



IAA Board By-laws

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1 BACKGROUND

In accordance with rule 13(c) of the Constitution, the Board may make regulations or by-laws to govern procedures and activities of the Association that are not inconsistent with the Constitution.

These By-laws should be read in conjunction with the Constitution. In the case of any inconsistencies between the Constitution and these By-laws, the Constitution shall prevail.

These By-laws have been established by the Board and shall take effect immediately from the Effective Date, and form part of the Regulations as that term is defined in the Constitution. Any amendments to these By-laws shall take effect immediately from the date those amendments are approved by the Board.

2 DEFINITIONS

All capitalised terms that are not defined in this rule 2 shall have the same meaning as in the Constitution, or in these By-laws.

Affiliate Member means as set out in rule 3.1(a)i of these By-laws.

Association means the Internet Association of Australia Ltd.

By-laws means these by-laws set out in this document.

Constitution means the constitution of the Association.

Effective Date means the date these By-laws are approved by the Board.

Member Code of Conduct means as set out in rule 5.1 of these By-laws.

Observer means any person approved by the Board to observe and/or participate in Board proceedings in accordance with rule 8 of these By-laws.

3 MEMBERSHIP

3.1 Membership Categories

(a) Non-voting Class

In accordance with rule 3.1(d) of the Constitution, the Board establishes the following categories of the Non-voting Member Class:

- i. *Affiliate Member* – any company, body corporate, or organisation that comprises a like-minded entity in the internet industry, government body, or not-for-profit entity that is approved by the full Board to satisfy this Membership category.

3.2 Rights and Benefits

In accordance with rule 3.2(d) of the Constitution, the Board establishes the following benefits to Members:

- (a) Affiliate Members are exempted from paying the Membership Fee.
- (b) Affiliate Members may order IAA's services.
- (c) Affiliate Members may be offered discounts for IAA's services, such discounts to be at the full discretion of the Board, and may take into account the purpose for which the Affiliate Member acquires the services.

3.3 Member Register

- (a) The Association shall establish and maintain:
 - i. an up-to-date register of Members that is in accordance with applicable law (**Members Register**); and
 - ii. a published policy that sets out the Association's rights and responsibilities with regard to providing access and/or copies of the Member Register in accordance with its legal obligations (**Member Register Policy**).
- (b) If any provision of the Members Register Policy is inconsistent with applicable law, it will be deemed severed and the remainder of the Members Register Policy will continue unaffected. The Board will then, by resolution, replace the inconsistent provision with a provision consistent with applicable law that most closely reflects the original intent and purpose of the severed provision.

4 DISCIPLINE OF BOARD

4.1 Board Code of Conduct, Confidentiality Undertaking and Conflict of Interest Policy

- (a) The Code of Conduct, Confidentiality Undertaking and Conflict of Interest Policy for Board Members (**Board Code of Conduct**) is incorporated into these By-laws, and any breach of the Board Code of Conduct by a Director will constitute a breach of these By-laws.
- (b) In accordance with rule 5.5(a)(i) of the Constitution, if, in the opinion of the Board, a Director fails to comply with these By-laws, the Board may expel the Director from the Membership.
- (c) The office of a Director who ceases to be a Voting Member is immediately vacated in accordance with rule 10.8(i) of the Constitution.

4.2 Board Charter

The Board agrees to adhering to the Board Charter, as amended from time to time.

5 DISCIPLINE OF MEMBERS

5.1 Member Code of Conduct

A Member must comply with its obligations under:

- (a) the Constitution;
- (b) any agreement it has in place with the Association, including any acceptable use policy;
- (c) any terms and conditions established by the Association and provided to Members in respect of Members' use of any the Association's services, website and online portal; and
- (d) any code of conduct established by the Association and provided to Members in respect of its events,

together, the **Member Code of Conduct**.

