

Ninth Amended and Restated

INTERNATIONAL VALUATION STANDARDS COUNCIL

BYLAWS

These Ninth Amended and Restated Bylaws were:
Adopted on 16 June 2021

ARTICLE I

1. Name

The name of the Corporation shall be the International Valuation Standards Council ("IVSC", formerly known as "TIAVSC").

2. The Corporation

The Corporation is organized and shall be operated exclusively in pursuit of establishing and maintaining a rigorous high quality set of international valuation standards (the "International Valuation Standards" or the "IVS") and to contribute to the development of the worldwide valuation profession thereby serving the public interest.

3. Objectives

The objectives and purpose of the Corporation will include but not be limited to:

- Creating and ensuring an independent and transparent international valuation standards-setting process;
- Developing and maintaining a highly effective comprehensive set of high quality international valuation standards that are understandable, practical to implement and which protect the public interest;
- Identifying where local or regional standards differ from the international valuation standards, and working toward greater compatibility and harmonization between local or regional requirements and the International Valuation Standards;
- Engage with stakeholders to achieve greater recognition and use of IVS;
- Contributing to the development of the global valuation profession and protecting the public interest by encouraging high quality best practices by the global valuation profession; and
- Being the international voice of the valuation profession.

4. Membership

Membership in the IVSC shall consist of:

- Valuation Professional Organizations: which shall include valuation professional organizations recognized either by legal decree or general consensus;
- Associate Valuation Professional Organizations: a non-voting category of membership which includes organizations that do not meet the qualifications for Valuation Professional Organization and which meet the qualification set forth below in Paragraph 5;
- Corporate members: which shall include valuation companies and companies having an interest in valuation as well as entities with an interest in valuation standards and which secure or use valuation services to include but not be limited to lenders, accountants, insurers, asset managers, investment bankers, and others;
- Institutional Members: which are not-for-profit entities to include but not be limited to government agencies and regulators; and
- Academic Members: which shall include but not be limited to universities, colleges, and other institutions offering advanced education.

5. Associate Valuation Professional Members

Associate Valuation Professional Members are a special non-voting class of members. Qualification for admission as an Associate Valuation Professional Member shall be in the sole discretion of the Board of Trustees. In order to be eligible for Associate Valuation Professional Membership, the organization must satisfy the following criteria.

The organization:

- a) must demonstrate a commitment to IVS and professionalism;

- b) have the financial viability, governance and operating structure to achieve this commitment;
- c) pay the annual membership fee at the time of admission to Associate Valuation Professional Membership; and
- d) attend the IVSC Annual General Meeting (but with no vote).

Associate Valuation Professional Members shall be permitted to access any Valuation Professional Organization Advisory Forum publications and reports and shall be permitted to attend Advisory Forum meetings (but with no vote). Associate Valuation Professional Members shall have the option of a partner to help with any professionalism matters they wish to improve to become a full Valuation Professional Organisation.

6. Annual Meetings

The annual meeting of the Members shall be held on or before November 30 of each year at the office of the Corporation, or at such other place and at such time as may be provided by resolution of the Board of Trustees. The purposes of the annual meeting shall be:

- to elect Trustees to the Board of Trustees;
- to receive the annual reports of the IVSC Boards and Committees;
- to receive financial statements of the Corporation for the preceding year;
- to receive the year to date operating results and projected remaining budget of the current year;
- to receive the budget of the Board of Trustees for the next year;
- to receive the names of persons appointed or elected as Officers of the Corporation by the Board of Trustees;
- to receive the names of persons appointed to IVSC Boards and Committees; and
- to transact such other business, if any, stated in the notice of the meeting.

7. Special Meetings

Special meetings of the Members may be held at any time on the call of the Chairperson of the Board of Trustees, the CEO, or by Members having five percent (5%) of the votes entitled to be cast at such meeting. Special meetings shall be held at the office of the Corporation, or at such other place as may be provided by resolution of the Board of Trustees.

8. Notice of Meetings

Written or electronic notice stating the place, day and hour of the meeting, and in the case of a Special Meeting, stating the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) days nor more than sixty (60) days before the date of the meeting, or, in the case of removal of one or more Trustees, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than thirty (30) days nor more than sixty (60) days before the date of the meeting, by or at the direction of the Chairperson or the CEO, or the persons calling the meeting, to each Member.

9. Waiver of Notice

Whenever any notice is required to be given under statute or under the provisions of the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

10. Informal Action

Any action that may be taken at a meeting of Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either by all Members entitled to vote with respect to the subject matter thereof, or by Members having not less than

the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voting. If such consent is signed by less than all of the Members entitled to vote, then such consent shall become effective only: (i) if, at least thirty (30) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the Members entitled to vote with respect to the subject matter thereof, and (ii) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those Member entitled to vote who have not consented in writing.

11. Membership Application

Effective as of the annual meeting of the Members held in October 2015 for the purpose of electing the Board of Trustees, all new entities seeking membership in the Corporation shall complete an application for membership in the Corporation as established by the Board of Trustees of the Corporation.

