

Constitution

Company Limited by Guarantee

Australian Information Security Association (AISA)

ACN 166 767 399

(A public company limited by guarantee)



AUSTRALIAN INFORMATION SECURITY ASSOCIATION

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Part A – Preliminary matters

1) Defined terms and interpretation

- a) The Dictionary in Schedule 1:
 - i) defines some of the terms used in this constitution;
 - ii) sets out the rules of interpretation which apply to this constitution; and
 - iii) clarifies the effect of the Corporations Act on this constitution.
- b) The interpretation clause in Schedule 1 (**Dictionary**) sets out rules of interpretation for this constitution.

2) Nature of company and liability

- a) The company is a public company limited by guarantee.
- b) The liability of each member is limited. Each member guarantees to contribute up to a maximum of ten dollars to the assets of the company if it is wound up while the member is a member, or within one year afterwards, and at the time of winding up the debts and liabilities of the company exceed its assets. The liability of each member is limited to making such contribution and no more.

Part B – Purpose

3) Purpose of the company

The purpose of the company is to help protect people living in Australia from the harm that can be caused by inadequate and inappropriate data and information security practices and systems through, among other things:

- a) promoting and supporting the improvement of data and information security practices and systems;
- b) promoting and supporting the reduction of identity theft, financial crimes and fraud as well as unauthorised access to information systems and the data they contain;
- c) promoting and supporting the development and implementation of advice to the industry and public on matters relating to information security;
- d) promoting and supporting the reduction of unwanted and unauthorised or illegal electronic communications;
- e) empowering individuals and families to take better and more informed steps to protect their information;
- f) generating and increasing the awareness of information security issues among individuals, the community, educational institutions, business and government;
- g) increasing knowledge, skills and capacity of those working in, or wanting to know about, the information security field;

- h) building, enhancing and maintaining relationships with and between information security organisations, individuals, Government, international bodies and educational institutions;
- i) providing advice and guidance to Government on the creation of policy, law and legislation in relation to information security;
- j) conducting research and development activities which improve information security;
- k) providing an ongoing forum to share learning, knowledge, skills, experience ideas and innovation in the information security field;
- l) providing support services for information security professionals within Australia (including members);
- m) maintaining and operating the Scholarship Fund (at such times as the Scholarship Fund is on foot); and
- n) doing all other things necessary for or ancillary to the purposes and activities of the company listed above.

Part C – Members and membership

4) Membership

4.1 Members of the company

- a) The members of the company are:
 - i) all fully paid up members of the Australian Information Security Association (**AISA**) Inc (with incorporation number NSW INC9876232) (**Association**) as at the date it converted from an incorporated association under the *Associations Incorporation Act 2009* (NSW) to a company limited by guarantee under the Corporations Act; and
 - ii) any person who has been admitted as a member of the company by the directors in accordance with rule 4.2.
- b) If a person is admitted as a member of the company, the secretary must ensure that:
 - i) the person is given notice of admission as a member of the company; and
 - ii) the name and details of the person are entered in the members' register in accordance with rule 4.5.
- c) The secretary must ensure that each person not admitted as a member of the company is informed of this decision. Neither the directors nor the secretary are required to give reasons for the decision not to admit a person as a member of the company.

4.2 Membership eligibility

To be a member of the company a person must:

- a) have a commitment to the purposes of the company;

- b) agree to be bound by the AISA Code of Ethics and the AISA Branch Policy, including all related review and appeal policies and procedures;
- c) complete and lodge a membership application in such form as determined by the directors from time to time which, for the avoidance of doubt, may include applying using the Internet;
- d) pay any joining and annual fee as determined by the directors under rule 4.6;
- e) be aged 18 years or over;
- f) not have been convicted of a criminal offence with a maximum penalty of 12 months imprisonment or more within Australia or any other country;
- g) ensure that all information provided when applying for membership of the company is true and accurate and is not misleading or deceptive;
- h) be admitted into membership by the directors; and
- i) satisfy such other membership criteria as the directors may determine from time to time.

4.3 Members rights

Each member has the right to:

- a) receive notices of and to attend and be heard at any general meeting of the company; and
- b) vote at any general meeting of the company.

4.4 Membership not transferable

Membership of the company and the associated rights cannot be transferred or sold in any manner whatsoever.

4.5 Register of Members

- a) A register of members must be kept in accordance with the law.
- b) Without limiting the requirement under rule 4.5(a), the following must be entered in the register in respect of each member:
 - i) the name and address of the member;
 - ii) the date of admission to and cessation of membership; and
 - iii) any other information required by the directors or the law from time to time.

4.6 Membership fees

- a) Subject to rule 4.6(b)(ii), annual membership fees are to be paid at such times, in such amounts and in such manner as the directors determine from time to time.
- b) The directors may at their complete discretion:
 - i) waive all or some of the fees payable by one or more members at any time; and

- ii) change the annual fee and joining fee so long as any increase greater than 25% in any one year is approved by the members in general meeting.

5) Ceasing to be a member

5.1 General overview

- a) There are a number of circumstances that will result in a person's membership ceasing. For instance, a person will cease to be a member of the company if that person:
 - i) resigns from membership. See rule 5.2;
 - ii) automatically ceases to be a member. See rule 5.3;
 - iii) breaches the AISA Code of Ethics or the AISA Branch Policy. See rule 5.4;
 - iv) is expelled from membership. See rules 5.5 and 5.6; or
 - v) no longer complies with the membership eligibility criteria set out at rule 4.2.
- b) The directors may adopt such other policies and procedures relating to the disciplining, suspension and expulsion of members as they so determine from time to time so long as they are consistent with the requirements set out in this rule 5.

