

Headquarters Agreement between the Government of the Hellenic Republic and the Black Sea Trade and Development Bank

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Statement of Intent

The Government of the Hellenic Republic and the Black Sea Trade and Development Bank;

Having regard to the Agreement establishing the Black Sea Trade and Development Bank;

Noting that Article 32 of that Agreement provides that the Headquarters of the Black Sea Trade and Development Bank shall be located in Thessaloniki, in the Hellenic Republic;

Desiring to define the status, privileges and immunities in the Hellenic Republic of the Bank and persons connected therewith;

HAVE AGREED AS FOLLOWS:

Article 1
Definitions

For the purposes of this Agreement:

- a) "Agreement Establishing the Bank" means the Agreement Establishing the Black Sea Trade and Development Bank, signed at Tbilisi, on June 30, 1994;
- b) "Bank" means the Black Sea Trade and Development Bank;
- c) "Government" means the Government of the Hellenic Republic;
- d) the terms "Member State", "President", "Vice-President", "Secretary General", "Governor", "Alternate Governor", "Temporary Alternate Governor", "Director", "Alternate Director" and "Temporary Alternate Director", have the same meaning as in the Agreement Establishing the Bank, its By-Laws or Rules of Procedure;
- e) "Premises of the Bank" means the land, buildings and parts of building, including access facilities, used for the Official Activities of the Bank;
- f) "Officers" means the President, the Vice-Presidents, the Secretary General and other persons appointed by the President to be Officers of the Bank;
- g) "Employees of the Bank" means the staff of the Bank, excluding those staff, which are at the same time, recruited locally and assigned to hourly rates of pay, regardless of their nationality;
- h) "Archives of the Bank" includes all records, correspondence, documents, manuscripts, still and moving pictures and film, sound recordings, computer programmes and written materials, video tapes or discs and discs or tapes containing data belonging to or held by the Bank;

- i) "Official Activities of the Bank" includes all activities undertaken pursuant to the Agreement Establishing the Bank, and all activities appropriate to fulfil its purpose and functions under Articles 1 and 2 of that Agreement, or undertaken in exercise of its powers under Article 18 of that Agreement including its administrative activities; and
- j) "Persons Connected with the Bank" means Governors, Alternate Governors, Temporary Alternate Governors, Directors, Alternate Directors, Temporary Alternate Directors, the President, the Vice-Presidents, the Secretary General, Officers and Employees of the Bank, and experts performing missions for the Bank.

Article 2 **Interpretation**

1. This Agreement shall be interpreted in the light of the primary objective of enabling the Bank fully and efficiently to discharge its responsibilities in the Hellenic Republic and to fulfil its purpose and functions.
2. This Agreement shall be regarded as implementing and supplementing certain of the provisions of the Agreement Establishing the Bank and shall not be regarded as modifying or derogating from the provisions of that Agreement, particularly Chapter VIII thereof.

Article 3 **Legal Personality**

For the purposes of this Agreement, the Bank is recognised as an international organisation and shall possess full legal personality and, in particular, the full legal capacity:

- a) to contract;
- b) to acquire and dispose of, immovable and movable property; and
- c) to institute legal proceedings.

Article 4 **Immunity from Judicial Proceedings**

1. Within the scope of its Official Activities the Bank shall enjoy immunity from jurisdiction, except that the immunity of the Bank shall not apply:
 - a) to the extent that the Bank shall have expressly waived any such immunity in any particular case or in any written document;
 - b) in respect of civil action arising out of the exercise of its powers to borrow money, to guarantee obligations and to buy or sell or underwrite the sale of any securities;

- c) in respect of a civil action by a third party for damage arising from a road traffic accident caused by a Person Connected with the Bank, acting on behalf of the Bank;
 - d) in respect of a civil action relating to death or personal injury caused by an act or omission, in the Hellenic Republic, of the Bank or a Person Connected with the Bank;
 - e) in respect of the enforcement of an arbitration award made against the Bank as a result of an express submission to arbitration by the Bank; or
 - f) in respect of any counter-claim directly connected with court proceedings initiated by the Bank.
2. The property and assets of the Bank shall, wheresoever located and by whomsoever held, be immune from all forms of restraint, seizure, attachment or execution except upon the delivery of final judgement against the Bank.

