



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 9 of these By-laws, and may refer to multiple persons acting as Observers.

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.

4.2 Board Charter

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

4.3 Disciplinary Proceedings

- (a) If, in the reasonable opinion of the Board, a Director has failed to comply with the Constitution, these By-laws, or the Charter, the Board may commence disciplinary proceedings against a Director by passing a resolution to commence disciplinary proceedings.
- (b) In conducting disciplinary proceedings, the Board may take steps it considers necessary including but not limited to:
 - i. investigating the Director's conduct;
 - ii. seeking further information from the Director; or
 - iii. referring the matter to a Subcommittee.
- (c) In conducting disciplinary proceedings, the Board must accord the Director the benefit of due process, including the right to respond to the allegations, and upon the Director's written request, the right to an independent investigation.
- (d) A Director subject to disciplinary proceedings may, by Board resolution, be temporarily suspended from performing any or all of their functions and duties as a Director pending the outcome of the disciplinary proceedings (**Interim Suspension**), where the Board reasonably considers the Interim Suspension as necessary to protect the interests of the Association, its Members, or the integrity of the disciplinary proceedings.

- (e) An Interim Suspension under rule 4.3(d):
 - i. is not a finding of wrongdoing, and does not itself constitute a disciplinary action;
 - ii. must not last longer than is reasonably necessary in the circumstances; and
 - iii. does not relieve the Director of any obligation to respond to requests or procedural steps in relation to the disciplinary proceedings.
- (f) A Director subject to an Interim Suspension:
 - i. will be restricted from all board privileged communications;
 - ii. will be removed from all Association systems and platforms;
 - iii. will be stood down from any or all office bearing roles or Board subcommittees, with reinstatement to be subject to Board resolution following the conclusion of the disciplinary proceedings;
 - iv. will be restricted from participating in any deliberation, decision or resolution of the Board relating to the disciplinary proceedings, except to respond to the allegations or any investigations, and must not be counted for the purpose of determining quorum;
 - v. must not represent the Association in any manner; and
 - vi. may be subject to other terms of the Interim Suspension as reasonably determined by the Board by resolution.
- (g) Notwithstanding rules 4.3(d) and (f), a Director subject to an Interim Suspension may, with the approval of the Board, be required, or permitted to provide information or take actions as is necessary to support work undertaken by the Director prior to the Interim Suspension.

4.4 Disciplinary Action

- (a) If, following any disciplinary proceedings, the Board determines a Director has breached the Constitution, these By-laws, or the Charter, the Board may, by resolution, take any one or more of the following actions:
 - i. formally censure the Director;
 - ii. ask the Director to resign from the Board;
 - iii. remove the Director from any office bearing role, or Subcommittee;
 - iv. allow the Director to make amends or provide redress, through a mutually agreeable means; or
 - v. resolve to recommend to the Members, the removal of the Director in accordance with rule 10.9 of the Constitution, until which point the Director will be suspended, in which case, rule 4.4(b) of these By-laws applies.
- (b) A resolution under rule 4.4(a)v to recommend the Director's removal to the Members must be passed by special resolution of the Directors entitled to vote.
- (c) A Director that is suspended in accordance with rule 4.4(a)v is subject to the terms of the Interim Suspension set out in rule 4.3(f) for the duration of the suspension.
- (d) If the Members do not pass the resolution to remove the Director, the Director's

suspension ends immediately.

4.5 Conflicts Relating to Disciplinary Proceedings

- (a) A Director who is subject to any disciplinary proceedings under rules 4 or 5 of these By-laws:
 - i. will be restricted from participating in any deliberation, decision or resolution of the Board relating to the disciplinary matter, except to respond to the allegations or any investigations;
 - ii. that Director must not be appointed to the Disciplinary Committee considering the disciplinary matter; and
 - iii. that Director must not be counted for the purposes of determining quorum of the Board considering the disciplinary matter.
- (b) If an office bearer is subject to disciplinary proceedings:
 - i. the remainder of this rule 4.5 applies in respect of the office bearer;
 - ii. if the office bearer subject to disciplinary matters is the Chair, while the disciplinary matter is being managed, the Deputy Chair (or if there is no Deputy Chair, another Director as resolved by the Board) will perform the functions of the Chair; and
 - iii. if the office bearer subject to disciplinary matters is the Deputy Chair, while the disciplinary matter is being managed, another Director as resolved by the Board will perform the functions of the Deputy Chair.
- (b) Any disciplinary and mediation proceedings set out in rule 5 of these By-laws in relation to a Member can apply to a Director who is a Member. For the avoidance of doubt, a Director whose membership is terminated under rule 5.2(c) of these By-laws ceases to be a Voting Member, and the office of that Director is immediately vacated in accordance with rule 10.8(i) of the Constitution.