5.2 Resignation from membership

A member may resign from membership of the company at any time by providing written notice to the company addressed to the chair or the secretary. Unless the notice provides otherwise, the resignation takes effect from the date the notice is received.

5.3 Automatic cessation of membership

A member's membership will automatically cease if the member:

- a) dies;
- b) fails to pay any joining fee or initial annual fee within two weeks after being notified of admission into membership of the company or such later time as the directors may determine; or
- c) fails to pay any required membership fee within two months after the date on which that membership fee becomes due or such later time as the directors may determine.

5.4 Breach of AISA Code of Ethics or AISA Branch Policy

- a) A breach of the AISA Code of Ethics or the AISA Branch Policy may, in certain circumstances, result in corrective, remedial or disciplinary action (including the suspension or cessation of membership).
- b) The directors may implement policies and procedures in relation to the operation and enforcement of the AISA Code of Ethics and the AISA Branch Policy including in relation to:

- i) what happens if a non-material breach occurs;
- ii) what types of breaches are considered material;
- iii) what happens if a material breach occurs; and
- iv) the establishment of one or more review committees (including determining the composition and terms of reference of any such committee).

5.5 Expulsion of member

- a) This rule 5.5, together with rule 5.6, describe what needs to happen when considering whether or not to expel a member from membership of the company (excluding situations relating to compliance with the AISA Code of Ethics or the AISA Branch Policy which are to be dealt with in accordance with rule 5.4). In summary the process involves:
 - i) putting the member in question on notice;
 - ii) passing a directors' resolution to expel that member; and
 - iii) if requested by that member, letting the members decide whether or not to confirm the directors' decision.
- b) So long as the steps set out in this rule 5.5 and rule 5.6 are followed, the directors may resolve to expel a member from membership of the company if that member:
 - i) has refused or neglected to comply with the provisions of this constitution; or
 - ii) has acted in a way that, in the opinion of the directors, is unbecoming of the member or prejudicial to the interests or reputation of the company.

(Member Expulsion Resolution)

- c) The directors must give the member in question at least 14 days' notice of the date that the directors will consider the Member Expulsion Resolution. This notice must be in writing and let the member know:
 - i) that the directors are to consider expelling the member from membership of the company;
 - ii) the reasons why the member is to be expelled; and
 - iii) of the right for the member to give the directors, either orally or in writing, any explanation or defence relevant to a decision to expel that member.
- d) A director that is subject to a Member Expulsion Resolution is not entitled to vote on that resolution.
- e) Directors have 14 days from the date a Member Expulsion Resolution is passed to notify the relevant member about the directors' decision. This notice must be in writing and let the member know:
 - i) that the directors have resolved to expel the member; and
 - ii) the process to be followed if the member wishes to appeal the decision as described at rule 5.6.

(Expulsion Notice)

5.6 Appeal of Member Expulsion Resolution

- a) A member to be expelled in accordance with a Member Expulsion Resolution may appeal against that resolution (**Expulsion Appeal**). An Expulsion Appeal must be made to the company in writing addressed to the chair or the secretary and must be received within 14 days after the date of the Expulsion Notice described at rule 5.5(e) or such later time as the Independent Ethics Committee determines, otherwise, such an Expulsion Appeal is invalid.
- b) In accordance with rule 8.17, the directors must establish a committee to be known as the Independent Ethics Committee (**Independent Ethics Committee**). Subject to available candidates, the Independent Ethics Committee must be comprised as follows:
 - i) two directors of the company;
 - ii) three Branch Executives;
 - iii) three members of the Executive Advisory Board for Cyber; and
 - iv) three Fellows of AISA.
- c) Subject to receiving the written consent of the relevant person, the directors must appoint persons to constitute an Independent Ethics Committee (such person being an **IEC Member**).
- d) The directors of the company may not be appointed to or otherwise fill the positions on the Independent Ethics Committee referred to in rules 5.6(b)(ii) to 5.6(b)(iv) inclusive.
- e) The directors may not terminate the appointment of an IEC Member.
- f) The appointment of an IEC Member may be terminated:
 - i) by a resolution of the members in general meeting; or
 - ii) if the IEC Member has failed to attend three consecutive meetings of the Independent Ethics Committee, by resolution of the Independent Ethics Committee.
- g) The Independent Ethics Committee:
 - i) must appoint an IEC Member who is not a director of the company to the office of chair of the Independent Ethics Committee; and
 - ii) may appoint an IEC Member who is not a director of the company to the office of deputy-chair of the Independent Ethics Committee.
- h) A person may only fill the office of chair or deputy-chair of the Independent Ethics Committee for so long as that person is an IEC Member.
- i) The chair must preside as chair at each meeting of the Independent Ethics Committee unless he or she is unable to attend or is unwilling to act.
- j) If the chair is unable to attend a meeting of the Independent Ethics Committee or is unwilling to act, then the deputy-chair, if one has been appointed, must preside as the chair of the meeting of the Independent Ethics Committee.
- k) If both the chair and the deputy-chair are unable to attend a meeting of the Independent Ethics Committee or are unwilling to act, then the IEC Members present at that meeting must elect a person from among their number who is not a director of the company to preside as chair for that meeting.