12. Membership Dues

Membership dues for each category of member shall be determined by resolution of the Board of Trustees of the Corporation and may be revised from time to time.

13. Expulsion

A Member may be removed for cause at a meeting of Members by the affirmative vote of two-thirds of the votes present and voted either in person or by proxy. Written or electronic notice of such meeting shall be delivered to all Members. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Members named in the notice, and only the named Member or Members may be removed at such meeting. For purposes of this Section 13, "cause" includes, but is not limited to, the failure of a Member to pay membership dues owed in accordance with Article I, Section 12 of these Bylaws.

14. Voting

- Each Member shall be entitled to vote upon each matter submitted to a vote at a meeting of the Members. At all meetings of Members, a Member may vote in person through its Delegate or by proxy executed in writing by the Member or by his or her duly authorized attorney in fact. All proxy's must be given to the CEO at least fourteen days prior to the meeting of the Members.
- Members may only participate in meetings by attendance in person or by proxy unless a virtual meeting is called by the IVSC due to unusual circumstances, whereby virtual participation is permitted using whatever communications equipment is specified.
- Members holding sixty percent (60%) of the votes entitled to be cast represented in person or by proxy shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the votes present and voted, either in person or by proxy, at a meeting at which quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion is required by law, the Articles of Incorporation of the Corporation or these Bylaws.

15. Delegates

Following admission to Membership, each Member shall appoint one Delegate to the Corporation by notice in writing to the CEO. Any subsequent changes in such appointment from time to time shall be made by notice to the CEO. Each Delegate shall exercise the vote of his or her Member.

16. Transfer of Membership

Membership in the Corporation is not transferable or assignable by Members.

ARTICLE II

BOARD OF TRUSTEES

17. General Powers and Duties

The property, business and affairs of the Corporation shall be managed by the Board of Trustees. Accordingly, the Board of Trustees' duties and responsibilities shall include but not be limited to:

- Ensuring the financial viability of the IVSC;
- Review of the IVSC strategic plan and its effectiveness;
- Annual review of the IVSC budget and securing commensurate funding;
- Ensure good governance and authorise significant commercial decisions;
- Review of strategic issues affecting valuation standards. Trustees are excluded however from approval of all technical pronouncements made by the International Valuation Standards Review Board, Tangible Assets Standards Board, Business Valuation Standards Board or Financial Instruments Standards Board;
- Appointment of individuals to the International Valuation Standards Boards;
- Approving elected VPO individuals to the Membership and Standards Recognition Board (MSRB) and appointing the Chairperson;
- Appointment of individuals to the Chairperson of any Advisory Forums;
- Establish and amend due process procedures for the Standards Review Board with three specialist boards covering Tangible Assets, Business Valuation and Financial Instruments);
- Ensuring that standard setting follows due process;
- Oversight and appointment of individuals to all Committees in accordance with Article IV;
- Review of membership applications through a Membership Committee along with VPO representation from the MSRB and the putting forward of recommendations to the International Valuation Standards Council either through Enews or in person on membership applications, suspensions or expulsions; and
- Distributing annually a report on the activities of the IVSC including audited financial statements.

18. Qualifications

The Board of Trustees shall seek to populate the Board of Trustees with individuals who:

- seek to protect the public interest;
- are committed to achieving the Objectives of the IVSC as described herein;
- have a global perspective and understanding of how the IVSC can best operate in the world economy, business and financial reporting environments;
- have a demonstrated ability to analyze issues and formulate strategic initiatives to be undertaken by the IVSC;
- possess integrity and objectivity in order to render impartial, reasoned decisions and policy;
- have effective communication skills in dealing with the public, IVSC Members and can influence new stakeholders of the benefits of IVS;
- can initiate funding discussions;
- are drawn from geographically diverse areas.

19. Number

The Board of Trustees shall not be less than ten nor more than eighteen persons, the exact number of Trustees to be fixed from time to time by resolution of the Board of Trustees.

20. Election and Term of Office

As described in Article IV, Section 40 of these Bylaws, the Nominating Committee shall prepare a slate of candidates for election to the Board of Trustees of the Corporation to fill vacancies on the Board of Trustees with respect to Trustees whose terms expire at the Annual Meeting.

The Members shall elect Trustees to fill any vacancies on the Board of Trustees at the annual meeting of the Members.

With the exception of filling new Trustee positions created as a result of an increase in the number of Trustees, all Trustees shall be elected for a term of three years and shall hold office until their successors shall be elected or until their earlier death, resignation or removal. Trustees may be re-appointed for a maximum of one additional three-year term, except as set forth in the immediately following sentence. Notwithstanding anything else contained herein to the contrary, to the extent that a Trustee is serving or is elected to serve as Chairperson of the Board of Trustees following completion of his or her second term on the Board of Trustees, such person may continue to serve as a Trustee for the lesser of (a) two additional three-year terms or (b) until such time as such person is no longer serving as Chairperson.

21. Chairperson of the Board of Trustees

The Chairperson of the Board of Trustees shall preside at all meetings of the Board of Trustees and all meetings of the Members and shall perform such other duties as may be assigned to him or her from time to time by the Board of Trustees. The term of the Chairperson of the Board of Trustees shall be three years. A Chairperson, or a Vice-Chairperson taking over as Chairperson, can be re-elected for a maximum of two additional three-year terms.

