



## **IAF Policy Document**

# **BYLAWS OF THE INTERNATIONAL ACCREDITATION FORUM, INC.**

**Issue 9**

**(IAF PL 2:2026)**

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The International Accreditation Forum, Inc. (IAF) facilitates trade and supports industry and regulators by operating a worldwide mutual recognition arrangement among Accreditation Bodies (ABs) in order that the results issued by Conformity Assessment Bodies (CABs) accredited by IAF members can be accepted globally.

Accreditation reduces risk for business and its customers by assuring them that accredited CABs are competent to carry out the work they undertake within their scope of accreditation. ABs that are members of IAF and their accredited CABs are required to comply with appropriate international standards and IAF mandatory documents for the consistent application of those standards.

ABs that are signatories to the IAF Multilateral Recognition Arrangement (MLA) are evaluated regularly by an appointed team of peers to provide confidence in the operation of their accreditation programs. The structure of the IAF MLA is detailed in IAF PL 3 - Policies and Procedures on the IAF MLA Structure and for Expansion of the Scope of the IAF MLA. The scope of the IAF MLA is detailed in the IAF MLA Status document.

The IAF MLA is structured in five levels: Level 1 specifies mandatory criteria that apply to all ABs, ISO/IEC 17011. The combination of a Level 2 activity(ies) and the corresponding Level 3 normative document(s) is called the main scope of the MLA, and the combination of Level 4 (if applicable) and Level 5 relevant normative documents is called a sub-scope of the MLA.

- The main scope of the MLA includes activities e.g. product certification and associated mandated standards e.g. ISO/IEC 17065. The attestations made by CABs at the main scope level are considered to be equally reliable.
- The sub scope of the MLA includes conformity assessment requirements e.g. ISO 9001 and scheme specific requirements, where applicable, e.g. ISO 22003-1. The attestations made by CABs at the sub scope level are considered to be equivalent.

The IAF MLA delivers the confidence needed for market acceptance of conformity assessment outcomes. An attestation issued, within the scope of the IAF MLA, by a body that is accredited by an IAF MLA signatory AB can be recognized worldwide, thereby facilitating international trade.

**BYLAWS OF THE  
INTERNATIONAL ACCREDITATION FORUM, Inc.  
2026**

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Issue No 9

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Issue Date: 02 January 2026

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Date: 24 October 2025

Application Date: 01 January 2026

## ARTICLE I - OFFICES

### SECTION 1.01 Registered Office

The registered office of the International Accreditation Forum, Inc. ("the Corporation") shall be established and maintained at the address in the State of Delaware identified in the Certificate of Incorporation.

### SECTION 1.02 Other Offices

The Corporation may have other offices, either within or outside the State of Delaware, at such place or places as the Board of Directors may from time to time appoint or the business of the Corporation may require.

## ARTICLE II – PURPOSES

### SECTION 2.01 Purpose

The Corporation is an international association of organizations composed of accreditation bodies and associations or entities representing, within an economy, a region or internationally, the interests of accredited entities, industry, users and similar organizations. The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code"), which includes the following specific purposes:

1. to acquire, buy, receive, own, lease and enjoy, any and all kinds or types of property, either real, personal or mixed, and to mortgage, sell, exchange, transfer or assign such properties where required in furtherance of the purposes set forth herein;
2. to make distributions of assets to organisations that qualify as exempt organisations under Code section 501(c)(3);
3. to contract with other organisations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of the purposes set forth herein; and
4. to exercise any, all and every power that a non-profit corporation organised under the provisions of the Delaware Corporate Code for charitable, educational, religious and scientific purposes, all for the public welfare, can be authorised to exercise but not any other purpose. No substantial part of the activities, funds, property or income of the Corporation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Neither the Corporation nor its Officers or Directors

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shall, in their capacity as Officers or Directors of the Corporation, contribute to or otherwise support or assist any political party or candidate for elective public office. Any gifts, grants, scholarships and other rewards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under the Code section 501(c)(3).

