

INTERNATIONAL FOUNDATION FOR ETHICS AND AUDIT

BYLAWS

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ARTICLE I NAME; OFFICES

Section 1. Name. The name of this corporation, a nonprofit nonstock corporation organized under the provisions and subject to the requirements of the General Corporation Law of the State of Delaware, 8 Del. C. § 101, et seq. (“DGCL”), shall be “International Foundation for Ethics and Audit” (the “Corporation”).

Section 2. Registered Office. The registered office of the Corporation shall be fixed in the Corporation’s Certificate of Incorporation, as the same may be amended and/or restated from time to time (as so amended and/or restated, the “Certificate”).

Section 3. Other Offices. The principal office or offices of the Corporation shall be in New York City, New York. The Corporation may also have offices at such other places, both within and without the State of Delaware, as the Board of Trustees may from time to time determine.

ARTICLE II PURPOSE AND POWERS

Section 1. Purpose. The Corporation shall be a nonprofit corporation. The Corporation is organized, and shall be operated, exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provision of any future federal tax code. In furtherance of the foregoing, the purposes of the Corporation to be conducted or promoted are as follows:

- (i) To establish and house two new standards setting boards (“SSBs”), to continue the mandates of the International Auditing and Assurance Standards Board (“IAASB”) and the International Ethics Standards Boards for Accountants (“IESBA”)¹, which are standard setting boards formerly within IFAC (defined in Art. III, Sec. 1(iii), below), in order to ensure the independence of international standard setting in the field of audit, assurance and ethics;
- (ii) To recognize and support the defense of the public interest throughout the entire standard setting process in the audit and ethics-related fields;
- (iii) Through its SSBs, to conduct research to support the development, adoption and implementation of international standards in the field of audit, assurance and ethics, and to educate and inform stakeholders and interested parties regarding the same; and

¹ Except where the context clearly indicates otherwise, when used herein the acronyms “IAASB” and “IESBA” shall mean and refer to the successor SSBs (which shall retain the predecessor names) established and housed by the Corporation.

- (iv) To engage in any and all other lawful acts or activities, and exercising all such powers, rights and privileges applicable to nonprofit nonstock corporations under the DGCL, in furtherance of accomplishing the foregoing purposes.

Without limiting the generality of the foregoing, the Corporation intends and expects to act in furtherance of the PIOB's and the SSBs' foundational mandates (defined in Art III, Sec 1(ii) and Art. VI Section 1, respectively, below).

Section 2. Powers. The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of nonprofit nonstock corporations organized under the DGCL.

Section 3. Limitations. Notwithstanding anything here to the contrary:

(a) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code or any future federal tax code;

(b) The Corporation is not organized for pecuniary profit and shall not have any capital stock, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any of its members, trustees or officers or any other person having a personal or private interest in the activities of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code if the Corporation makes an election thereunder); nor shall the Corporation participate in, or intervene in (including publishing or distributing or statements), any political campaign on behalf of, or in opposition to, any candidate for public office;

(d) Notwithstanding any provision of the Certificate or any provisions of applicable law, the Corporation shall not carry on any activities not permitted to be carried on (x) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (y) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code; and

(e) On dissolution of the Corporation, after provision is made for payment of debts, all property of the Corporation, from whatever source arising, shall be distributed in accordance with the Certificate.

ARTICLE III MEMBERS

Section 1. Members. Except as otherwise required by the laws of the State of Delaware, by the Certificate or by these Bylaws, there shall be one class of membership in the

Corporation and the conditions of membership, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the admission, withdrawal, suspension and expulsion of members of the Corporation shall be determined in accordance with these Bylaws. The Corporation shall initially have three (3) members, which shall be (individually, a “Member” and collectively, the “Members”):

(i) the Monitoring Group, an unincorporated working group, operating under a Charter, consisting of the International Organization of Securities Commissions, the Basel Committee on Banking Supervision, the European Commission, the Financial Stability Board, the International Association of Insurance Supervisors, the World Bank Group and the International Forum of Independent Audit Regulators;

(ii) the Public Interest Oversight Board, housed within the “Public Interest Oversight Board (PIOB) Foundation”, a Foundation formed under Spanish Law 50/2002, of December 27, and supplementary rules (“PIOB”), with legal personality and full capacity to act as a non-profit organization which allocates, in a lasting manner, its assets to pursuing the public interest aims detailed in its Bylaws, which include strengthening financial reporting from an international perspective, increasing the trust of investors and society in general; and

(iii) the International Federation of Accountants, a not-for-profit association governed by Articles 60-79 of the Swiss Civil Code and exempt from United States federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(6) of the Code (“IFAC”).

