



IOV REGISTERED VALUERS FOUNDATION BYE-LAWS OF "IOV REGISTERED VALUERS FOUNDATION"

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Disclaimer

This Policy has been designed to assist the practitioners/ members/ stakeholders for better understanding of Valuation Rules, but is not intended to be a substitute for the requirements under the Act/Rules themselves. It may be noted that if any part of this policy is inconsistent with a law, the provisions of the said law shall prevail.

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BYE-LAWS of “IOV REGISTERED VALUERS FOUNDATION”

1.0 GENERAL

- 1.1. The name of the registered valuers organisation is "IOV REGISTERED VALUERS FOUNDATION" (hereinafter referred to as the 'Organisation').
- 1.2. The 'Organisation' is registered as a company under section 8 of the Companies Act, 2013 (18 of 2013) with its registered office situated at 2nd Floor, IOV Headquarters, Plot No.3, Parwana Road, Pitampura, Delhi - 110 034.
- 1.3. These bye-laws may not be amended, except in accordance with this Annexure.

2.0 DEFINITIONS

- 2.1 (1) In these bye-laws, unless the context otherwise requires -
 - (a) "Act" means the Companies Act, 2013 (18 of 2013);
 - (b) "Authority" means Insolvency and Bankruptcy Board of India or IBBI;
 - (c) "Certificate of Membership" means the certificate of membership of the Organisation granted under bye-law 10;
 - (d) "Governing Board" means the Board of Directors or Board of the Organisation as defined under clause (10) of section 2 of Companies Act, 2013 (18 of 2013);
 - (e) "Primary Member" means an applicant who possesses the required qualification and experience as per Rule 4 of the Companies (Registered Valuers and Valuation) Rules, 2017 and is eligible to become Registered Valuer but has not yet passed the Valuation examination under Rule 5 of the Rules.
 - (f) "Registered Valuer" means person who has been granted certificate of registration by the Authority under sub-rule (9) of rule 6 of the Rules;
 - (g) "Registered Valuers Organization" (RVO) means a registered valuers organization recognized under sub-rule (S) of rule 13 of the Companies (Registered Valuers and Valuation) Rules, 2017
 - (h) "Relative" shall have the same meaning as assigned to it in clause (77) of section 2 of the Companies Act, 2013 (18 of 2013);
 - (i) "Rules" means Companies (Registered Valuers and Valuation) Rules, 2017 as amended from time to time.
 - (j) "Valuation Standards" means the standards on valuation referred to in rule 18 of the Companies (Registered Valuers and Valuation) Rules, 2017
- (2) Unless the context otherwise requires, words and expressions used and not defined in these bye-laws shall have the meanings assigned to them in the Companies Act, 2013 (18 of 2013).

3.0 OBJECTIVES

- 3.1 (1) The Organisation shall carry on the functions of the registered valuers organisation under the Companies (Registered Valuers and Valuation) Rules, 2017, and functions incidental thereto.
- (2) The Organisation shall not carry on any function other than those specified in sub- clause (1), or which is inconsistent with the discharge of its functions as a registered valuers organisation.

4.0 DUTIES OF THE ORGANISATION

- 4.1 (1) The Organisation shall maintain high ethical and professional standards in the regulation of its members.
- (2) The Organisation shall -
- (a) ensure compliance with the Companies Act, 2013 and rules, regulations and guidelines issued thereunder governing the conduct of registered valuers organisation and registered valuers;
 - (b) employ fair, reasonable, just, and non-discriminatory practices for the enrolment and regulation of its members;
 - (c) be accountable to the Authority in relation to all bye-laws and directions issued to its members;
 - (d) develop the profession of registered valuers;
 - (e) promote continuous professional development of its members;
 - (f) continuously improve upon its internal regulations and guidelines to ensure that high standards of professional and ethical conduct are maintained by its members; and
 - (g) provide information about its activities to the Authority.

5.0 COMMITTEES OF THE ORGANISATION

Advisory Committee of Members

- 5.1 (1) The Governing Board may form an Advisory Committee of members of the Organisation to advise it on any matters pertaining to-
- (a) the development of the profession;
 - (b) standards of professional and ethical conduct; and
 - (c) best practices in respect of Valuation.
- (2) The Advisory Committee may meet at such places and times as the Governing Board may provide.

Other Committees of the Organisation

- 5.2 (1) The Governing Board shall constitute-
- (a) one or more Membership Committee(s) consisting of such members as it deems fit;
 - (b) a Monitoring Committee consisting of such members as it deems fit;
 - (c) one or more Grievance Redressal Committee(s), with not less than three members,;
 - (d) one or more Disciplinary Committee(s) consisting of at least one member nominated by the Authority.
- (2) The Chairperson of each of these Committees shall be an independent director of the Organisation.

