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This document is provided as a convenience to observers at IASCF meetings, to assist them in following the discussion.

## **INFORMATION FOR OBSERVERS**

IASCF Trustees Meeting Rio de Janeiro 26 January 2010

Agenda Paper 2B

Annotated Constitution showing proposed changes

International <u>Financial Reporting</u> Accounting Standards <del>Committee</del> Foundation Revised Constitution February 2009		
Original Proposals set out in the September 2009 Consultation	Section of the Constitution reflecting the proposed changes	Comment
Part A Name and Objectives	Part A Name and objectives	
<ol> <li>The name of the organisation shall be the International Accounting Financial <u>Reporting</u> Standards Committee Foundation (abbreviated as IFRS Foundation. formerly known as the 'IASC Foundation'). The International Accounting Financial <u>Reporting</u> Standards Board (abbreviated as the IFRS Board, formerly known as the International Accounting Standards Board or 'IASB'), whose structure and functions are laid out in <u>S</u>ections 24–38, shall be the standard-setting body of the <u>IASC IFRS</u> Foundation.</li> </ol>	<ol> <li>The name of the organisation shall be the International Accounting Financial <u>Reporting</u> Standards Committee Foundation (abbreviated as IFRS <u>Foundation, formerly known as the</u> 'IASC Foundation'). <u>The International</u> Accounting Standards Board (abbreviated <u>as 'IASB'</u>), whose structure and functions are laid out in <u>Ss</u>ections 24–38, shall be the standard-setting body of the <del>IASC</del> <u>IFRS</u> Foundation.</li> </ol>	The name of the organisation is to be changed to the International Financial Reporting Standards Foundation, abbreviated to 'IFRS Foundation'. The name of the IASB standard-setting body is not to be changed, as originally suggested, because a large majority of commentators made a strong case against such a change. They cite the IASB as a strong brand already and argue against eliminating or diluting it. Furthermore, this change would cost a great deal and cause considerable disruption in having to change national legislation, contracts and other legal documents. Many argued that the costs and inconvenience would far outweigh any benefits.
<ul> <li>2. The objectives of the <u>IASC IFRS</u> Foundation are:</li> <li>(a) to develop, in the public interest, a single set of high quality, understandable<u>and</u> enforceable and globally accepted</li> </ul>	<ul> <li>2. The objectives of the <u>IASC IFRS</u> Foundation are:</li> <li>(a) to develop, in the public interest, a single set of high quality, understandable, and enforceable and globally accepted</li> </ul>	<ul> <li>Amendments to reflect that:</li> <li>the objective is to have the standards globally accepted and used.</li> <li>the language regarding emerging</li> </ul>

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<ul> <li>that require high quality, transparent and comparable information in financial statements and other financial reporting to help participants in the world's capital markets and other users make economic decisions;</li> <li>(b) to promote the use and rigorous application of those standards;</li> <li>(c) in fulfilling the objectives associated with (a) and (b), to take account of emerging economies and, as appropriate, the special needs of small and medium sized entities and emerging economies; and to bring about convergence of national accounting standards and International Accounting Standards and International Financial Reporting Standards (IFRSs, being the standards and International Financial Reporting to high quality solutions.</li> <li>(d) to bring about convergence of national accounting standards (IFRSs, being the standards and International Financial Reporting Standards (IFRSs, being the standards and International Financial Reporting Standards (IFRSs, being the standards and International Financial Reporting Standards (IFRSs, being the standards and International Financial Reporting Standards (IFRSs, being the standards and interpretations issued by the IFRS Board) to high</li> </ul>	<ul> <li>based upon clearly articulated principles. These standards should that require high quality, transparent and comparable information in financial statements and other financial reporting to help investors, other participants in the world's capital markets, and other users of financial information make economic decisions;</li> <li>(b) to promote the use and rigorous application of those standards;</li> <li>(c) in fulfilling the objectives associated with (a) and (b), to take account of, as appropriate, the needs of a range of sizes and types of entities in diverse economic settings;, as appropriate, the special needs of small and medium sized entities and emerging economies; and</li> <li>(d) to promote and facilitate adoption of International Financial Reporting Standards (IFRSs, being the standards and interpretations issued by the IASB) through the bring about convergence of national accounting standards and IFRSs, International Accounting</li> </ul>	<ul> <li>companies and sman and medium-sized companies may be too limited, and that improved language was suggested.</li> <li>the desire to add more specificity regarding the target audience for financial reporting standards, including the role that investors play. The addition in language does not minimise the importance of other users of financial information.</li> <li>all references to "accounting standards" have been replaced with "financial reporting standards" in the Constitution. This would accord with the name change of the Foundation and the formal standards developed by the IASB-International Financial Reporting Standards (IFRSs).</li> <li>the objective of promoting and facilitating adoption of IFRSs is more important than the objective of convergence. This is to take account of many European comments regarding the ongoing value of the convergence objective.</li> </ul>
quality solutions. Governance of the <u>IASC</u> <u>IFRS</u> Foundation	Standards and to high quality solutions. Governance of the IASC IFRS Foundation	
3. The governance of the <u>IASC IFRS</u>	3. The governance of the <u>IASC IFRS</u>	Change to make take into account the role
Foundation shall <u>primarily</u> rest with	Foundation shall <u>primarily</u> rest with the	that the Monitoring Board, as provided for in sections 18, 23, plays in the selection of
the Trustees and such other governing organs	Trustees and such other governing organs	in sections 18–23, plays in the selection of
as may be appointed by the Trustees in	as may be appointed by the Trustees in	Trustees. Failure to qualify the language
accordance with the provisions of this	accordance with the provisions of this	would mean that section 3 would be

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economies and small and medium-sized

Constitution. <u>A Monitoring Board</u> (described further in sections 18–23) shall provide a formal link between the Trustees and public authorities. The Trustees shall use their best endeavours to ensure that the requirements of this Constitution are observed; however, they are empowered to may make minor variations in the interest of feasibility of operation if such variations are agreed by 75 per cent of <del>all</del> the Trustees.	Constitution. <u>A Monitoring Board</u> (described further in sections 18–23) shall provide a formal link between the Trustees and public authorities. The Trustees shall use their best endeavours to ensure that the requirements of this Constitution are observed; however, they are empowered to may make minor variations in the interest of feasibility of operation if such variations are agreed by 75 per cent of <del>all</del> the Trustees.	inconsistent with the language of sections 18-23.
Trustees	Trustees	
4. The Trustees shall comprise twenty-two individuals.	4. The Trustees shall comprise twenty-two individuals.	No change recommended.
<ul> <li>5. The Monitoring Board (described further in <u>Ss</u>ections 18–23) shall be responsible for the approval of all Trustee appointments and reappointments. In approving such selection, the Monitoring Board shall be bound by the criteria set out in <u>Ss</u>ections 6 and 7. The Trustees and the Monitoring Board shall agree a nomination process that will entitle the Monitoring Board to recommend candidates and provide other <u>help input</u>. In administering the nomination process and putting forward nominations to the Monitoring Board for approval, the Trustees shall consult the international organisations as set out in <u>Ss</u>ection 7.</li> </ul>	<ul> <li>5. The Monitoring Board (described further in Ssections 18–23) shall be responsible for the approval of all Trustee appointments and reappointments. In approving such selection, the Monitoring Board shall be bound by the criteria set out in Ssections 6 and 7. The Trustees and the Monitoring Board shall agree a nomination process that will entitle the Monitoring Board to recommend candidates and provide other <u>help input</u>. In administering the nomination process and putting forward nominations to the Monitoring Board for approval, the Trustees shall consult the international organisations as set out in Ssection 7.</li> </ul>	No substantive change recommended.
6. All Trustees shall be required to show a firm commitment to the <u>IFRS</u> <del>IASC</del> Foundation and the <u>IFRS Board</u> <del>IASB</del> as a high quality	6. All Trustees shall be required to show a firm commitment to the <u>IFRS</u> <del>IASC</del> Foundation and the <u>IASB</u> as a high quality global	Change to reflect that one Trustee each from Africa and South America is to be appointed. This is similar to the changes
global standard-setter, to be financially	standard-setter, to be financially	made to the IASB in the first part of the