No additional member shall be admitted without the unanimous written consent of all then existing members. No Member shall be subject to suspension or expulsion. A Member shall be permitted to withdraw at any time in its sole discretion upon twenty-four (24) months written notice to the other Members. In the case of any proposed withdrawal by PIOB or IFAC, such withdrawing party shall participate in good faith mediation, with the Monitoring Group acting as mediator, to address the reasons for such withdrawal. Upon such withdrawal, the withdrawing Member shall no longer have any rights as a Member.

Section 2. Meetings. The meetings of Members may be held either within or without the State of Delaware. The Board of Trustees may, in its sole discretion, determine that a meeting of Members shall not be held at any place, but may instead be held partly or solely by means of remote communication as authorized by Section 211(a)(2) of the DGCL. In the absence of any such designation or determination, Members’ meetings shall be held at the Corporation’s principal executive office.

Section 3. Annual Meetings. An annual meeting of Members shall be held each calendar year on a date and at a time designated by the Board of Trustees. At the annual meeting, Trustees shall be elected in accordance with Section 2 of Article IV hereof, the most recent year’s activities and audited financial report may be presented to the Members, the upcoming year’s business plan and budget describing the activities of the Corporation may be presented, action by the Members on any other matter requiring Member approval or on which the Board of Trustees requests Member advice or approval may occur, and any other proper business may be transacted

subject to proper notice in accordance with these Bylaws and the DGCL. Elections of Trustees need not be by written ballot.

Section 4. Special Meetings. Unless otherwise required by law or the Certificate, special meetings of the Members may be called at any time, for any purpose or purposes, including to fill vacancies on the Board of Trustees in accordance with Section 2 of Article IV hereof, only by (i) the Board of Trustees, (ii) the Chair of the Board of Trustees, or (iii) any two (2) Members. If any person(s) other than the Board of Trustees calls a special meeting, the request shall: (i) be in writing; (ii) specify the general nature of the business proposed to be transacted; and (iii) be delivered personally or sent by registered mail, electronic transmission or by facsimile transmission to the Secretary of the Corporation. Upon receipt of such a request, the Board of Trustees shall determine the date, time and place of such special meeting, which must be scheduled to be held on a date that is within thirty (30) days of receipt by the Secretary of the request therefor, and the Secretary of the Corporation shall prepare a proper notice thereof. No business may be transacted at such special meeting other than the business specified in the notice to Members of such meeting.

Section 5. Notice of Meetings. All notices of meetings of Members shall be sent or otherwise given as set forth below not less than ten (10) nor more than sixty (60) days before the date of the meeting to each Member entitled to vote at such meeting, except as otherwise required by applicable law. The notice shall specify the place, if any, date and hour of the meeting, the means of remote communication, if any, by which Members may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Whenever, by applicable law, the Certificate or these Bylaws, notice is required to be given to any Member, such notice may be given in writing directed to such Member's mailing address or by electronic transmission directed to such Member's electronic mail address, as applicable, as it appears on the records of the Corporation, or by such other form of electronic transmission consented to by the Member. Notice to a Member shall be deemed given: (i) if mailed, when deposited in the United States mail, postage prepaid; (ii) if delivered by courier service, the earlier of when the notice is received or left at such Member's address; (iii) if given by electronic mail, when directed to such Member's electronic mail address unless the Member has notified the Corporation in writing or by electronic transmission of an objection to receiving notice by electronic mail or such notice is prohibited by Section 232(e) of the DGCL; and (iv) if given by a form of electronic transmission, as provided in these Bylaws. Notice may be waived in accordance with Section 12 of Article IV of these Bylaws.

Section 6. Quorum; Adjourned Meetings. At all meetings of the Members of the Corporation, all Members must be present in person to constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Members, the Members present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally noticed.

Section 7. Administration of Meetings. Meetings of Members shall be presided over by the Chair of the Board of Trustees or, in the absence thereof, by such person as the Chair of the Board of Trustees shall appoint, or, in the absence thereof or in the event that the Chair shall fail

to make such appointment, any executive officer of the Corporation elected by the Board of Trustees. In the absence of the Secretary of the Corporation, the secretary of the meeting shall be such person as the chairperson of the meeting appoints.