#### SECTION 2.02 Income Tax

Notwithstanding any other provisions of the Certificate of Incorporation of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Code section 501(c)(3), or (2) by a corporation, contributions to which are deductible under Code section 170(c)(2).

### **ARTICLE III – MEMBERS**

The Corporation shall have no members.

### **ARTICLE IV – BOARD OF DIRECTORS**

#### SECTION 4.01 General Powers and Number

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall exercise its full authority as granted by the Certificate of Incorporation, by these Bylaws and by operation of law in establishing and maintaining such policies as are consistent with the purposes of the Corporation.

The number of Directors shall be seven in total and shall include a Chairperson, Vice Chairperson, Treasurer and four other Directors. The number of Directors may be less than seven, but in no case shall the number of Directors be less than three. Upon the adoption of these Bylaws, the Board of Directors of the Corporation shall be constituted by the individuals then serving as officers of the current Board of Directors of the Corporation.

#### SECTION 4.02 Tenure and Qualifications

Each Director shall serve for terms of appointment of three years, or more if deemed necessary to finalize the Corporation's authorized dissolution process. Officers of the Board of Directors shall hold office until their resignation, removal, death or incapacity. If a vacancy occurs on the Board of Directors, then the remaining Directors shall appoint a replacement to fill the vacancy. Such appointment shall be subject to the endorsement of the Executive Committee of the Global Accreditation Cooperation Incorporated. The newly appointed Director shall serve for the remainder of the unexpired term or until their successor is duly appointed.

#### SECTION 4.03 Resignation and Removal

Any director may resign at any time from the Board of Directors and/or any Board Committee. Such resignations shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary who shall record such resignation, noting such date. The acceptance of a resignation shall not be necessary to make it effective.

Any Director or Directors may be removed either with or without cause at any time by the affirmative vote of the majority of the Board of Directors entitled to vote at a special meeting of the Board of Directors called for the purpose. Vacancies thus created may be filled by the affirmative vote of a majority of the Board of Directors entitled to vote at the meeting held for the purpose of removal of such Director, and shall be subject to the endorsement of the Executive Committee of the Global Accreditation Cooperation Incorporated.

#### SECTION 4.04 Vacancies

If the office of any Director becomes vacant, an election in accordance with the provisions of these Bylaws shall be held.

#### SECTION 4.05 Compensation

Directors shall not receive any compensation for their services as Directors, but by resolution of the Board of Directors entitled to vote, expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, such as in the capacity as an Officer, agent or otherwise, and from receiving compensation therefor.

#### SECTION 4.06 Annual Meeting

An annual meeting of the Board of Directors shall be held for the purpose of the transaction of such business as may come before the Board of Directors.

#### SECTION 4.07 Special Meetings

Special meetings of the Board of Directors may be called at any time and for any purpose or purposes by the President of the Corporation. A special meeting shall also be called by the Secretary of the Corporation upon the oral or written request of any two Directors. Any such special meeting shall be held at the time and place designated in the notice thereof to be given as provided in SECTION 4.10.

#### SECTION 4.08 Chairperson

The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors, and shall have and perform such duties as from time to time may be assigned by the Board of Directors.

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**SECTION 4.09     Vice-Chairperson**

The Vice-Chairperson shall have such authority and perform such duties as the Chairperson in the absence of the Chairperson.

In the absence for any reason of the Chairperson, at a duly called meeting of the Board of Directors, the Vice Chairperson shall preside at that meeting.

In the absence for any reason of both the Chairperson and Vice Chairperson of the Board of Directors at a duly called meeting of the board, those Directors present shall elect from among their number a Chairperson to preside at that meeting.

