

THE INSTITUTE OF INTERNAL
AUDITORS - AUSTRALIA

BY-LAWS

The attached By-laws, having been approved by the Board are promulgated for the information of and compliance by all concerned. The 2004 revision was issued to coincide with the adoption of the new Constitution by members on 18 May 2004. There have been amendments, as indicated, in 2005, 2006, 2007, 2009, 2010, 2011, 2013, 2014, 2015, 2016, 2017 and 2019.

By-Laws are intended to amplify the Constitution and to promulgate to members generally any matters affecting their rights or obligations.

The date of the Board meeting at which a change to a By-Law has been approved is indicated in the Index hereunder, which will be reissued with each change.

Where the Constitution requires certain information to be contained in a By-Law, the number of the Constitution is indicated in the index and in the heading of the By-Law.

By order of the Board

Company Secretary /
Executive Officer

**THE INSTITUTE OF INTERNAL AUDITORS - AUSTRALIA
MEMBERS' HANDBOOK GUIDE CARD**

**BY-LAWS
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Section 1 - GENERAL

101 Power to make, change and repeal By-Laws (Clause 15.6)

By-Laws may be made, changed and repealed by the Board under the powers given to it by Clause 14.6.1.

102 Construction or meaning of Constitution (Clause 1.7.9)

102.1 Clause 1.7.9 provides that if any doubt shall arise as to the proper construction or meaning of any of the Constitution, the decision of the Board will be final, providing it is recorded in the minutes.

102.2 To provide a more convenient reference, such decisions are also recorded in the By-Laws.

103 Principal Office

The Location of the principal office of the IIA-Australia shall from time to time be determined and agreed to by resolution of the Board.

104 Compliance with Professional Standards (Clause 6)

All members are bound by the International Standards for the Professional Practice of Internal Auditing and the Code of Ethics, as published. This binding is given authority by the Articles for Agreement for National Institutes, the Constitution, and by applicants for membership signing the membership application form.

105 Higher Education Purpose

The IIA-Australia Board has responsibility for oversight of all of the institution's activities including conferral of its higher education awards and the delegation of academic governance to an appropriate body.

105.1 The IIA-Australia Board has delegated 'academic board' matters to the Education Committee.

105.2 The Education Committee contributes to the IIA-Australia's strategic purpose through its foresight and insight on educational matters of concern to the internal auditing profession.

105.3 The Education Committee Charter details the Committee Composition, Tenure, Responsibilities.

Section 2 - MEMBERSHIP

201 Delegation to the Company Secretary (Clauses 6 and 14.8)

Subject to these By-Laws the Board has delegated its powers to admit members to the Company Secretary.

202 Classes of Membership (Clause 6.2)

202.1 There shall be the following classes of members:

- (a) Professional Member;
- (b) Associate Member;
- (c) Affiliate Member;
- (d) Student Member; and
- (e) Honorary Member.

202.2 There shall be included within the classes of Professional Member and Associate Member the following sub-classes of members:

- (a) Life member; and
- (b) Retired member.

202.3 The Board may at any time at its discretion as it may deem appropriate confer a designation defined in By-Law 202.1 and 202.2 on any member who resides in the Region and who has met the qualification requirements set out in By-law 203.

203 Qualification requirements (Clause 6.2)

Unless otherwise determined by the Board, the education and other qualifications required for admission to a particular class shall be:

203.1 Professional Member

203.1.1 A professional member of the IIA-Australia must hold a degree, diploma or equivalent; and have undertaken one of the following programs

- (a) The professional education program of the IIA-Australia
- (b) CIA®
- (c) Assessment of current competence (which includes the QIAL).

203.1.2 An applicant may qualify as a Professional Member in the following cases:

- (a) Internal Audit Department heads who supervise the internal auditing activities of their organisations.
- (b) Immediate assistants of those indicated in (a) above.
- (c) Other officers or employees who have executive and administrative jurisdiction of internal auditing activities.

- (d) Employees of internal auditing staffs who supervise any aspects of internal auditing activities.
 - (e) Employees on internal auditing staffs, who through training and experience are qualified to perform or assist in performing independent internal auditing functions and are so engaged at the time of filing application for membership.
 - (f) Persons who through training and experience are qualified to perform or supervise independent internal audit functions in a consultancy capacity or persons qualified to similarly perform or assist in performing independent internal audit functions as an employee of an internal audit consultancy and who are so engaged at the time of filing an application for membership.
- 203.1.3 Once Members have been admitted to the Professional Member Class, they shall be eligible to continue as Professional Members regardless of any change in their occupation.
- 203.1.4 The Board may appoint a Professional Member to be a Life Member or transfer a Professional Member to Retired Member.

