

**THE GLOBAL NETWORK OF EXPORT-IMPORT BANKS AND DEVELOPMENT
FINANCE INSTITUTIONS**

BY-LAWS

July 2006

Preamble

Considering that in June 2004, at the occasion of UNCTAD XI in Brazil, it was decided to create an international network for Export-Import (EXIM) Banks and Development Finance Institutions (DFIs).

That this will be a Global Network for institutions involved in trade and project financing - Export-Import (EXIM) Banks and Development Finance Institutions (DFIs) and similar institutions (publicly owned institutions open to private- semi- public investments).

That it will serve as a global forum for these institutions to work together to promote trade and development finance through cooperation and joint technical assistance activities, to foster creativity and research, to provide networking opportunities, and to facilitate the exchange of information on best practices in trade and project finance.

It is therefore agreed as follows:

CHAPTER I

**Establishment and Objectives of the Global Network of Export-Import Banks and
Development Finance Institutions**

Article 1

Name, Legal Status and Headquarters

1. A global network of EXIM banks and DFIs is hereby established under the name "[The] Global Network of Export-Import Banks and Development Finance Institutions - G-NEXID" (hereafter "the Global Network")
2. The Global Network is an autonomous, non-for-profit association pursuant to articles 60 to 79 of the Swiss Civil Code.
3. The headquarters of the Global Network shall be located in Geneva, Switzerland, or at such place as the General Assembly may decide.

Article 2

Purpose and Functions

1. The Global Network shall aim at improving cooperation and assistance, and facilitating the exchange of experiences among specialized institutions involved in trade and project financing, particularly EXIM Banks and DFIs, at regional and global levels.
2. The Global Network shall perform the following functions:
 - (a) To promote and develop cooperation and common understanding of the various issues related to trade and project financing among its Members;
 - (b) To facilitate the flow of information among its Members, through the strengthening of information network at the national, regional and international levels, as well as through the organization of regular meetings;
 - (c) To disseminate relevant specialist knowledge made available by UNCTAD and other international organizations;
 - (d) To share country and regional experiences and best practices in trade and project finance, including those related to services and Small and Medium Enterprises (SMEs);
 - (e) To assist its Members in benefiting from technical assistance through the Global Network's sponsored research work on various policy issues, new trends and opportunities, innovative financing mechanisms, and common problems and challenges facing its Members; as well as SMEs development and competitiveness;
 - (f) To help its Members benefit from capacity building and training services through the Global Network's sponsored events, study tours, internships, workshops, publications or by way of referrals to relevant international or multilateral agencies;
 - (g) To assist Members in exploring various cooperative agreements, such as co-financings and joint operations;
 - (h) To assist and advise, on request, members in the structuring and implementation of export or import financing transactions;
 - (i) To raise the necessary funds for the above activities;
 - (j) Any other relevant functions as decided by the General Assembly.
3. The aims and purposes of the Global Network shall be accomplished through meetings and seminars, technical cooperation, capacity- and institution-building, research, publications and special reports, and such other means as its General Assembly may determine.

CHAPTER II

Membership

Article 3

Eligible Members

1. EXIM Banks, DFIs, wherever located, may become members of the Global Network.
2. The General Assembly, upon recommendation of the Steering Committee, may grant membership also to other public and specialized institutions involved in the promotion and development of trade and project finance.
3. The General Assembly, upon recommendation of the Steering Committee, may grant the status of "observer" to specialized private institutions involved in the promotion and development of trade and project finance. These institutions shall support the activities of the Global Network through advisory, consultancy and technical assistance services.

Article 4

Application procedure and Membership Fees

1. Any qualifying entity wishing to become a Member of the Global Network shall notify its intention to do so in writing to the Secretariat. The Secretariat shall acknowledge the date of receipt of such application and immediately forward it to the Members of the Steering Committee.
2. The applicant will be informed in writing about the status of its application by the Secretariat. If no objection is raised by any Member of the Steering Committee within 30 (thirty) calendar days from the date of receipt of the application, the applicant shall be admitted as a Member. In case of an objection by any Member of the Steering Committee, a decision shall be adopted by the General Assembly at its next meeting according to Article 8 hereafter.
3. An annual membership fee of US\$ 3,000, or any such other amount as it may be decided from time to time by the General Assembly, shall be paid by every Member.
4. Membership becomes effective upon signature of these by-laws and payment of the annual membership fee.

Article 5

Rights and Responsibilities of Members

1. Members of the Global Network may under the framework of the Global Network Statute, associate and cooperate at a regional and sub-regional level, in so far as this does not conflict with the Global Network Statute.