5.2 Disciplinary Procedures

In accordance with rule 5.4(a) of the Constitution, the Board sets out the following procedures

relating to the disciplining of a Member and circumstances which give rise to disciplinary proceedings:

- (a) Circumstances giving rise to disciplinary proceedings:

Any breach of the Member Code of Conduct where the Board or Disciplinary Committee may resolve that a Member should be subject to disciplinary proceedings.
- (b) Disciplinary proceedings
 - i. The Association must give a Member at least 21 days written notice where a Member is to be considered by the Board or Disciplinary Committee for disciplinary proceedings in accordance with rule 5.2(a) above (**Disciplinary Notice**).
 - ii. A Disciplinary Notice must include:
 - A) the grounds on which the Board or Disciplinary Committee are considering disciplinary proceedings or action against the Member;
 - B) invitation to the Member to make submissions to the Board or Disciplinary Committee about the alleged conduct (or omission) that has given rise to the consideration of disciplinary proceedings;
 - C) the date the Board or Disciplinary Committee will decide whether or not to proceed with disciplinary proceedings or take disciplinary action against the Member; and
 - D) details of any disciplinary action that may be taken by the Board or Disciplinary Committee.
 - iii. The Board or Disciplinary Committee must afford the Member procedural fairness and give the Member a reasonable opportunity to make submissions in response to the alleged conduct (or omission) that has given rise to the potential disciplinary proceedings.
 - iv. The Association must give the Member written notice of any decision the Board or the Disciplinary Committee make with respect to disciplinary proceedings or disciplinary action against a Member within 7 days of the decision being made.
- (c) Disciplinary action that may be taken against a Member may include (but is not limited to):
 - i. suspension of Membership; or
 - ii. termination of Membership.

5.3 Disciplinary Committee

- (a) A subcommittee established and/or delegated by the Board in accordance with rule 5.4(b) of the Constitution, (**Disciplinary Committee**) shall have the powers to:
 - i. investigate any complaints about a Member, or claims that a Member has breached the Code of Conduct;
 - ii. determine the outcomes of any investigation conducted about a Member;
 - iii. handle any disciplinary proceedings regarding a Member referred to the

Disciplinary Subcommittee; and

- iv. recommend to the Board what disciplinary action to take, if any, against a Member.
- (b) The Disciplinary Committee must comply with the applicable rules of the Constitution and rule 5 of these By-laws.

5.4 No Limitation to the Rights of the Board

For the avoidance of doubt, nothing in this rule 5 limits actions that the Board or Association may take in accordance with the Constitution or any of its agreements with the Member and the Board or Association may take such actions in accordance with the Constitution or relevant agreement without following the disciplinary procedures set out in rule 5.2.

6 BOARD ELECTION PROCESSES

6.1 Nomination of Candidates for Elected Directors

- (a) Only Voting Members and their representatives are permitted to nominate candidates for election of an Elected Director.
- (b) For the purposes of the Constitution, an employee of a Corporate Member may include a contractor or subcontractor so long as the contractor or subcontractor has a substantial business relationship with the Corporate Member, and in the case of:
 - i. an Elected Director who was nominated to be an Elected Director by a Corporate Member to serve as an ‘employee’ representative of the Corporate Member, the contractor or subcontractor must have an active contract with the Corporate Member for the period the contractor or subcontractor is an Elected Director. If that contractor or subcontractor ceases to have an active contract with the Corporate Member, the Elected Director’s office of that contractor or subcontractor shall become immediately vacant.
 - ii. a contractor or subcontractor serving as the ‘employee’ representative of a Corporate Member who nominates an Elected Director, that contractor or subcontractor must have an active contract with the Corporate Member for the period the Elected Director is an Elected Director. If that contractor or subcontractor ceases to have an active contract, the Elected Director’s office of the Elected Director who was nominated by that contractor or subcontractor shall become immediately vacant.
- (c) The Board shall approve by resolution in advance of each Annual General Meeting, the time by and form in which nominations for candidates for Elected Directors must be received.

6.2 Board Election Processes

- (a) For the purposes of rule 10.4(c) of the Constitution, the Board shall approve by resolution, the date by which nominations of candidates for election as an Elected Director must be received by the Secretary, in advance of each Annual General Meeting and this date must be at least 3 weeks before the Annual General Meeting.
- (b) The Board must approve by resolution:

- i. the voting platform to be used for the election of Elected Directors;
 - ii. the date by which votes for the election of Elected Directors must be received;
- in advance of each Annual General Meeting where an election for Elected Directors must be held in accordance with rule 10.4(e) of the Constitution.
- (c) For the purposes of rule 10.4(e) of the Constitution, the Preferential Voting System (as detailed in rule 6.3 of these By-laws will be used for the election of Elected Directors.