22. Vice Chairpersons of the Board of Trustees

In the absence of the Chairperson of the Board of Trustees, the Board of Trustees by resolution shall designate a Vice Chairperson of the Board of Trustees who shall have all the powers and perform all the duties of the Chairperson. The term of the Vice Chairpersons shall be one year. A Vice Chairperson can be re-elected for any number of one-year terms.

23. Resignations

Any Trustee may resign at any time by giving written or electronic notice to the Board of Trustees. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Acceptance of such resignation shall not be necessary to make it effective.

24. Vacancies

Other than with respect to vacancies created by the end of a Trustee's term at the Annual Meeting, any vacancy occurring in the Board of Trustees, including any Trusteeship to be filled by reason of an increase in the number of Trustees, may be filled by the Board of Trustees at the next annual meeting of the Board of Trustees, any regular meeting of the Board of Trustees, or at a special meeting of the Board of Trustees called for that purpose. Each Trustee elected to fill an existing vacancy shall hold office for the unexpired term of his predecessor in office, which unexpired term shall not be included in determining the number of permissible terms a Trustee may serve under Article II, Section 20 of these Bylaws. Each Trustee elected by the Board of Trustees to fill a Trustee position created by an increase in the number of Trustees shall be elected for an initial term of one, two or three years, as to be determined and set forth in a resolution of the Board of Trustees, so as to best maintain the staggered structure of the terms of the members of the Board of Trustees with approximately one-third of the Trustees' terms expiring every year.

25. Annual Meetings

The annual meeting of the Board of Trustees shall be held without other notice than this Bylaw immediately preceding and at the same place as the annual meeting of Members, or at such other place and at such time as may be determined by the Board of Trustees.

26. Special Meetings

Special meetings of the Board of Trustees may be held at any time on the call of the Chairperson or at the request in writing of any five (5) Trustees. Special meetings of the Board of Trustees may be held at such place, either within or without the State of Illinois, as shall be specified or fixed in the call for such meeting or notice thereof.

27. Notice of Meetings

Notice of each special meeting shall be delivered by or at the direction of the CEO to each Trustee at least thirty (30) days before the day on which the meeting is to be held. Notice may be waived in writing by a Trustee, either before or after the meeting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where the Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

28. Quorum

Each Trustee shall be entitled to one vote. Two thirds of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation or these Bylaws. In the event of a tie, the Chairperson shall cast the tie-breaking vote. Trustees shall not be entitled to vote by proxy.

29. Participation at Meetings by Conference Telephone

Trustees may participate in and act at any meeting of the Board of Trustees through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

30. Informal Action

Any action that may be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, is authorised by all the Trustees.

31. Removal

One or more of the Trustees may be removed for cause at a meeting of Members by the affirmative vote of two-thirds of the votes present and voted either in person or by proxy. Written or electronic notice of such meeting shall be delivered to all Members. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Trustees named in the notice, and only the named Trustee or Trustees may be removed at such meeting.

32. Compensation of Trustees

Trustees, as such, shall not receive any salary from the Corporation for their services but shall be reimbursed for expenses of attendance for attendance at each regular or special meeting of the Board of Trustees; provided that nothing herein contained shall be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE III

CORPORATE GOVERNANCE

33. The Officers

The Officers of the Corporation shall consist of the Chairperson of the Board of Trustees, who shall be elected by the Board of Trustees from among the Trustees of the Corporation, two Vice Chairpersons, both of whom shall be elected from among the Trustees of the Corporation, the CEO, and such other Officer and assistant Officer as the Board of Trustees may authorize. The compensation of the Officers, if any, shall be fixed from time to time by the Board of Trustees, and no Officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a Trustee of the Corporation.

34. Officer's Terms and Notification of Name of Officers to Members

The Officers shall hold office for their respective terms and until their successors have been duly elected or appointed, or until their earlier death, resignation or removal. The Members at the annual meeting of Members shall receive the names of the persons appointed as Officers of the Corporation by the Board of Trustees. Any two or more offices may be held by the same person.

35. The CEO (Chief Executive Officer)

The CEO shall act as Secretary of the Corporation, shall give, or cause to be given, notice of all meetings of the Board of Trustees, the International Valuation Standards Boards, the Membership & Standards Recognition Board, any Advisory Forums and the Members, unless notice thereof be waived, shall supervise the custody of all records and reports and shall be responsible for the keeping and reporting of adequate records of all meetings of the Board of Trustees, the International Valuation Standards Boards, the Membership & Standards Recognition Board, any Advisory Forums and the Members. In addition, the CEO shall be the custodian of the seal of the Corporation. The CEO shall also perform such other duties as may be assigned to him or her from time to time by the Board of Trustees. The term of the CEO shall be one year, or as otherwise approved by the Board of Trustees.