2. Members shall be actively engaged in promoting the Global Network and assisting it in implementing its work Programme, in addition to providing it with regular updates on their activities for publication on the Global Network website.

3. All Members shall have the same, rights, duties, and privileges.

Article 6

Suspension and Termination of Membership

1. Upon recommendation of the Steering Committee, the General Assembly may decide to suspend or terminate the membership of a Member, if the Member is in breach of its obligations under these by-laws or has acted in a manner contrary to the spirit, purposes and interests of the Global Network.

2. The General Assembly shall be entitled to suspend the membership, if the Member fails to pay the annual membership fee when due. If this failure is not remedied within 30 (thirty) calendar days from the date of the first reminder letter, the General Assembly shall be entitled to terminate the membership.

3. Any Member of the Network has the right to withdraw its membership from the Global Network 6 (six) months before the end of the administrative year, however, not before the expiry of the initial 2 (two) year membership period.

4. A Member may withdraw its membership by notifying its intention to the Secretariat in writing. The effective date of termination shall be the date of expiry of its annual membership fee.

CHAPTER III

Institutions

Article 7

The Global Network shall perform its functions through the following organs:

- a) The General Assembly
- b) The Steering Committee
- c) The Secretariat

CHAPTER IV

The General Assembly

Article 8

Purpose and functions

1. The General Assembly shall be the deliberative and decision-making assembly of the Global Network.

2. The General Assembly shall perform the following functions:

- (a) To establish the general policy of the Global Network;
- (b) To adopt a work programme;
- (c) To adopt and amend regulations;
- (d) To elect officials;
- (e) To appoint financial auditors;
- (f) To elect the Members of the Steering Committee;
- (g) To decide the suspension or exclusion of members and evaluate applications for new membership rejected by the Steering Committee;
- (h) To approve other matters submitted to its consideration;
- (i) To establish any subsidiary body as may be required;
- (j) To assume all tasks not assigned by the By-laws to the other organs.

Article 9

Composition

1. The General Assembly shall consist of representatives from each Member. Each Member shall have not more than three representatives at the General Assembly.

2. The General Assembly shall elect among the representatives of its Members a President who shall serve for a period of two years. The President shall be eligible for reelection; however, he shall not serve for more than 2 (two) consecutive terms. This post will rotate by region.

Article 10

Frequency and Notice of Meetings

1. The General Assembly shall meet at least once a year, or as frequently as shall be decided by the Steering Committee. Sessions of the General Assembly shall be held at the date and the location of the annual session of the Commission on Trade in Goods and Services, and Commodities of the United Nations Conference on Trade and Development (UNCTAD), unless the General Assembly decides otherwise.
2. The General Assembly can also be convened upon written request, addressed to the President, by one-fifth of its representatives.
3. Meetings shall be convened by written notification from the Secretariat on behalf of the Chairperson of the Steering Committee at least 30 (thirty) days before the scheduled date.

Article 11

Operations

1. The General Assembly shall discuss in open session the annual report of the Steering Committee and such other matters as may be referred to it by the Steering Committee.
2. Each Member shall be entitled to one vote. All decisions and recommendations shall be adopted by a simple majority vote, unless otherwise specified in these by-laws or in the Rules of Procedures established by the General Assembly as per Art. 12 of these by-laws.
3. The quorum for the General Assembly shall be the presence of one-third of the representatives of the Global Network.

Article 12

Rules of Procedure

The General Assembly shall establish its own Rules of Procedure.

CHAPTER V

The Steering Committee

Article 13

Purpose and functions

1. The Steering Committee is the governing body of the Global Network. It shall provide substantive work assistance and ensure the implementation of decisions and recommendations made by the General Assembly.

2. The Steering Committee shall perform the following functions:

- (a) Help in the definition and implementation of the Global Network's work Programme;
- (b) Draw up detailed proposals and operational guidelines for the realization of the objectives to which the Global Network is dedicated;
- (c) Examine proposals and suggestions of the Members of the Global Network;
- (d) Prepare and submit a report to the General Assembly at least once a year;
- (e) Approve application requests for new memberships;
- (f) Suggest the suspension or exclusion of Members to the General Assembly;
- (g) Set up the Secretariat;
- (h) Perform any such other duties as may be assigned to it by the General Assembly.