Section 8. Voting Requirements Generally. Except as may be otherwise specifically required by the laws of the State of Delaware or as specifically provided by the Certificate or these Bylaws, the unanimous consent or vote of the Members shall be required to approve any of the acts of the Members. Voting by Members shall be on a per capita basis. Each Member, acting through its duly authorized representative, shall have one vote on each matter presented to the Members for their action. The vote of Members shall be required to approve the following actions:

- (i) Elect Trustees or fill any vacancy on the Board of Trustees;
- (ii) Admission of any Member (Art III Section 1 above);
- (iii) Make any change in the legal structure of the Corporation, including but not limited to:
 - (A) make any changes to the objectives and purposes of the Corporation;
 - (B) make any change to the composition or voting requirements of the Board of Trustees; and
 - (C) terminate the Corporation;
- (iv) Adopt, amend or repeal any provision in the Certificate or Bylaws; and
- (v) Subject to Section 9 of this Article, any changes related to the PIOB responsibilities, including but not limited to:
 - (A) any change to the PIOB's oversight of the SSBs as set out in Section 1(a) of Article VI;
 - (B) any changes to the audit experience as part of the experientially diverse stakeholder group of the PIOB or any change to the conflict policy for its members that would exclude audit practitioners from membership;
 - (C) any changes to the nominations and appointment process of the members of an SSB or to an SSB's mandate;
- (vi) Any changes related to the SSBs, including but not limited to:
 - (A) any change to the two Board structure (one responsible for setting standards for audit, review, assurance, quality management and related services; the other responsible for setting international ethics standards for professional accountants, including auditor independence requirements);
 - (B) any change to the number of members appointed to an SSB;

(C) any change to the number, limited to five (5), current “audit practitioners²” on each of the SSBs;

(D) any changes to the general principles and outside employment principles, including their application to secondments, in the conflicts policies of an SSB;

(E) any changes to either accountants’ or audit practitioners’ skills as part of the experientially diverse stakeholder group of an SSB’s skills matrix;

(F) elimination of support provided by IFAC through a Service Level Agreement;

(G) any changes to the operating location of an SSB;

(H) Any change to the principle that, notwithstanding the certification processes of the SSBs and the PIOB, the SSBs shall have the responsibility and accountability for the approval, issuance, and withdrawal of standards; and

(I) Any change to the principle that any necessary changes to the Public Interest Framework are to be subject to due process and jointly determined and approved by the PIOB and SSBs.

Section 9. Changes Requiring Regulatory Approval. PIOB may, before a vote takes place to approve a change under Section 8(v) of this Article, give notice in writing to the other Members that the proposed change requires, or may require, the approval of any regulatory body with jurisdiction over the PIOB. On receipt of such notice, the Members shall, following consultation with each other:

(i) Approve the proposed change on a provisional basis, meaning that the change is subject to PIOB obtaining regulatory approval of the change;

(ii) Approve the change by vote after PIOB has provided written notice to the Members that the necessary regulatory approval has been obtained; and

(iii) If PIOB informs the Members that regulatory approval has not been obtained, collaborate with each other to develop, and approve on a provisional basis, a modified proposal on which PIOB may seek approval.

Section 10. Action Without a Meeting. Unless otherwise provided by law or the Certificate, any action required or permitted to be taken at any meeting of the Members of the Corporation may be taken without a meeting and without prior notice and without a vote, if a

² An “audit practitioner” is defined as an individual who is or has been a member or employee of, or otherwise affiliated with, a public accounting firm within the preceding four (4) years, determined at the time of appointment. The classification of an SSB member as an audit practitioner shall remain unchanged throughout the individual’s SSB term, including during a period of his/her reappointment.

consent or consents in writing, setting forth the action so taken, shall be signed by all of the Members, and such writing or writings are filed with the minutes of the proceedings of the Members. Every written consent shall bear the date of signature of each Member who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within thirty (30) days of the earliest dated consent delivered to the Corporation, written consents signed by all of the Members to take action are delivered to the Corporation. An electronic transmission consenting to an action to be taken shall be deemed to be written, signed and dated by the Member, provided that any such transmission sets forth or is delivered with information from which the Corporation can determine the transmission was transmitted by the Member or by a person or persons authorized to act for the Member and the date upon which such Member or authorized person or persons transmitted such transmission to the Corporation.