36. Resignations

Any Officer may resign at any time by giving written or electronic notice to the CEO or the Board of Trustees. Such resignation shall take effect when the notice is delivered unless the notice specifies a mutually acceptable future date. Acceptance of such resignation shall not be necessary to make it effective.

37. Removal

Any of the Officers of the Corporation may be removed by the Board of Trustees, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not of itself create any contract rights.

38. Vacancies

Any vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the Board of Trustees at an annual or regular meeting or at a special meeting called for such purpose.

ARTICLE IV

COMMITTEES

39. Executive Committee

The Board of Trustees may designate an Executive Committee consisting of two or more Trustees, which Executive Committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the Corporation between meetings of the Board of Trustees; provided, however, that the Executive Committee shall not have the authority of the Board of Trustees in reference to:

- a. Amending, altering or repealing the Bylaws of the Corporation;
- b. Electing, appointing or removing any Member of the Executive Committee or any Trustee or officer of the Corporation;
- c. Amending the Articles of Incorporation of the Corporation;
- d. Adopting a plan of merger or consolidation of the Corporation with another corporation;
- e. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation;
- f. Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor;
- g. Adopting a plan of distribution of the assets of the Corporation; or
- h. Amending, altering or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee.

40. Nominating Committee

The Corporation shall have one or more Nominating Committees, which shall propose a slate of candidates to fill vacancies on the Board of Trustees and such other duties as may be described in these Bylaws. A Nominating Committee shall submit the slate of candidates to the Members at least 1 week prior to each annual meeting of the Members. A Nominating Committee shall consist of not less than three persons, the exact number of members to be fixed from time to time by resolution of the Board of Trustees. The Committees shall have no set meetings, but shall meet at least once a year, or more often as deemed necessary, to transact its business.

41. Other Committees

The Board of Trustees may appoint other committees not having and exercising the authority of the Board of Trustees to aid and assist the Board in the management of the affairs of the Corporation and these can include non-Trustee experts where the Board does not have the relevant expertise.

42. Quorum

Unless the appointment by the Board of Trustees requires a greater number, a majority of any committee shall constitute a quorum for committee action at any meeting of the committee. The act of a majority of all committee members in writing or present shall be the act of the committee.

43. Participation at Meetings by Conference Telephone

Committee members may participate in and act at any committee meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

44. Meetings of Committees

Subject to action by the Board of Trustees, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore.

45. Informal Action

Any action required to or which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the committee members.

ARTICLE V

INTERNATIONAL VALUATION STANDARDS BOARDS

(Comprised of overarching International Valuation Standards Review Board with three technical boards covering Tangible Assets, Business Valuation and Financial Instruments).

46. General Powers and Duties

The International Valuation Standards Review Board (IVSRB) shall have the authority to generally develop, monitor, review and amend the International Valuation Standards, which activities shall include but not be limited to:

- a. responsibility for approving the technical agenda
- b. establish methods and procedures whereby the IVSRB may, with the technical boards, issue Exposure Drafts, Invitations to Comment and like documents in order to broadly consult with experts, parties interested in valuation standards and the public at large.
- c. establish methods and procedures to periodically publish the International Valuation Standards.
- d. establish methods and procedures to distribute on a timely basis, information about and/or interpretations of the International Valuation Standards.
- e. consider holding public meetings or hosting electronic forums to discuss proposed standards.
- f. support the work of the IVSC and promote adoption of the International Valuation Standards.

47. The IVSRB shall work closely with the technical boards assigning responsibility where appropriate to the expertise of each technical board:

- a. Tangible Assets Board
- b. Business Valuation Board
- c. Financial Instruments Board

Each technical board is expected to lead the technical development of the standards relevant to their area of expertise and liaise with their relevant stakeholders. The primary remit of the IVSRB is in relation to general parts of the IVS, and to review the outputs from the technical boards to ensure each part of the IVS effectively aligns with the other parts.

48. Qualifications

The Board of Trustees shall appoint members of the International Valuation Standards Boards who:

- are committed to achieving the Objectives of the IVSC as described herein.
- demonstrate a high level of professional knowledge and technical competency in the principles of valuation, valuation standards and valuation reporting.
- concurrent with valuation acumen, offer professional and geographical diversity.
- have effective communication skills in dealing with the public and International Valuation Standards Boards members.
- will liaise with national standard-setters and other official bodies responsible for domestic standard setting.

- commit to act in the public interest.
- shall not be both a Trustee and a member of any Standards Board at the same time.
- have the appropriate specialist technical competency for the board on which they sit.

49. Number

The IVSRB shall not be less than seven nor more than fifteen persons and will include the Chair of each sub-board as a member.

The specialist boards for Tangible Assets, Business Valuation and Financial Instruments shall each not be less than seven nor more than fifteen persons.

50. Appointment and Term of Office

Members of the International Valuation Standards Boards shall be appointed annually by the Board of Trustees at their annual meeting to hold office for a term of three years which, except for the Chairperson and to the extent possible, shall be staggered and until their successors shall be appointed or until their earlier death, resignation or removal. Members of a standards board can be re-appointed for a maximum of one additional three year term, except as set forth in the immediately following sentence. Notwithstanding anything else contained herein to the contrary, to the extent that a member is serving or is appointed to serve as Chairperson following completion of his or her second term, such person may continue to serve as a standards board member for the lesser of (a) two additional three-year terms or (b) until such time as such person is no longer serving as Chairperson.

