. Odluke Odbora guvernera jednoglasno donose sve članice Banke koje su predstavljene od strane njihovih predstavnika o bilo kom od sledećih pitanja koja spadaju u isključivu nadležnost Odbora guvernera:
 - vršenje izmena i dopuna Sporazuma i ove povelje;
 - prijem novih članica Banke i određivanje uslova za njihov prijem;
 - promena veličine osnovnog kapitala Banke;
 - utvrđivanje datuma i postupka za prestanak poslovanja Banke.
 3. Odluke o svim ostalim pitanjima usvajaju se od strane Odbora guvernera kvalifikovanom većinom od najmanje $\frac{3}{4}$ od ukupnog broja glasova članica Banke, pod uslovom da je prosta većina predstavnika članica Banke koji su zaista glasali o odgovarajućoj odluci glasalo za odluku.

Odbor guvernera ima ovlašćenje da donosi odluke samo ako na sednici Odbora guvernera prisustvuju predstavnici najmanje $\frac{3}{4}$ ukupnog broja članica Banke.

4. Osim za pitanja iz tačke 2. iznad, Odbor guvernera može delegirati bilo koje pitanje dodeljeno ovom poveljom u nadležnost Odbora guvernera Odboru direktora.
5. Odbor guvernera ima puna ovlašćenja i može donositi odluke o svim pitanjima koja spadaju u delokrug nadležnosti drugih organa upravljanja Banke.

ODBOR DIREKTORA

Član 22.

Odbor direktora je kolektivni organ upravljanja Banke odgovoran za opšte poslovanje Banke. Odbor direktora podnosi izveštaj Odboru guvernera.

Odbor direktora čine predstavnici članica Banke.

Svaka članica Banke će imenovati jednog direktora koji će biti član Odbora direktora.

Za potrebe donošenja odluka Odbora direktora, svakom direktoru se dodeljuje broj glasova srazmerno veličini učešća članice Banke, koja je imenovala navedenog direktora, u uplaćenom osnovnom kapitalu Banke.

Članovi Odbora direktora imenuju se na period od tri godine i mogu biti ponovo imenovani po isteku mandata, ali najduže na tri godine nakon ponovnog imenovanja.

Članovi Odbora direktora ne mogu istovremeno biti članovi Odbora guvernera.

Odbor direktora će se sastajati onoliko često koliko je potrebno za upravljanje poslovima Banke, a najmanje jednom kvartalno.

Članovi Odbora direktora ne mogu biti redovni zaposleni Banke.

Za obavljanje službenih dužnosti, direktorima se isplaćuje godišnji bonus u skladu sa uslovima i na način koji odobri Odbor guvernera.

Član 23.

Odbor direktora je dužan da:

- a) usvaja ključne propise koji regulišu različite aspekte poslovanja Banke, uključujući njenu kreditnu, finansijsku, računovodstvenu, tarifnu, aktivnu i pasivnu i politiku upravljanja rizicima (uključujući određivanje sklonosti Banke riziku);
- b) daje saglasnost na Pravilnik o radu Banke, kao i na druga pravila kojima se uređuju odnosi između Banke i zaposlenih;
- c) odobrava detaljnu organizacionu strukturu Banke do nivoa odeljenja, raspored osoblja i procenu opštih i administrativnih troškova Banke;
- d) podržava aktivnosti Odbora guvernera;
- e) vrši druga ovlašćenja utvrđena u Sporazumu i ovoj povelji.

Odluke o svim pitanjima, Odbor direktora donosi kvalifikovanom većinom od najmanje $\frac{3}{4}$ ukupnog broja glasova direktora, pod uslovom da je glasala prosta većina članova Odbora direktora koji su stvarno glasali o odgovarajućoj odluci u korist odluke.

Odbor direktora je ovlašćen da donosi odluke samo ako sednici Odbora direktora prisustvuju direktori koji predstavljaju najmanje $\frac{3}{4}$ ukupnog broja članica Banke.

Odbor direktora može određena pitanja koja su ovom poveljom preneti u nadležnost Odbora direktora Upravnom odboru.

UPRAVNI ODBOR

Član 24.

Upravni odbor je izvršni organ Banke. Upravni odbor podnosi izveštaje Odboru direktora i Odboru guvernera.

Upravni odbor čine predsednik Upravnog odbora i njegovi zamenici koje imenuje Odbor guvernera na period od pet godina, uglavnom iz reda državljana država članica Banke.