**SECTION 4.10     Notice or Waiver of Notice**

Written notice of the date, time and place of all meetings of the Board of Directors, annual or special, shall be given by the Secretary of the Corporation to each Director. Such notice shall either be delivered personally, mailed or delivered by facsimile, e-mail or any other electronic means to each Director at his or her business address or at such other address as such Director shall have designated in writing and filed with the Secretary, in each case not less than 72 hours before said meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Whenever any notice whatever is required to be given to any Director of the Corporation under the Certificate of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

#### SECTION 4.11 Action by Written Consent

An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action is signed by unanimous consent of the Directors then in office. Consent under this section shall have the same force and effect as a vote of the Board of Directors taken at a meeting. If written action is taken under this section by all Directors, the written action shall be effective when signed by all Directors, unless a different effective date and time are specified in the written consent. If written action is taken under this section by less than all Directors, all Directors shall be notified immediately of the text of the written consent and of its effective date and time. Failure to provide notice under this section shall not invalidate the action taken by written consent under this section. A Director who does not sign or consent to the action taken by written consent shall not be liable for the action. If written notice is required, the written action shall be effective on the date specified in the written consent or on the tenth day after the date on which notice is given, whichever is later.

#### SECTION 4.12 Quorum

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless the act of a greater number is required by law, the Certificate of Incorporation or these Bylaws.

#### SECTION 4.13 Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Certificate of Incorporation or these Bylaws.

#### SECTION 4.14 Methods of Conducting Business

Any and all Directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or may conduct the meeting through the use of, any means of communications by which either of the following occurs:

- (a) all participating Directors may simultaneously hear each other during the meeting; or
- (b) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

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If a meeting is to be conducted through the use of any of the means described in this section, all participating Directors shall be informed that a meeting is taking place at which time official business may be transacted. A Director participating in a meeting by any means described in this section is considered to be present in person at the meeting. If requested by a Director, minutes of the meeting shall be prepared and distributed to each Director.

## **ARTICLE V - OFFICERS**

### **SECTION 5.01 Officers**

The Officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson, a President, a Treasurer, and a Secretary. The Chairperson and Vice-Chairperson shall be elected by the Board of Directors. The Chairperson shall serve as the President of the Corporation. All other Officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. The Chairperson and Vice-Chairperson duly elected by the Board of Directors entitled to vote shall be the Chairperson and Vice Chairperson of the Board of Directors.

### **SECTION 5.02 President**

The President shall be the chief executive Officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of President of a Corporation. Except as the Board of Directors shall authorise the execution thereof in some other manner, the President shall execute bonds, mortgages, and other contracts on behalf of the Corporation, and shall cause the seal to be affixed to any instrument requiring it, and when so affixed the seal shall be attested by the signature of the Secretary or the Treasurer.

### **SECTION 5.03 Treasurer**

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or the President, taking proper vouchers for such disbursements. He or she shall render to the President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

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**SECTION 5.04 Secretary**

The Secretary shall give, or cause to be given, notice of all meetings of Directors, and all other notices required by law or by these Bylaws, and in the case of his or her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Directors, upon whose requisition the meeting is called as provided in these Bylaws. He or she shall record all the proceedings of the meetings of the Corporation and of Directors. Upon the adoption of these Bylaws, the Secretary of the Corporation shall be the individual then serving as Secretary of the Corporation, who shall continue in office until resignation, removal, death, incapacity, or the election of a successor in accordance with these Bylaws.

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**ARTICLE VI – CONTRACTS BETWEEN CORPORATION AND RELATED PERSONS****SECTION 6.01 Contracts**

Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are Members or employees, or in which he, she or they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, Members, Directors, Officers or employees, or in which he, she or they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his, her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorise, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This ARTICLE VI shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

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**ARTICLE VII - INVESTMENT MANAGEMENT POLICY****SECTION 7.01 Distributions**

The Corporation may make distributions of unrestricted funds in furtherance of its tax-exempt purposes in the manner determined by the Board of Directors.

## **ARTICLE VIII - CONTRACTS, LOANS, CHECKS - AND DEPOSITS: SPECIAL CORPORATE ACTS**

### **SECTION 8.01 Contracts**

The Board of Directors may authorise any Officer or Officers, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorisation may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President and by the Secretary or Assistant Secretary and, when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing Officer or Officers.

### **SECTION 8.02 Loans**

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorised by or under the authority of a resolution of the Board of Directors. Such authorisation may be general or confined to specific instances.