51. Chairpersons of the IVSRB, Tangible Assets Board, Business Valuation Board and Financial Instruments Board

The Chairperson of each board shall preside at all meetings of that board and shall perform such duties as may be required from time to time by that board. Each Chairperson shall be appointed by the Board of Trustees from among the relevant board members after due process. The term of the Chairperson of each board shall be three years. A Chairperson can be re-appointed for a maximum of one additional three-year term.

52. The Vice Chairpersons of the IVSRB, Tangible Assets Board, Business Valuation Board and Financial Instruments Board.

A Vice Chairperson of each board can be appointed by the Board of Trustees from among the relevant board members after due process. In the absence of the Chairperson of the relevant standards board, the Vice Chairperson of that board shall have all the powers and perform all the duties of the Chairperson. The term of the Vice Chairperson shall be one year. A Vice Chairperson can be re-appointed for any number of one-year terms.

53. Resignations

Any board member may resign at any time by giving written or electronic notice to the CEO or the Board of Trustees. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Acceptance of such resignation shall not be necessary to make it effective.

54. Vacancies

Any vacancy occurring may be filled by the Board of Trustees at the next annual meeting of the Board of Trustees, any regular meeting of the Board of Trustees, or at a special meeting of the Board of Trustees called for that purpose. Each person appointed to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

55. Meetings

Not less than one meeting of each specialist board as well as the IVSRB shall be held each year without other notice than this Bylaw immediately preceding and at the same place as the annual meeting of Members, or at such other place and at such time as may be determined by the relevant standards board. Meetings shall be open to the public, but certain discussions may be held in private at the discretion of each board.

56. Notice of Meetings

Notice of each meeting shall be delivered by or at the direction of the CEO to each board Member at least thirty (30) days before the day on which the meeting is to be held. Neither the business to be transacted at, nor the purpose of, any special meeting of the relevant standards board need be specified in the notice or waiver of notice of such meeting.

57. Quorum

Each member of the relevant standards board shall be entitled to one vote. Two-thirds of the relevant board members then in office shall constitute a quorum for the transaction of business at any meeting of that board. The act of a majority of the entire relevant board shall be the act of that board. Board members shall also be able to submit a vote in writing on each proposed publication of the relevant board.

58. Participation at Meetings by Conference Telephone

Board members may participate in and act at any meeting of their board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

59. Informal Action

Any action that may be taken at a meeting of the IVSRB or technical board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of that board.

60. Removal

A standards board member may be removed on the grounds of poor performance, misbehaviour, incapacity or other failure at the request of the majority of that board at a meeting of Board of Trustees by the affirmative vote of three-quarters of the Trustees present at such meeting. Written or electronic notice of such meeting shall be delivered to all Trustees. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more board members named in the notice. The relevant board member(s) may attend such meeting for the purpose of providing direct testimony, after which they will be excused.

61. Compensation of board Members.

Unless engaged as Corporation staff, board members shall not receive any salary from the Corporation for their services. Unless otherwise authorised by the Board of Trustees, reimbursement for expenses of attendance for attendance at each regular or special meeting of the relevant board shall be the responsibility of the relevant VPO or employer organisation; provided that nothing herein contained shall be construed to preclude any board member from serving the Corporation in any other capacity and receiving compensation therefore.

62. Prohibition of Activities

Neither the IVSRB nor the specialist standards boards may act on behalf of the Corporation or bind the Corporation to any action, but they may make recommendations to the Board of Trustees or to the Officers of the Corporation.

ARTICLE VI

GLOBAL MEMBERSHIP & STANDARDS RECOGNITION BOARD ("MSRB")

63. General Powers and Duties

The Global Membership & Standards Recognition Board shall have responsibility across the world unless delegated to a regional MSRB to:

- Leverage the former Professional Board framework defining professionalism in the valuation profession. Champion the framework and help the profession in developing markets;
- Work with the Trustees to confirm members of the IVSC, ie, VPOs that meet Membership requirements, and whether those requirements should evolve following the publication of the Professional Member Obligations;
- Encourage the recognition of the right quality level of professionalism including a framework defining Valuation Professionalism to be championed by VPOs and to aid developing markets.
- Lead and ensure market recognition and use of the IVSs including communications and engagement with VPOs on this to help deliver positive partnership and teamwork between the IVSC and valuation profession;
- Develop and enact engagement plans to enable IVSC Members and the whole of the profession to engage with stakeholders such as end users, regulators etc.
- Provide market insight and trends as needed to IVSC Trustees and technical standards boards.

64. Work with IVSC towards one set of agreed set of high quality standards.

Qualifications

The Board of Trustees shall appoint members of the Global MSRB who:

- are committed to achieving the Objectives of the IVSC as described herein;
- demonstrate a high level of professional knowledge and understanding relative to the education of and programmes available to valuers, best practices and the valuation body of knowledge;
- along with identification of valuation education opportunities, offer professional and geographical diversity;
- have effective communication skills in dealing with the public and members;
- will liaise with national and international stakeholders to engage and achieve recognition of IVS;
- commit to act in the public interest; and
- shall not be both a Trustee and a Global MSRB member at the same time.