- l) Subject to this rule 5.6, provisions of this constitution that apply to meetings and resolutions of directors apply, to the extent possible and with the necessary changes, to meetings and resolutions of the Independent Ethics Committee.
- m) If notice of an Expulsion Appeal is received by the company within the required timeframe:
 - i) the Expulsion Appeal must be considered by the Independent Ethics Committee; and
 - ii) within 28 days of notice of the Expulsion Appeal being given to the company pursuant to rule 5.6(a) (or such later time as the Independent Ethics Committee may decide in its complete discretion), the Independent Ethics Committee must resolve to either confirm or set aside the relevant Member Expulsion Resolution.
- n) If notice of an Expulsion Appeal is:
 - i) not received by the company within the required timeframe then:
 - 1. the relevant Member Expulsion Resolution is not required to be considered by the Independent Ethics Committee; and
 - 2. the member's expulsion takes effect from the date of the Member Expulsion Resolution;
 - ii) received by the company within the required timeframe and the relevant Member Expulsion Resolution is confirmed by the Independent Ethics Committee, the member's expulsion takes effect from the date of the Member Expulsion Resolution.
- o) A member that has been expelled from membership of the company is not permitted to reapply for membership for a period of five years commencing from the date of the member's expulsion.
- p) Rules 8.17(a)(ii)-(iv) and rule 8.17(b) do not apply to this rule 5.6.

6) General meetings

6.1 Calling general meetings

- a) A general meeting of members may be initiated by:
 - i) a resolution of the directors; or
 - ii) the directors upon request by the members in accordance with section 249D of the Corporations Act (as if that section of the Corporations Act applies to the company at such times that the company is a registered charity); or
 - iii) members or the Court in accordance with sections 249E, 249F and 249G of the Corporations Act (as if those sections of the Corporations Act apply to the company at such times that the company is a registered charity).
- b) A meeting of members may be held in two or more places linked together by any technology so long as it:
 - i) gives the members as a whole in those places a reasonable opportunity to participate in proceedings;
 - ii) enables the chair to be aware of proceedings in each place; and

- iii) enables the members in each place to vote on a show of hands and on a poll.

6.2 Notice of general meetings

- a) Subject to any relevant law relating to special resolutions and consent to short notice, if a general meeting of members (including an annual general meeting) is to be convened, at least 21 days' notice of that meeting must be given to each person who is at the date of the notice:
 - i) a member of the company eligible to receive notices of meetings;
 - ii) a director of the company; or
 - iii) an auditor of the company.
- b) A notice of a general meeting must specify:
 - i) the date, time and place of the meeting;
 - ii) if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - iii) the general nature of the business to be transacted at the meeting; and
 - iv) any other matters required under the law.
- c) A person who is entitled to receive notice of a meeting or who is requested by the chair to attend a general meeting is entitled to be present, whether the person is a member or not.

6.3 Quorum at general meetings

- a) No business may be transacted at any general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business and remains present throughout the meeting.
- b) The quorum for a general meeting of members is 25 members present in person or by proxy and entitled under these rules to vote at a general meeting.
- c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - i) the meeting stands adjourned to the same day in the next week at the same time and place;
 - ii) at the adjourned meeting the quorum is ten members present in person or by proxy and entitled under these rules to vote at a general meeting; and
 - iii) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

6.4 Chair of general meetings

- a) The chair of directors must preside as chair at each general meeting.
- b) If the chair of directors is absent or is unwilling to act, then the deputy-chair of directors, if one has been appointed, must preside as chair at the meeting.

- c) If both the chair and deputy-chair are absent or are both unwilling to act, then the members present at that meeting may elect a person present to chair the meeting.

6.5 Conduct of general meetings

- a) The chair of a general meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in the opinion of the chair necessary or desirable for:
 - i) proper and orderly debate or discussion; and
 - ii) the proper and orderly casting or recording of votes.
- b) The chair of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place. However, no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- c) Notice of an adjournment and the business to be transacted at an adjourned meeting must be given to all persons who were entitled to receive notice of the meeting the subject of the adjournment.

6.6 Decisions at general meetings

- a) Except in the case of any resolution which as a matter of law requires a special resolution, questions arising at a general meeting are to be decided by a majority of votes cast by the members present at the meeting (including being present by technological means) and that decision is for all purposes a decision of the members.
- b) In the case of an equality of votes upon any proposed resolution at a meeting of members, the proposed resolution shall be treated as lost.
- c) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded.
- d) A member may only cast one vote on a show of hands regardless of whether that member also holds one or more proxies.
- e) A poll may be demanded before a vote being decided by a show of hands is taken or before or immediately after the declaration of the result of the show of hands:
 - i) by the chair of the meeting;
 - ii) by at least five members present and entitled to vote on the relevant resolution; or
 - iii) by a member or members present at the meeting and representing at least 5% of the votes that may be cast on the resolution on a poll.
- f) Unless a poll is demanded, a declaration by the chair of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- g) If a poll is demanded at a general meeting, it will be taken when and in the manner that the chair directs, and the result of the poll will be the resolution of the meeting at which the poll

was demanded.

- h) A poll cannot be demanded at a general meeting on the election of a chair of the meeting.
- i) The demand for a poll may be withdrawn.

6.7 Voting rights

Each member has the right to exercise one vote on a show of hands and on a poll.