Article 5
The Premises of the Bank

1. The Government, within the framework of its national legislation, shall do its utmost to assist the Bank in the acquisition by gift, lease, hire or purchase, of such Premises as may be selected by the Bank.
2. The Government shall not dispose of or seek to dispose of all or any part of the Premises of the Bank, without the consent of the Bank.

Article 6
Inviolability of the Premises of the Bank

1. The Premises of the bank shall be inviolable and shall be under the control and authority of the Bank which may establish any regulations necessary for the exercise of its functions therein.
2. No official of the Government or person exercising any public authority, whether administrative, judicial, military or police, shall enter the Premises of the Bank except with the consent of and under the conditions approved by the President. Such consent may be assumed in the case of fire or other disasters requiring prompt protective action. The Bank and the Government shall agree under what circumstances and in what manner any such official may enter the Premises of the Bank without the prior consent of the Bank, in connection with fire prevention, sanitary regulations or emergencies.
3. The Bank shall allow duly authorised representatives of public utilities to inspect, repair, maintain, reconstruct and relocate utilities, conduits, mains, sewers, within the Premises of the bank and its facilities.

4. No service (other than service by post) or execution of any legal process or any ancillary act, such as the seizure of private property, shall be permitted by the Government to take place within the Premises of the Bank except with the express consent of and under conditions approved by the President.
5. Without prejudice to the terms of this Agreement, the Bank shall prevent the Premises of the Bank from becoming a refuge from justice for persons subject to extradition or deportation or who are avoiding arrest or service of legal process under the law of the Hellenic Republic.

Article 7

Protection of the Premises of the Bank

1. The appropriate authorities of the Hellenic Republic shall exercise due diligence to ensure that the tranquillity of the Premises of the Bank as well as its dignity is not disturbed or impaired by any person or group of persons attempting unauthorised entry into causing damages, or creating disturbance in the immediate vicinity of the Premises and shall provide on the boundaries of the Premises, such police protection as may be required for these purposes.
2. If so requested by the Bank, the appropriate authorities of the Hellenic Republic shall provide a sufficient number of police for the preservation of law and order in the Premises and for the removal therefrom of persons as requested, under the authority of the Bank.
3. Without prejudice to the terms of this Agreement, the Bank shall prevent the Premises of the Bank from becoming a refuge from justice for persons subject to extradition or deportation or who are avoiding arrest or service of legal process under the law of the Hellenic Republic.
4. The Bank shall take all reasonable steps to ensure that the amenities of the land in the vicinity of the Premises of the Bank are not prejudiced by any use made by the Bank of those Premises.

Article 8

Public Utilities and Services in the Premises of the Bank

1. The Government shall do its utmost to ensure, that the Bank shall be provided with all public utilities and services given to other international organisations based in the Hellenic Republic.
2. In case of any interruption or threatened interruption of any such utilities and services, the Government shall consider the needs of the Bank as being of equal importance with those of diplomatic missions and shall take steps accordingly to ensure that the operations of the Bank are not prejudiced.

3. The Bank shall, upon request, make suitable arrangements to enable duly authorised representatives of the appropriate public service bodies to inspect, repair, maintain, reconstruct and relocate utilities, conduits, mains and sewers within the Premises of the Bank, under conditions which shall not unreasonably disrupt the functions of the Bank.
4. Any preferential rate or tariffs which may be granted to international organisations in the Hellenic Republic for supplies of the utilities and services mentioned in Paragraph 1 of this Article shall also be accorded to the Bank if compatible with international conventions, regulations and arrangements to which the Government is a party.

Article 9
Flags and Emblem

The Bank shall be entitled to display its flag and emblem on the Premises of the Bank and on the means of transport of the Bank and of its President for their official movement and it shall be entitled to display the flags of the Member States on the Premises of the Bank.

Article 10
Immunity of Property and Inviolability of Archives of the Bank

1. The property and assets of the Bank, wheresoever located and by whomsoever held, shall be immune from search, requisition, confiscation, expropriation and any other form of interference or taking or foreclosure by administrative or legislative action.
2. The Archives of the Bank shall be inviolable.