6.0 MEMBERSHIP

Eligibility for Enrolment

- 6.1 No individual shall be enrolled as a member if he is not eligible to be registered as a registered valuer with the Authority:

Provided that the Governing Board may provide additional eligibility requirements for enrolment;

Provided further that such additional requirements shall not discriminate on the grounds of religion, race, caste, gender, place of birth or professional affiliation.

Process of Enrolment as Member

- (1) An individual may apply for enrolment as a member by submitting an application in such form, in such manner and with such fees as may be specified by the Organisation.
- (2) The Organisation shall examine the application in accordance with the applicable provisions of the rules, regulations and guidelines thereunder.
- (3) On examination of the application, the Organisation shall give an opportunity to the applicant to remove the deficiencies, if any, in the application.
- (4) The Organisation may require an applicant to submit additional documents, information or clarification that it deems fit, within reasonable time.
- (5) The Organisation may reject an application if the applicant does not satisfy the criteria for enrolment or does not remove the deficiencies or submit additional documents or information to its satisfaction, for reasons recorded in writing.
- (6) The rejection of the application shall be communicated to the applicant stating the reasons for such rejection, within thirty days of the receipt of the application, excluding the time given for removing the deficiencies or presenting additional documents or clarification by the Organisation, as the case may be.
- (7) The acceptance of the application shall be communicated to the applicant, along with a

certificate of membership.

- (8) An applicant aggrieved of a decision rejecting his application may appeal to the Membership Committee of the Organisation within thirty days from the receipt of such decision.
- (9) The Membership Committee shall pass an order disposing of the appeal in the manner it deems expedient, within thirty days of the receipt of the appeal.

Membership Fee

- (10) The Organisation may require the members to pay a fixed sum of money as its annual membership fee.

Register of Members

- (11) (i) The Organisation shall maintain a register of its professional members, containing their-
 - (a) name;
 - (b) proof of identity;
 - (c) contact details;
 - (d) address;
 - (e) date of enrolment and membership number;
 - (f) date of registration with the Authority and registration number;
 - (g) details of grievances pending against him with the Organisation;
 - (h) details of disciplinary proceedings pending against him with the Organisation; and
 - (i) details of orders passed against him by the Authority or Disciplinary Committee of the Organisation.
- (ii) The records relating to a member shall be made available for inspection to-
 - (a) The Authority,
 - (b) any other person who has obtained the consent of the member for such inspection.

7.0 DUTIES OF MEMBERS

- 7.1 (1) In the performance of his functions, a member shall-
 - (a) act in good faith in discharge of his duties as a registered valuer;
 - (b) discharge his functions with utmost integrity and objectivity;
 - (c) be independent and impartial;
 - (d) discharge his functions with the highest standards of professional competence and professional ethics;
 - (e) continuously upgrade his professional expertise;

- (f) comply with applicable laws in the performance of his functions; and
- (g) maintain confidentiality of information obtained in the course of his professional activities unless required to disclose such information by law.

7.2 The Organisation shall have a Code of Conduct that shall be consistent with, and that shall provide for all matters in the Code of Conduct as specified in the Annexure-I.

8.0 MONITORING OF MEMBERS

- 8.1 The Organisation shall have a Monitoring Policy to monitor the professional activities and conduct of members for their adherence to the provisions of the Act, rules, regulations and guidelines issued thereunder, these bye-laws, the Code of Conduct and directions given by the Governing Board.
- 8.2 A member shall submit information about ongoing and concluded engagements as a registered valuer, in the manner and format specified by the Organisation, at least twice a year stating inter alia, the date of assignment, date of completion and reference number of valuation assignment and valuation report.
- 8.3 The Monitoring Committee shall review the information and records submitted by the members in accordance with the Monitoring Policy.
- 8.4 The Monitoring Policy shall provide for the following –
- (a) the frequency of monitoring;
 - (b) the manner and format of submission or collection of information and records of the members, including by way of inspection ;
 - (c) the obligations of members to comply with the Monitoring Policy;
 - (d) the use, analysis and storage of information and records;
 - (e) evaluation of performance of members; and
 - (f) any other matters that may be specified by the Governing Board.
- 8.5 The Monitoring Policy shall -
- (a) have due regard for the privacy of members,
 - (b) provide for confidentiality of information received, except when disclosure of information is required by the Authority or by law, and
 - (c) be non-discriminatory.
- 8.6 The Organisation shall submit a report to the Authority in the manner specified by the Authority with information collected during monitoring, including information pertaining to -
- (a) the details of the appointments made under the Act/these Rules,
 - (b) the transactions conducted with stakeholders during the period of his appointment;
 - (c) the transactions conducted with third parties during the period of his appointment; and
 - (d) the outcome of each appointment.