65. Number

The Global MSRB shall not be less than six nor more than eighteen persons.

66. Appointment and Term of Office

Members of the Global MSRB shall be nominated by VPOs to hold office for a term of three years and until their successors shall be appointed or until their earlier death, resignation or removal. Where more nominations are made than positions available the Advisory Forum Chair shall arrange a vote of Members from the Advisory Forum. A final appointment list has to be put to the Board of Trustees for approval. Global MSRB members can be re-appointed for a maximum of one additional three year term, except as set forth in the immediately following sentence. Notwithstanding anything else contained herein to the contrary, to the extent that a GlobalMSRB member is serving or is appointed to serve as Chairperson of the Global MSRB following completion of his or her second term on the MSRB, such person may

continue to serve as a Global MSRB member for the lesser of (a) two additional three-year terms or (b) until such time as such person is no longer serving as Chairperson.

67. Chairperson of the Global MSRB

The Chairperson of the Global MSRB shall preside at all meetings of the Global MSRB and shall perform such duties as may be required from time to time by the Global MSRB. The Chairperson shall be appointed by the Board of Trustees from among the Global MSRB members after due process. The term of the Chairperson of the Global MSRB shall be three years. A Chairperson can be re-appointed for a maximum of one additional three-year term.

68. The Vice Chairperson of the Global MSRB

A Vice Chairperson of the Global MSRB may be appointed by the Board of Trustees from among the Global MSRB members after due process. In the absence of the Chairperson of the Global MSRB, the Vice Chairperson of the Global MSRB shall have all the powers and perform all the duties of the Chairperson. The term of the Vice Chairperson shall be one year. A Vice Chairperson can be re-appointed for any number of one-year terms.

69. Resignations

Any Member of the Global MSRB may resign at any time by giving written or electronic notice to the CEO or the Board of Trustees. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Acceptance of such resignation shall not be necessary to make it effective.

70. Vacancies

Any vacancy occurring in the Global MSRB may be filled by a call for VPO nominations. Each person appointed to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

71. Meetings

Not less than one meeting of the Global MSRB shall be held each year without other notice than this Bylaw immediately preceding and at the place of their choosing. As the Global MSRB is formed of VPO representatives and primarily an outward facing board interacting with external stakeholders there is no requirement for open meetings however the Chair of the Global MSRB will present to the Advisory Forum at each AGM and also call in to Advisory Forum Working Group telephone conferences.

72. Notice of Meetings

Notice of each in person meeting shall be delivered by or at the direction of the CEO to each Global MSRB Member at least thirty (30) days before the day on which the meeting is to be held. Neither the business to be transacted at, nor the purpose of, any special meeting of the Global MSRB need be specified in the notice or waiver of notice of such meeting.

73. Quorum

Each Global MSRB member shall be entitled to one vote. Two-thirds of the Global MSRB members then in office shall constitute a quorum for the transaction of business at any meeting of the Global MSRB. The act of a majority of the entire board Global MSRB shall be the act of the Global MSRB. Global MSRB members shall also be able to submit a vote in writing on each proposed publication of the relevant board.

74. Participation at Meetings by Conference Telephone

Global MSRB members may participate in and act at any meeting of the Global MSRB through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

594 **75. Informal Action**

595 Any action that may be taken at a meeting of the Global MSRB may be taken without a
596 meeting if a consent in writing, setting forth the action so taken, is signed by all the Global
597 MSRB members.

598 **76. Removal**

599 A Global MSRB member may be removed on the grounds of poor performance,
600 misbehaviour, incapacity or other failure at the request of the majority of the Global MSRB at
601 a meeting of Board of Trustees by the affirmative vote of three-quarters of the Trustees
602 present at such meeting. Written or electronic notice of such meeting shall be delivered to all
603 Trustees. Such notice shall state that a purpose of the meeting is to vote upon the removal of
604 one or more Global MSRB members named in the notice. The Global MSRB member(s) may
605 attend such meeting for the purpose of providing direct testimony, after which the Global
606 MSRB Member will be excused.

607 **77. Compensation of MSRB Members**

608 Unless engaged as Corporation staff, Global MSRB members shall not receive any salary
609 from the Corporation for their services. With the exception of the Chairperson, reimbursement
610 for expenses of attendance for attendance at each regular or special meeting of the Global
611 MSRB shall be the responsibility of the relevant VPO or Sponsor organisation; provided that
612 nothing herein contained shall be construed to preclude any Global MSRB member from
613 serving the Corporation in any other capacity and receiving compensation therefore.

614 **78. Prohibition of Activities**

615 The Global MSRB may not act on behalf of the Corporation or bind the Corporation to any
616 action, but may make recommendations to the Board of Trustees or to the Officers of the
617 Corporation.