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;

- iv. recommend to the Board what disciplinary action to take, if any, against a Member; and
 - v. manage any mediation proceedings, and any ancillary matters related to mediation proceedings with a Member.
- (b) The Disciplinary Committee must comply with the applicable rules of the Constitution and these By-laws.

5.4 Mediation Proceedings

For the purposes of rule 5.5(e) of the Constitution, unless the Board reasonably determines otherwise:

- (a) Within 10 business days, or such longer period as is reasonably necessary in the circumstances, after receiving a request for mediation from a Member, the Board must notify the Member of the:
 - i. proposed mediator;
 - ii. proposed mediation rules;
 - iii. proposed date and location (including by video conference or other electronic means) for the mediation.
- (b) The mediator appointed by the Board should:
 - i. be independent of the Association and the Member, and not have any other conflict of interest; and
 - ii. have experience in commercial or governance disputes.
- (c) The mediation should be conducted within 30 days after the mediator has been appointed, unless the parties agree otherwise.
- (d) The mediation process, and all information disclosed during mediation shall be treated as confidential, except where disclosure is required under applicable laws.

5.5 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, and
 - i. in the case of a Corporate Member, only the Voting Contact of the Corporate Member may have the right to nominate themselves, or another eligible person to be an Elected Director; and
 - ii. for the avoidance of doubt, Professional Members are permitted to nominate eligible persons, other than themselves to be 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.
- (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.
- (d) If applicable, an Elected Director must take all reasonable steps to:
 - i. stay informed as to whether the Voting Contact who nominated the Elected Director remains employed, or in the case of a contractor or subcontractor, remains engaged by the Corporate Member;
 - ii. where that Voting Contact is no longer employed, or engaged by the Corporate Member, seek the Corporate Member's written endorsement to continue representing the Corporate Member;
 - iii. notify the Association of:
 - A) within 30 days of the Elected Director becoming aware of the cessation of the Voting Contact's employment or engagement with the Corporate Member, of that cessation; and
 - B) as soon as reasonably practicable, the outcome of the endorsement sought under rule 6.1(d)ii.
- (e) if the Corporate Member does not provide its written endorsement under rule 6.1(d)ii, that office of the Elected Director will become immediately vacant.

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, by resolution:
 - i. determine the voting platform to be used for the election of Elected Directors;
 - ii. determine the date by which votes for the election of Elected Directors must be received; and
 - iii. appoint a Returning Officer for the purposes of rule 10.4(g) of the Constitution, 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) Where there is only one office available for election, the election will be calculated in accordance with instant run-off method.
- (b) Where there are multiple offices available for election and all offices are for the same term, the election will be calculated in accordance with the single transferable vote method.
- (c) Where there are multiple offices available for election and the offices available are for different terms, the election will be calculated in accordance with the single transferable vote method, and candidates will be allocated terms in the order in which they are declared elected, with the first candidate elected receiving the longest term, and so on until all terms are allocated.
- (d) In the event of a tie:
 - i. the candidate with the highest number votes in the first round shall be elected;
 - ii. If there remains a tie, the candidate with the highest number of votes in subsequent rounds shall be elected; and
 - iii. If a tie remains after all rounds have been compared, the tie shall be resolved by lot by the Returning Officer.

7 DIRECT VOTING

For the purposes of rule 9 of the Constitution:

- (a) the Board shall approve by resolution in advance of each General Meeting, the time by and form in which Direct Votes must be received in order to be valid;
- (b) the Company shall notify Members of that time and form in the notice of the General Meeting; and
- (c) Direct Votes are taken to be counted when the result of the relevant resolution is determined at the General Meeting.

8 BOARD SUBCOMMITTEES

8.1 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 8.1(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.

8.2 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.

9 DELEGATIONS

For the purposes of rule 14 of the Constitution, the Board may delegate its powers by Board resolution.

10 BOARD OBSERVER

10.1 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. any 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.

11 REVIEW AND AMENDMENT OF THE BY-LAWS

11.1 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.

11.2 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
1.1	25 Aug 2026	IAA Board	Expansion of discipline of Board; new mediation processes; clarification of Board election processes, inclusion of delegation processes