### **SECTION 8.03 Checks, Drafts, Etc**

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

### **SECTION 8.04 Deposits**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

## ARTICLE IX - INDEMNIFICATION, LIMITED LIABILITY AND INSURANCE

### SECTION 9.01 General Scope and Definitions

9.01.01 The rights of Directors, Officers and, where applicable, volunteers of the Corporation provided in this ARTICLE IX shall extend to the fullest extent permitted by the Delaware Corporate Code and other applicable laws as in effect from time to time.

9.01.02 For purposes of this ARTICLE IX, "Director or Officer" means a natural person who is or was a Director or Officer of the Corporation or who, while a Director or Officer of the Corporation, is or was serving at the Corporation's request as a Director, Officer, partner, trustee, Member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise or who, while a Director or Officer of the Corporation, is or was serving an employee benefit plan because his or her duties to the Corporation also imposed duties on, or otherwise involved services by, the person to the plan or to participants in or beneficiaries of the plan, and, unless the context requires otherwise, the estate or personal representative of a Director or Officer.

9.01.03 For purposes of this ARTICLE IX, "volunteer" means a natural person, other than an employee of the Corporation, who provides services to or on behalf of the Corporation without compensation.

9.01.04 For purposes of this ARTICLE IX, "proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law (including federal or state securities laws) and which is brought by or in the right of the Corporation or by any other person.

9.01.05 For purposes of this ARTICLE IX, "expenses" means fees, costs, charges, disbursements, attorneys' fees and any other expenses incurred in connection with a proceeding, including a proceeding in which a Director or Officer asserts his or her rights under this ARTICLE IX, and, if the context requires, liabilities, including the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit plan.

**SECTION 9.02     Mandatory Indemnification**

9.02.01 To the extent that a Director or Officer has been successful on the merits or otherwise in the defence of any proceeding (including, without limitation, the settlement, dismissal, abandonment or withdrawal of any action where he or she does not pay or assume any material liability), or in connection with any claim, issue or matter therein, he or she shall be indemnified by the Corporation against expenses actually and reasonably incurred by him or her in connection therewith to the extent that he or she was a party to the proceeding because he or she is or was a Director or Officer.

9.02.02 In cases not included under SECTION 9.02.01, the Corporation shall indemnify any Director or Officer against expenses actually and reasonably incurred by the Director or Officer in a proceeding to which the Director or Officer was a party because he or she is or was a Director or Officer, unless liability was incurred because the Director or Officer breached or failed to perform a duty he or she owed to the Corporation and the breach or failure to perform constituted any of the following: (i) a wilful failure to deal fairly with the Corporation in connection with a matter in which the Director or Officer had a material conflict of interest; (ii) a violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (iii) a transaction from which the Director or Officer derived an improper personal profit; or (iv) wilful misconduct. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the Director or Officer is not required under this subsection.

9.02.03 Indemnification under this section is not required to the extent that the Director or Officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding.

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### SECTION 9.03 Determination of Right to Indemnification

Unless otherwise provided by written agreement between the Director or Officer and the Corporation, the Director or Officer seeking indemnification under SECTION 9.02 of this ARTICLE IX shall make a written request for indemnification which shall designate one of the following means for determining his or her right to indemnification: (a) by a majority vote of a quorum of the Board of Directors or a committee of Directors consisting of Directors who are not at the time parties to the same or related proceedings; (b) by independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in SECTION 9.03(a) or, if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including Directors who are parties to the same or related proceedings; (c) by arbitration; or (d) by an affirmative vote of a majority of the Directors provided, however, that Directors who are at the time parties to the same or related proceedings, whether as plaintiffs or defendants or in any other capacity, may not vote in making the determination.

Any determination hereunder shall be made pursuant to procedures consistent with the Delaware Corporate Code unless otherwise agreed by the Corporation and the person seeking indemnification. Such determination shall be completed, and eligible expenses, if any, shall be paid to the person requesting indemnification hereunder within 60 days of the Corporation's receipt of the written request required hereunder.