9.0 GRIEVANCE REDRESSAL MECHANISM

9.1 (1) The Organisation shall have a Grievance Redressal Policy providing the procedure for receiving, processing, redressing and disclosing grievances against the Organisation or any member of the Organisation by-

- (a) any member of the Organisation;
- (b) any person who has engaged the services of the concerned members of the Organisation; or
- (c) any other person or class of persons as may be provided by the Governing Board.

(2) The Grievance Redressal Committee, after examining the grievance, may-

- (a) dismiss the grievance if it is devoid of merit; or
- (b) Initiate a mediation between parties for redressal of grievance.

(3) The Grievance Redressal Committee shall refer the matter to the Disciplinary Committee, wherever the grievance warrants disciplinary action.

9.2 The Grievance Redressal Policy shall provide for-

- (a) the format and manner for filing grievances;
- (b) maximum time and format for acknowledging receipt of a grievance;
- (c) maximum time for the disposal of the grievance by way of dismissal, reference to the Disciplinary Committee or the initiation of mediation;
- (d) details of the mediation mechanism
- (e) provision of a report of the grievance and mediation proceedings to the parties to the grievance upon dismissal or resolution of the grievance;
- (f) action to be taken in case of malicious or false complaints;
- (g) maintenance of a register of grievances made and resolutions arrived at; and
- (h) periodic review of the Grievance Redressal Mechanism.

10.0 DISCIPLINARY PROCEEDINGS

10.1 The Organisation may initiate disciplinary proceedings by issuing a show-cause notice against members-

- (a) based on a reference made by the Grievances Redressal Committee;
- (b) based on monitoring of members;
- (c) following the directions given by the Authority or any court of law; or
- (d) suo moto, based on any information received by it.

- 10.2 (1) The Organisation shall have a Disciplinary Policy, which shall provide for the following -
- (a) the manner in which the Disciplinary Committee may ascertain facts;
 - (b) the issue of show-cause notice based on the facts;
 - (c) disposal of show-cause notice by a reasoned order, following principles of natural justice;
 - (d) timelines for different stages of disposal of show cause notice; and
 - (e) rights and obligations of the parties to the proceedings.
- (2) The orders that may be passed by the Disciplinary Committee shall include-
- (a) expulsion of the member;
 - (b) suspension of the member for a certain period of time;
 - (c) admonishment of the member ;
 - (d) imposition of monetary penalty;
 - (e) reference of the matter to the Authority, which may include, in appropriate cases, recommendation of the amount of restitution or compensation that may be enforced by the Authority; and
 - (f) directions relating to costs.
- (3) The Disciplinary Committee may pass an order for expulsion of a member if it has found that the member has committed-
- (a) an offence under any law for the time being in force, punishable with imprisonment for a term exceeding six months, or an offence involving moral turpitude;
 - (b) a gross violation of the Act, rules, regulations and guidelines issued thereunder, bye-laws or directions given by the Governing Board which renders him not a fit and proper person to continue acting as a registered valuer.
- (4) Any order passed by the Disciplinary Committee shall be placed on the website of the Organisation within seven days from passing of the said order, with one copy each being provided to each of the parties to the proceeding.
- (5) Monetary penalty received by the Organisation under the orders of the Disciplinary Committee shall be used for the professional development.
- 10.3 (1) The Governing Board shall constitute an Appellate Panel consisting of one independent director of the Organisation, one member each from amongst the persons of eminence having experience in the field of law and field of valuation, and one member nominated by the Authority.
- (2) Any person aggrieved of an order of the Disciplinary Committee may prefer an appeal before the Appellate Panel within thirty days from the receipt of a copy of the final order.

- (3) The Appellate Panel shall dispose of the appeal in the manner it deems expedient, within thirty days of the receipt of the appeal.

11.0 SURRENDER OF MEMBERSHIP AND EXPULSION FROM MEMBERSHIP

Temporary Surrender of Membership

- 11.1 (1) A member shall make an application for temporary surrender of his membership of the Organisation at least thirty days before he-

- (a) becomes a person not resident in India;
- (b) takes up employment; or
- (c) starts any business, except as specifically permitted under the Code of Conduct;

and upon acceptance of such temporary surrender and on completion of thirty days from the date of application for temporary surrender, the name of the member shall be temporarily struck from the registers of the Organisation, and the same shall be intimated to the Authority.