<ul> <li>knowledgeable, and to have an ability to meet the time commitment. Each Trustee shall have an understanding of, and be sensitive to, the challenges associated with the adoption and application of high quality global accounting standards developed for use in the world's capital markets and by other users. The mix of Trustees shall broadly reflect the world's capital markets and diversity of geographical and professional backgrounds. The Trustees shall be required to commit themselves formally to acting in the public interest in all matters. In order to ensure a broad international basis, there shall be:</li> <li>(a) six Trustees appointed from the Asia/Oceania region;</li> <li>(b) six Trustees appointed from North America; and</li> <li>(d) one Trustee appointed from South America; and</li> <li>(f)(d) two four Trustees appointed from any area, subject to maintaining establishing overall geographical balance.</li> </ul>	<ul> <li>knowledgeable, and to have an ability to meet the time commitment. Each Trustee shall have an understanding of, and be sensitive to, the challenges associated with the adoption and application of high quality global accounting standards developed for use in the world's capital markets and by other users. The mix of Trustees shall broadly reflect the world's capital markets and diversity of geographical and professional backgrounds. The Trustees shall be required to commit themselves formally to acting in the public interest in all matters. In order to ensure a broad international basis, there shall be:</li> <li>(a) six Trustees appointed from the Asia/Oceania region;</li> <li>(b) six Trustees appointed from North America; and</li> <li>(d) one Trustee appointed from South America; and</li> <li>(f)(d) two four Trustees appointed from any area, subject to maintaining establishing overall geographical balance.</li> </ul>	review. A number of commentators noted that there should be rotation amongst regions to ensure that individuals from many countries within a region have an opportunity to be represented on the Trustees. Whilst no Constitutional change is being recommended, the Trustees should agree to adopt a policy to have some rotation in the Trustee composition to reflect the broad interest in financial reporting standards.
7. The Trustees shall comprise individuals that as a group provide an appropriate balance of professional backgrounds, including auditors, preparers, users, academics, and other officials serving the public interest. Normally, two of the Trustees shall be	7. The Trustees shall comprise individuals that as a group provide an appropriate balance of professional backgrounds, including auditors, preparers, users, academics, and other officials serving the public interest. Normally, two of the Trustees shall be	No substantive change recommended.

senior partners of prominent international	senior partners of prominent international	
accounting firms. To achieve such a	accounting firms. To achieve such a	
balance, Trustees should be selected after	balance, Trustees should be selected after	
consultation with national and international	consultation with national and	
organisations of auditors (including the	international organisations of auditors	
International Federation of Accountants),	(including the International Federation of	
preparers, users and academics. The	Accountants), preparers, users and	
Trustees shall establish procedures for	academics. The Trustees shall establish	
inviting suggestions for appointments from	procedures for inviting suggestions for	
these relevant organisations and for	appointments from these relevant	
allowing individuals to put forward their	organisations and for allowing individuals	
own names, including advertising vacant	to put forward their own names, including	
positions.	advertising vacant positions.	
8. Trustees shall normally be appointed for a	8. Trustees shall normally be appointed for a	Amendment to remove sections that were
term of three years, renewable once: in	term of three years, renewable once in	applicable when the Foundation was
order to provide continuity, some of the	order to provide continuity, some of the	established, but are no longer relevant
initial Trustees will serve staggered terms	initial Trustees will serve staggered terms	
so as to retire after four or five years.	so as to retire after four or five years.	
9. Subject to the voting requirements in	9. Subject to the voting requirements in	No substantive change recommended.
Ssection 14, the Trustees may terminate	Ssection 14, the Trustees may terminate	
the appointment of an individual as a	the appointment of an individual as a	
Trustee on grounds of poor performance,	Trustee on grounds of poor performance,	
misbehaviour or incapacity.	misbehaviour or incapacity.	
10. The Chairman of the Trustees, and up to	10. The Chairman of the Trustees, and up to	Proposed amendment to allow for flexibility
two Vice-Chairmen, shall be appointed by	two Vice-Chairmen, shall be appointed by	to appoint up to two vice chairmen to the
the Trustees from among their own	the Trustees from among their own	Board of Trustees. The purpose is to assist
number, subject to the approval of the	number, subject to the approval of the	the chairman in his functions and duties.
Monitoring Board. With the agreement of	Monitoring Board. With the agreement of	
the Trustees, regardless of prior service as	the Trustees, regardless of prior service as	
a Trustee, the appointee may serve as the	a Trustee, the appointee may serve as the	Staff is recommending language be added to
Chairman <u>or a Vice-Chairman</u> for a term	Chairman or a Vice-Chairman for a term	ensure geographical balance in order to
of three years, renewable once, from the	of three years, renewable once, from the	eliminate the possibility that the Chairman
date of appointment as Chairman or Vice	date of appointment as Chairman or Vice	and the Vice-Chairmen could also come
<u>Chairman</u> .	<u>Chairman</u> . The appointment of	from the same region.
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	Chairman and Vice Chairman should	
	be made with regard to maintaining a	
	geographical balance.	
11. The Trustees shall meet at least twice each year and shall be remunerated by the IASC <u>IFRS</u> Foundation with an annual fee and a per-meeting fee, commensurate with the responsibilities assumed, such fees to be determined by the Trustees. Expenses of travel on IASC <u>IFRS</u> Foundation business shall be met by the IASC <u>IFRS</u> Foundation.	12. The Trustees shall meet at least twice each year and shall be remunerated by the IASC IFRS Foundation with an annual fee and a per-meeting fee, commensurate with the responsibilities assumed, such fees to be determined by the Trustees. Expenses of travel on IASC IFRS Foundation business shall be met by the IASC IFRS Foundation.	No substantive change recommended.
<ul> <li>12. In addition to the powers and duties set out in <u>S</u>ection 13, the Trustees may make such operational commitments and other arrangements as they deem necessary to achieve the organisation's objectives, including, but without limitation, leasing premises and agreeing contracts of employment with <u>IASB</u> <u>IFRS Board</u> members.</li> </ul>	<ul> <li>12. In addition to the powers and duties set out in <u>S</u>ection 13, the Trustees may make such operational commitments and other arrangements as they deem necessary to achieve the organisation's objectives, including, but without limitation, leasing premises and agreeing contracts of employment with <u>IASB</u> members.</li> </ul>	No substantive change recommended.
<ul> <li>13. The Trustees shall:</li> <li>(a) assume responsibility for establishing and maintaining appropriate financing arrangements;</li> </ul>	<ul><li>13. The Trustees shall:</li><li>(a) assume responsibility for establishing and maintaining appropriate financing arrangements;</li></ul>	No substantive change recommended.
<ul><li>(b) establish or amend operating procedures for the Trustees;</li><li>(c) determine the legal entity under which</li></ul>	<ul><li>(b) establish or amend operating procedures for the Trustees;</li><li>(c) determine the legal entity under which</li></ul>	
<ul> <li>(c) determine the legal entity under which the <u>IASC IFRS</u> Foundation shall operate, provided always that such legal entity shall be a Foundation or other body corporate conferring limited liability on</li> </ul>	(c) determine the legal entity under which the <u>IASC IFRS</u> Foundation shall operate, provided always that such legal entity shall be a Foundation or other body corporate conferring limited liability on	
its members and that the legal documents establishing such legal entity shall	its members and that the legal documents establishing such legal entity shall	

incorporate provisions to achieve the same requirements as the provisions contained in this Constitution;	incorporate provisions to achieve the same requirements as the provisions contained in this Constitution;	
(d) review in due course the location of the IASC IFRS Foundation, both as regards its legal base and its operating location;	(d) review in due course the location of the IASC IFRS Foundation, both as regards its legal base and its operating location;	
<ul> <li>(e) investigate the possibility of seeking charitable or similar status for the IASC <u>IFRS</u> Foundation in those countries where such status would assist fundraising;</li> </ul>	<ul> <li>(e) investigate the possibility of seeking charitable or similar status for the IASC <u>IFRS</u> Foundation in those countries where such status would assist fundraising;</li> </ul>	
<ul> <li>(f) open their meetings to the public but may, at their discretion, hold certain discussions (normally only about selection, appointment and other personnel issues, and funding) in private; and</li> </ul>	<ul> <li>(f) open their meetings to the public but may, at their discretion, hold certain discussions (normally only about selection, appointment and other personnel issues, and funding) in private; and</li> </ul>	
(g) publish an annual report on the <del>IASC</del> <u>IFRS</u> Foundation's activities, including	(g) publish an annual report on the <del>IASC</del> <u>IFRS</u> Foundation's activities, including	
audited financial statements and priorities for the coming year.	audited financial statements and priorities for the coming year.	
<ul> <li>14. There shall be a quorum for meetings of the Trustees if 60 per cent of the Trustees are present in person or by telecommunications: Trustees shall not be represented by alternates. Each Trustee shall have one vote, and a simple majority of those voting shall be required to take decisions on matters other than termination of the appointment of a Trustee, amendments to the Constitution, or minor variations made in the interest of feasibility of operations, in which cases a 75 per cent</li> </ul>	<ul> <li>14. There shall be a quorum for meetings of the Trustees if 60 per cent of the Trustees are present in person or by telecommunications: Trustees shall not be represented by alternates. Each Trustee shall have one vote, and a simple majority of those voting shall be required to take decisions on matters other than termination of the appointment of a Trustee, amendments to the Constitution, or minor variations made in the interest of feasibility of operations, in which cases a</li> </ul>	No substantive change recommended.