203.2 Associate Member

- 203.2.1 The class of Associate Member shall be open to persons who are engaged in internal audit and cannot, or cannot yet, qualify as a Professional Member.
- 203.2.2 An applicant may qualify as an Associate Member in the following cases:
- (a) Internal auditors who have not undertaken a program as described in by-law 203.1.1.
- 203.2.3 The Board may appoint an Associate Member to be a Life Member or transfer an Associate Member to Retired Member.

203.3 Affiliate Member

- 203.3.1 The class of Affiliate Member shall be open to persons who work closely with internal auditors but who do not practice as internal auditors.
- 203.3.1.1 The class of Affiliate Member shall not be open to persons who provide consulting services on internal audit matters.
- 203.3.2 An applicant may qualify as an Affiliate Member in the following cases:
- a) Members of Audit Committees,
 - b) C-suite executives,
 - c) Risk management staff,
 - d) Management engineers and industrial engineers.
 - e) People engaged in public accounting practice.
 - f) Others who, because of their training and experience, would contribute to the advancement and the development of the purposes of the IIA-Australia.

203.3.3 An Affiliate Member is entitled to be heard on any resolution placed before a meeting of members but is not entitled to vote in any membership ballot.

203.3.4 An Affiliate Member may not be elected to the Board or to a Chapter Council.

203.4 Student Member

203.4.1 The class of Student Member shall in addition to any other requirement prescribed by the Board be open to those engaged in the study of internal auditing or related courses in colleges or universities, provided such persons cannot qualify as a Professional Member or an Associate Member.

203.4.2 A Student Member is entitled to be heard on any resolution placed before a meeting of members but is not entitled to vote in any membership ballot.

203.4.3 A Student Member may not be elected to the Board or to a Chapter Council.

203.5 Honorary Member

203.5.1 Honorary Membership may be conferred by resolution of the Board of Directors upon persons not eligible for any other class of membership but who have rendered some particular service to the IIA-Australia in such areas as education, public office or some professional assistance and have accepted the invitation to become an Honorary Member.

203.5.2 An Honorary Member is not required to pay any membership fee or levy.

203.5.3 An Honorary Member may not be elected to the office of President or vice president, or to the Board or to a Chapter Council

203.5.4 An Honorary Member is entitled to be heard on any resolution placed before a meeting of members but is not entitled to vote in any membership ballot.

203.6 Retired Member

The sub-class of Retired Member shall be persons who are Professional Members or Associate Members in good standing of the IIA-Australia and who relinquish that membership due to retirement while in good standing.

203.7 Life Member

203.7.1 Life Membership may be conferred, by resolution of the Board, on existing members of the IIA-Australia who meet the following criteria

- the member is nearing or at retirement and
- has made a significant contribution to the internal audit profession, and/or
- has provided long standing service to IIA-Australia, and/or
- has shown instances of exceptional service to the IIA-Australia and/or
- other related appropriate matters.

203.7.2 Such membership cannot be applied for and each case shall be taken on individual merit.

203.7.3 Life membership will not be awarded to a serving member of the Board.

203.7.4 Life Members are not required to pay an annual subscription fee.

203.7.5 Life Members are entitled to all privileges of Professional members of the IIA-Australia.

203.8 Candidate

A candidate is a person undertaking the IIA-Australia professional education qualification and may or may not be a member.

203.9 CIA® Candidate

A CIA® candidate is a person undertaking the IIA Certified Internal Auditor® program and may or may not be a member.

204 Membership Designation

204.1 Designations for Professional and Associate Members

204.1.1 Membership designations are as follows, and the abbreviations may be used on appropriate documents, for example business cards. These designations will be used with the class of member referred to in By-Laws 203.1 and 203.2 as Professional, Associate or Life Members.

204.1.2 The designation 'Fellow' will be awarded to all Professional or Associate Members who:

(a) Have been Professional or Associate Members for (at least) 10 years.

(b) Apply on the approved application form, including one reference attesting to technical competence and one reference attesting to good character.

204.1.3 The following designations may be used by Professional Members or Associate Members

Professional Member (Professional Member of the Institute of Internal Auditors – Australia)	Abbreviated to	PMIIA
Professional Member (Fellow) (Professional Fellow of the Institute of Internal Auditors – Australia)	Abbreviated to	PFIIA
Associate Member	Abbreviated to	AMIIA

204.2 Other designations (such as CIA, CCSA, CFSA, CGAP, CRMA, QIAL) from time-to-time recognised by the IIA-Australia may be used in conjunction with the above.

