



BYLAWS

The Institute of Internal Auditors-Australia

Approved by the Board: 9 July 2026

Approval history		
Clause	Date	Title
2.2	9 July 2026	Classes of Membership
6.2.4	9 July 2026	Chapter Chair and Vice-Chair casual appointments.
Various	18 April 2025	Substantially revised.
6	5 September 2024	Chapters.
209	March 2020	Continuing Professional Education
404	March 2020	International Director
701 & 702	March 2020	Transitional provisions for member designations
Refer to historical documents for pre-2020 approvals		

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1. GENERAL

1.1. Power to make, change and repeal By-Laws

As specified in the Constitution, bylaws may be made, changed and repealed by the Board.

1.2. Principal Office

The location of the principal office of the Institute of Internal Auditors-Australia (IIA-Au or Institute) shall from time to time be determined and agreed to by resolution of the Board.

1.3. Compliance with Professional Standards

All members are bound by the International Professional Practices Framework (IPPF), including the Global Internal Audit Standards (GIAS) and the IIA-Australia Code of Conduct and Ethics, as approved and published by the Board.

1.4. 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.

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

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.

The Education Committee Charter details the Committee's activities and responsibilities.

2. MEMBERSHIP

2.1. Delegation to the Chief Executive Officer

Subject to these bylaws, the Board has delegated its powers to admit and administer members to the Chief Executive Officer.

2.2. Classes of Membership

There are four classes of members:

- (a) Professional Fellow Member
- (b) Professional Member;
- (c) Associate Member;
- (d) Student Graduate Member; and

Within the classes of Professional Fellow and Professional Members there are the following sub-classes of members that may be conferred by the Board:

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

Within the classes of Professional Fellow, Professional and Associate Members a Member may be conferred the sub-class of Retired Member.

These classes of members exist for the purpose of appropriate governance of the organisation including, for example, defining who may be a member and who has voting rights. The organisation may create targeted product offerings to subsets of the membership unrelated to or in conjunction with the member classes.

2.3. Who can be a member

A person who supports the purposes of the Institute is eligible to apply to be a member of the Institute, subject to meeting the following conditions.

A person may apply for a class of membership, or membership may, at the Institute's discretion, be conferred upon a person at a class defined in bylaw 2.2 .

2.4. Applying for membership

Application for membership must be made using the designated application form and be accompanied by any related joining fee and the appropriate membership subscription.

Persons wishing to join the IIA-Australia:

- (a) must be of good character;
- (b) agree to abide by:
 - (i) the IPPF, including the Global Internal Audit Standards
 - (ii) the IIA-Australia Code of Conduct and Ethics, as approved and published by the Board
 - (iii) the Constitution, bylaws and other documents as prescribed from time to time;
- (c) agree to undergo Continuing Professional Education as set out in the bylaws and as varied from time to time.

Criteria for each class of member

2.4.1. Professional Fellow Member

A Professional Fellow Member of the IIA-Australia must have been a Professional Member for a minimum of fifteen (15) years, be of good character and professional standing, and be endorsed by another Professional Fellow of the IIA-Australia.

2.4.2. Professional Member

A Professional Member of the IIA-Australia must meet the criteria of Associate Membership and must:

- (a) have undertaken a designated professional education program of competency of the IIA-Australia as offered from time to time; or
- (b) be a current CIA® or other such certification as determined by IIA-Australia; or
- (c) have completed an Assessment of current competence delivered by IIA-Australia.

2.4.3. Associate Member

An Associate Member of the IIA-Australia must hold a degree, diploma or equivalent; and be working as a governance, risk and assurance (GRA) professional (such as internal audit, enterprise risk or controls assurance).

2.4.4. Student Graduate Member

The class of Student Graduate Member is open to those engaged in full-time study of internal auditing and/or GRA related courses in universities and those who have graduated in the past 2 years, provided such persons cannot qualify as a Professional Member or an Associate Member.

Sub-classes

2.4.5. Retired Member

A Retired Membership may be granted to an existing Professional Fellow, Professional or Associate Member upon retiring. For these purposes, "retirement" means permanently ceasing any paid employment with no intention of returning to any form of full-time or part-time work.

2.4.6. Honorary Member

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.

2.4.7. Life Member

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

- (a) the member is nearing or at retirement and
- (b) the member holds no IIA-Australia office, and
- (c) has made a significant contribution to the profession, and/or
- (d) has provided long standing service to IIA-Australia, and/or
- (e) has shown instances of exceptional service to the IIA-Australia and/or
- (f) other related appropriate matters.

2.5. Voting rights of each Member Class

The following Member classes are Voting Member classes:

- (a) Professional Fellow Member
- (b) Professional Member; and
- (c) Associate Member;

Student Graduate Members are Non-voting members. They are entitled to be heard on any resolution placed before a Meeting of Members but are not entitled to vote in any membership ballot.

2.6. Right to hold Office for each Member Class

Members of the following Member classes or sub-classes are not eligible to be an Office-bearer of the IIA-Australia:

- (a) Retired Member;
- (b) Honorary Member;
- (c) Associate Member; and
- (d) Student Graduate Member

2.7. Membership Designation

The following designations may be used by Professional Fellow, Professional or Associate Members, including their sub-classes:

Professional Fellow Member – PFIIA

Professional Member – PMIIA

Associate Member - AMIIA

2.8. Allocation to Chapters

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.

2.9. Continuing Professional Education

Continuing Professional Education (CPE) is a requirement of Professional Fellow, Professional and Associate Members, excluding those in sub-classes of Retired or Honorary. These Members are required to attain forty (40) CPE points each year and attest to doing so to renew their membership.