618 **79. Regional MSRBS**

619 MSRBS can also be set up for a specific geographical region with between 5 and 18
620 members, and the same term lengths as that of the Global MSRB.

621 The remit of the regional MSRB would be to take on the same role of the Global MSRB but
622 with a focus on the geographic region. The remit under the By-laws would stay the same as
623 that of the Global MSRB (as per sections 62-77) but for the specified geographic region and
624 subject to the stipulations and split of activity in sections 78 and 79. Applications would be
625 solicited from leaders from organisations which are either a member or sponsor, or which
626 endorse IVS, with selection by the Nominations Committee.

627 The regional MSRB would develop their own objectives in line with the remit but specific to
628 the region. The two most important areas would be expected to be influencing regional
629 institutions and end users to adopt IVS, and to provide a regional perspective on any
630 consultations issued by the Standards Boards.

631 Regional objectives and updates would be provided by the Chair of the regional MSRB to the
632 Chair of the Global MSRB to ensure alignment and co-ordination. The Chair of the regional
633 MSRB would be invited to participate in Global MSRB meetings.

634 **80. Split of activity between Global MSRB and regional MSRB**

- 635 a. The Global MSRB would set the overall strategy for regional MSRBS and deal with all
636 matters outside of that region in terms of targeting recognition and providing market
637 insight and trends to Trustees and the Standards Boards.
- 638 b. The regional MSRB would deal with all matters within that region in terms of targeting
639 recognition and providing market insight and trends to Trustees and the Standards
640 Boards.

- c. Where there is a globally consistent approach needed eg. working with Trustees to confirm members of the IVSC, and helping define professionalism, or helping the profession develop, this will remain the responsibility of the Global MSRB however the Global MSRB may choose to work with members of the regional MSRB where it makes sense to do so. The Global MSRB should also seek input from the regional MSRB before issuing any consultations which may impact the regional geography.

ARTICLE VII

ADVISORY FORUMS

81. Creation of Advisory Forms

The Board of Trustees may establish one or more Advisory Forums for such purposes and with such duties, number and qualifications of members, and reporting requirements as the Board shall specify by resolution. All members of IVSC in good standing shall be eligible for membership on an Advisory Forum. The Board of Trustees shall appoint the chair of any Advisory Forums. Advisory Forums shall not have nor exercise the authority of the Board of Trustees and shall be advisory only. Advisory Forums may have officers, which officers shall be nominated by the Nominating Committee and presented to the members of any Advisory Forum for election by majority vote of the Advisory Forum members at a meeting called for such purpose. The Board of Trustees shall appoint one person from among its membership to serve as a liaison between the Board of Trustees and any Advisory Forum. Advisory Forums shall be disbanded when their duties have been completed as determined by the Board of Trustees.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

82. Indemnification of Trustees, Board and Committee members, Officers, Employees and Agents; Insurance.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Trustee, Board member, Committee member, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Trustee, Board member, Committee member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of no lo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favour by reason of the fact that such person is or was a Trustee, Board member, Committee member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Board

689 member, Committee member, officer, employee or agent of another corporation, partnership,
690 joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually
691 and reasonably incurred by such person in connection with the defence or settlement of such
692 action or suit, if such person acted in good faith and in a manner he or she reasonably
693 believed to be in, or not opposed to the best interests of the Corporation, provided that no
694 indemnification shall be made in respect of any claim, issue or matter as to which such person
695 shall have been adjudged to be liable for negligence or misconduct in the performance of his
696 or her duty to the Corporation, unless, and only to the extent that the court in which such
697 action or suit was brought shall determine upon application that, despite the adjudication of
698 liability, but in view of all the circumstances of the case, such person is fairly and reasonably
699 entitled to indemnity for such expenses as the court shall deem proper.

700 To the extent that a Trustee, Board member, Committee member, officer, employee or agent
701 of the Corporation has been successful, on the merits or otherwise, in the defence of any
702 action, suit or proceeding referred to in this Section 80 or in defence of any claim, issue or
703 matter therein, such person shall be indemnified against expenses (including attorneys' fees)
704 actually and reasonably incurred by such person in connection therewith. Any indemnification
705 under this Section 80 (unless ordered by a court) shall be made by the Corporation only as
706 authorized in the specific case, upon a determination that indemnification of the Trustee,
707 Board member, Committee member, officer, employee or agent is proper in the
708 circumstances because he or she has met the applicable standard of conduct set forth in this
709 Section 80. Such determination shall be made (i) by the Board of Trustees by a majority vote
710 of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or
711 (ii) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested
712 Trustees so directs, by independent legal counsel in a written opinion, or (iii) by the Members.

713 Expenses incurred by an officer or a Trustee incurred in defending a civil or criminal action,
714 suit or proceeding may be paid by the Corporation in advance of the final disposition of such
715 action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon
716 receipt of an undertaking by or on behalf of the Trustee, Board member, Committee member,
717 officer, employee or agent to repay such amount, unless it shall ultimately be determined that
718 he or she is entitled to be indemnified as authorized in this Article VIII.