For example:

A.B. AUDITOR PMIIA CIA

A.B. AUDITOR AMIIA CGAP

A.B. AUDITOR PFIIA

- 204.3 Life Members may continue to use any designation related to Professional Membership or Associate Membership to which they would otherwise be entitled.

205 Applying for membership (Clause 6.1.1)

Application for membership must be accompanied by the joining fee and the appropriate membership subscription (By-Laws 0 and 302).

206 Eligibility for Membership of the IIA-Australia (Clause 6.1.1)

Persons wishing to join the IIA-Australia:

- 206.1 Must be of good character;
- 206.2 Must agree to abide by the IIA Standards and other documents as set out in By-Law 104;
- 206.3 Must agree to undergo Continuing Professional Education as set out in By-Law 209;
- 206.4 Must meet the requirements of By-Laws 203 and 201 for Membership Classes and Designations.

207 Allocation to Chapters (Clause 6.1.5)

In general, members are allocated to the Chapter in which their residential address is situated, unless the member requests otherwise in writing for good reason.

208 Transfers

- 208.1 A member wishing to transfer to another Chapter should advise the Company Secretary of the following:

- (a) Membership number
- (b) Full name
- (c) New residential address and telephone number
- (d) New business address and telephone number
- (e) New postal and e-mail address
- (f) New employer name
- (g) New job title

- 208.2 The Company Secretary will advise the Chapters concerned.

209 Continuing Professional Education

- 209.1 Continuing Professional Education (CPE) is a requirement of membership for all classes of membership except:

- (a) Affiliate Members;
- (b) Honorary Members;
- (c) Retired Members who have ceased working as an internal auditor.

209.2 Members who hold the designation CIA® are required to comply with CPE requirements established by IIA Inc. Other members are required to conform with By-Laws 209.3 and 209.4.

209.3 **Number of hours**

a) Professional Members;

(i) This will be 80 hours every two years, with a minimum of 15 in any one year.

(ii) Two hours each year must be on the topic of ethics.

b) Associate Members;

i) This will be 60 hours every two years, with a minimum of 15 in any one year.

209.4 **Approved CPE activities**

(a) **Education**

(i) Attendance at technical sessions of professional societies;

(ii) Seminars and conferences;

(iii) Formal in-house training programs;

(iv) College or university courses passed;

(v) Formal correspondence programs;

(vi) Professional reading up to 30 hours.

(b) **Publications**

(i) Books, up to 50 hours;

(ii) Articles, up to 25 hours;

(iii) Research papers, up to 25 hours.

(c) **Oral Presentations**

(i) First presentation, three times the length of the presentation, plus the presentation time;

(ii) Later presentation, the length of the presentation.

(d) **Participation**

As an officer or committee member in a professional or industry organisation related to internal auditing, up to 10 hours per annum;

(e) **Quality assurance review.**

209.4.1 Reporting and monitoring compliance

The Board has directed that there be annual reporting; this will be done on the subscription renewal form with a suitably worded attestation by members. This will be monitored by National Office.

Section 3 - FEES, SUBSCRIPTION AND LEVIES

301 Application Fee (Clause 6.3.1)

The application fee for new members shall be as approved by the Board and included in the notice to new members.

302 Subscriptions for each membership class (Clause 6.3.2)

302.1 The annual subscription for each class of member shall be as set out in the subscription renewal invoice for existing members and in the subscription rates notice that accompanies the application form for new members.

303 Due Date for subscriptions (Clause 6.3.3)

The membership year is based on the anniversary of the joining date. Subscriptions are due and payable on the anniversary date each year.

304 Increased Subscriptions for Late Payment (Clause 6.3.4)

304.1 The subscription for members who have not paid their subscription by the end of three calendar months from the anniversary date will be increased by \$50 for that year.

304.2 The Company Secretary has the discretion to waive this increase.

305 Levies on Members (Clause 6.3.4)

305.1 The Board may by resolution approved by two-thirds of the Board members, submit by postal ballot to all IIA-Australia members a recommendation for a levy on members;

305.2 Such recommendation must be approved by a two-thirds majority of members voting to become operative;

305.3 Levies shall not be enforceable on Life, Retired or Honorary Members.

306 Subscription Hardship Provision (Clause 6.3.4)

Members who are suffering temporary hardship, for example through retrenchment, may be granted an extension of time to pay at the discretion of the Company Secretary.