6.8 Representation at general meetings

- a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
 - i) in person;
 - ii) by proxy in a form as the directors may prescribe or accept; or
 - iii) by attorney in a form as the directors may prescribe or accept.
- b) A proxy or attorney may be a member of the company but does not need to be.
- c) The chair of a meeting may require any person purporting to act as a proxy or attorney to establish to the satisfaction of the chair that the person has been validly appointed as a proxy or attorney and is the person named in the relevant instrument of appointment, failing which the person may be excluded from attending or voting at the meeting.
- d) If the company receives a proxy form without the name of the proxy filled in, then the proxy is:
 - i) the person specified by the company in the proxy form; or
 - ii) if no person is specified in the proxy form, the chair of the meeting for which that proxy applies.
- e) A proxy or attorney may not vote at a general meeting or adjourned meeting unless the instrument appointing the proxy or attorney is received:
 - i) at the registered office of the company, at the facsimile number at its registered office or at another place, facsimile number or electronic address specified for that purpose in the notice convening the meeting; and
 - ii) at least three Business Days before the time scheduled for the commencement of the meeting, as specified in the notice of meeting.
- f) The authority of a proxy or attorney to speak and vote for a member at a general meeting is suspended while that member is present at the meeting unless the members present at the meeting resolve otherwise.
- g) The chair may hold as many proxies as are given to the chair. All other proxy holders may hold a maximum of three proxies.

Part D – Not-for-profit

7) No profits for members

- a) Subject to rules 7(b) and 11.5(d), the assets and income of the company must be applied solely in furtherance of the purpose of the company and no portion of the income or assets of the company may be paid or transferred, directly or indirectly, to any member.
- b) The company may, with the approval of the directors, make payment in good faith to a member of the company (other than from the Scholarship Fund):
 - i) by way of reasonable and proper remuneration for any goods supplied or services rendered to the company (including remuneration as an employee or consultant);
 - ii) by way of interest on money lent to the company by that member at a reasonable and proper rate per annum not exceeding the rate for the time being charged by the company's bankers on overdrawn accounts;
 - iii) by way of reasonable and proper rent for premises let by that member to the company;
and
 - iv) for authorised out-of-pocket expenses reasonably and properly incurred by that member in connection with the affairs of the company.

Part E – Directors and secretary

8) Directors

8.1 Number of directors

- a) The minimum number of directors is six. Subject to rule 8.1(b), the maximum number of directors is twelve.
- b) The directors may change the maximum number of permitted director positions in accordance with the law.

8.2 Becoming a director

- a) The people holding a position of office on the governing body of the Association on the date that this constitution was adopted by the company continue in office but on the terms and conditions set out in this constitution.
- b) A person may become a director in three ways:
 - i) Election by members at the annual general meeting of the company, such election to be for a term of three years (**Elected Directors**);
 - ii) Appointment by resolution of the Board Nomination Committee, such appointment to be for a term of up to three years with the precise period determined by the Board Nomination Committee at the time of appointment (**Appointed Directors**); or
 - iii) Appointment by the directors to fill any vacancy in the number of Elected Directors

however arising, such appointment, if made, to be for the period up to the next annual general meeting at which point that director must retire.

- c) In accordance with rule 8.17, the directors must establish a committee to be known as the Board Nomination Committee (**Board Nomination Committee**). Subject to available candidates, the Board Nomination Committee must be comprised as follows:
 - i) three directors;
 - ii) three Branch Executives;
 - iii) three members of the Executive Advisory Board for Cyber; and
 - iv) three Fellows of AISA.
- d) Subject to receiving the written consent of the relevant person, the directors must appoint persons to constitute a Board Nomination Committee (**BNC Member**).
- e) The directors of the company may not be appointed to or otherwise fill the positions on the Board Nomination Committee referred to in rules 8.2(c)(ii) to 8.2(c)(iv) inclusive.
- f) The directors may not terminate the appointment of a BNC Member.
- g) The appointment of a BNC Member may be terminated:
 - i) by a resolution of the members in general meeting; or
 - ii) if the BNC Member has failed to attend three consecutive meetings of the Board Nomination Committee, by resolution of the Board Nomination Committee.
- h) The Board Nomination Committee:
 - i) must appoint a BNC Member who is not a director of the company to the office of chair of the Board Nomination Committee; and
 - ii) may appoint a BNC Member who is not a director of the company to the office of deputy-chair of the Board Nomination Committee.
- i) A person may only fill the office of chair or deputy-chair of the Board Nomination Committee for so long as that person is a BNC Member.
- j) The chair must preside as chair at each meeting of the Board Nomination Committee unless he or she is unable to attend or is unwilling to act.
- k) If the chair is unable to attend a meeting of the Board Nomination Committee or is unwilling to act, then the deputy-chair, if one has been appointed, must preside as the chair of the meeting of the Board Nomination Committee.
- l) If both the chair and the deputy-chair are unable to attend a meeting of the Board Nomination Committee or are unwilling to act, then the BNC Members present at that meeting must elect a person from among their number who is not a director of the company to preside as chair for that meeting.
- m) Subject to this rule 8.2, provisions of this constitution that apply to meetings and resolutions of directors apply, to the extent possible and with the necessary changes, to meetings and resolutions of the Board Nomination Committee.
- n) Rules 8.17(a)(ii)-(iv) and rule 8.17(b) do not apply to this rule 8.2.

8.3 Ratio of Elected Directors and Appointed Directors

The following rules apply when determining the ratio of Elected Directors to Appointed Directors:

- a) Fifty percent of the maximum permitted number of director positions (as determined under rule 8.1) are reserved for, and may only be filled by, Elected Directors - all other director positions may be filled by Appointed Directors;
- b) If fifty percent of the maximum number of permitted director positions is not a whole number then the number is to be rounded down to the nearest whole number.