Article 11
Communications and Publications

1. The Bank shall enjoy in the Hellenic Republic for its official communications and the transfer of all its documents treatment not less advantageous to the Bank than the most favorable treatment which may be accorded by the Government to other international organisation based in the Hellenic Republic.
2. All official communications directed to the Bank or to Persons Connected with the Bank at the Premises of the Bank and all outward official communications of the Bank, by whatever means or in whatever form transmitted, shall be immune from censorship and from any other form of interception or interference with their privacy. Such immunity shall extend to publications, still and moving pictures, films and sound recordings.
3. The Bank shall have the right to use codes and to dispatch and receive official correspondence and other official communications by courier or in sealed bags which shall have immunities and privileges not less favourable than those accorded to diplomatic couriers and bags.

Article 12
Exemption from Customs and Taxation

1. Within the scope of its Official Activities the Bank, its property, movable and immovable, assets income, of whatever nature such as interests, capital gains, currency gains, profits as well as its operations and transactions, purchase of goods and services shall be exempt from all present and future, direct and indirect taxation and duties, including but not limited to VAT, income tax, withholding tax, stamp duties, be it of a local or governmental nature. Referring to the aforesaid provisions the Bank shall also be exempt from any obligation for the payment, withholding or collection of any tax. However, the Bank shall not claim exemption from taxes which are, in fact, no more than charges for public utility services.
2. The foreign staff of the Bank may purchase locally goods necessary for their own consumption and such services as they need free of consumption taxes, VAT, stamp duty and duties.
3. Goods imported or exported by the Bank, within the scope of its Official Activities, shall be exempt from customs duties and duties and levies, direct and indirect taxes including VAT.
4. The procedures of application of exemption from taxation referred to in this Article will be arranged by decision of the Minister of Finance of the Hellenic Republic.
5. The Bank shall have exemption from prohibitions and restrictions on importation or exportation in the case of goods which are imported or exported by the bank and are necessary for its Official Activities and, in the case of any official publications of the Bank imported or exported by it.

Article 13
Resale

1. Goods which have been acquired or imported under Article 12 shall not be sold, given away, hired out or otherwise disposed of in the Hellenic Republic unless the Government has been informed beforehand and the relevant duties and taxes paid.
2. The duties and taxes to be paid shall be calculated on the basis of the rate prevailing and the value of the goods on the date on which the goods change hands or are made over to other uses.

Article 14
Privileges and Immunities for Persons Connected with the Bank

1. The Government shall authorize the entry to the Hellenic Republic, without delay and without charge for visas, of Person Connected with the Bank and the members of their families forming part of their households.

2. Persons Connected with the Bank shall:
 - a) be immune from jurisdiction and legal process including arrest and detention even after termination of their mission or service, in respect of acts performed by them in their official capacity, including words written or spoken by them; this immunity shall not apply, however, to civil liability in the case of damage arising from a road traffic accident caused by any such person;
 - b) be exempt, together with members of their family forming part of their household, from immigration restrictions, alien registration requirements and exchange regulations, as are accorded by the Hellenic Republic to the officials of comparable rank of Diplomatic missions;
 - c) be exempt, together with members of their family forming part of their household, from national service obligation;
 - d) be granted, together with members of their family forming part of their household, the same treatment in respect of traveling facilities, as is accorded by the Hellenic Republic, to officials of comparable rank of Diplomatic Missions;
 - e) be exempt from taxation in respect of salaries and emolument paid to them by the Bank;
 - f) be given, together with members of their family forming part of their household, the same repatriation facilities in times of international crisis as officials of comparable rank of Diplomatic Missions;
 - g) be accorded inviolability for all their official papers and documents.
3. In addition to the privileges and immunities set out in paragraph 2, Directors and Alternate Directors, if permanently based in the Hellenic Republic, as well as Officers and Employees of the Bank and experts performing missions for the Bank shall, at the time of first taking their post in the Hellenic Republic, be exempt from duties (whether of customs or excise) and other such taxes and charges (except payment for services) in respect of import of their furniture and personal effects (including one motor car each), and the furniture effects of members of their family forming part of their household, which are in their ownership or possession or already ordered by them and intended for their personal use or for their establishment. Such goods shall normally be imported within six months of the first entry of such person into the Hellenic Republic; an extension of this period will however be granted where justified. If such persons on the termination of their functions export goods to which this Paragraph applies, they shall be exempt from any duty or other charge which may be imposed by reason of such export (except payment for services). Reasonable quantities of certain articles for personal use or consumption and not for gift or sale could be imported under the above mentioned regime. The privileges referred to in this Paragraph shall be subject to the conditions governing the disposal of goods imported to the Hellenic Republic free of duty and to the general restrictions applied in the Hellenic Republic to all imports and exports.