307 Reinstatement of Membership (Clause 6.4)

307.1 At the Company Secretary's discretion, depending on the circumstances of the case, members may be required to comply with any one of the following options in order to be reinstated:

- 307.1.1 Pay subscriptions for each financial year that fees remained unpaid;
- 307.1.2 Start again, by rejoining, meeting the requirements in By-law 203.1.1 and paying the joining fee and current years' subscription; or
- 307.1.3 Pay only the current year's subscription.

308 Transition of Membership (Clause 6.3.2)

- 308.1 Administrative fees will apply for those members wishing to transition to Professional Member (refer By-law 701 Transitional Provisions).

Section 4 -

GOVERNANCE

401 Postal Ballot

401.1 Returning Officer

- 401.1.1 The Company Secretary shall be the Returning Officer for all national postal ballots. If the Company Secretary is unable to act for any one ballot, the Company Secretary shall appoint a Board member as Returning Officer for that ballot.
- 401.1.2 The Company Secretary shall be the Returning Officer for all Chapter postal ballots. If the Company Secretary is unable to act for any one ballot, the Company Secretary shall appoint a Board member as Returning Officer for that ballot.

401.2 Conduct of ballot

- 401.2.1 The Returning Officer shall have prepared a set of voting papers pertinent to the particular matters for resolution and initial or suitably identify each authorised voting paper.
- 401.2.2 Prior to sending the voting papers to members, the Board shall appoint four members to be scrutineers, any three of whom shall act as such.
- 401.2.3 The Company Secretary shall cause voting papers to be posted to the registered postal address of each member who would have been entitled if present to vote at a general meeting held on the day approved to hold a postal ballot. Such voting papers shall set out any resolutions proposed by the Board and shall contain full directions as to the method of voting.
- 401.2.4 All members wishing to vote on any resolutions must do so by voting in the manner indicated in the directions and by posting the voting papers to the IIA-Australia addressed in the manner specified in the voting papers so as to be received by the Returning Officer within the time prescribed.
- 401.2.5 Within seven days after the last day upon which votes can be received under By-Law 0 above, at least three of the appointed scrutineers shall meet and examine the voting papers.
- 401.2.6 Envelopes containing the voting papers may be opened either before or at such meeting of the scrutineers, but may only be opened in the presence of at least one of the scrutineers. The scrutineers shall reject any unauthorised votes received.
- 401.2.7 Where for any reason the President is unable to exercise any powers relating to voting granted to that office under the Articles, power shall be exercised by a National Director appointed by the Board for that purpose.
- 401.2.8 The result of the ballot will be recorded in the minutes of the next Board meeting and the scrutineers will retain control of the ballot papers until the minute has been passed.

402 Proxy Form (Clause 12)

In all cases where a proxy vote is permitted, the form to be used is set out in the appendix to the By-Laws.

403 Qualifications for Director

All members who are to be considered for election to the Board will be senior, respected members of the profession with appropriate experience and professional qualifications. Professional Member status is essential. Additional criteria is set out in the Nominations Committee Charter.

Section 5- FINANCE

501 Inspection of Accounts by Members (Clause 21 and 22)

The accounting and other records of the IIA-Australia are available for inspection by members at the National Office during business hours in response to reasonable requests.

Section 6 - CHAPTERS

601 Chapter Councils (Clause 17.2)

- 601.1 Every Chapter will have a governing body known as the Chapter Council.
- 601.2 A Chapter Council will consist of up to 15 members including office bearers and a past chair (except for the NSW Chapter in 2016/2017 where the Chapter Council can consist of up to 16 members) but so that:
 - 601.2.1 a Chapter Council will consist of not less than five (5) persons in total; and
 - 601.2.2 all members of a Chapter Council at any time must be currently attached to that Chapter on which Council they are or seek to be members.
 - 601.2.3 Members of a Chapter Council must be members in good standing. Professional Member status is desirable. Additional criteria is set out in the Nominations Committee Charter.
- 601.3 A Chapter Council will exercise the powers, authorities and discretions conferred on it and be subject to the conditions imposed on it by this Constitution and by the By-Laws and regulations made and directions given from time to time by the Board.
- 601.4 The office-bearers of a Chapter will be the chair, one or two vice-chairs and other officers as directed by the Board.
- 601.5 A Chapter Council will include a past chair not holding other office in the Chapter and who is still a member of the IIA-Australia and attached to the Chapter in which he was the chair subject to Clause 17 of the Constitution if such member is willing to serve.
- 601.6 A past chair will not be a member of a Chapter Council by virtue of his position as past chair for a period in excess of 2 years.