majority of all Trustees shall be required. ;	75 per cent majority of all Trustees shall	
$\underline{V}$ voting by proxy shall not be permitted on	be required. ; $\underline{V}$ voting by proxy shall not	
any issue. In the event of a tied vote, the	be permitted on any issue. In the event of	
Chairman shall have an additional casting	a tied vote, the Chairman shall have an	
vote.	additional casting vote.	
Part B	Part B	
Trustees	Trustees	
15. In addition to the duties set out in Part A, the Trustees shall:	15. In addition to the duties set out in Part A, the Trustees shall:	No substantive change recommended.
<ul> <li>(a) appoint the members of the <u>IASB IFRS</u></li> <li><u>Board</u> and establish their contracts of service and performance criteria;</li> </ul>	<ul> <li>(a) appoint the members of the <u>IASB</u> and establish their contracts of service and performance criteria;</li> </ul>	A number of commentators were of the view that the Constitution should expressly refer
(b) appoint the members of the International Financial Reporting Interpretations Committee <u>(IFRIC)</u> and the Standards Advisory Council <u>(SAC)</u> ;	(b) appoint the members of the International Financial Reporting Interpretations Committee <u>(IFRIC)</u> and the Standards Advisory Council <u>(SAC)</u> ;	to the Trustees obligation to protect the independence of the IASB as the standard- setting body. This came up during discussion of the proposed public consultation of the IASB's agenda and its public accountability
<ul> <li>(c) review annually the strategy of the <u>IASC</u> <u>IFRS</u> Foundation and the <u>IASB IFRS</u> <u>Board</u> and its effectiveness, including consideration, but not determination, of the <u>IASB's IFRS</u> <u>Board's</u> agenda;</li> </ul>	<ul> <li>(c) review annually the strategy of the IASC <u>IFRS</u> Foundation and the <u>IASB</u> and its effectiveness, including consideration, but not determination, of the <u>IASB 's</u> agenda;</li> </ul>	to stakeholders in providing feedback, reasons and possibly re-exposing highly contentious matters. The Trustees are asked to consider whether such a change would be deemed appropriate.
(d) approve annually the budget of the IASC IFRS Foundation and determine the basis for funding;	(d) approve annually the budget of the IASC IFRS Foundation and determine the basis for funding;	
<ul> <li>(e) review broad strategic issues affecting accounting <u>financial reporting</u> standards, promote the <u>IASC IFRS</u> Foundation and its work and promote the objective of rigorous application of <del>International</del> <u>Accounting Standards and International</u> <u>Financial Reporting Standards IFRSs</u>, provided that the Trustees shall be excluded from involvement in technical</li> </ul>	<ul> <li>(e) review broad strategic issues affecting accounting <u>financial reporting</u> standards, promote the <u>IASC IFRS</u> Foundation and its work and promote the objective of rigorous application of <del>International</del> <u>Accounting Standards and International</u> <u>Financial Reporting Standards IFRSs</u>, provided that the Trustees shall be excluded from involvement in technical</li> </ul>	

matters relating to accounting financial reporting standards;

- (f) establish and amend operating procedures, consultative arrangements and due process for the IASB IFRS Board, the International Financial **Reporting Interpretations Committee** IFRIC and the Standards Advisory Council SAC;
- (g) review compliance with the operating procedures, consultative arrangements and due process as described in (f);
- (h) approve amendments to this Constitution after following a due process, including consultation with the Standards Advisory Council SAC and publication of an exposure draft for public comment and subject to the voting requirements given in <u>Ssection 14;</u>
- (i) exercise all powers of the **IASC** IFRS Foundation except for those expressly reserved to the **IASB** IFRS Board, the **International Financial Reporting** Interpretations Committee IFRIC and the Standards Advisory Council SAC; and
- (i) foster and review the development of educational programmes and materials that are consistent with the **IASC** IFRS Foundation's objectives.
- 16. The Trustees may terminate the 16. The Trustees may terminate the appointment of a member of the IASB appointment of a member of the IASB, IFRS Board, the International Financial the International Financial Reporting **Reporting Interpretations Committee** Interpretations Committee IFRIC or the

matters relating to accounting financial reporting standards;

- (f) establish and amend operating procedures, consultative arrangements and due process for the IASB, the **International Financial Reporting** Interpretations Committee IFRIC and the Standards Advisory Council SAC:
- (g) review compliance with the operating procedures, consultative arrangements and due process as described in (f);
- (h) approve amendments to this Constitution after following a due process, including consultation with the Standards Advisory Council SAC and publication of an exposure draft for public comment and subject to the voting requirements given in Section 14;
- (i) exercise all powers of the **IASC** IFRS Foundation except for those expressly reserved to the IASB, the International **Financial Reporting Interpretations** Committee IFRIC and the Standards

educational programmes and materials that are consistent with the HASC IFRS

Advisory Council SAC; and (i) foster and review the development of

Foundation's objectives.

No substantive change recommended.

response to changing global economic conditions, and publishing the proposals of that review for public comment, the review commencing three years after the	response to changing global economic conditions, and publishing the proposals of that review for public comment, the review commencing three years after the	
geographical distribution of Trustees in response to changing global economic conditions, and publishing the proposals	geographical distribution of Trustees in response to changing global economic conditions, and publishing the proposals	
(c) their undertaking a review of the entire structure of the <u>IASC</u> <u>IFRS</u> Foundation and its effectiveness, such review to include consideration of changing the	<ul> <li>(c) their undertaking a review of the entire structure of the <u>IASC</u> <u>IFRS</u> Foundation and its effectiveness, such review to include consideration of changing the</li> </ul>	
<ul> <li>(b) their commitment to report to and engage with the Monitoring Board according to the terms described in <u>Ss</u>ections 18–23:-</li> <li>(a) their undertaking a review of the entire</li> </ul>	<ul> <li>(b) their commitment to report to and engage with the Monitoring Board according to the terms described in <u>Sections 18–23:</u></li> <li>(a) their undertaking a review of the entire</li> </ul>	
<ul><li>17. The accountability of the Trustees shall be ensured <i>inter alia</i> through:</li><li>(a) commitment made by each Trustee to act in the public interest;</li></ul>	<ul><li>17. The accountability of the Trustees shall be ensured <i>inter alia</i> through:</li><li>(a) commitment made by each Trustee to act in the public interest;</li></ul>	Removed outdated information applicable to when the organisation was formed in 2001.
SAC, on grounds of poor performance, misbehaviour, incapacity or other failure to comply with contractual requirements, and the Trustees shall develop procedures for such termination.	grounds of poor performance, misbehaviour, incapacity or other failure to comply with contractual requirements, and the Trustees shall develop procedures for such termination.	

link between the Trustees and public authorities. This relationship seeks to replicate, on an international basis, the link between accounting standard-setters and those public authorities that have generally overseen accounting standard-setters. A Memorandum of Understanding will be agreed between the Monitoring Board and the Trustees describing the interaction of the Monitoring Board with the Trustees. This Memorandum of Understanding will be made available to the public.	link between the Trustees and public authorities. This relationship seeks to replicate, on an international basis, the link between accounting standard-setters and those public authorities that have generally overseen accounting standard-setters. A Memorandum of Understanding will be agreed between the Monitoring Board and the Trustees describing the interaction of the Monitoring Board with the Trustees. This Memorandum of Understanding will be made available to the public.	New section. Changes recently been made following the first part of the Constitution Review.
<ul> <li>19. The responsibilities of the Monitoring Board shall be:</li> <li>(a) to participate in the process for appointing Trustees and to approve the appointment of Trustees according to the guidelines in <u>S</u>ections 5–8.</li> </ul>	<ul> <li>19. The responsibilities of the Monitoring Board shall be:</li> <li>(a) to participate in the process for appointing Trustees and to approve the appointment of Trustees according to the guidelines in <u>Ss</u>ections 5–8.</li> </ul>	No substantive change recommended. New section. Changes recently been made following the first part of the Constitution Review.
<ul> <li>(b) to review and provide advice to the Trustees on their fulfilment of the responsibilities set out in <u>Ss</u>ections 13 and 15. The Trustees shall make an annual written report to the Monitoring Board.</li> </ul>	<ul> <li>(b) to review and provide advice to the Trustees on their fulfilment of the responsibilities set out in <u>Ssections 13</u> and 15. The Trustees shall make an annual written report to the Monitoring Board.</li> </ul>	
<ul> <li>(c) to meet the Trustees or a subgroup of the Trustees at least once annually, and more frequently as appropriate. The Monitoring Board shall have the authority to request meetings with the Trustees or separately with the Chairman of the Trustees (with the Chairman of the Trustees (with the Chairman of the <u>IASB IFRS Board</u> as appropriate) about any area of work of either the Trustees or the <u>IASB IFRS Board</u>. These meetings</li> </ul>	<ul> <li>(c) to meet the Trustees or a subgroup of the Trustees at least once annually, and more frequently as appropriate. The Monitoring Board shall have the authority to request meetings with the Trustees or separately with the Chairman of the Trustees (with the Chairman of the Trustees (with the Chairman of the IASB as appropriate) about any area of work of either the Trustees or the IASB. These meetings may include discussion</li> </ul>	