Article 14

Composition

1. The Steering Committee shall consist of nine members elected by the General Assembly for a period of two years. Each member of the Steering Committee shall be eligible for reelection, however, no member shall serve more than 2 (two) consecutive terms.
2. The President of the General Assembly shall be member of the Steering Committee and serve as the Chairperson of the Steering Committee.
3. The Steering Committee shall include at least one representative from each of the following regions: Africa, Asia and Pacific, Central and Eastern Europe, Latin America and the Caribbean.
4. Steering Committee members shall serve on an exclusively voluntary basis, without any remuneration.

Article 15

Operations

1. The Steering Committee shall be convened at least twice a year by written notification from the Secretariat on behalf of the Chairperson of the Steering Committee at least 30 (thirty) days before the scheduled date.
2. The decisions and recommendations of the Steering Committee shall be by a simple majority vote.
3. The quorum for the Steering Committee shall be the presence of five members of the Steering Committee.

Article 16

Rules of Procedure

The Steering Committee shall establish its own Rules of Procedure.

CHAPTER VI

The Secretariat

Article 17

Purpose and Function

1. The Secretariat, set up by the Steering Committee will assist the Steering Committee in the carrying out of its work and in the preparation of the annual report and any such supplementary reports as required by the activities of the Global Network.
2. The Secretariat will be responsible for the daily management of the Global Network, including the management of memberships and collection of annual fees.
3. The Secretariat will coordinate and supervise the activities of the Global Network, and seek sponsorships.
4. The Secretariat shall seek and utilize to the extent possible support from organizations in the United Nations systems such as UNCTAD, and shall establish working relations with development agencies, bilateral agencies and multilateral agencies (the World Bank group, International Chamber of Commerce, Berne Union, OECD, etc.) which are of relevance the Global Network's objectives.

Article 18

The Secretariat shall be located at the headquarters of the Global Network.

CHAPTER VII

Budget and Resources

Article 19

The Steering Committee shall prepare a Budget for the administration of the affairs of the Global Network and shall submit it to the General Assembly for approval.

Article 20

1. The financial resources of the Global Network will be made up by voluntary donations and sponsorships, which it may accept as per paragraph 2 hereafter, membership fees and payments received for services rendered.

2. The Chairperson of the Steering Committee or any other person that may be appointed by the General Assembly may accept such voluntary donations as may be offered to the Global Network, provided that no condition contrary to the aims and interest of the Global Network is attached to such voluntary donations and the donation is disclosed immediately to the Members of the Steering Committee.

CHAPTER VIII

General Provisions

Article 21

Working Language

The working language of the Global Network shall be English. Other languages may be used if resources permit and as determined by the Secretariat.

Article 22

Liability

The liability of the Global Network shall be limited to the amount of its assets. The liability of Global Network shall not extend to the personal liability of its officials, nor extend to its Members.

Article 23

Dissolution and Liquidation

1. The Global Network may be dissolved pursuant to Articles 76 and ff. of the Swiss Civil Code either:

(a) upon decision of two-thirds of the representatives of the General Assembly at any time;
or

(b) when the Steering Committee cannot be elected according to the by-laws.

2. In the event of dissolution, all assets shall be distributed among its members, proportionately to the payment of their subscription over the last three years, and shall be prorated accordingly. Former members of the Global Network shall have no rights to those assets.

3. Should any portion of donors' contributions remain unused in the event of the association's dissolution, then the contributions shall be return to respective donors in a manner and amount that is equitable according to the donors' original intentions.

4. The liquidation proceedings shall be in accordance with the applicable laws and at the courts of the seat of the Global Network.

Article 24

Settlement of Disputes

Any dispute between the Global Network and a Member or an officer, which is not settled amicably, shall be settled in accordance with the laws and by the courts of legal seat of the Global Network.

Article 25

Interpretation or Application of the Statutes

1. Any question which may arise concerning the interpretation or application of these by-laws shall be decided by a vote of two-thirds of the Steering Committee.

2. If the Steering Committee fails to resolve such a question, the matter shall be submitted to the General Assembly, whose decision shall be final.

Article 26

Amendment of the By-laws

1. These By-laws may be amended as follows:

- a) a written request shall be addressed to the Secretariat by at least four Members; and
- b) the text of the proposed amendment shall be duly notified to all Members at least 2 (two) months before the General Assembly meeting at which the proposed amended is to be discussed.

2. Any such proposed amendment shall be approved by a majority of at least two-thirds of the representatives that are present at the General Assembly meeting.

Article 27

Entry into Force

1. These By-laws shall enter into force on the day when the fifth Member has signed it and paid the annual membership fee. The Secretariat shall inform its members in writing about the date of entry into force.

2. For each new Member, these by-laws become effective on the date when the new member has signed these by-laws for acceptance and paid its annual membership fee.

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