### SECTION 9.04 Allowance of Expenses as Incurred

Within 30 days of a written request by a Director or Officer who is a party to a proceeding because he or she is or was a Director or Officer, the Corporation shall pay or reimburse his or her reasonable expenses as incurred if the Director or Officer provides the Corporation with all of the following: (a) a written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation; and (b) a written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined under SECTION 9.03 of this ARTICLE IX that indemnification under SECTION 9.02 of this ARTICLE IX is not required and indemnification is otherwise not ordered by a court. The undertaking under this section shall be an unlimited general obligation of the Director or Officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

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## SECTION 9.05 Partial Indemnification

If it is determined pursuant to SECTION 9.03 of this ARTICLE IX that a Director or Officer is entitled to indemnification as to some claims, issues or matters in connection with any proceeding, but not as to other claims, issues or matters, the person or persons making such determination shall reasonably determine and indemnify the Director or Officer for those expenses which are the result of claims, issues or matters that are a proper subject for indemnification hereunder in light of all of the circumstances.

If it is determined pursuant to SECTION 9.03 of this ARTICLE IX that certain expenses (other than liabilities) incurred by a Director or Officer are for any reason unreasonable in amount in light of all the circumstances, the person or persons making such determination shall authorise the indemnification of the Director or Officer for only such amounts as he or they shall deem reasonable.

## SECTION 9.06 Indemnification of Employees and Agents

The Board of Directors may, in its sole discretion, provide indemnification and/or allowance of expenses in advance of a final determination of any proceeding to an employee or agent of the Corporation who is not a Director or Officer in connection with any proceeding in which the employee or agent was a defendant because of his or her actions as an employee or agent of the Corporation; provided, however, that prior to such indemnification or allowance of expenses, the Board of Directors shall first determine that the employee or agent acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Corporation.

## SECTION 9.07 Limited Liability of Directors and Officers

9.07.01 Except as provided in SECTIONS 9.07.02 and 9.07.03, a Director or Officer is not liable to the Corporation, or creditors, or any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director or Officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the acts of misconduct listed in SECTION 9.02.02 of this ARTICLE IX.

9.07.02 Except as provided in SECTION 9.07.03, this section does not apply to any of the following: (i) a civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency; (ii) a proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute; or (iii) the liability of a Director under Delaware Corporate Code.

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9.07.03 SECTIONS 9.07.02 (i) and (ii) do not apply to a proceeding brought by a governmental unit, authority or agency in its capacity as a private party or contractor.

#### SECTION 9.08 Severability of Provisions

The provisions of this ARTICLE IX and the several rights to indemnification, advancement of expenses and limitation of liability created hereby are independent and severable and, in the event that any such provision and/or right shall be held by a court of competent jurisdiction in which a proceeding relating to such provisions and/or rights is brought to be against public policy or otherwise to be unenforceable, the other provisions of this ARTICLE IX shall remain enforceable and in full effect.

#### SECTION 9.09 Nonexclusivity of Rights

The rights to indemnification and advancement of expenses provided for in this ARTICLE IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement authorised by the Board of Directors, any Bylaw of the Corporation, any vote of the disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding the foregoing, the Corporation may not indemnify a Director or Officer, or permit a Director or Officer to retain any allowance of expenses, pursuant to any such additional rights unless it is determined by or on behalf of the Corporation that the Director or Officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under SECTION 9.02(b) of this ARTICLE IX. A Director or Officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this section.

#### SECTION 9.10 Purchase of Insurance

The Corporation shall use its best efforts to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, to the extent that such Director or Officer is insurable and such insurance coverage can be secured by the Corporation at rates and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board of Directors of the Corporation, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this ARTICLE IX.

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## SECTION 9.11 Limited Liability of Volunteers

9.11.01 Except as provided in SECTION 9.11.02, a volunteer is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following: (i) a violation of criminal law, unless the volunteer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (ii) wilful misconduct; (iii) if the volunteer is a Director or Officer of the Corporation, an act or omission within the scope of the volunteer's duties as a Director or Officer; or (iv) an act or omission for which the volunteer received compensation or any thing of substantial value in lieu of compensation.