6.3 Preferential Voting System Rules

- (a) A candidate must poll an absolute majority (at least 50% plus one) of all formal votes to be elected.
- (b) Where there is only one office available for election, the Returning Officer shall determine the successful candidate by observing the below procedure:
 - i. voters must mark or rank (as the case may be) their preferences for each candidate;
 - ii. if after all first preference votes have been counted and no candidate has obtained an absolute majority of all formal votes, then the candidate with the fewest votes shall be excluded and the excluded candidate's second preference votes shall be distributed to the remaining candidates;
 - iii. if no candidate has obtained an absolute majority following the distribution, then the next candidate with the fewest votes shall be excluded and all of that excluded candidate's votes shall be distributed to the remaining candidates; and
 - iv. the above process in rule 6.3(b)iii shall continue until one candidate receives an absolute majority of formal votes.
- (c) Where there are multiple offices available for election and all offices are for the same term, the Returning Officer shall determine the successful candidates by observing the below procedure:
 - i. voters must mark or rank (as the case may be) their preferences for each candidate;
 - ii. if after all first preference votes have been counted and no candidate has obtained an absolute majority of all formal votes, then the candidate with the fewest votes shall be excluded and the excluded candidate's second preference votes shall be distributed to the remaining candidates;
 - iii. if no candidate has obtained an absolute majority following the distribution, then the next candidate with the fewest votes shall be excluded and all of that excluded candidate's votes shall be distributed to the remaining candidates;
 - iv. the above process in rule 6.3(c)iii shall continue until one candidate receives an absolute majority of formal votes and will be determined to be the first elected candidate;
 - v. once the first elected candidate is determined, all ballot papers are sorted back to first preference votes and all ballot papers containing a first preference vote for the first elected candidate are distributed to the remaining candidates according to the second preference vote on the ballot, and these votes are added to the number of first preference votes held by the candidate. If a candidate has obtained an

absolute majority, then that candidate is determined to be the second elected candidate; and

- vi. The above process in rule 6.3(c)v shall continue until all offices are filled.
- (d) Where there are multiple offices available for election and the offices available are for different terms, the same process as in rule 6.3(c) shall be followed. However, the office(s) shall be determined in the order of longest to shortest term.

7 BOARD SUBCOMMITTEES

7.1 Establishment, Appointment and Dissolution

- (a) The Board may establish, and delegate any of its powers to a subcommittee at any time by Board resolution (**Subcommittee**).
- (b) A Subcommittee established in accordance with rule 7.1(a) may consist of Directors, employees of the Association, and Observers, to be elected and/or appointed by the Board.
- (c) At the first Board meeting following the Annual General Meeting, the Board must review any existing Subcommittee(s) and review:
 - i. whether each Subcommittee shall continue in operation;
 - ii. the composition of each Subcommittee, including the election and/or appointment of the Subcommittee chair; and
 - iii. the functions of each Subcommittee.
- (d) A Subcommittee may be dissolved by Board resolution at any time.

7.2 Operation

- (a) Each Subcommittee must, as soon as practicable following its establishment, establish a charter that sets out the matters specified in clause 7 of the Board Charter, that must be approved by the Board.
- (b) Each Subcommittee shall have the powers to determine:
 - i. the mode and manner of its operation; and
 - ii. the constitution of its membership,except to the extent it conflicts with the Constitution or these By-laws, in which case the Constitution and/or these By-laws shall prevail.

8 BOARD OBSERVER

8.1 Approval of an Observer

- (a) The Board may at any time, approve by resolution, the presence of an Observer to observe and participate in any and all Board proceedings, as determined by the Board.
- (b) In permitting an Observer, the Board shall establish:
 - i. an eligibility criteria that must be met by the Observer;
 - ii. a process via which an Observer may be permitted to observe and participate in Board proceedings;

- iii. the purposes for which an Observer has been approved;
- iv. the rights and responsibilities of the Observer in respect of the Board and the Association and its Members;
- v. the Board proceedings that the Observer may observe and participate in;
- vi. the level of participation that an Observer is permitted, including voting rights, if any; and
- vii. any other terms and conditions governing the relationship between the Board and the Observer.

9 REVIEW AND AMENDMENT OF THE BY-LAWS

9.1 Review of the By-laws

The Board shall review the By-laws every three years, halfway through the Board year (to allow new Directors time after the AGM to assess rules and processes before reviewing them) to ensure that the By-laws continue to meet the needs of the Association.

9.2 Amendment of the By-laws

These By-laws may be varied at any time by resolution of the Board in accordance with the Constitution.



Change History

Version	Date	Who	Nature of change
1.0	29 Apr 2025	IAA Board	By-laws established by the Board