ARTICLE IV BOARD OF TRUSTEES

Section 1. Authority, Functions, and Powers. Subject to the provisions of the DGCL and any limitations in the Certificate or these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees. *Number; Observer; Term; Compensation.*

(a) Number. Except as otherwise provided in the Certificate, the full Board of Trustees shall (other than as a result of vacancies) consist of six (6) members. Four (4) members of the Board of Trustees shall be nominated by PIOB (each such Trustee, a “Public Interest Trustee”). Two (2) members of the Board of Trustees shall be nominated by IFAC (each such Trustee, a “Private Industry Trustee”). A chair of the Board of Trustees (the “Chair Trustee”), who shall be selected from among the Public Interest Trustees, shall be elected by the Board of Trustees. Each election following the nomination of PIOB or IFAC, as the case may be, shall be subject to the unanimous approval of the Members in accordance with Section 8 of Article III, of the Bylaws.

(b) Observer. One (1) observer of the Board of Trustees may be appointed by the Monitoring Group (the “Observer”). Except as may be limited by applicable law, the Certificate, these Bylaws or upon the advice of counsel to the Corporation, the Observer shall be provided notice of, and shall be entitled to attend and participate in, all meetings of the Board of Trustees. The Observer shall be entitled to all information made available to Trustees. Such notice and information shall be provided at the same time, and in the same manner, as such notices and information are provided to the Trustees. The Observer shall not be entitled to vote.

(c) Term of Trustees. Trustees shall be elected at each annual or, in the case of vacancies on the Board of Trustees, special meeting, of Members and, except for the Chair Trustee, shall hold office until the next annual meeting of Members. The term of the Chair Trustee shall continue until the third annual meeting of Members following the annual meeting in which such Chair Trustee was elected (the “Chair Term”). At the end of the Chair’s Term, the Chair Trustee shall be eligible for reelection to the Board of Trustees to serve a successive term as Chair Trustee, provided, however, that a Trustee may not serve as Chair Trustee for more than two (2) successive terms. Each Trustee, including a Trustee elected to fill a vacancy, shall hold office until such

Trustee's successor is elected and qualified or until such Trustee's earlier death, resignation or removal.

(d) Compensation of Trustees. Unless otherwise restricted by the Certificate, these Bylaws or applicable law, the Board of Trustees shall have the authority to fix reasonable and necessary compensation for Trustees. The Board of Trustees may adopt policies providing for reasonable reimbursement of Trustees for expenses incurred in conjunction with carrying out the Trustees' responsibilities, such as travel expenses to attend Board of Trustees meetings.

Section 3. Removal. Any Trustee or the entire Board of Trustees may be removed, with or without cause, at any time by the unanimous vote of the Members.

Section 4. Vacancies. Vacancies on the Board of Trustees may only be filled by a unanimous vote of the Members at an annual meeting or a special meeting of the Members held in accordance with Section 3 or 4, as the case may be, of Article III hereof. For the avoidance of doubt, a Public Interest Trustee vacancy shall be filled by nomination by PIOB, and a Private Industry Trustee vacancy shall be filled by nomination by IFAC. Vacancies on the Board of Trustees must be filled prior to the next meeting of the Board of Trustees. An individual elected as a Trustee to fill a vacancy pursuant to this Section 4 shall hold office for the balance of the unexpired term of the vacancy he or she is filling and until his or her successor is elected and qualified or until his or her earlier resignation or removal in accordance with this Article.

Section 5. Conduct of Trustees. Appropriate policies shall be adopted, and from time to time may be altered, amended, supplemented, and repealed, by the Board of Trustees in respect of conduct and activities of the Board of Trustees. Such policies, as shall be in effect at any time, shall be designed and interpreted in such a manner as, in the judgment of the Board of Trustees, will foster the ability of the Board of Trustees to, among other things, discharge its duties in such a manner to ensure the independence and objectivity of the standard-setting process.

Section 6. Meetings Generally. The Board of Trustees may hold regular and special meetings either within or without the State of Delaware. Unless otherwise restricted by the Certificate or these Bylaws, members of the Board of Trustees, or any committee designated by the Board of Trustees, may participate in a meeting of the Board of Trustees, or any committee, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. Such meetings shall be subject to such limitations and involve such procedures as may be determined by the Board of Trustees, the Chair of the Board of Trustees, or the request of the Co-Chief Executive Officers of the Corporation, as advisable.