may include discussion of, and <u>any</u> proposed resolution by the <u>IASC IFRS</u> Foundation or <u>the IASB IFRS Board</u> , proposed resolution of, issues that the Monitoring Board has referred for timely consideration by the <u>IASC IFRS</u> Foundation or the <u>IASB IFRS Board</u> .	of, and any proposed resolution by the HASC IFRS Foundation or the <u>IASB</u> , proposed resolution of, issues that the Monitoring Board has referred for timely consideration by the HASC IFRS Foundation or the <u>IASB</u> .	
20. The Monitoring Board shall develop a charter that sets out its organisational, operating and decision-making procedures. The charter shall be made public.	20. The Monitoring Board shall develop a charter that sets out its organisational, operating and decision-making procedures. The charter shall be made public.	No substantive change recommended. New section. Changes recently been made following the first part of the Constitution Review.
<ul> <li>21. Initially, the Monitoring Board shall comprise:</li> <li>(a) the responsible member of the European Commission;</li> </ul>	<ul> <li>21. Initially, the Monitoring Board shall comprise:</li> <li>(a) the responsible member of the European Commission;</li> </ul>	No substantive change recommended. New section. Changes recently been made following the first part of the Constitution Review.
(b) the chair of the IOSCO Emerging Markets Committee <del>,:</del>	(b) the chair of the IOSCO Emerging Markets Committee <del>,:</del>	
<ul> <li>(c) the chair of the IOSCO Technical Committee (or vice-chair or designated securities commission chair in cases where either the chairman of an EU securities regulator, commissioner of the Japan Financial Services Agency or chairman of the US Securities and Exchange Commission is the chair of the IOSCO Technical Committee);</li> </ul>	<ul> <li>(c) the chair of the IOSCO Technical Committee (or vice-chair or designated securities commission chair in cases where either the chairman of an EU securities regulator, commissioner of the Japan Financial Services Agency or chairman of the US Securities and Exchange Commission is the chair of the IOSCO Technical Committee);</li> </ul>	
(d) the commissioner of the Japan Financial Services Agency;:	(d) the commissioner of the Japan Financial Services Agency <del>,:</del>	
(e) the chairman of the US Securities and Exchange Commission <del>,</del> : and	(e) the chairman of the US Securities and Exchange Commission <del>,</del> : and	
(f) as an observer, the chairman of the Basel Committee on Banking Supervision.	(f) as an observer, the chairman of the Basel Committee on Banking Supervision.	

22. The Monitoring Board shall reconsider its composition from time to time relative to its objectives.	22. The Monitoring Board shall reconsider its composition from time to time relative to its objectives.	No substantive change recommended. New section. Changes recently been made following the first part of the Constitution Review.
23. The Monitoring Board shall reach decisions to approve the appointment of Trustees and establish any common positions by consensus.	23. The Monitoring Board shall reach decisions to approve the appointment of Trustees and establish any common positions by consensus.	No substantive change recommended. New section. Changes recently been made following the first part of the Constitution Review.
IASB IFRS Board	IASB	
<ul> <li>24. The IASB IFRS Board shall comprise fourteen members, increasing to sixteen members at a date no later than 1 July 2012. The members of the IASB IFRS Board are appointed by the Trustees under Section 15(a). Up to three members may be part-time members (the expression 'part-time' meaning that the members concerned commit most of their time in paid employment to the IASC IFRS Foundation) and shall meet appropriate guidelines of independence established by the Trustees. The remaining members shall be full-time members (the expression 'full-time' meaning that the members concerned commit all of their time in paid employment to the IASC IFRS Foundation). The work of the IASB IFRS Board shall not be invalidated by its failure at any time to have a full complement of members, although the Trustees shall use their best endeavours to achieve a full complement.</li> </ul>	<ul> <li>24. The <u>IASB</u> shall comprise fourteen members, increasing to sixteen members at a date no later than 1 July 2012. The members of the <u>IASB</u> are appointed by the Trustees under <u>Section 15(a)</u>. Up to three members may be part-time members (the expression 'part-time' meaning that the members concerned commit most of their time in paid employment to the <del>IASC</del> <b>IFRS</b> Foundation) and shall meet appropriate guidelines of independence established by the Trustees. The remaining members shall be full-time members (the expression 'full-time' meaning that the members concerned commit all of their time in paid employment to the IASC IFRS Foundation). The work of the <u>IASB</u> shall not be invalidated by its failure at any time to have a full complement of members, although the Trustees shall use their best endeavours to achieve a full complement.</li> </ul>	No substantive change recommended. New section. Changes recently been made following the first part of the Constitution Review.
25. The main qualifications for membership of	25. The main qualifications for membership of	No substantive change recommended.

the IASB IFRS Board shall be professional competence and practical experience. The Trustees shall select members of the IASB IFRS Board, consistently with the Criteria for IASB IFRS Board Mmembers set out in the Annex to the Constitution, so that it will comprise a group of people representing, within that group, the best available combination of technical expertise and diversity of international business and market experience in order to contribute to the development of high quality, global accounting financial reporting standards. The members of the IASB IFRS Board shall be required to	the <u>IASB</u> shall be professional competenceand practical experience. The Trusteesshall select members of the <u>IASB</u> ,consistently with the Criteria for <u>IASB</u> Mmembers set out in the Annex to theConstitution, so that it will comprise agroup of people representing, within thatgroup, the best available combination oftechnical expertise and diversity ofinternational business and marketexperience in order to contribute to thedevelopment of high quality, globalaccounting <u>financial reporting</u> standards.The members of the <u>IASB</u> shall berequired to commit themselves formally to	
commit themselves formally to acting in the public interest in all matters. No	acting in the public interest in all matters. No individual shall be both a Trustee and	
individual shall be both a Trustee and an	an <u>IASB</u> member at the same time.	
IASB IFRS Board member at the same		
time. 26. In a manner consistent with the Criteria for	26. In a manner consistent with the Criteria for	No substantivo chango recommendad
IASB IFRS Board Mmembers as set out in	IASB <u>Mm</u> embers as set out in the Annex	No substantive change recommended. Changes recently been made following the
the Annex to the Constitution and in order	to the Constitution and in order to ensure a	first part of the Constitution Review.
to ensure a broad international basis, there	broad international basis, there shall	
shall normally be, by 1 July 2012:	normally be, by 1 July 2012:	
(a) four members from the Asia/Oceania	(a) four members from the Asia/Oceania	
region;	region;	
(b) four members from Europe;	(b) four members from Europe;	
(c) four members from North America;	(c) four members from North America;	
(d) one member from Africa;	(d) one member from Africa;	
(e) one member from South America; and	(e) one member from South America; and	
(f) two members appointed from any area, subject to maintaining overall	(f) two members appointed from any area, subject to maintaining overall	

1' 11 1	1 1 1 1	
geographical balance.	geographical balance.	
The work of the IASB IFRS Board shall not be	The work of the <u>IASB</u> shall not be	
invalidated by its failure at any time to have a	invalidated by its failure at any time to have	
full complement of members according to the	a full complement of members according to	
above geographical allocation, although the	the above geographical allocation, although	
Trustees shall use their best endeavours to	the Trustees shall use their best endeavours	
achieve the geographical allocation.	to achieve the geographical allocation.	
27. The Trustees shall select IASB IFRS Board	27. The Trustees shall select <u>IASB</u> members so	No substantive change recommended.
members so that the <b>IASB</b> IFRS Board as a	that the <u>IASB</u> as a group provides an	
group provides an appropriate mix of	appropriate mix of recent practical	
recent practical experience among	experience among auditors, preparers,	
auditors, preparers, users and academics.	users and academics.	
28. The IASB IFRS Board will, in consultation	28. The <u>IASB</u> will, in consultation with the	Amended to reflect the IASB's desire to
with the Trustees, be expected to establish	Trustees, be expected to establish and	consult more widely.
and maintain liaison with national	maintain liaison with national standard-	
standard-setters and other official bodies	setters, other standard-setters (including	
concerned with an interest in standard-	the International Public Sector	Staff is recommending a direct reference to
setting in order to assist in the	Accounting Standards Board (IPSASB),	the IPSASB, the IAASB and IVSC to take
development of IFRSs and to promote the	the International Auditing and	account of commentators numerous requests
convergence of national accounting	Assurance Standards Board (IAASB))	that these organisations be specifically
standards and International Accounting	and the International Valuations	mentioned in the Constitution. The
Standards and International Financial	Standards Committee (IVSC)), and other	inclusion of these specific organisations does
Reporting Standards IFRSs.	official bodies with <b>an interest in</b>	not preclude the ongoing consultation with
	accounting standard-setting concerned in	such bodies as the Basel Committee and
	order to <u>assist in the development of</u>	IOSCO, which are covered by the language
	<b>IFRSs and</b> to promote the convergence of	"other official bodies with an interest"
	national accounting standards and	
	International Accounting Standards and	
	International Financial Reporting	
	Standards IFRSs.	
29. Each full-time and part-time member of the	29. Each full-time and part-time member of the	No change recommended.
IASB IFRS Board shall agree contractually	<u>IASB</u> shall agree contractually to act in the	
to act in the public interest and to have	public interest and to have regard to the	