719 The indemnification provided by this Article VIII shall not be deemed exclusive of any other
720 rights to which those seeking indemnification may be entitled under any agreement, vote of
721 Members or disinterested Trustees, or otherwise, both as to action in his or her official
722 capacity and as to action in another capacity while holding such office, and shall continue as
723 to a person who has ceased to be a Trustee, Board member, Committee member, officer,
724 employee or agent, and shall inure to the benefit of the heirs, executors and administrators of
725 such a person.

726 The Corporation may purchase and maintain insurance on behalf of any person who is or was
727 a Trustee, Board member, Committee member, officer, employee or agent of the Corporation,
728 or who is or was serving at the request of the Corporation as a Trustee, Board member,
729 Committee member, officer, employee or agent of another corporation, partnership, joint
730 venture, trust or other enterprise, against any liability asserted against such person and
731 incurred by such person in any such capacity, or arising out of his or her status as such,
732 whether or not the Corporation would have the power to indemnify such person against such
733 liability under the provisions of this Article VIII.

734 If the Corporation has paid indemnity or has advanced expenses under this Article VIII to a
735 Trustee, Board member, Committee member, officer, employee or agent, the Corporation
736 shall report the indemnification or advance in writing to the Members with or before the notice
737 of the next meeting of the Members.

For purposes of this Article VIII, references to "the Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its Trustees, Board and Committee members, Officers, employees or agents, so that any person who was a Trustee, Board and Committee members, officers, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a Trustee, Board member, Committee member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article VIII with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

For purposes of this Article VIII, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a Trustee, Board member, Committee member, officer, employee or agent of the Corporation which imposes duties on, or involves services by such Trustee, Board member, Committee member, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article VIII.

83. Principal Office

The principal office of the Corporation in the State of Illinois shall be located at; 200 W. Madison, Suite 1500, Chicago IL 60606, USA.

84. Operations Office

The operations office of the International Valuation Standards Council is located at: 20 St Dunstan's Hill, LONDON, EC3R 8HL, UK.

85. Corporate Seal

The corporate seal of the Corporation shall be circular in form, bearing the name of the Corporation and the word "ILLINOIS" in the marginal circle, and the words "Corporate Seal" in the inner circle. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.

86. Depositories

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may designate.

87. Checks, Drafts, Notes, etc.

All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

88. Fiscal Year

The fiscal year of the Corporation shall end on the last day of March of each year.

89. Delivery of Notice

Any notices required to be delivered pursuant to these Bylaws shall be deemed to be delivered when transferred or presented in person or deposited in the United States mail addressed to the person at his, her, or its address as it appears on the records of the Corporation, with sufficient first-class postage prepaid thereon or by electronic mail when directed to an electronic mail address at which the Member, Trustee, Board or Committee member has consented to receive notice.

90. Investments

Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the Corporation may be invested, from time to time, in such manner as the Board of Trustees may deem advantageous without regard to restrictions applicable to trustees or trust funds; provided, however: The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law; and The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

ARTICLE IX

AMENDMENTS

91. Method of Amendment

These Bylaws and the Articles of Incorporation may be altered, amended or repealed, and new and other Bylaws and Articles of Incorporation, respectively, may be made and adopted at any annual or regular meeting of the Board of Trustees, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Trustees in office; provided, however, that with respect to Article I, Section 3, "Objectives," of the Bylaws and Rider B, Section 4 of the Articles of Incorporation, the Members shall have the sole right to amend such section of these Bylaws and such section of the Articles of Incorporation by the affirmative vote of seventy-five percent (75%) of the votes present and voted, either in person or by proxy, at a meeting at which quorum of Members is present.

ARTICLE X

DISTRIBUTIONS

92. Distributions

The Board of Trustees of the Corporation may authorize, and the Corporation may make, distributions of its money, property or other assets, other than upon dissolution and final liquidation, subject to the limitations of Section 93 of this Article X, only:

- a. To any person or organisation who or which has made payments to the Corporation for goods or services, as a fractional repayment of such payments, provided all such persons or organizations in any category are repaid on an equal pro rata basis; or
- b. To any person or organisation as a repayment of his, her or its contribution of an amount not to exceed the amount of the contribution, provided that any assets held for any charitable, religious, eleemosynary, benevolent, educational or similar purpose or held upon a condition requiring return, shall continue to be so restricted.

93. Payments in Furtherance of Purposes

Any payment or transfer of money, property or other assets in furtherance of any of the purposes of the Corporation shall not be deemed a distribution for the purposes of this Article X and this Article X shall not be construed as limiting the purposes and powers of the Corporation.

827 **94. Determination of Distributions**

828 All distributions by the Corporation permitted by this Article X shall be at the option of the
829 Corporation only and at such amount or amounts, within the period or periods, and on such
830 terms and conditions, not inconsistent with the purpose of the Corporation and statute, as are
831 fixed by the Board of Trustees of the Corporation.

832 **95. Limitation on Distributions**

833 No distribution under Section 90 of this Article X may be made if, after giving it effect:

- 834 a. The Corporation would be insolvent; or
- 835 b. The net assets of the Corporation would be less than zero; or
- 836 c. The Corporation would be rendered unable to carry on its corporate purpose.