Prilikom glasanja na sednicama Upravnog odbora, svaki član Upravnog odbora ima jedan glas.

Osnovni zadatak Upravnog odbora je nadzor nad poslovanjem Banke u skladu sa Sporazumom, Poveljom, odlukama Odbora guvernera i Odbora direktora.

Predsednik Upravnog odbora neposredno rukovodi svakodnevnim poslovima Banke i Upravnog odbora u okviru svojih ovlašćenja i prava koja su mu data ovom poveljom, odlukama Odbora guvernera i Odbora direktora.

Predsednik Upravnog odbora učestvuje na sastancima Odbora guvernera i predsedava sastancima Odbora direktora.

Predsednik Upravnog odbora ne glasa na sednicama Odbora guvernera i Odbora direktora.

U nadležnost predsednika Upravnog odbora je sledeće:

- a) upravljanje svim nepokretnostima i imovinom Banke u skladu sa ovom poveljom, odlukama Odbora guvernera i Odbora direktora;
- b) zastupanje Banke, kao i podnošenje tužbi i pokretanje sudskih i arbitražnih postupaka u ime Banke;
- c) izdavanje naloga i donošenje odluka u vezi sa poslovanjem Banke;

- d) zaključivanje transakcija i izdavanje punomoćja u ime Banke;
- e) odobrava pravila i propise Banke u vezi sa procesom obavljanja kreditnih i bankarskih poslova u skladu sa principima koje utvrđuju Odbor guvernera i Odbor direktora Banke;
- f) zapošljavanje i otpuštanje zaposlenih u Banci, osim članova Upravnog odbora;
- g) usvajanje internog kodeksa ponašanja;
- h) utvrđivanje službenih plata i stopa zarada u skladu sa budžetom Banke, kadrovskim rasporedom i opštim i administrativnim procenama troškova i nagrađivanje zaslužnih zaposlenih;
- i) ovlašćivanje službenika Banke da zastupaju Banku, sklapaju transakcije i izdaju punomoćja u ime Banke.

U nadležnost Upravnog odbora spada sledeće:

- a) sprovođenje kreditne, finansijske, računovodstvene, tarifne, aktive i pasive i politike upravljanja rizicima Banke, koje je odobrio Odbor direktora;
- b) organizovanje poslova u cilju prikupljanja i raspodele raspoloživih sredstava;
- c) donošenje odluka o emisiji obveznica;
- d) priprema potrebnih materijala i predloga koje razmatraju Odbor guvernera i Odbor direktora;
- e) izgradnju i korišćenje poslovnih veza Banke i odgovarajućih bankarskih odnosa sa drugim bankama i organizacijama.

Upravni odbor donosi odluke o svim pitanjima iz nadležnosti Upravnog odbora prostom većinom. U slučaju izjednačenog broja glasova, odlučujući je glas predsednika Upravnog odbora.

Sva pitanja o kojima se raspravlja na sednicama Upravnog odbora biće dokumentovana u zapisniku.

Zamenici predsednika Upravnog odbora upravljaju određenim oblastima rada i odgovaraju predsedniku Upravnog odbora.

Član 25.

Prilikom obavljanja poslova, predsednik Upravnog odbora, zamenici predsednika Upravnog odbora i drugi službenici Banke su međunarodni službenici. Oni će podnositi izveštaje Banci i biti nezavisni od svih organa ili zvaničnika država čiji su državljani.

PREGLED POSLOVANJA BANKE

Član 26.

Komisija za reviziju, koju imenuje Odbor guvernera na period od pet godina, a čine je predsednik Odbora za reviziju i njegovi članovi, vrši reviziju poslovanja Banke, što uključuje pregled sprovođenja odluka donetih od strane Odbora guvernera i Odbora direktora, godišnji izveštaji, gotovina i imovina, evidencije, izveštaji i dokumenti Banke i njenih filijala, predstavništava i povezanih društava.

Predsednik i članovi Komisije za reviziju ne mogu obavljati druge funkcije u Banci.

Odbor guvernera utvrđuje proceduru za sprovođenje revizije.

Predsjednik Upravnog odbora dužan je da pruža pomoć Komisiji za reviziju tokom njegovih revizija i obezbeđuje dostupnost svih operativnih dokumenata Banke koji mogu biti potrebni za sprovođenje objektivne revizije i pripremu izveštaja.

Izveštaji Komisije za reviziju dostavljaju se Odboru guvernera i Odboru direktora.

STRUKTURA BANKE

Član 27.