regard to the HASB IFRS Board's	IASB's Framework (as amended from	
Framework (as amended from time to	time to time) in deciding on and revising	
time) in deciding on and revising	standards.	
standards.		
30. The Trustees shall appoint one of the full-	30. The Trustees shall appoint one of the full-	The section is being changed to provide for
time members as Chairman of the IASB	time members as Chairman of the IASB,	flexibility to appoint up to two Vice
IFRS Board, who shall also be the Chief	who shall also be the Chief Executive of	Chairmen to assist the Chairman in his
Executive of the IASC IFRS Foundation.	the IASC IFRS Foundation. One Up to	functions.
One Up to two of the fulltime members of	two of the fulltime members of the IASB	
the IASB IFRS Board shall may also be	shall may also be designated by the	
designated by the Trustees as <u>a</u> Vice-	Trustees as <u>a</u> Vice-Chairman, whose role	
Chairman, whose role shall be to chair	shall be to chair meetings of the IASB in	
meetings of the IASB IFRS Board in the	the absence of the Chairman or to	
absence of the Chairman or to represent	represent the Chairman in external	
the Chairman in external contacts in	contacts in unusual circumstances (such as	
unusual circumstances (such as illness).	illness). The appointment of the Chairman	
The appointment of the Chairman and the	and the designation as Vice Chairman shall	
designation as Vice Chairman shall be for	be for such term as the Trustees decide.	
such term as the Trustees decide. The title	The title of Vice Chairman would not	
of Vice Chairman would not imply that the	imply that the individual member (or	
individual member (or members)	members) concerned is (or are) the	
concerned is (or are) the Chairman elect.	Chairman elect.	
31. Members of the IASB IFRS Board	31. Members of the <u>IASB</u> appointed before 2	Change to reflect the new terms of
appointed before 2 July 2009 shall be	July 2009 shall be appointed for a term of	appointment for IASB members.
appointed for a term of up to five years,	<del>up to</del> five years, renewable once for a	The change has been proposed to ensure that
renewable once for a further term of five	further term of five years. Members of the	the IASB members remain current and up to
years. Members of the IFRS Board	IASB appointed after 2 July 2009 shall be	date and bring practical experience and
appointed after 2 July 2009 shall be	appointed initially for a term of five years.	knowledge to the work of the IASB.
appointed initially for a term of up to five	Terms are renewable once for a further	
years. Terms are renewable once for a	term of three years, with the exception of	Demoved the words "up to" to remove any
further term of three years, with the	the Chairman and a Vice-Chairman. The	Removed the words "up to" to remove any
exception of the Chairman and a Vice-	Chairman and a Vice-Chairman may serve	ambiguity and to clarify that IASB members
Chairman. The Chairman and a Vice-	a second term of five years, but may not	are appointed for a first term of five years.
Chairman may serve a second term of five	exceed ten years in total length of service	

years, but may not exceed ten years in total length of service as a member of the IFRS Board.	as a member of the IASB.	
324 The Trustees shall develop rules and procedures to ensure that the IASB IFRS Board is, and is seen to be, independent, and, in particular, on appointment, full- time members of the IASB IFRS Board shall sever all employment relationships with current employers and shall not hold any position giving rise to economic incentives which might call into question their independence of judgement in setting accounting financial reporting standards. Secondments and any rights to return to an employer would therefore not be permitted. Part-time members of the IASB IFRS Board would not be expected to sever all other employment arrangements.	324 The Trustees shall develop rules and procedures to ensure that the <u>IASB</u> is, and is seen to be, independent, and, in particular, on appointment, full-time members of the <u>IASB</u> shall sever all employment relationships with current employers and shall not hold any position giving rise to economic incentives which might call into question their independence of judgement in setting accounting <u>financial reporting</u> standards. Secondments and any rights to return to an employer would therefore not be permitted. Part-time members of the <u>IASB</u> would not be expected to sever all other employment arrangements.	This was originally part of section 31, but because the new sections added to the original, it became necessary to divide the section into two. Notwithstanding that this is a new section; there is no substantive change that has been recommended.
3 <u>3</u> 2 The terms of appointment of members of the IASB IFRS Board shall be staggered so that not all members retire at once. To accomplish this, the Trustees shall consider initial terms of three years for some members, four years for others and a full five years for the remaining initial members.	3 <u>3</u> 2The terms of appointment of members of the <u>IASB</u> shall be staggered so that not all members retire at once. To accomplish this, the Trustees shall consider initial terms of three years for some members, four years for others and a full five years for the remaining initial members.	Amended to remove procedures that are no longer relevant or appropriate.
3 <u>4</u> 3 Full-time and part-time members of the <u>IASB</u> <u>IFRS Board</u> shall be remunerated at rates commensurate with the respective responsibilities assumed: such rates shall be determined by the Trustees. Expenses of travel on <u>IASB</u> <u>IFRS Board</u> business shall be met by the <u>IASC</u> <u>IFRS</u> Foundation.	3 <u>4</u> <del>3</del> Full-time and part-time members of the <u>IASB</u> shall be remunerated at rates commensurate with the respective responsibilities assumed: such rates shall be determined by the Trustees. Expenses of travel on <u>IASB</u> business shall be met by the <del>IASC</del> <u>IFRS</u> Foundation.	No substantive change recommended.

3 <u>5</u> 4 The <u>IASB</u> <u>IFRS Board</u> shall meet at such times and locations as it determines: meetings of the <u>IASB</u> <u>IFRS Board</u> shall be open to the public, but certain discussions (normally only about selection, appointment and other personnel issues) may be held in private at the discretion of the <u>IASB</u> <u>IFRS Board</u> .	3 <u>5</u> 4The <u>IASB</u> shall meet at such times and locations as it determines: meetings of the <u>IASB</u> shall be open to the public, but certain discussions (normally only about selection, appointment and other personnel issues) may be held in private at the discretion of the <u>IASB</u> .	No substantive change recommended.
3 <u>65</u> Each member of the IASB IFRS Board shall have one vote. On both technical and other matters, proxy voting shall not be permitted nor shall members of the IASB IFRS Board be entitled to appoint alternates to attend meetings. In the event of a tied vote, on a decision that is to be made by a simple majority of the members of the IASB IFRS Board present at a meeting in person or by telecommunications, the Chairman shall have an additional casting vote	365Each member of the <u>IASB</u> shall have one vote. On both technical and other matters, proxy voting shall not be permitted nor shall members of the <u>IASB</u> be entitled to appoint alternates to attend meetings. In the event of a tied vote, on a decision that is to be made by a simple majority of the members of the <u>IASB</u> present at a meeting in person or by telecommunications, the Chairman shall have an additional casting vote.	No substantive change recommended.
3 <u>7</u> 6 The publication of an exposure draft, or an International Financial Reporting Standard (including an International Accounting Standard or an Interpretation of the International Financial Reporting Interpretations Committee) <u>IFRS</u> shall require approval by nine members of the IASB <u>IFRS Board</u> , if there are fewer than 16 members, or by ten members if there are 16 members. Other decisions of the IASB <u>IFRS Board</u> , including the publication of a discussion paper, shall require a simple majority of the members of the IASB <u>IFRS Board</u> present at a	3 <u>7</u> 6The publication of an exposure draft, or an International Financial Reporting Standard (including an International Accounting Standard or an Interpretation of the International Financial Reporting Interpretations Committee) <u>IFRS</u> shall require approval by nine members of the <u>IASB</u> , if there are fewer than 16 members or by ten members if there are 16 members. Other decisions of the <u>IASB</u> , including the publication of a discussion paper, shall require a simple majority of the members of the <u>IASB</u> present at a meeting that is attended by at least 60 per	No substantive change recommended.