- (2) No application for temporary surrender of membership of the Organisation shall be accepted if -

- (a) there is a grievance or disciplinary proceeding pending against the member before the Organisation or the authority, and he has not given an undertaking to cooperate in such proceeding; or
- (b) the member has been appointed as a registered valuer for a process under the Companies Act, 2013, and the appointment of another registered valuer may be detrimental to such process.

- (3) A member may make an application to revive his temporarily surrendered membership when the conditions for temporary surrender as provided in sub-clause (1) cease to be applicable, and upon acceptance of the application for revival, the name of the member shall be re-inserted in the register of the Organisation, and the same shall be intimated to the Authority.

Surrender of Membership

- 11.2 (1) A member who wishes to surrender his membership of the Organisation may do so by submitting an application for surrender of his membership.

- (2) Upon acceptance of such surrender of his membership, and completion of thirty days from the date of such acceptance, the name of the member shall be struck from the registers of the Organisation, and the same shall be intimated to the Authority.

11.3 Any fee that is due to the Organisation from a member surrendering his membership shall be cleared prior to his name being struck from the registers of the Organisation.

11.4 The Organisation may refuse to accept the surrender of membership by any member if-

(a) there is any grievance or disciplinary proceeding pending against the member before the Organisation or the Authority; or

(b) the member has been appointed as a registered valuer process under the Companies Act, 2013, and the appointment of another registered valuer may be detrimental to such process.

11.5 **Expulsion from Membership**

A member shall be expelled by the Organisation –

(a) if he becomes ineligible to be enrolled under bye-law 9;

(b) on expiry of thirty days from the order of the Disciplinary Committee, unless set aside or stayed by the Appellate Panel;

(c) upon non-payment of membership fee despite at least two notices served in writing;

(d) upon the cancellation of his certificate of registration by the Authority;

(e) upon the order of any court of law.

ANNEXURE - 1

CODE OF CONDUCT FOR REGISTERED VALDERS

(See clause (g) of rule 7 and clause (d) of sub-rule (2) of rule 12)

PRIMARY DUTY AND OBLIGATION

1. It is valuer's obligation to develop and describe the appropriate type of value or estimated cost.
2. It is valuer's obligation to develop appropriate and credible conclusion and opinions with a high degree of accuracy depending on the purpose of the valuation assignment.
3. A valuer shall abstain from deliberately giving false and misleading opinion and conclusion.
4. A valuer shall attain high degree of competency in his work through education, training, study, practice, and experience.

INTEGRITY AND FAIRNESS

1. A valuer shall, in the conduct of his/its business, follow high standards of integrity and fairness in all his/its dealings with his/its clients and other valuers.
2. A valuer shall maintain integrity by being honest, straightforward, and forthright in all professional relationships.
3. A valuer shall endeavour to ensure that he/it provides true and adequate information and shall not misrepresent any facts or situations.
4. A valuer shall refrain from being involved in any action that would bring disrepute to the profession.
5. A valuer shall keep public interest foremost while delivering his services.

PROFESSIONAL COMPETENCE AND DUE CARE

1. A valuer shall render at all times high standards of service, exercise due diligence, ensure proper care and exercise independent professional judgment.
2. A valuer shall carry out professional services in accordance with the relevant technical and professional standards that may be specified from time to time.
3. A valuer shall continuously maintain professional knowledge and skill to provide competent professional service based on up-to-date developments in practice, prevailing regulations/guidelines and techniques.
4. In the preparation of a valuation report, the valuer shall not disclaim liability for his/its expertise or deny his/its duty of care, except to the extent that the assumptions are based on statements of fact provided by the company or its auditors or consultants or information available in public domain and not generated by the valuer.
5. A valuer shall not carry out any instruction of the client insofar as they are incompatible with the requirements of integrity, objectivity and independence.

6. A valuer shall clearly state to his client the services that he would be competent to provide and the services for which he would be relying on other valuers or professionals or for which the client can have a separate arrangement with other valuers.