602 Election of Chapter Office-Bearers and Councillors (Clause 17.3)

- 602.1 Nominations for office-bearers and councillors:
 - 602.1.1 The Company Secretary will cause a notice inviting nominations to be sent to all financial members of the Chapter at least 30 days prior to the annual meeting of the Chapter.
 - 602.1.2 The Nominations Committee must, in accordance with the Nominations Committee Charter, conduct searches for new Chapter Council Office-bearers and recommend preferred candidates to the Board and to the Chapter.
 - 602.1.3 Nominations, which will be in writing, signed by the candidate and his proposer and seconder, will be lodged directly with the Nominations Committee at least fourteen days prior to the annual meeting at which the election is to be held.
 - 602.1.4 In the event that there are more nominations for a position than there are positions available a ballot will be conducted by the Chapter to elect the office-bearer or other council members.
- 602.2 Election of the office-bearers and councillors:
 - 602.2.1 The office-bearers will hold office for one year, and will be eligible for re-election.

- 602.2.2 Members of a Chapter Council other than the office-bearers will be elected for a period of three years, one third retiring each year. If the number of elected members is not evenly divisible by three, the excess over an even division will be, where applicable, one elected for a one year term and one elected for a two year term.
- 602.2.2.1 Councillors may seek re-election for a total continuous period of up to 9 years.
- 602.2.3 Balloting lists will be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting either in person or by proxy will be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- 602.2.4 In the event that there are not be sufficient number of candidates nominated, a Chapter Council will fill up the remaining vacancy or vacancies.
- 602.3 A Chapter may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Chapter Council subject to the maximum and minimum number of Councillors prescribed in By-Law 0.
- 602.4 A Chapter Council may at any time, and from time to time, appoint any member currently listed in its chapter register to that Chapter Council, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of that Chapter Council but so that the total number of office-bearers or other members of that Chapter Council will not at any time exceed the number fixed in accordance with this By Law (0). Any office-bearer or other member of a Chapter Council so appointed will hold office only until the next following annual meeting.
- 602.5 A Chapter may by ordinary resolution at a general meeting remove any office-bearer or other member of that Chapter Council before the expiration of his period of office, and may by ordinary resolution appoint another member on the register of that Chapter in his stead; the person so appointed will hold office only until the next following annual meeting.
- 602.6 The office of member of a Chapter Council will become vacant if the member;
- 602.6.1 ceases to be a member attached to that Chapter;
- 602.6.2 ceases to be a member of the IIA-Australia;
- 602.6.3 resigns their office by notice in writing to that Chapter;
- 602.6.4 holds any office of profit in that Chapter;
- 602.6.5 for more than two meetings is absent without permission of that Chapter Council;
- 602.6.6 is directly or indirectly interested in any contract or proposed contract with the IIA-Australia and which they have failed to disclose to the Chapter Council;
- 602.6.7 becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 602.6.8 becomes prohibited from being a Councillor by reason of any order made under the Code of Ethics; or

602.6.9 becomes of unsound mind or a person whose person or estate is liable to be dealt with in way under the law relating to mental health.

Provided that nothing in By-Law 602 conflicts with Clause 6.5 – 6.7 of the Constitution.

Section 7 - Transitional Provisions

APPENDIX TO BY-LAWS

THE INSTITUTE OF INTERNAL AUDITORS - AUSTRALIA

PROXY FORM

I,

of

being a member of The Institute of Internal Auditors - Australia

hereby appoint

or failing him/her

of

As my proxy to vote for me on my behalf at the General meeting of the company to be held on the
day of 20 and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/against the following resolutions:

Dated this day of 20

Signature

*Strike out whichever is not desired.

Note: In the event of the member desiring to vote for or against any resolution the member shall instruct the proxy accordingly. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

Your attention is drawn to Clauses 11.1.2, 12.4 and 12.5 of the Constitution which provide that:

Clause 6.4 - If a member's annual dues are in arrears over three months the member shall not have a right to vote at any members' meeting.

Clause 12.4 - Appointment of a proxy must be in writing and authorised in writing by the appointer.

Clause 12.5 - A completed proxy form must be received at the registered of the company not less than 48 hours before the time of holding the meeting.