		1
meeting that is attended by at least 60 per	cent of the members of the <u>IASB</u> , in	
cent of the members of the IASB <u>IFRS</u>	person or by telecommunications.	
Board, in person or by		
telecommunications.		
3 <u>8</u> 7 The IASB IFRS Board shall:	3 <u>8</u> 7 The <u>IASB</u> shall:	There are two significant changes being
(a) have complete responsibility for all IASB	(a) have complete responsibility for all IASB	recommended in this section:
IFRS Board technical matters including	technical matters including the	• the creation of an extremely limited
the preparation and issuing of	preparation and issuing of International	emergency due process procedure
International Accounting Standards,	Accounting Standards, International	
International Financial Reporting	Financial Reporting Standards IFRSs	• the requirement to have a three-
Standards IFRSs and exposure drafts,	(other than Interpretations) and exposure	yearly public review of the agenda
each of which shall include any	drafts, each of which shall include any	and emphasis on regular Trustee and
dissenting opinions, and final the	dissenting opinions, and final the	SAC reviews of the agenda
approval and issuing of Interpretations	approval and issuing of Interpretations	Due Process procedures
developed by the International Financial	developed by the International Financial	Amended to allow the Trustees to authorise
Reporting Interpretations Committee	Reporting Interpretations Committee	a fast track due process in exceptional
<u>IFRIC;</u>	<u>IFRIC.</u>	circumstances. Consultation shall never be
(b) publish an exposure draft on all projects	(b) publish an exposure draft on all projects	dispensed with.
and normally publish a discussion	and normally publish a discussion	
document for public comment on major	document for public comment on major	Commentators were generally opposed to
projects for a period consistent with	projects in accordance with procedures	the principle of a consultation period of less
procedures approved by the Trustees;	approved by the Trustees.	than 30 days, but many reluctantly
(c) in exceptional circumstances, and only	(c) in exceptional circumstances, and only	acknowledged the potential need for such a
after formally requesting and receiving	after formally requesting and receiving	provision in the Constitution. Considering
prior approval from the Trustees, reduce,	prior approval from the Trustees, reduce,	the need to have some guidance in such a
but not eliminate, the period of public	but not dispense with, the period for	circumstance and the desirability for
comment on an exposure draft below that	public comment on an exposure draft	flexibility, the staff recommends maintaining
described as the minimum in the Due	below that described as the minimum in	the proposal. At the same time, in addition
Process Handbook;	the Due Process Handbook.	to the Constitutional language, the Trustees
		should give a clear acknowledgement that
(c)(d) have full discretion in developing and	(c)(d) have full discretion in developing and	they are aware of translation difficulties and
pursuing the technical agenda of the	pursuing its technical agenda, subject to	emphasising that the circumstances in which
IASB IFRS Board, after consulting the	the following:	the option would be invoked are in the rarest
Trustees (consistently with section	(i) consulting the Trustees (consistently	of circumstances.

<ul> <li>15(c)) and the SAC (consistently with section 44(a)), and over project assignments on technical matters: in organising the conduct of its work, the HASB IFRS Board may outsource detailed research or other work to national standard-setters or other organisations;</li> <li>(d)(i)(e) establish procedures for reviewing comments made within a reasonable period on documents published for comment;</li> <li>(d)(ii)(f) normally form working groups or other types of specialist advisory groups to give advice on major projects;</li> <li>(d)(iii)(g) consult the Standards Advisory Council SAC on major projects, agenda decisions and work priorities; and</li> <li>(d)(iv)(h)normally issue bases publish a basis for conclusions with International Accounting Standards, International Financial Reporting Standards, and an IFRS or an exposure drafts;</li> <li>(e)(i) consider holding public hearings to discuss proposed standards, although there is no requirement to hold public hearings for every project;</li> <li>(f)(j) consider undertaking field tests (both in developed countries and in emerging markets) to ensure that proposed standards are practical and workable in all environments, although there is no requirement to undertake field tests for every project; and</li> </ul>	<ul> <li>with section 15(c)) and the SAC (consistently with section 44(a)): and</li> <li>(ii) carrying out a public consultation every three years, the first of which shall begin no later than 30 June 2011.</li> <li>(e) have full discretion over project assignments on technical matters: in organising the conduct of its work, the IASB may outsource detailed research or other work to national standard- setters or other organisations.</li> <li>(d)(i)(f)establish procedures for reviewing comments made within a reasonable period on documents published for comment.</li> <li>(d)(ii)(g) normally form working groups or other types of specialist advisory groups to give advice on major projects;</li> <li>(d)(iii)(h)consult the Standards Advisory Council SAC on major projects, agenda decisions and work priorities; and</li> <li>(d)(iv)(i)normally issue bases publish a basis for conclusions with International Accounting Standards, International Financial Reporting Standards, and an IFRS or an exposure drafts;</li> <li>(e)(i) consider holding public hearings to discuss proposed standards, although there is no requirement to hold public hearings for every project;</li> <li>(f)(k) consider undertaking field tests (both</li> </ul>	Agenda-setting The Trustees had originally proposed a more formalised procedure for the IASB to seek input on its agenda-setting process. While stakeholders generally applauded the direction of these proposals, most called for a more formal methodology to seek public input. In addition to the already suggested language on consultation with the SAC and the Trustees, staff is proposing Constitutional language that would require formal public consultation on the technical agenda every three years, the first to begin no later than 30 June 2011. The ultimate authority for the agenda would remain the IASB.

(g)(k)give reasons if it does not follow any of the non-mandatory procedures set out in (b), (d)(ii)(f), d(iv)(h), (e)(i) and (f)(j).	in developed countries and in emerging markets) to ensure that proposed standards are practical and workable in all environments, although there is no requirement to undertake field tests for every project; and (g)(1) give reasons if it does not follow any of the non-mandatory procedures set out in (b), (d)(ii)(g), d(iv)(i), (e)(j) and (f)(k).	
<ul> <li>38 <u>39</u> The authoritative text of any exposure draft<u>or</u> International Accounting Standard or International Financial Reporting</li> <li>Standard or draft or final Interpretation or IFRS shall be that published by the IASB IFRS Board in the English language. The IASB IFRS Board may publish authorised translations or give authority to others to publish translations of the authoritative text of exposure drafts<u>and International Accounting Standards and International Financial Reporting Standards and draft and final Interpretations and IFRSs.</u></li> </ul>	<ul> <li><u>38</u> <u>39</u> The authoritative text of any exposure draft<u>or International Accounting Standard</u> or International Financial Reporting Standard or draft or final Interpretation or IFRS shall be that published by the IASB in the English language. The IASB may publish authorised translations or give authority to others to publish translations of the authoritative text of exposure drafts<u>and International Accounting Standards and International Financial Reporting Standards and draft and final Interpretations and IFRSs.</u></li> </ul>	No substantive change recommended.
International Financial Reporting Interpretations Committee (IFRIC)	International Financial Reporting Interpretations Committee (IFRIC)	
<ul> <li>39 <u>40</u>. The International Financial Reporting Interpretations Committee IFRIC shall comprise fourteen voting members, appointed by the Trustees under Section 15(b) for renewable terms of three years. The Trustees shall select members of the Committee IFRIC so that it comprises a group of people representing, within that group, the best available combination of</li> </ul>	<ul> <li>39 <u>40</u>. The International Financial Reporting Interpretations Committee IFRIC shall comprise fourteen voting members, appointed by the Trustees under Section 15(b) for renewable terms of three years. The Trustees shall select members of the Committee IFRIC so that it comprises a group of people representing, within that group, the best available combination of</li> </ul>	No substantive change recommended.