INDEPENDENCE AND DISCLOSURE OF INTEREST

1. A valuer shall act with objectivity in his/its professional dealings by ensuring that his/its decisions are made without the presence of any bias, conflict of interest, coercion, or undue influence of any party, whether directly connected to the valuation assignment or not.
2. A valuer shall not take up an assignment if he/it or any of his/its relatives or associates is not independent in terms of association to the company.
3. A valuer shall maintain complete independence in his/its professional relationships and shall conduct the valuation independent of external influences.
4. A valuer shall wherever necessary disclose to the clients, possible sources of conflicts of duties and interests, while providing unbiased services.
5. A valuer shall not deal in securities of any subject company after any time when he/it first becomes aware of the possibility of his/its association with the valuation, and in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 or till the time the valuation report becomes public, whichever is earlier.
6. A valuer shall not indulge in "mandate snatching" or offering "convenience valuations" in order to cater to a company or client's needs.
7. As an independent valuer, the valuer shall not charge success fee.
8. In any fairness opinion or independent expert opinion submitted by a valuer, if there has been a prior engagement in an unconnected transaction, the valuer shall declare the association with the company during the last five years.

CONFIDENTIALITY

1. A valuer shall not use or divulge to other clients or any other party any confidential information about the subject company, which has come to his/its knowledge without proper and specific authority or unless there is a legal or professional right or duty to disclose.

VALUATION REPORTS

1. A valuation report should convey every analysis, conclusion and opinion reached in a manner which is clear and not misleading.
2. The valuation investigations, methods, approaches, bases, premises and reporting should be in compliance with the valuation standards in force.

OBJECTIVITY

1. The principle of objectivity imposes an obligation on the valuer not to compromise his professional or business judgement because of bias, conflict of interest or undue influence of

others.

2. Some threats to objectivity are incapable of avoidance or mitigation and where this is the case the valuer should decline the assignment. However some potential threats to objectivity may be either eliminated or effectively mitigated by safeguards. These safeguards can include appropriate disclosure of the threat to the relevant parties and obtaining their consent to proceed with the valuation assignment.

INFORMATION MANAGEMENT

3. A valuer shall ensure that he/ it maintains written contemporaneous records for any decision taken, the reasons for taking the decision, and the information and evidence in support of such decision. This shall be maintained so as to sufficiently enable a reasonable person to take a view on the appropriateness of his/its decisions and actions.
4. A valuer shall appear, co-operate and be available for inspections and investigations carried out by the Authority, any person authorised by the Authority, the registered valuers organisation with which he/it is registered or any other statutory regulatory body.
5. A valuer shall provide all information and records as may be required by the Authority, the Tribunal, Appellate Tribunal, the registered valuers organisation with which he/it is registered, or any other statutory regulatory body.
6. A valuer while respecting the confidentiality of information acquired during the course of performing professional services, shall maintain proper working papers for a period of three years or such longer period as required in its contract for a specific valuation, for production before a regulatory Authority or for a peer review. In the event of appealing case before the Tribunal or Appellate Tribunal, the record shall be maintained till the disposal of the case.

GIFTS AND HOSPITALITY

1. A valuer or his/its relative shall not accept gifts or hospitality which undermines or affects his independence as a valuer.
2. *Explanation.* - For the purposes of this code the term 'relative' shall have the same meaning as defined in clause (77) of Section 2 of the Companies Act, 2013 (18 of 2013).
3. A valuer shall not offer gifts or hospitality or a financial or any other advantage to a public servant or any other person with a view to obtain or retain work for himself/itself, or to obtain or retain an advantage in the conduct of profession for himself/ itself.

REMUNERATION AND COSTS

1. A valuer shall provide services for remuneration which is charged in a transparent manner, is a reasonable reflection of the work necessarily and properly undertaken, and is not inconsistent with the applicable rules.
2. A valuer shall not accept any fees or charges other than those which are disclosed in a written contract with the person to whom he would be rendering service.

OCCUPATION, EMPLOYABILITY AND RESTRICTIONS

1. A valuer shall refrain from accepting too many assignments, if he/it is unlikely to be able to devote adequate time to each of his/ its assignments.
2. A valuer shall not conduct business which in the opinion of the Authority or the registered valuer organisation discredits the profession.

PROFESSIONAL BEHAVIOUR

1. A valuer shall accept a responsibility to act in the public interest. A professional valuer's duty is not limited to meet the needs of a particular client or employer. There is also a need to consider if professional decisions have a wider impact on unidentified third parties. While the client' s needs are normally paramount, a professional valuer shall avoid knowingly accepting any instruction that appears to be prejudicial to the interests of the wider public and which could discredit their own reputation and that of the profession generally.
2. Valuer shall ensure that the service provided is in accordance with all legal, technical and professional standards that are applicable to either the subject of the valuation, the purpose of the valuation or both.
3. A valuer should be honest and truthful and should not-
 - (a) make exaggerated claims for the services he is able to offer, the qualifications he possesses, or experience he have gained; or
 - (b) make disparaging references or unsubstantiated comparisons to the work of others.