### 9.11.02 Exceptions

Except as provided in SECTION 9.11.03, this section does not apply to any of the following: [a] a civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency; [b] a proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute; [c] claims arising from the negligent operation of an automobile, truck, train, airplane or other vehicle by a volunteer; [d] a proceeding against a volunteer who is licensed, certified, permitted or registered under state law and which is based upon an act or omission within the scope of practice under the volunteer's license, certificate, permit or registration; or [e] proceedings based upon a cause of action for which the volunteer is immune from liability under the Delaware Corporate Code.

9.11.03 SECTION 9.11.02. does not apply to a proceeding brought by or on behalf of a governmental unit, authority or agency in its capacity as a contractor.

## SECTION 9.12 Benefit

The rights to indemnification and advancement of expenses provided by, or granted pursuant to, this ARTICLE IX shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

## SECTION 9.13 Amendment

No amendment or repeal of this ARTICLE IX shall be effective to reduce the obligations of the Corporation under this ARTICLE IX with respect to any proceeding based upon occurrences which take place prior to such amendment or repeal.

## **ARTICLE X - GENERAL**

### **SECTION 10.01 Fiscal Year**

The fiscal year of the Corporation shall be determined by the Board of Directors.

### **SECTION 10.02 Signing Of Checks**

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

### **SECTION 10.03 Notice and Waiver of Notice**

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the postal system at the location of the office of the Corporation, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing.

Whenever such notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

### **SECTION 10.04 Amendments**

These Bylaws may be altered and repealed, and Bylaws may be made at any duly convened meeting of the Board of Directors at which a quorum is present by majority vote of the Directors present at such meeting.

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## SECTION 10.05 Dissolution

If the Corporation proves unable to carry out the purpose for which it was created, the corporation shall be dissolved in accordance with law. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to such organisation or organisations, as the Board of Directors shall select, which are organised and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organisation or organisations under the Code section 501(c)(3). If the Board of Directors proves unable to agree upon the disposition of the Corporation's assets, all residual assets shall be surrendered to the Circuit Court in the country in which the Corporation's principal office is located for disposition by the Court for the benefit of other organisations that are exempt under Code section 501(c)(3).

## SECTION 10.06 Procedure

If the Bylaws are silent as to any procedural aspect of any action or meeting hereunder, the procedures of the latest edition of Roberts Rules of Order shall control such procedure.

## SECTION 10.07 Termination of Memberships

Effective 1 January 2026, all memberships in the Corporation shall be terminated, and the Corporation will no longer accept membership renewals. The Corporation shall enter a formal dissolution process in accordance with applicable law.

## Section 10.08 Dormant Status & Limited Functionality

Effective 1 January 2026, the Corporation shall suspend all activities except those necessary for managing intellectual property (IAF Mark), maintaining legal compliance, and fulfilling residual obligations under Code section 501(c)(3). This includes owning property (including trademarks) pursuant to Section 2.01(1) of the Corporation's Bylaws.

The Corporation shall maintain a minimal governance structure of seven Directors (Chair, Vice-Chair, Treasurer, and four other Directors, with administrative support provided by a Secretary) as required under Article IV, Section 4.01. No new membership applications will be accepted.

During the Dormant Status & Limited Functionality stage, the Corporation will not collect membership fees after 1 January 2026 and will be financed by existing financial reserves, and revenue from the licensing of the IAF Mark.

The Corporation's formal winding-down process shall be conducted in compliance with applicable laws, continuing until final dissolution by 1 January 2029.

End of the Bylaws of the International Accreditation Forum, Inc.

## **Further Information**

For further information on this document or other IAF documents, contact any member of IAF or the IAF Secretariat.

### **Secretariat:**

IAF Corporate Secretary  
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Email: [secretary@iaf.nu](mailto:secretary@iaf.nu)