technical expertise and diversity of	technical expertise and diversity of	
international business and market	international business and market	
experience in the practical application of	experience in the practical application of	
International Financial Reporting	International Financial Reporting	
Standards (IFRSs) and analysis of financial	Standards (IFRSs) and analysis of	
statements prepared in accordance with	financial statements prepared in	
IFRSs. Expenses of travel on <del>Committee</del>	accordance with IFRSs. Expenses of	
<u>IFRIC</u> business shall be met by the <del>IASC</del>	travel on Committee IFRIC business shall	
<u>IFRS</u> Foundation.	be met by the <del>IASC</del> IFRS Foundation.	
40 41. The Trustees shall appoint a member of	4041. The Trustees shall appoint a member of	No substantive change recommended.
the IASB IFRS Board, the Director of	the IASB, the Director of Technical	rio substanti ve enange recommended.
Technical Activities or another senior	Activities or another senior member of the	
member of the <del>IASB</del> <u>IFRS Board</u> staff, or	<u>IASB</u> staff, or another appropriately	
another appropriately qualified individual,	qualified individual, to chair the	
to chair the <del>Committee</del> <u>IFRIC</u> . The	Committee IFRIC. The Chairman has the	
Chair <u>man</u> has the right to speak to the	right to speak to the technical issues being	
technical issues being considered but not to	considered but not to vote. The Trustees,	
vote. The Trustees, as they deem	as they deem necessary, shall appoint as	
necessary, shall appoint as non-voting	non-voting observers representatives of	
observers representatives of regulatory	regulatory organisations, who shall have	
organisations, who shall have the right to	the right to attend and speak at meetings.	
attend and speak at meetings.		
41 42. The Committee IFRIC shall meet as and	41 42. The Committee IFRIC shall meet as and	No substantive change recommended.
when required and ten voting members	when required and ten voting members	C
present in person or by	present in person or by	
telecommunications shall constitute a	telecommunications shall constitute a	
quorum: one or two IASB IFRS Board	quorum: one or two <u>IASB</u> members shall	
members shall be designated by the IASB	be designated by the <u>IASB</u> and shall attend	
IFRS Board and shall attend meetings as	meetings as non-voting observers; other	
non-voting observers; other members of	members of the IASB may attend and	
the IASB IFRS Board may attend and	speak at the meetings. On exceptional	
speak at the meetings. On exceptional	occasions, members of the Committee	
occasions, members of the Committee	IFRIC may be allowed to send non-voting	
IFRIC may be allowed to send non-voting	alternates, at the discretion of the	

alternates, at the discretion of the	Chair <u>man</u> of the Committee IFRIC.	
Chairman of the Committee IFRIC.	Members wishing to nominate an alternate	
Members wishing to nominate an alternate	should seek the consent of the Chairman in	
should seek the consent of the Chairman in	advance of the meeting concerned.	
advance of the meeting concerned.	Meetings of the Committee IFRIC shall be	
Meetings of the Committee IFRIC shall be	open to the public, but certain discussions	
open to the public, but certain discussions	(normally only about selection,	
(normally only about selection,	appointment and other personnel issues)	
appointment and other personnel issues)	may be held in private at the Committee	
may be held in private at the Committee	IFRIC's discretion.	
IFRIC's discretion.		
42 43 Each member of the Committee IFRIC	42 43 Each member of the Committee IFRIC	No substantive change recommended.
shall have one vote. Members vote in	shall have one vote. Members vote in	
accordance with their own independent	accordance with their own independent	
views, not as representatives voting	views, not as representatives voting	
according to the views of any firm,	according to the views of any firm,	
organisation or constituency with which	organisation or constituency with which	
they may be associated. Proxy voting shall	they may be associated. Proxy voting shall	
not be permitted. Approval of draft or	not be permitted. Approval of draft or	
final Interpretations shall require that not	final Interpretations shall require that not	
more than four voting members vote	more than four voting members vote	
against the draft or final Interpretation.	against the draft or final Interpretation.	
43 <u>44.</u> The Committee IFRIC shall:	4344. The Committee IFRIC shall:	No substantive change recommended.
(a) interpret the application of <del>International</del>	(a) interpret the application of International	
Accounting Standards (IASs) and	Accounting Standards (IASs) and	
International Financial Reporting	International Financial Reporting	
Standards (IFRSs) and provide timely	Standards (IFRSs) and provide timely	
guidance on financial reporting issues	guidance on financial reporting issues	
not specifically addressed in HASs and	not specifically addressed in IASs and	
IFRSs, in the context of the IASB IFRS	IFRSs, in the context of the IASB 's	
Board's Framework, and undertake other	Framework, and undertake other tasks at	
tasks at the request of the HASB IFRS	the request of the <u>IASB;</u>	
<u>Board;</u>	(b) in carrying out its work under (a) above,	
(b) in carrying out its work under (a) above,	have regard to the <b>IASB</b> 's objective of	

<ul> <li>have regard to the IASB IFRS Board's objective of working actively with national standard-setters to bring about convergence of national accounting standards and IASs and IFRSs to high quality solutions;</li> <li>(c) publish after clearance by the IASB IFRS Board draft Interpretations for public comment and consider comments made within a reasonable period before finalising an Interpretation; and</li> <li>(d) report to the IASB IFRS Board and obtain the approval of nine of its members for final Interpretations <u>if there are fewer than 16 members</u>, or by ten of its members if there are 16 members.</li> </ul>	<ul> <li>working actively with national standard-setters to bring about convergence of national accounting standards and IASs and IFRSs to high quality solutions;</li> <li>(c) publish after clearance by the <u>IASB</u> draft Interpretations for public comment and consider comments made within a reasonable period before finalising an Interpretation; and</li> <li>(d) report to the <u>IASB</u> and obtain the approval of nine of its members for final Interpretations <u>if there are fewer than 16 members</u>, or by ten of its members if there are 16 members.</li> </ul>	
<ul> <li>Standards Advisory Council (SAC)</li> <li>44-45 The Standards Advisory Council SAC, whose members shall be appointed by the Trustees under Section 15(b), provides a forum for participation by organisations and individuals, with an interest in international financial reporting, having diverse geographical and functional backgrounds, with the objective of:</li> <li>(a) giving advice to the HASB IFRS Board on agenda decisions and priorities in the HASB IFRS Board's work,</li> <li>(b) informing the HASB IFRS Board of the views of the organisations and individuals on the Council SAC on major standard-setting projects and</li> <li>(c) (c) giving other advice to the HASB IFRS</li> </ul>	<ul> <li>Standards Advisory Council (SAC)</li> <li>44-45 The Standards Advisory Council SAC, whose members shall be appointed by the Trustees under Ssection 15(b), provides a forum for participation by organisations and individuals, with an interest in international financial reporting, having diverse geographical and functional backgrounds, with the objective of:</li> <li>(a) giving advice to the IASB on agenda decisions and priorities in the IASB 's work,</li> <li>(b) informing the IASB of the views of the organisations and individuals on the <u>Council SAC</u> on major standard-setting projects and</li> <li>(c) giving other advice to the IASB or the</li> </ul>	No substantive change recommended. Commentators however noted that the SAC could be more efficient. They therefore urged the Trustees to undertake a review of the SAC. Consequently, the Trustees should provide an undertaking in the final report that they will conduct a review of the SAC's effectiveness by the end of 2010.

Board or the Trustees.	Trustees.	
<ul> <li>45 46 The Council SAC shall comprise thirty or more members, having a diversity of geographical and professional backgrounds, appointed for renewable terms of three years. The Chairman of the Council SAC shall be appointed by the Trustees, and shall not be a member of the IASB IFRS Board or a member of its staff. The Trustees shall invite the Chairman of the Council SAC to attend and participate in the Trustees' meetings, as appropriate.</li> </ul>	<ul> <li>45 46 The Council SAC shall comprise thirty or more members, having a diversity of geographical and professional backgrounds, appointed for renewable terms of three years. The Chairman of the Council SAC shall be appointed by the Trustees, and shall not be a member of the IASB or a member of its staff. The Trustees shall invite the Chairman of the Council SAC to attend and participate in the Trustees' meetings, as appropriate.</li> </ul>	No substantive change recommended.
46-47 The Council SAC shall normally meet at least three times a year. Meetings shall be open to the public. The Council SAC shall be consulted by the IASB IFRS Board in advance of IASB IFRS Board decisions on major projects and by the Trustees in advance of any proposed changes to this Constitution.	46-47 The Council SAC shall normally meet at least three times a year. Meetings shall be open to the public. The Council SAC shall be consulted by the IASB in advance of IASB decisions on major projects and by the Trustees in advance of any proposed changes to this Constitution.	No substantive change recommended.
Chief Executive and staff	Chief Executive and staff	
47 <u>48</u> As provided under <u>Ssection 30</u> 24, the Chairman of the <u>IASB</u> <u>IFRS Board</u> shall also be the Chief Executive of the <u>IASC</u> <u>IFRS</u> Foundation, and shall be subject to supervision by the Trustees.	47 <u>48</u> As provided under <u>Ss</u> ection <u>30</u> 24, the Chairman of the <u>IASB</u> shall also be the Chief Executive of the <u>IASC IFRS</u> Foundation, and shall be subject to supervision by the Trustees.	No substantive change recommended. It should be noted that numerous commentators called for a splitting of the two roles, such that they would not be borne by the same person.
<ul> <li>48 <u>49</u> The Chief Executive shall be responsible for <u>establishing the senior staff</u></li> <li><u>management team staffing</u> of the <u>IASB</u></li> <li><u>IFRS Foundation</u>, which shall include a</li> <li><u>Director of Technical Activities appointed</u></li> <li><u>by the Chief Executive</u> in consultation with</li> </ul>	<ul> <li>48 <u>49</u> The Chief Executive shall be responsible for <u>establishing the senior staff</u></li> <li><u>management team staffing</u> of the IASB</li> <li><u>IFRS Foundation</u>, which shall include a</li> <li><u>Director of Technical Activities appointed</u></li> <li>by the Chief Executive in consultation</li> </ul>	Amended to allow the Trustees greater flexibility in appointing senior staff without being limited by the express terms of the Constitution. This accords with the Trustees' requirement to arrange their affairs in such a manner as is consistent with