Odbor guvernera odobrava organizacionu strukturu Banke do nivoa njenih samostalnih sektora, a Odbor direktora odobrava organizacionu strukturu do nivoa odeljenja.

Osoblje Banke će biti sastavljeno od kvalifikovanih stručnjaka, koji će biti angažovani, s tim da se prednost daje građanima država članica Banke.

REŠAVANJE SPOROVA

Član 28.

Potraživanje se može podneti Banci u roku od dve godine od trenutka nastanka prava na potraživanje.

Član 29.

1. Sporovi između Banke i bilo koje strane sa kojom je Banka sklopila ugovor (osim članice Banke), rešavaće se u skladu sa uslovima navedenog ugovora. Banka će nastojati da osigura da relevantni dokumenti uključuju odredbu koja upućuje na sve sporove Međunarodnom trgovačkom arbitražnom sudu pri Trgovačkoj i industrijskoj komori Ruske Federacije ili sličnim arbitražnim sudovima u drugim državama članicama.
2. Sporove i nesuglasice koje nastanu u toku poslovanja Banke između Banke i bilo koje članice ili bivše članice Banke, strane će, u meri u kojoj je to moguće, rešavati putem pregovora i konsultacija.

Ukoliko se takav spor ili neslaganje ne reši putem pregovora i konsultacija u roku od šest (6) meseci, bilo koja strana u sporu će preneti spor ili neslaganje u skladu sa utvrđenom procedurom Odboru guvernera na rešavanje. Odbor guvernera razmatra i rešava spor u roku od šest (6) meseci. Nakon ovog perioda, svaka strana može uputiti spor ili neslaganje radi konačnog rešavanja arbitražnom sudu.

Arbitražni sud će se sastojati od tri arbitra koji će biti imenovani u roku od dva meseca nakon što se relevantni spor iznese na arbitražu. Jednog arbitra imenuje Banka, drugog arbitra imenuje relevantni član Banke, a trećeg arbitra (predsedavajućeg) imenuje po dogovoru dva imenovana arbitra. Ukoliko se arbitri koje su imenovale strane u sporu ne dogovore oko imenovanja trećeg arbitra (predsedavajućeg), tog trećeg arbitra (predsedavajućeg) imenuje predsednik Međunarodnog suda pravde Ujedinjenih nacija. Arbitri donose odluku većinom glasova i ona je konačna i obavezujuća za strane u sporu. Treći arbitar (predsedavajući) ima puna ovlašćenja da rešava sva procesna pitanja u svakom slučaju kada se stranke ne slažu u vezi sa navedenim procesnim pitanjima.

IZVEŠTAVANJE I REVIZIJA

Član 30.

Finansijska godina Banke počinje 1. januara i završava se 31. decembra.

U cilju ispitivanja i verifikacije integriteta godišnjih finansijskih izveštaja Banke, reviziju finansijskih izveštaja Banke sprovodiće svake godine nezavisni spoljni revizor.

Proceduru za izbor nezavisnog spoljnog revizora utvrđuje Odbor guvernera.

Oslanjajući se na opšte prihvaćene međunarodne principe transparentnosti, Banka će objavljivati svoje finansijske izveštaje i druge izveštaje koje Banka smatra odgovarajućim za postizanje svojih ciljeva i ispunjavanje svojih funkcija.

RASPODELA DOBITAKA BANKE

Član 31.

Banka će poslovati na efikasan i efektivan način kako bi izbegla bilo kakve gubitke.

Odbor guvernera donosi odluku o raspodeli neto dobiti Banke po usvajanju godišnjeg izveštaja za prethodnu godinu. U skladu sa navedenom odlukom, dobit se može zadržavati za formiranje kapitalne rezerve ili posebnih namenskih fondova, raspoređivati članicama Banke ili koristiti u druge svrhe.

Raspodela neto dobiti Banke među članicama Banke vrši se srazmerno njihovim udelima u uplaćenom osnovnom kapitalu, u skladu sa procedurom koju utvrđuje Odbor guvernera.

IZMENE I DOPUNE POVELJE

Član 32.

Izmene i dopune ove povelje mogu se doneti na osnovu odluke Odbora guvernera u skladu sa nadležnošću u članu 21. ove povelje. Svaka članica Banke, Odbor direktora i Upravni odbor mogu predložiti izmene i dopune ove povelje koje razmatra Odbor guvernera.

Izmene i dopune ove povelje stupaju na snagu nakon što se od svih članica Banke dobije pismena saglasnost na takve izmene, pod uslovom da se svaka članica Banke pridržava važećih nacionalnih ili internih procedura.