4. a) Governors, Alternate Governors and Temporary Alternate Governors shall:
 - i) have the right to use codes and receive documents or correspondence by special courier or diplomatic bag,
 - ii) have the same customs facilities as regards their personal baggage as are accorded to diplomatic agents, and
 - iii) be immune from arrest and detention and from seizure of their personal baggage.
- b) The provisions of this Article in respect of Governors, Alternate Governors, Temporary Alternate Governors, Directors, Alternate Directors and Temporary Alternate Directors, shall be applicable irrespective of the relations existing between the governments which those persons represent and the Government of the Hellenic Republic and are without prejudice to any special immunities to which such persons may otherwise be entitled.
5. In addition to the privileges and immunities set out in Paragraph 2, the President, Vice Presidents and Secretary General shall enjoy the same privileges and immunities as are accorded to diplomatic agents, in accordance with the Vienna Convention on diplomatic relations of 1961 as implemented by practice in the Hellenic Republic.
6. The privileges and immunities set out in Paragraphs 2(b), 2(c), 2(f), 3, 4, and 5 shall not apply to Persons Connected with the Bank who are nationals of the Hellenic Republic.
7. All persons enjoying the privileges and immunities specified in this Agreement shall be provided by the Government with a special identity card which shall serve to identify the holder in relation to authorities of the Hellenic Republic and to certify that the holder enjoys the privileges and immunities specified in this Agreement.

Article 15 **Social Security**

From the date on which the Bank establishes or joins a social security scheme, the Directors, Alternate Directors, Officers and Employees of the Bank shall with respect to services rendered for the Bank be exempt from the provisions of any social security scheme established by the Hellenic Republic.

However, Officers and Employees of the Bank, as well as any Directors or Alternate Directors who are permanently based in the Hellenic Republic, shall be entitled to participate in the social security scheme of the Hellenic Republic, if they so wish.

Article 16
Opportunity to Take Employment

1. The Bank shall not employ as an Officer or Employee of the Bank or as expert performing missions for the Bank any person who is present in the Hellenic Republic at the time of such employment without taking all reasonable steps to ascertain that such person is not present in the Hellenic Republic in violation of the relevant immigration laws or is not subject to a prohibition thereunder from taking up employment in the Hellenic Republic.
2. The spouses and members of the family forming part of their household of those Officers, Employees of the Bank and experts performing missions for the Bank, who are resident in the Hellenic Republic, shall be accorded opportunity to take employment in the Hellenic Republic, under the terms of a specific agreement to be negotiated between the Government and the Bank.

Article 17
Waiver of Immunities, Exemptions and Privileges

The immunities, exemptions and privileges conferred under this Agreement are granted in the interests of the Bank. The Board of Directors may waive to such extent and upon such conditions as it may determine any of the immunities, exemptions and privileges conferred under this Agreement in cases where such action would, in its opinion, be appropriate in the best interests of the Bank. The President shall have the right and duty to waive any immunity, exemption or privilege in respect of any Officer or Employee of the Bank or expert performing missions for the Bank, other than the President or a Vice-President or the Secretary General, where, in his or her opinion, the immunity, exemption or privilege would impede the course of justice and can be waived without prejudice to the interests of the Bank. In similar circumstances and under the same conditions, the Board of Directors shall have the right and the duty to waive any immunity, exemption or privilege in respect of the President and each Vice-President and the Secretary General.

Article 18
Notification of Appointments: Cards

1. The Bank shall inform the Government when an Officer or Employee of the Bank or an expert performing missions for the Bank takes up or relinquishes his or her duties. Furthermore, the Bank shall provide the Government with an updated list of all such Officers, Employees of the Bank and experts. It shall in each case indicate whether or not the individual concerned is a national of the Hellenic Republic.
2. The Government shall issue to all Officers and Employees of the Bank, on notification of their appointment, a card bearing the photograph of the holder and identifying him or her as an Officer or Employee of the Bank.

Article 19
General Provisions

1. Without prejudice to the privileges and immunities accorded by this Agreement, it is the duty of all persons enjoying such privileges and immunities to respect the laws and regulations of the Hellenic Republic. They also have a duty not to interfere in the internal affairs of the Hellenic Republic.
2. The Bank shall take every precaution to ensure that no abuse of a privilege or immunity conferred by this Agreement shall occur.