8.4 Directors time in office

- a) Each director is to remain as a director until the term of her or his office expires or until he or she resigns, retires or is otherwise removed as a director of the company in accordance with the law and this constitution. However, subject to the law and rules 8.4(b) and 8.4(c), a person is eligible for reappointment or re-election.
- b) A person must not hold the office of Appointed Director for any more than six continuous years. However, subject to rule 8.4(c), a person who has been an Appointed Director may fill an Elected Director position.
- c) Subject to rule 8.4(e), a person must not hold the office of a director for any more than nine continuous years unless otherwise resolved by a special resolution of Members.
- d) This rule 8.4 is not to be applied retrospectively – meaning that any time spent holding a position of office on the governing body of the Association prior to the adoption of this constitution is to be disregarded for the purposes of this rule.
- e) A person having held office as a director for nine continuous years is eligible for re-election or re-appointment once a period of 12 months has expired since he or she last held office as a director.

8.5 Qualifications and composition of directors

- a) Subject to any policies relating to the composition of the board and skills and qualifications of directors developed by the directors from time to time, each director must have knowledge, and expertise relevant to and be committed to the purpose and activities of the company.
- b) A director must be a member of the company.

8.6 Vacation of office

- a) In addition to the circumstances prescribed by law, the office of any director becomes vacant if the director dies or, unless the directors otherwise resolve to confirm the director's position, if the director:
 - i) ceases to be a member of the company;
 - ii) is, due to physical or mental impairment, unable to properly perform his or her duties as a director;
 - iii) becomes bankrupt;

- iv) is convicted of an indictable offence; or
 - v) fails to attend more than three directors' meetings in any six month period without leave of absence approved by the directors.
- b) Nothing in rule 8.6(a) prevents a director from vacating his or her office if the director resigns by notice in writing to the company.

8.7 Payments to directors

- a) Subject to rule 8.7(c), directors are entitled to be paid all reasonable authorised travelling and other expenses properly incurred by them in connection with the affairs of the company, including attending and returning from general meetings of the company, meetings of the directors and meetings of committees and branches but will not otherwise receive any payment for acting as a director.
- b) Nothing in this rule 8.7 restricts the remuneration to which a director may be entitled as an officer or employee of the company in a capacity other than director.
- c) Notwithstanding anything else in this constitution, no payment of any kind which is permitted to be paid to a director by this constitution can be made by the company to a director until that payment is approved by the directors or such other person or persons to which the directors may have delegated such authority.

8.8 Interested directors

- a) A director may hold any other position in the company, other than auditor, in conjunction with his or her directorship. A director may be appointed to that office on the terms as to remuneration, tenure of office and otherwise as the directors determine.
- b) No contract or other arrangement made between a director and the company is voided merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.
- c) Where a director has a material personal interest in a matter to be considered at a meeting, that director must not be present while the matter is being considered at the meeting or vote on the matter, unless the directors who do not have a material personal interest pass a resolution in accordance with the law which permits that director to do so.
- d) Subject to rule 8.8(e), a director who is in any way interested in an arrangement (other than by having a material personal interest) may, despite that interest:
 - i) be counted in determining whether a quorum is present at any meeting of directors considering that arrangement;
 - ii) sign or countersign any document relating to that arrangement; and
 - iii) vote in respect of the arrangement or any matter arising out of it.
- e) Rule 8.8(d) does not apply to the extent that it would be contrary to law.

8.9 Powers and duties of directors

The directors are responsible for managing the business of the company and may exercise all the powers of the company which are not required by the law or this constitution to be exercised by the

company in general meeting.

8.10 Directors' meetings

The directors may hold meetings (including by technological means) for the conduct of business and regulate them as they think fit.

8.11 Convening of meetings of directors

A meeting of directors may be convened by the chair or any three of the directors.

8.12 Notice of directors' meetings

- a) Notice of a directors' meeting must be given to each current director, other than a director on leave of absence approved by the directors.
- b) A notice of a directors' meeting must:
 - i) be given in a way permitted by rule 13;
 - ii) specify the time and place of and, if relevant, the form of technology for, the meeting; and
 - iii) state the nature of the business to be transacted at the meeting.
- c) A resolution passed at a directors meeting is not invalid just because a director did not receive notice of the meeting provided that:
 - i) the notice was not received because of accident or error;
 - ii) before or after the meeting, the director notifies the company of his or her agreement to the resolution; or
 - iii) the director attended the meeting.

8.13 Quorum for directors' meetings

- a) No business may be transacted at a directors' meeting unless there is a quorum of directors at the time the business is dealt with.
- b) A quorum for a directors' meeting is half of the directors holding office at the time of the meeting.
- c) For the avoidance of doubt, a director is present at a meeting if participating by electronic means such as by telephone.
- d) If at any time there are less than the number of directors required for a quorum, the remaining director or directors may act but only:
 - i) in an emergency;
 - ii) for the purpose of convening a general meeting of the company; or
 - iii) for the purpose of increasing the number of directors to the number required for a quorum.

- e) If, within 30 minutes after the time appointed for the meeting, a quorum is not present, then, without prejudice to the right of those present to discuss but not to vote on any matter, the meeting will be dissolved or stand adjourned to such time, date and place as those present at the meeting decide.

8.14 Chair and deputy-chair

- a) The directors must, subject to the rules relating to term of office found at rule 8.4, appoint a director to the office of chair.
- b) The directors may, subject to the rules relating to term of office found at rule 8.4, appoint a director to the office of deputy-chair.
- c) A person may only fill the office of chair or deputy-chair for so long as that person is a director of the company.
- d) The chair must preside as chair at each directors' meeting unless he or she is unable to attend or unwilling to act.
- e) If the chair is unable to attend a directors' meeting or unwilling to act, then the deputy-chair, if one has been appointed, must preside as chair of that meeting.
- f) If both the chair and deputy-chair are unable to attend a directors' meeting or are unwilling to act, then the directors present at that meeting must elect a person from among their number to preside as chair for that meeting.