Section 7. Regular Meetings. Regular meetings of the Board of Trustees may be held without prior notice, provided, however, the Chair Trustee shall use his or her best efforts to send an electronic or written reminder of regular meetings a minimum of five (5) days before the meeting, at such time and place or in such manner (including by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other) as shall from time to time be determined by the Board of Trustees.

Section 8. Special Meetings. Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the Chair Trustee or any four (4) Trustees. The person(s) authorized to call special meetings of the Board of Trustees may fix the place and time of the meeting, which shall include by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Notice of the time, place and purpose of special meetings shall be given as set forth below, not less than four (4) nor more than thirty (30) days before the date of the meeting. Notice shall be: (i) delivered personally by hand, by courier or by telephone; (ii) sent by United States first-class mail, postage prepaid; (iii) sent by facsimile; or (iv) sent by electronic mail, directed to each Trustee at that Trustee's address, telephone number, facsimile number or electronic mail address, as the case may be, as shown on the Corporation's records. If the notice is (A) delivered personally by hand, by courier or by telephone, (B) sent by facsimile or (C) sent by electronic mail, it shall be delivered or sent at least four (4) days before the time of the holding of the meeting. If the notice is sent by United States mail, it shall be deposited in the United States mail at least eight (8) days before the time of the holding of the meeting. Any oral notice may be communicated either to the Trustee or to a person at the office of the Trustee who the person giving notice has reason to believe will promptly communicate such notice to the Trustee.

Section 9. Quorum; Adjourned Meetings. At all meetings of the Board of Trustees, the presence of all Trustees shall be required to constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Trustees, the Trustees present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 10. Voting Requirements Generally. Except as may be otherwise specifically required by applicable law, the Certificate or these Bylaws, the vote of two-thirds (2/3) of all Trustees in office shall be required to approve any action at any meeting. Each Trustee shall have one vote on each matter presented to the Board of Trustees for its action.

Section 11. Action Without a Meeting. Unless otherwise restricted by the Certificate or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Trustees, or of any committee thereof, may be taken without a meeting if all members of the Board of Trustees or committee, as the case may be, consent thereto in writing or by electronic transmission, which consent may be documented, signed and delivered in any manner permitted by Section 116 of the DGCL. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the Board of Trustees or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 12. Waiver. Whenever notice is required to be given under any provisions of the DGCL, the Certificate or these Bylaws, a written waiver thereof, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting solely for the express purpose of objecting, at the beginning of the meeting, 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 regular or special meeting of the Trustees, or

members of a committee of Trustees, need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the Certificate or these Bylaws.

ARTICLE V OFFICERS AND STAFF

Section 1. Principal Officers of the Corporation. The principal officers of the Corporation shall be the Chair Trustee, Co-Chief Executive Officers, a Secretary and a Treasurer. Other than the Chair Trustee, the officers may, but need not, be appointed from among the members of the Board of Trustees. The officers of the Corporation shall be appointed by the Board of Trustees and, except for the Chair Trustee, shall serve the Board of Trustees subject to the terms of any contract agreed upon. The Board of Trustees may remove an officer, other than a Co-Chief Executive Officer (whose removal is subject to Section 3 below), at any time, with or without cause. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 2. Chair. The Chair Trustee shall be a Public Interest Trustee and shall possess such powers and duties as normally pertain to a non-executive chairperson of a board of trustees and as may be conferred from time to time by the Board of Trustees or these Bylaws. The Chair Trustee, if present, shall preside at all meetings of, and report and be responsible to, the Board of Trustees.

Section 3. Co-Chief Executive Officers. Subject to the control of the Board of Trustees and any supervisory powers the Board of Trustees may give to the Chair Trustee, Co-Chief Executive Officers shall together have general supervision, direction, and control of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board of Trustees are carried into effect. The Co-Chief Executive Officers will be the chairs of each of the IAASB and IESBA, respectively. The compensation of the Co-Chief Executive Officers shall be set by the Board of Trustees. The Co-Chief Executive Officers shall report and be responsible to the Board of Trustees in respect of the overall management and operation of the Corporation, the respective SSB and the staffs, task forces, committees, and groups thereof, and shall have such other duties as may be prescribed by the Board of Trustees. The Co-Chief Executive Officers shall have the authority to hire and retain personnel performing standard setting functions of the respective SSB, operational, administrative or other functions, and to fix their duties and the amount of their salaries and other compensation in accordance with Corporation policies. The Co-Chief Executive Officers shall serve the Board of Trustees, subject to the contractual terms agreed upon, except that such officers shall not be removed without the approval of PIOB, acting in consultation with the Monitoring Group.