Article 20
Co-operation

1. The Bank shall co-operate at all times with the appropriate authorities of the Hellenic Republic in order to prevent any abuse of the immunities, privileges, exemptions and facilities provided for in this Agreement.
2. Nothing in this Agreement shall affect the right of the Government to take any precaution necessary for the security of the Hellenic Republic. If the Government considers it necessary to apply the preceding sentence, it shall approach the Bank as rapidly as circumstances allow, in order to determine by mutual agreement the measures necessary to protect the interest of the Bank. The Bank shall collaborate to avoid any prejudice to the security of the Hellenic Republic.

Article 21
Consultations

At the request either of the Government or of the Bank, consultations shall take place on any matter concerning the implementation, interpretation or amendments of the Agreement.

Article 22
Settlement of Disputes

1. The President shall make provisions for appropriate methods of settlement of:
 - a) disputes arising out of contracts and disputes of a private law character to which the Bank is a party and, in consultation with the Government;
 - b) disputes involving a Person Connected with the Bank who, by reason of his or her official position, enjoys immunity, if such immunity has not been waived.
2. Any dispute between the Government and the Bank concerning the interpretation or application of this Agreement, which is not settled by negotiation or other agreed mode of settlement, shall be referred for final decision to an arbitral tribunal of three arbitrators, to be constituted for each individual case in the following way. Within two months of the receipt of the

request for arbitration, the Government and the Bank each shall appoint one member of the tribunal. The two members so appointed shall then select a third arbitrator who is not a national of any of the Member States, as chairman.

3. If within three months from the date of notification of the request for arbitration, the necessary appointments have not been made, either the Government or the Bank may, in the absence of any other agreement, invite the President of the International Court of Justice to make the necessary appointments. If the President of the International Court of Justice is a national of any of the Member States or if he is otherwise prevented from discharging the said function, the Vice-President of the International Court of Justice shall be invited to make the necessary appointments. If the Vice-President is a national of any of the Member States or if he too is prevented from discharging the said function, the member of the International Court of Justice next in seniority who is not a national of any of the Member States shall be invited to make the necessary appointments.
4. The decisions of the tribunal shall be final and binding. The tribunal shall adopt its own rules of procedure, and in this respect shall be guided by the Rules of Procedure for Arbitration Proceedings of the International Centre for Investment Disputes established by the Convention on the Settlement of Investment Disputes between States and Nationals of Other States, opened for signature at Washington D.C. on 18th March 1965.
5. The costs of the tribunal shall be shared equally between the Government and the Bank, unless the tribunal decides otherwise.

Article 23 **Final Provisions**

1. This Agreement shall enter into force upon completion of the constitutional procedures of the Hellenic Republic required to this end.
2. Any amendment to this Agreement, agreed upon between the Government and the Bank, shall also enter into force upon completion of the same constitutional procedures.

STATEMENT OF INTENT

In the event of the Headquarters of the Bank being moved from the territory of the Hellenic Republic the privileges and immunities accorded by the Headquarters Agreement between the Government of the Hellenic Republic and the Black Sea Trade and Development Bank shall remain in force for the period reasonably required for such transfer.

**Ratification of the Headquarters Agreement of BSTDB
by the Hellenic Republic**

Government Gazette of the Hellenic Republic
First Issue – No 78 – 13 April 1996

Law No 2707

**Ratification of the Headquarters Agreement between the Government of the
Hellenic Republic and the Black Sea Trade and Development Bank together
with the relevant Statement of Intent.**

Article 1

The Headquarters Agreement between the Government of the Hellenic Republic and the Black Sea Trade and Development Bank together with the relevant Statement of Intent, which was signed in Sofia on October 22nd, 1998, and whose original text in the English language and its translation in the Greek language is as follows, is being ratified and has the validity which is defined in Article 28 par. 1 of the Constitution:

[follows the text of the Agreement]

Article 2

The Protocols - Minutes, which are formed within the framework of the consultations of Article 21 of the Agreement being ratified, are approved by Common Act of the competent Ministers in each case.

Article 3

Upon the entry into force of this law, Article 5 of Law 2380/1996 (Gov. Gazz. 38A), by which the Agreement Establishing the Black Sea Trade and Development Bank was ratified, is abolished.

Article 4

This law enters into force upon its publication in the Government Gazette and the Agreement, which is being ratified, upon the satisfaction of the requirements of its Article 23.