8.15 Decisions of directors

- a) A directors' meeting at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the directors under the law and this constitution.
- b) Questions arising at a directors' meeting are to be decided by a majority of votes cast by the directors present and a decision of that kind is for all purposes a determination of the directors.
- c) If there are an equal number of votes cast for and against a resolution at a directors' meeting, then the chair may cast a second vote.

8.16 Decisions without meetings

Directors may pass resolutions and otherwise make decisions outside of a directors' meeting in any manner (including through the use of technology) so long as such manner complies with:

- a) the law; and
- b) any policies and procedures relating to the passing of director resolutions as determined by the directors from time to time.

8.17 Committees (including branches)

- a) Save as otherwise expressly contemplated in this constitution, the directors may resolve to:
 - i) establish one or more committees, including AISA branch committees, consisting of such

- persons as they determine;
- ii) delegate to each committee such of their powers required for the effective and efficient running and administration of the committee;
 - iii) revoke any or all of the powers delegated to each committee and vary the nature and scope of the powers delegated; and
 - iv) change the makeup of a committee at any time or dissolve it all together.
- b) Save as otherwise expressly contemplated in this constitution, a committee must be conducted, and exercise the powers delegated to it, in accordance with any directions of the directors which, for the avoidance of doubt, may be contained within policies, guidelines or protocols.
 - c) The directors may continue to exercise all of their powers despite any delegation made under this rule.
 - d) Without limiting the powers of the directors under rules 8.17(a) to 8.17(c), each AISA branch and each member connected with an AISA branch must:
 - i) comply with the AISA Branch Policy;
 - ii) comply with all relevant company policies, procedures and other guidelines as maybe in force from time to time; and
 - iii) exercise any powers delegated in accordance with any directions of the directors from time to time.

8.18 Delegation to individuals

- a) The directors may resolve to delegate any of their powers:
 - i) to one or more directors;
 - ii) to one or more members; or
 - iii) to one or more employees.
- b) The directors may delegate their powers for such time as they determine and may revoke or vary any power so delegated.
- c) A person to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the directors.
- d) The directors may continue to exercise all of their powers despite any delegation.
- e) A delegation under this rule need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position.

8.19 Validity of acts

An act done by a director or by a meeting of the directors or a committee attended by a director is not invalidated just because:

- a) of a defect in the appointment of the director;
- b) the person is disqualified from being a director or has vacated office; or

- c) the person is not entitled to vote,

if that circumstance was not known by the person or the directors or committee, as the case may be, when the act was done.

9) Secretaries

- a) The directors must appoint a secretary who may be, but does not need to be, a director.
- b) The appointment of a secretary may be for the period, on the conditions and, subject to rule 9(c), at the remuneration as the directors determine.
- c) A director may not be remunerated in his or her capacity as secretary.
- d) Subject to any contract between the company and the relevant secretary, a secretary of the company may be removed or dismissed by the directors at any time, with or without cause. If that person is a director, such removal or dismissal does not remove that person from office as a director.
- e) The duties of the secretary include, but are not limited to:
 - i) ensuring that the necessary registers required by the law are established and properly maintained;
 - ii) ensuring that any required annual returns and annual reports are lodged with the appropriate regulator on time; and
 - iii) ensuring the organisation of, and attend, meetings of the members and the directors, including the sending out of notices, the preparation of agenda and the compilation of minutes.
- f) An act done by a person acting as a secretary is not invalidated just because:
 - i) of a defect in the person's appointment as a secretary; or
 - ii) the person is disqualified from being a secretary,if that circumstance was not known by the person when the act was done.

Part F – Winding up

10) Winding up

- a) Subject to rule 11.10, if upon the winding up or dissolution of the company there remains after satisfaction of all of its debts and liabilities, any property or moneys whatsoever (other than the assets of the Scholarship Fund) (**Surplus Assets**), such Surplus Assets must not be paid to, or distributed amongst members, but must be given or transferred to an organisation or organisations that:
 - i) has objects or purposes similar to those of the company; and
 - ii) by its constituent rules, prohibits the distribution of its income and property amongst its Members to an extent at least as great as is imposed upon the company.

- b) The decision as to which organisation is, or which organisations are, to be the recipient of the Surplus Assets distributed in accordance with rule 10(c) is to be determined:
 - i) by the directors at or before the winding up or dissolution of the company; or
 - ii) if required, by the Court.
- c) Any part of the Surplus Assets consisting of property supplied by a government department or public authority, including any unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by the department or authority.

Part G – Scholarship Fund

11) Scholarship Fund

11.1 Establishment of the Fund

- a) Subject to obtaining any necessary approvals under law, if consistent with achieving the purposes outlined in rule 11.3, the company may establish, maintain and operate a scholarship fund in accordance with the rules set out in this part (**Scholarship Fund**).
- b) The Scholarship Fund must be established in, and must operate only in, Australia.
- c) The company may apply for endorsement as a deductible gift recipient under subdivision 30-BA of the ITAA 97 for the operation of the Scholarship Fund.

11.2 Fund Name

The name of the Scholarship Fund is the 'Australian Information Security Association (AISA) Foundation Scholarship Fund' or any other name incorporating 'Public Fund' or 'Scholarship Fund' as the directors may decide from time to time.

11.3 Purpose of the Fund

The purpose of the Scholarship Fund is to provide money for Eligible Scholarships, Bursaries or Prizes which:

- a) may only be awarded to Eligible Recipients;
- b) are open to individuals or groups of individuals in a region of at least 200,000 people, or throughout at least an entire State or Territory of Australia;
- c) promote the recipients' education in an Approved Course;
- d) are awarded on merit or for reasons of equity.