the Trustees: the Director of Technical	with the Trustees.: the Director of	effective management and running of the		
Activities, while not a member of the	Technical Activities, while not a member	organisation.		
IASB, shall be entitled to participate in the	of the IASB, shall be entitled to participate			
debate but not to vote at meetings of the	in the debate but not to vote at meetings of			
IASB and the International Financial	the IASB and the International Financial			
Reporting Interpretations Committee.	Reporting Interpretations Committee.			
49 A Director of Operations and a Commercial	49 A Director of Operations and a Commercial	Removed to allow for greater flexibility.		
Director shall also be appointed by the	Director shall also be appointed by the	This accords with the changes made to the		
Chief Executive in consultation with the	Chief Executive in consultation with the	previous section – new section 49.		
Trustees. They shall have responsibility for	Trustees. They shall have responsibility for			
publications and copyright,	publications and copyright,			
communications, administration, and	communications, administration, and			
finance under the supervision of the Chief	finance under the supervision of the Chief			
Executive and for fundraising under the	Executive and for fundraising under the			
supervision of the Trustees.	supervision of the Trustees.			
Administration	Administration			
50. The administrative office of the <b>IASC</b> IFRS	50. The administrative office of the IASC IFRS	No substantive change recommended.		
Foundation shall be located in such	Foundation shall be located in such			
location as may be determined by the	location as may be determined by the			
Trustees in accordance with <u>S</u> ection	Trustees in accordance with <u>S</u> ection			
13(d).	13(d).			
51. The HASC IFRS Foundation shall be a legal	51. The HASC IFRS Foundation shall be a legal	No substantive change recommended.		
entity as determined by the Trustees and	entity as determined by the Trustees and			
shall be governed by this Constitution and	shall be governed by this Constitution and			
by any laws which apply to such legal	by any laws which apply to such legal			
entity, including, if appropriate, laws	entity, including, if appropriate, laws			
applicable because of the location of its	applicable because of the location of its			
registered office.	registered office.			
52. The IASC IFRS Foundation shall be bound	52. The IASC IFRS Foundation shall be bound	No substantive change recommended.		
by the signature(s) of such person or	by the signature(s) of such person or			
persons as may be duly authorised by the	persons as may be duly authorised by the			
Trustees.	Trustees.			
International Accounting Financial Reporting Standards Committee Foundation				

Criteria for IASB IFRS Board Members			
The following would represent criteria for IASB IFRS Board membership: Demonstrated Ttechnical Ccompetencey and Kknowledge of Ffinancial Aaccounting and Rreporting. All members of the IASB IFRS Board, regardless of whether they are from the accounting profession, preparers, users, or academics, should have demonstrated a high level of knowledge and technical competencey in financial accounting and reporting. The credibility of the IASB IFRS Board and its individual members and the effectiveness and efficiency of the organisation will be enhanced with members who have such knowledge and skills.	The following would represent criteria for <u>IASB</u> membership: <b>Demonstrated Ttechnical Ccompetencey</b> <b>and Kknowledge of Ffinancial Aaccounting</b> <b>and Rreporting</b> . All members of the <u>IASB</u> , regardless of whether they are from the accounting profession, preparers, users, or academics, should have demonstrated a high level of knowledge and technical competencey in financial accounting and reporting. The credibility of the <u>IASB</u> and its individual members and the effectiveness and efficiency of the organisation will be enhanced with members who have such knowledge and skills.	Changes made to reflect the proposed change of name of the organisation.	
Ability to Aanalyse. IASB IFRS Board members should have demonstrated the ability to analyse issues and consider the implications of that analysis for the decision-making process.	<b>Ability to A<u>a</u>nalyse</b> . <u>IASB</u> members should have demonstrated the ability to analyse issues and consider the implications of that analysis for the decision-making process.	Changes made to reflect the proposed change of name of the organisation.	
<b>Communication Sskills</b> . Effective oral and written communication skills are necessary. These skills include the ability to communicate effectively in private meetings with IASB IFRS Board members, in public meetings, and in written materials such as accounting financial reporting standards, speeches, articles, memos and external correspondence with constituents. Communication skills also include the ability	<b>Communication Sskills</b> . Effective oral and written communication skills are necessary. These skills include the ability to communicate effectively in private meetings with <u>IASB</u> members, in public meetings, and in written materials such as accounting financial reporting standards, speeches, articles, memos and external correspondence with constituents. Communication skills also include the ability	Changes made to reflect the proposed change of name of the organisation.	

to listen to and consider the views of others. While a working knowledge of English is necessary, there should not be discrimination in selection against those for whom English is not their first language. Judicious Ddecision-making. IASB IFRS Board members should be capable of considering varied viewpoints, weighing the evidence presented in an impartial fashion, and reaching well-reasoned and supportable decisions in a timely fashion.	to listen to and consider the views of others. While a working knowledge of English is necessary, there should not be discrimination in selection against those for whom English is not their first language. Judicious Ddecision-making. <u>IASB</u> members should be capable of considering varied viewpoints, weighing the evidence presented in an impartial fashion, and reaching well- reasoned and supportable decisions in a timely fashion.	Changes made to reflect the proposed change of name of the organisation.
Awareness of the Ffinancial Rreporting Eenvironment. High quality financial reporting will be affected by the financial, business and economic environment. IASB IFRS Board members should have an understanding of the global economic environment in which the IASB IFRS Board operates. This global awareness should include awareness of business and financial reporting issues that are relevant to, and affect the quality of, transparent financial reporting and disclosure in the various capital markets worldwide, including those using International Financial Reporting Standards IFRSs.	Awareness of the Ffinancial Rreporting Egnvironment. High quality financial reporting will be affected by the financial, business and economic environment. <u>IASB</u> members should have an understanding of the global economic environment in which the <u>IASB</u> operates. This global awareness should include awareness of business and financial reporting issues that are relevant to, and affect the quality of, transparent financial reporting and disclosure in the various capital markets worldwide, including those using International Financial Reporting Standards IFRSs.	Changes made to reflect the proposed change of name of the organisation.
Ability to Wwork in a Ccollegial Aatmosphere. Members should be able to show respect, tact and consideration for one another's and constituents' views and those of third parties. Members must be able to work with one another in reaching consensus views based on the IASB IFRS Board's objective of developing high quality and transparent	Ability to Wwork in a Ccollegial Aatmosphere. Members should be able to show respect, tact and consideration for one another's and constituents' views and those of third parties. Members must be able to work with one another in reaching consensus views based on the IASB's objective of developing high quality and transparent financial reporting.	Changes made to reflect the proposed change of name of the organisation. Change also to reflect that the Board shall consult more widely.

financial reporting. Members must be able to put the objective of the IASB IFRS Board above individual philosophies and interests.	Members must be able to put the objective of the <u>IASB</u> above individual philosophies and interests.	
<b>Integrity, Oobjectivity and Ddiscipline</b> . The credibility of members should be demonstrated through their integrity and objectivity. This includes intellectual integrity as well as integrity in dealing with fellow IASB IFRS Board members and constituents others. Members should demonstrate an ability to be objective in reaching decisions. Members also should demonstrate an ability to show rigorous discipline and carry a demanding workload.	<b>Integrity, Oobjectivity and Ddiscipline</b> . The credibility of members should be demonstrated through their integrity and objectivity. This includes intellectual integrity as well as integrity in dealing with fellow <u>IASB</u> members and <del>constituents others</del> . Members should demonstrate an ability to be objective in reaching decisions. Members also should demonstrate an ability to show rigorous discipline and carry a demanding workload.	Changes made to reflect the proposed change of name of the organisation. Changes also to reflect wider consultation by the IASB.
<b>Commitment to the <u>HASC IFRS</u></b> <b>Foundation's <u>Mmission and Ppublic Interest</u>. Members should be committed to achieving the objective of the <u>HASC IFRS</u> Foundation of establishing international accounting and financial reporting standards that are of high quality, comparable, and transparent. A candidate for the <u>HASB IFRS Board also</u> should <u>also</u> be committed to serving the public interest through a private standard-setting process.</b>	<b>Commitment to the IASC IFRS</b> <b>Foundation's Mmission and Ppublic</b> <b>Hinterest</b> . Members should be committed to achieving the objective of the IASC IFRS Foundation of establishing international accounting and financial reporting standards that are of high quality, comparable, and transparent. A candidate for the IASB also also should be committed to serving the public interest through a private standard-setting process.	Changes made to reflect the proposed change of name of the organisation.