Section 4. Secretary. The Secretary shall keep or cause to be kept, at the principal executive office of the Corporation or such other place as the Board of Trustees may direct, a book of minutes of all meetings and actions of Trustees, committees and Members. The minutes shall show: (i) the time and place of each meeting; (ii) whether regular or special (and, if special, how authorized and the notice given); (iii) the names of those present at Trustees' and Members'

meetings or committee meetings; and (iii) the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees for which notice is required, and shall perform such other duties as may be prescribed by the Board of Trustees or the Chair Trustee. The Secretary shall have custody of the corporate seal of the Corporation, if one be adopted, and shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by the signature of the Secretary. The Board of Trustees may give general authority to any other officer to affix the seal of the Corporation and to attest such affixing by his or her signature.

Section 5. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and funds. The books of account shall at all reasonable times be open to inspection by any Trustee. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Trustees may designate. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, shall render to the Co-Chief Executive Officers and the Trustees, whenever they request it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Trustees or these Bylaws.

Section 6. Other Officers of the Corporation. The Board of Trustees may appoint other officers of the Corporation, including one or more persons to serve as an Assistant Secretary and/or an Assistant Treasurer and to exercise the powers and carry out the duties of the Secretary or the Treasurer, respectively, in their absence or disability or under their direction. Such officers may, but need not, be appointed from among the members of the Board of Trustees, and shall serve at the pleasure of the Board of Trustees.

Section 7. Execution of Documents. All deeds, mortgages, bonds, contracts, reports, and other instruments may be executed on behalf of the Corporation by the Co-Chief Executive Officers or by any other officer or individual authorized to take such action, whether by applicable law, the Certificate, these Bylaws, or a general or specific authorization of the Board of Trustees, including the Chair Trustee, members of the Corporation staff authorized by the Co-Chief Executive Officers, and members of the SSB staffs so authorized by their respective Co-Chief Executive Officers with the concurrence of the Board of Trustees.

Section 8. Reports. The Chair Trustee shall report to the Members not less than annually with respect to the activities of the Corporation, which report, to the extent determined by the Board of Trustees, shall constitute part of the public record of the Corporation.

Section 9. Authority and Duty of Officers. In addition to the foregoing authority and duties, all officers of the Corporation shall respectively have such authority and perform such duties in the management of the business of the Corporation as may be designated from time to time by the Board of Trustees.

ARTICLE VI
COMMITTEES AND STANDARDS SETTING BOARDS

Section 1. Standards Setting Boards (“SSBs”).

(a) The Corporation hereby establishes and shall maintain the IAASB and IESBA as independent, expert and objective multi-stakeholder SSBs, in consultation with PIOB as the relevant oversight authority. The SSBs shall retain the mandates of the former IAASB and IESBA, respectively, as they existed under IFAC. The IAASB shall continue to be responsible for setting audit, review, assurance, and quality management standards. The IESBA shall continue to be responsible for setting international ethics standards for professional accountants, including auditor independence requirements. For the avoidance of doubt, the standard setting activities of the SSBs shall not be subject to approval, modification or rejection by the Corporation or its Board of Trustees. The operation and governance of each SSB shall be as more fully set forth in Terms of Reference and Operating Procedures, which shall be consistent with these Bylaws, approved by PIOB in accordance with Section 1(b)(ii)4 of this Article, and adopted by the Board of Trustees following such approval.

(b) PIOB shall exercise oversight over each SSB, and such oversight shall be free from undue influence, such as commercial, political, and economic influence.

(i) PIOB shall, regarding the membership of the SSBs:

1. Establish and appoint a nominations committee (with consideration of diversity in stakeholder groups) to be responsible for facilitating the nomination process and recommending for appointment of members of the SSBs, following the agreed skills matrix;

2. Subject to the exercise of its discretion, approve members of the SSBs upon recommendation of the nominations committee;

3. Develop and maintain a written policy on conduct that governs potential conflicts of interest for members and staff of the SSBs; and

4. Subject to the exercise of its discretion, assess the effectiveness of the Chairs of the SSBs, taking input from stakeholders.