11.4 Maintaining Gift Fund

- a) The company must establish and maintain a gift fund for the Scholarship Fund for the purposes set out in rule 11.3 in accordance with subdivision 30-130 of the ITAA 97 (**Gift Fund**).

- b) The company must maintain a separate bank account for the Gift Fund in the name 'Australian Information Security Association (AISA) Foundation Scholarship Fund' or such other name identifying it as the Scholarship Fund bank account as the directors decide from time to time.
- c) The Scholarship Fund must receive all Gifts and Deductible Contributions of money or property made for that purpose and any money received because of those Gifts and Deductible Contributions (such as interest, dividends or the proceeds of sale of property) into the Gift Fund.
- d) The Scholarship Fund must not receive any money or property other than that specified in rule 11.4(c) into the Gift Fund.

11.5 Use of the Fund

- a) The Scholarship Fund is to be operated on a not-for-profit basis.
- b) The public must be invited to contribute gifts of money or property to the Scholarship Fund.
- c) Subject to rule 11.5(d), the company must use the Scholarship Fund solely for the purpose of providing Eligible Scholarships, Bursaries or Prizes to Approved Recipients as the Scholarships Committee decides.
- d) The Scholarship Fund may be applied to:
 - i) the reasonable costs of managing the Scholarship Fund. Examples of costs include bank fees and charges, stationery costs and accounting and audit fees relating directly to the Scholarship Fund; and
 - ii) (if the directors specifically so approve in any particular case) reasonable compensation for services rendered, or expenses incurred, on behalf of the company (including by directors or members) in connection with the Scholarship Fund.

11.6 Management Committee

- a) The Scholarship Fund must be controlled by a committee of directors and/or persons appointed pursuant to rule 11.6(b) (**Scholarships Committee**), the majority of whom at all times must be Responsible Persons such that the fund satisfies the requirements to be a public fund.
- b) The directors may appoint a person to the Scholarships Committee (**SC Member**).
- c) For the duration of the appointment of an SC Member:
 - i) subject to the limitation in rule 11.6(c)(ii), the powers of the directors are delegated to the SC Member (**Delegated Powers**); and
 - ii) the SC Member is entitled to exercise the Delegated Powers to the extent necessary to perform their role as a member of the Scholarships Committee.
- d) An SC Member:
 - i) must exercise their Delegated Powers in accordance with this constitution and any direction given by the directors; and
 - ii) may not exercise their Delegated Powers for any purposes other than to perform their role as a member of the Scholarships Committee.

- e) The directors may resolve without notice to terminate the appointment of an SC Member.
- f) The Scholarships Committee must at all times comprise of at least three members.
- g) Subject to this rule 11.6, provisions of this constitution that apply to meetings and resolutions of directors apply, to the extent possible and with the necessary changes, to meetings and resolutions of the Scholarships Committee.
- h) Rules 8.17(a)(ii)-(iv) and rule 8.17(b) do not apply to this rule 11.6.

11.7 Eligible Recipients

Eligible Recipient means a person who:

- a) identifies as a woman; or
- b) ordinarily (with the exception of any period of study) resides in a rural or regional area of Australia; or
- c) is financially disadvantaged or is experiencing financial distress; or
- d) identifies as an Aboriginal and/or Torres Strait Islander Australian,

and who:

- e) is an Australian citizen or permanent resident of Australia within the meaning of the Citizenship Act; and
- f) is enrolled in, or accepted for enrolment, in an Approved Course.

11.8 Receipts

If the company issues a receipt for a Gift or Deductible Contribution to the Scholarship Fund, the company must ensure that the receipt states:

- a) the name of the Scholarship Fund;
- b) the Australian Business Number of the company;
- c) the fact that the receipt is for a Gift or Deductible Contribution;
- d) the amount of any gift of money;
- e) a description of any gifts of property; and
- f) the date the Gift or Deductible Contribution was given.

11.9 Amendments

The Australian Taxation Office must be notified of any changes made to this constitution or the Scholarship Fund's rules that affect the Scholarship Fund's rules or dissolution and winding up provisions.

11.10 Winding Up

- a) In the event of the Scholarship Fund being wound up or dissolved, or if the endorsement of the Scholarship Fund as a deductible gift recipient is revoked, any surplus assets of the Scholarship Fund, including money (**Surplus Scholarship Assets**), must be transferred to an organisation or organisations with similar purposes to the Scholarship Fund (as outlined in rule 11.3) to which tax deductible gifts can be made under subdivision 30-15 of the ITAA 97.
- b) The decision as to which organisation is, or which organisations are, to be the recipient of the Surplus Scholarship Assets distributed in accordance with rule 11.10(a) is to be determined:
 - i) by the directors at or before the winding up or dissolution of the Scholarship Fund, or within a reasonable period following the revocation of the endorsement of the Scholarship Fund as a deductible gift recipient; or
 - ii) if required, by the Court.

Part H – Administrative matters

12) Minutes and records

12.1 Minutes

The directors must ensure that the following minutes are recorded, approved and kept in accordance with the law:

- a) meetings and resolutions of members;
- b) meetings and resolutions of directors; and
- c) meetings and resolutions of committees, including AISA branch committees.