PRIVREMENA OBUSTAVA POSLOVANJA

Član 33.

U hitnim slučajevima, Odbor direktora može privremeno da obustavi davanje novih kredita i garancija, izdavanje hartija od vrednosti i ulaganja u kapital dok Odbor guvernera ne razmotri trenutne okolnosti i ne preduzme odgovarajuće mere.

PRESTANAK POSLOVANJA

Član 34.

Poslovanje Banke može biti prekinuto u skladu sa članom 18. Sporazuma. Odbor guvernera utvrđuje uslove i postupak za prestanak poslovanja Banke i njenu likvidaciju.

PROTOKOL**O IZMENAMA I DOPUNAMA SPORAZUMA O OSNIVANJU MEĐUNARODNE
INVESTICIONE BANKE**

Vlade Republike Bugarske, Socijalističke Republike Vijetnam, Republike Kube, Mongolije, Ruske Federacije, Rumunije, Slovačke Republike i Češke Republike (države se u daljem tekstu zajednički nazivaju „Strane u sporazumu”), u skladu sa članom 12. i stavom 1. člana 24. Sporazuma o osnivanju Međunarodne investicione banke (u daljem tekstu: „Sporazum”), i čl. 29. i 30. Povelje Međunarodne investicione banke (u daljem tekstu: „Povelja”), saglasili su da izmene Sporazum i Povelju na sledeći način:

ČLAN I.

Sporazum (uključujući Povelju, koja je prilog Sporazumu) biće izmenjen i preformulisan u skladu sa tekstom datim kao Aneks ovog protokola.

Aneks ovog protokola čini sastavni deo ovog protokola i činiće izmenjeni i dopunjeni Sporazum o osnivanju Međunarodne investicione banke (u daljem tekstu: „Prenovljeni sporazum”), zajedno sa (i) Podaci o iznosu ovlašćenog osnovnog kapitala i o dodeli kvota među članicama Banke u Aneksu br. 1 izmenjenog i dopunjenog Sporazuma i (ii) izmenjenoj i dopunjenoj Povelji Međunarodne investicione banke koja čini Aneks br. 2 izmenjenog i dopunjenog Sporazuma.

ČLAN II.

Ministarstvo spoljnih poslova Ruske Federacije obavljaće funkcije depozitara ovog protokola i izmenjenog i dopunjenog Sporazuma (u daljem tekstu: „Depozitar”).

Depozitar će dostaviti overenu kopiju ovog protokola, uključujući izmenjeni i dopunjeni Sporazum, svakoj strani u Sporazumu.

ČLAN III.

Ovaj protokol ostaje otvoren za potpisivanje od strane strana u Sporazumu.

Depozitar će propisno obavestiti druge strane u Sporazumu o potpisivanju ovog protokola od strane svake strane u sporazumu.

Ovaj protokol i izmenjeni i dopunjeni će stupiti na snagu trideset dana nakon datuma kada je poslednja strana u sporazumu dostavila depozitaru svoje instrumente (u daljem tekstu: „Instrument”) ratifikacije, prihvatanja ili odobrenja (u zavisnosti od zahteva nacionalnih ili interne procedure) neophodne za stavljanje na snagu ovog protokola i izmenjenog i dopunjenog Sporazuma.

Depozitar će propisno obavestiti druge strane u sporazumu o deponovanju svakog instrumenta i o datumu kada se smatra da su ovaj protokol i izmenjeni sporazum stupili na snagu.

Sastavljeno u Havani 8. maja 2014. godine u jednom originalu na ruskom i engleskom jeziku, pri čemu su tekstovi na oba jezika podjednako verodostojni.

U ime Vlade Republike
Bugarske

Lyudmila Petkova, s.r.

U ime Vlade Republike Kube

Irma Martinez Castrillon. s.r.

U ime Vlade Mongolije

Dorjgotov Chimed-Yunden, s.r.

U ime Vlade Republike
Slovačke

Vazil Hudak, s.r.

U ime Vlade
Socijalističke Republike Vijetnam

Le Minh Hung, s.r.

U ime Vlade Ruske
Federacije

Dmitry Pankin, s.r.

U ime Vlade Rumunije

Attila Gyorgy, s.r.

U ime Vlade
Češke Republike

Lenka Juroskova, s.r.

Član 3.

Ovaj zakon stupa na snagu narednog dana od dana objavljivanja u „Službenom glasniku Republike Srbije – Međunarodni ugovori”.