

Schedule III

(Rule 12)

Governance Structure and Model Bye Laws for VPOs

Part I

1. Governance Structure

No person shall be eligible to be registered as an Valuation Professional Organisation unless it is a company registered under section 8 of the Companies Act, 2013 with share capital, and –

- (a) its sole object is to carry on the functions of an Valuation Professional Organisation under the Companies Act, 2013;
- (b) it is not under the control of person(s) resident outside India,
- (c) not more than 49% of its share capital is held, directly or indirectly, by persons resident outside India; and
- (d) it is not a subsidiary of a body corporate through more than one layer:

Explanation: “layer” in relation to a body corporate means its subsidiary;

- (e) itself, its promoters, its directors and persons holding more than 10% of its share capital are fit and proper persons.

2. VALUATION PROFESSIONAL ORGANISATIONS TO HAVE BYE-LAWS

- (1) The VPO shall submit to the Registration Authority its bye-laws along with the application for its registration as a Valuation Professional Organisation.
- (2) The bye-laws shall provide for all matters specified in the model bye-laws in Part II.
- (3) The bye-laws shall at all times be consistent with the model bye-laws.
- (4) The Valuation Professional Organisation shall publish its bye-laws, the composition of all committees formed, and all policies created under the bye-laws on its website.

3. AMENDMENT OF BYE-LAWS

- (1) The Governing Board may amend the bye-laws by a resolution passed by votes in favour being not less than three times the number of the votes, if any, cast against the resolution, by the directors.
- (2) A resolution passed in accordance with sub-rule (1) shall be filed with the Registration Authority within seven days from the date of its passing, for its approval.

(3) The amendments to the bye-laws shall come into effect on the seventh day of the receipt of the approval, unless otherwise specified by the Registration Authority.

(4) The Valuation Professional Organisation shall file a printed copy of the amended bye-laws with the Registration Authority within fifteen days from the date when such amendment is made effective.

4. Composition of the Governing Board.

(1) The Governing Board shall have a minimum of ____ directors.

(2) More than half of the directors shall be persons resident in India at the time of their appointment, and at all times during their tenure as directors.

(3) Not more than one fourth of the directors shall be Valuation Professionals.

(4) More than half of the directors shall be independent directors at the time of their appointment, and at all times during their tenure as directors:

Provided that no meeting of the Governing Board shall be held without the presence of at least one independent director.

(5) An independent director shall be an individual -

(a) who has expertise in the field of finance, law, management or valuation;

(b) who is not a valuation professional;

(c) who is not a shareholder of the Valuation professional Organisation; and

(d) who fulfils the requirements under sub-section (6) of section 149 of the Companies Act, 2013.

(6) The directors shall elect an independent director as the Chairperson of the Governing Board.

Explanation - For the purposes of bye laws, any fraction contained in

(a) 'more than half' shall be rounded off to the next higher number; and

(b) 'not more than one- fourth' shall be rounded down to the next lower number.

PART II

MODEL BYE-LAWS OF A VALUATION PROFESSIONAL ORGANISATION

I. GENERAL

1. The name of the Valuation Professional Organisation is “_____” (hereinafter referred to as the ‘Organisation’).
2. The ‘Organisation’ is registered as a company under section 8 of the Companies Act, 2013 with its registered office situated at _____ [*provide full address*].
3. These bye-laws may not be amended, except in accordance with this Schedule.

II. DEFINITIONS

4. (1) In these bye-laws, unless the context otherwise requires -
 - (a) “certificate of membership” means the certificate of membership of the Organisation granted under bye-law 10;
 - (b) “Act” means the Companies Act, 2013 (18 of 2013);
 - (c) “Governing Board” means the Board of Directors of the Organisation as defined under section 2(10) of Companies Act, 2013 (18 of 2013);
 - (d) “relative” shall have the same meaning as assigned to it in section 2(77) of the Companies Act, 2013;
 - (e) “Valuation Professional” includes the registered valuer referred to in rule 2(1)(f).
- (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.

III. OBJECTIVES

5. (1) The Organisation shall carry on the functions of the Valuation Professional 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 Valuation Professional Organisation.

IV. DUTIES OF THE ORGANISATION

6. (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 Valuation professional Organisation and Valuation professionals;
- (b) employ fair, reasonable, just, and non-discriminatory practices for the enrolment and regulation of its members;
- (c) be accountable to the Registration Authority in relation to all bye-laws and directions issued to its members;
- (d) develop the profession of Valuation professionals;
- (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 Registration Authority.

V. COMMITTEES OF THE ORGANISATION

Advisory Committee of Members.

7. (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.

8. (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 Registration Authority.

(2) The Chairperson of each of these Committees shall be an independent director of the Organisation.

VI. MEMBERSHIP

Eligibility for Enrolment.

9. No individual shall be enrolled as a member if he is not eligible to be registered as an Valuation professional with the Registration 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.

10. (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 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.

11. The Organisation may require the members to pay a fixed sum of money as its annual membership fee.

Register of Members.

12. (1) 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 Registration 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 Registration Authority or Disciplinary Committee of the Organisation.

- (2) The records relating to a member shall be made available for inspection to-

- (a) the Registration Authority,
- (b) any other person who has obtained the consent of the member for such inspection.

VII. DUTIES OF MEMBERS

13. (1) In the performance of his functions, a member shall-
- (a) act in good faith in discharge of his duties as an Valuation professional;
 - (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.
14. 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 Schedule I.

VIII. MONITORING OF MEMBERS

15. 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.
16. A member shall submit information, including records of ongoing and concluded engagements as a Valuation professional, in the manner and format specified by the Organisation, at least twice a year.
17. The Monitoring Committee shall review the information and records submitted by the members in accordance with the Monitoring Policy.
18. 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.

19. 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 Registration Authority or by law, and
- (c) be non-discriminatory.

20. The Organisation shall submit a report to the Registration Authority in the manner specified by the Registration 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.

IX. GRIEVANCE REDRESSAL MECHANISM

21. (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.

22. 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.

X. DISCIPLINARY PROCEEDINGS

23. 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 Registration Authority or any court of law; or
 - (d) *suo moto*, based on any information received by it.
24. (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 Registration Authority, which may include, in appropriate cases, recommendation of the amount of restitution or compensation that may be enforced by the Registration 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 an Valuation professional.

(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.

25. (1) The Governing Board shall constitute an Appellate Panel consisting of one independent director of the Organisation, one member from amongst the persons of eminence having experience in the field of law, and one member nominated by the Registration 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.

XI. SURRENDER OF MEMBERSHIP AND EXPULSION FROM MEMBERSHIP

Temporary Surrender of Membership.

26. (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 Registration Authority.

(2) No application for temporarily 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 Registration Authority, and he has not given an undertaking to cooperate in such proceeding; or
- (b) the member has been appointed as a Valuation professional for a process under the Companies Act, 2013, and the appointment of another Valuation professional 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 Registration Authority.

Surrender of Membership

27. (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 Registration Authority.

28. 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.

29. 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 Registration Authority; or
 - (b) the member has been appointed as a Valuation professional process under the Companies Act, 2013, and the appointment of another Valuation professional may be detrimental to such process.

Expulsion from Membership.

30. 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 Registration Authority;
 - (e) upon the order of any court of law.