12.2 Inspection of records

- a) Subject to the law and rule 12.2(b), the directors may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the company or any of them will be open to inspection.
- b) A member may, upon reasonable notice to the directors, inspect any books, records or documents of the company, provided the information obtained is only used for a proper purpose in connection with membership of the company. In the case of directors' minutes and resolutions, the directors may, at their complete discretion, refuse to provide all or some of the directors' minutes or provide such records in a redacted form.
- c) The company must establish and administer all registers required to be kept by law and each member must provide the company with such information as is required for the company to comply with this rule. If events occur which would cause the information contained in a register maintained by the company to be inaccurate the member must notify the company in writing of the change within 21 days of the date of such change occurring.
- d) Unless proved incorrect, the register is sufficient evidence of the matters shown in the register.
- e) The company must keep all financial and other records required by law.

13) Indemnity and insurance

- a) To the extent permitted by law, the company indemnifies its officers and auditors (both current and past) for all losses or liabilities incurred by the person as an officer or auditor of the company including, but not limited to, a liability for negligence or for legal costs on a full indemnity basis.
- b) This indemnity:
 - i) may only be for losses or liabilities incurred as an officer or auditor of the company (either before or after the adoption of this rule); and
 - ii) operates only to the extent that the loss or liability is not paid by insurance.
- c) To the extent permitted by law, the company may take out and pay for insurance for the benefit of its officers (both current and past) against any liability incurred by the person as an officer of the company including, but not limited to, a liability for negligence or for legal costs).

14) Notices

Any notice, document or other communication required or permitted to be given under this constitution or law may be given in any manner (including through the use of technology) so long as such manner complies with:

- a) the law; and
- b) any policies and procedures relating to the giving and receiving of notices, documents and other communications as determined by the directors from time to time.

15) General

- a) **Common seal:** The company may, but is not required to, have and use a common seal. If the directors determine that the company have a common seal, then it must be kept and used in accordance with the law.
- b) **Submission to jurisdiction:** Each member submits to the non-exclusive jurisdiction of the Supreme Court of the State of New South Wales, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

Schedule 1 - Dictionary

1) Dictionary

In this constitution:

AISA Branch Policy means the Australian Information Security Association policy covering the establishment and conduct of branches found at <https://www.aisa.org.au/about-us/constitution-code-of-ethics/> as amended by the directors from time to time.

AISA Code of Ethics means the Australian Information Security Association Code of Ethics found at <https://www.aisa.org.au/about-us/constitution-code-of-ethics/> as amended by the directors from time to time.

Appointed Directors has the meaning given at rule 8.2(b)(ii).

Approved Course means a course within the meaning of section 30-37(c) of the ITAA 97.

Association has the meaning given at rule 4.1(a)(i).

BNC Member has the meaning given at rule 8.2(d).

Board Nomination Committee has the meaning given at rule 8.2(c).

Branch Executive means an individual who holds the role of Branch Chair or Deputy pursuant to the AISA Branch Policy.

Business Day means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in the place where the company's registered office is located.

Citizenship Act means the *Australian Citizenship Act 2007* (Cth).

Corporations Act means the *Corporations Act 2001* (Cth).

Deductible Contribution means a voluntary transfer of money or property in relation to a fundraising event as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97.

Elected Directors has the meaning given at rule 8.2(b)(i).

Eligible Recipient has the meaning given at rule 11.7.

Eligible Scholarships, Bursaries or Prizes means scholarships, bursaries or prizes which fulfil the requirements outlined at rule 11.3.

Executive Advisory Board for Cyber (EABC) means the board appointed by the General Manager of the company in accordance with the policy document titled 'Executive Advisory Board for Cyber' published on behalf of the company from time to time (or any equivalent policy document of the company).

Expulsion Appeal has the meaning given at rule 5.6(a).

Expulsion Notice has the meaning at rule 5.5(e).

Fellow of AISA means an individual who is approved as a fellow of the company by the directors and the Executive Advisory Board for Cyber.

IEC Member has the meaning at rule 5.6(c).

Gift means a voluntary transfer of money or property where the donor received no material benefit

or advantage.

Gift Fund has the meaning given at rule 11.4(a).

Independent Ethics Committee has the meaning at rule 5.6(b).

ITAA 97 means the *Income Tax Assessment Act 1997* (Cth).

Member Expulsion Resolution has the meaning at rule 5.5(b).

Responsible Person means an individual who has a degree of responsibility to the community as a whole and includes an individual who:

- a) performs a significant public function;
- b) is a member of a professional body having a code of ethics or rules of conduct;
- c) is officially charged with spiritual functions by a religious institution;
- d) is a director of a company whose shares are listed on the Australian Securities Exchange;
- e) has received formal recognition from government for services to the community; or
- f) is approved as a Responsible Person by the Commissioner.

Scholarship Fund has the meaning given at rule 11.1(a).

Scholarships Committee has the meaning given at rule 11.6(a).

Surplus Assets has the meaning given in rule 10(a).

Surplus Scholarship Assets has the meaning given at rule 11.10(a).

2) Interpretation

2.1 General

- a) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- b) In this constitution, headings are for convenience only and do not affect the interpretation of this constitution and, unless the contrary intention appears:
 - i) words importing the singular include the plural and vice versa;
 - ii) words importing a gender include every other gender;
 - iii) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
 - iv) a reference to any statute, regulation, proclamation, ordinance or by-laws includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
 - v) a reference to any statute or statutory provision includes any equivalent statute or

statutory provision in force from time to time;

- vi) the words 'including', 'such as', 'for example' and the like are not, and should not be interpreted to be, words of limitation, unless explicitly stated otherwise; and
- vii) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

2.2 Replaceable rules not to apply

The replaceable rules contained in the Corporations Act from time to time do not apply to the company.