(ii) PIOB shall, in each case subject to the exercise of its discretion, regarding the oversight of the standard setting process:

1. Conclude on whether an SSB’s strategies and work plans were developed in a manner consistent with agreed due process and whether the strategies and work plans are responsive to the public interest;

2. Certify the public interest responsiveness of a new or revised standard;

3. Regularly engage with the respective SSB throughout the full development cycle of each standard to ensure adherence to due process and its public interest responsiveness in accordance with the Public Interest Framework; and

4. Approve the development of and subsequent changes to the governance documents of the SSBs, including Terms of Reference and Operating Procedures that outline, among other items, the due process of standard setting and the establishment of or changes to stakeholder advisory councils.

(iii) PIOB shall, in each case subject to the exercise of its discretion, regarding the effectiveness and accountability of the SSBs:

1. Assess the SSBs' delivery against approved strategy and workplans;

2. Hold each SSB accountable for the use of its approved budgets;

3. Oversee the Service level Agreement between IFAC and the Corporation; and

4. Hold each SSB accountable for the results of periodic effectiveness reviews.

ARTICLE VII FINANCES

Section 1. Funds. The funds necessary to conduct the business of the Corporation may be provided through business operations of the Corporation, funding provided through federal, state and/or local legislation, or as otherwise determined by the Board of Trustees.

Section 2. Audit. The Board of Trustees shall, for each fiscal year, appoint a firm of independent certified public accountants to express an opinion on the financial statements of the Corporation and its affiliates, if any, and such financial statements and the report of the firm of independent certified public accountants thereon shall be submitted annually to the Board of Trustees and the Members, which financial statements and report shall constitute part of the public record of the Corporation.

ARTICLE VIII INTERESTED TRUSTEES OR OFFICERS

No contract or transaction between the Corporation and one or more of its Trustees or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Trustees or officers are trustees or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Trustee or officer is present at or participates in the meeting of the Board of Trustees which authorizes the

contract or transaction, or solely because such Trustee's or officer's votes are counted for such purpose, if:

(a) The material facts as to the Trustee's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Trustees and the Board of Trustees in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Trustees, even though the disinterested Trustees be less than a quorum; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified, by the Board of Trustees, or Members;

provided, however, that any such contract or transaction that relates to the matters set forth in Section 8 of Article III shall require the approval of the Members.

Common or interested Trustees or Members may be counted in determining the presence of a quorum at a meeting of the Members or the Board of Trustees, as the case may be, which authorizes the contract or transaction.

ARTICLE IX GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of the following December.

Section 2. Seal. The corporate seal, if one shall be adopted, shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced.

Section 3. Checks; Drafts; Evidences of Indebtedness. From time to time, the Board of Trustees shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the Corporation, and only the persons so authorized shall sign or endorse those instruments.

Section 4. Execution of Corporate Contracts and Instruments. Except as otherwise provided in these Bylaws, the Board of Trustees, or any officers of the Corporation authorized thereby, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation; such authority may be general or confined to specific instances.

Section 5. Indemnification. The Corporation shall have the power to indemnify to the full extent authorized by the laws of the State of Delaware any person made or threatened to be made a party to any action or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Member, Trustee, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a member, trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other

enterprise if the person acted in good faith and in a manner the person 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 the person's conduct was unlawful. For purposes of this Section 5, the Corporation shall include each SSB, and the members, officers, employees, and agents thereof, including task forces, shall be deemed officers, employees, or agents, as the case may be, of the Corporation.

Without limiting the generality of the foregoing, the Corporation may contract for insurance against all or a portion of any liabilities and expenses, if any, resulting from its indemnification obligation for any of the foregoing persons pursuant to this Section 5 or otherwise as permitted by the laws of the State of Delaware, and may also contract for insurance directly insuring any or all of such persons against liabilities and expenses.

All indemnified costs and expenses incurred by an indemnified person shall be advanced by the Corporation pending the final disposition of such action or proceeding to the extent permitted by applicable law.

ARTICLE X AMENDMENTS TO BYLAWS

The Bylaws of the Corporation may be adopted, amended or repealed only by a unanimous vote of the Members.