Of these, Professional Fellow and Professional Members must complete two (2) CPE points in ethics training and Associate Members must complete one (1) CPE point in ethics training.

Members may apply for an exemption within one year, provided they agree to completing the outstanding CPE points the following year. Such exemptions may be granted at the discretion of the Institute.

In addition to the above, Members who hold global designations such as CIA® are required to comply with CPE requirements established by IIA Inc.

The following CPE activities count towards the CPE commitment:

(a) Third-party Verifiable Sources

- Professional Development and Education Activities include attendance at formal in-house or public, GRA training and technical sessions, where attendance can be verified, such as webinars, member meetings and conferences. One hour of professional development or education equals one CPE point. There is no cap on the number of points that can be attained via this CPE source.
- Sharing knowledge as a named author on published works such as IIA-Australia Whitepapers on GRA topics attracts 10 CPE point per unique piece of work. No more than 20 points can be attained via this source per year. A record of the published material is required as evidence of compliance.
- Sharing knowledge as a public speaker on GRA topics attracts 3 CPE points for material preparation and 1 CPE point for every one hour of presentation up to a maximum of 10 CPE points for the year. A record of the speaking program is required as evidence of compliance.
- IIA-Australia Quality Assurance Review: Undertaking a Quality Assurance Review through IIA-Australia may attract CPE points for that year as determined by the Assessment Team.
- On-the-job training under a Professional Fellow or Professional Member attracts 1 CPE point for every one hour of training up to a maximum 20 CPE points for the year. A letter from the trainer attesting to the training provided is required as evidence of compliance.

(b) Self-attested Sources

- Personal Professional Development such as reading GRA articles attracts 1 CPE point for every 2 hours, up to a maximum of 15 CPE points for the year. It is recommended to keep a record of the material read as evidence of compliance.
- Participation in IIA-Australia or IIA Inc as a volunteer on any formal committee, council or Board attracts 10 CPE points per annum.

2.10. Reporting and monitoring compliance

It is the responsibility of Members to track and report their CPE. Failure to maintain suitable CPE levels may result in disciplinary action.

3. FEES, SUBSCRIPTION AND LEVIES

3.1. Fees

The annual subscription fee 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.

An application fee for new members may apply and will be included in the notice to new members.

The membership year is 1 July – 30 June. Subscriptions are due and payable on 1 July each year.

A late payment fee may apply to subscriptions that remain unpaid 3 months after the due date. A late payment fee may be waived at the discretion of the Chief Executive Officer.

Members experiencing temporary financial hardship may be granted an extension of time to pay, or a variation in subscription fee, at the discretion of the Chief Executive Officer.

In the event membership is cancelled due to non-payment of subscription fees, at the discretion of the Chief Executive Officer, members may be required to comply with any of the following in order to be re-instated:

- (i) Pay subscriptions for each financial year that fees remained unpaid;
- (ii) Start again, by rejoining, in accordance with joining requirements; or
- (iii) Pay only the current year's subscription.

3.2. Fees for Transition of Membership

Administrative fees may apply for those members wishing to transition to Professional Member. The administrative fee may be waived at the discretion of the Chief Executive Officer.

3.3. Levies on Members

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;

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

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

4. GOVERNANCE

4.1. Postal Ballot

Returning Officer

The Executive Officer shall be the Returning Officer for all national and Chapter ballots. In the absence of the Executive Officer:

- a Board member will be appointed as Returning Officer for a National ballot
- either a Board member or Councillor will be appointed as Returning Officer for a Chapter ballot.

Conduct of Ballot

The Returning Officer shall prepare voting papers detailing the matters for resolution and the instructions for voting, including a closing date.

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.

Voting papers will be delivered to the registered address (postal or electronic) of each member who would have been entitled to vote at a general meeting held on the day approved to hold a ballot.

All members wishing to vote on any resolution must do so by voting in accordance with the voting instructions.

Within seven days after the last day upon which votes can be received, at least three of the appointed scrutineers shall meet and examine the voting papers, which can be opened prior to this meeting only in the presence of at least one of the scrutineers.

The scrutineers shall reject any unauthorised votes received.

Where the President is unable to exercise any powers relating to voting granted to that office under the Constitution, power shall be exercised by a Director appointed by the Board for that purpose.

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.

4.2. Proxy Form

In all cases where a proxy vote is permitted, the form to be used is to be included with voting papers and must include at a minimum:

- the members name,
- the name of the appointed proxy/proxies
- the date of the meeting
- voting authorisations

4.3. 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.

5. FINANCE

Inspection of Accounts by Members

The accounting and other records of the IIA-Australia are available for inspection by members in accordance with the Constitution of IIA-Australia.

6. CHAPTERS

The Board has power to establish Chapters in any part of the Region and has power to revoke the establishment of any Chapter.

A Chapter is a geographical allocation of membership across states and territories. They are part of the organisation structure of the IIA-Australia and every member is allocated to a Chapter based on their residential address. Chapters exist to provide a local community for members within a state or territory. It is the primary mechanism for providing members in each state territory the opportunity to engage.

6.1. Chapter Councils

Whilst a Chapter is not a legal entity, every Chapter will have a leadership body known as the Chapter Council.

The purpose of Chapter Councils is to support IIA-Australia's Strategic goals through Chapter member engagement and to align these efforts with the IIA-Australia strategic and business priorities as advised by and in collaboration with IIA-Australia.

Chapter Councils also provide the opportunity for input to IIA-Australia and the Board on member needs and issues.

In their actions, Chapter Councils and individual Councillors have a duty to act in the best interests of the IIA-Australia, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. This includes abiding by the IIA Inc Global Internal Audit Standards and adhering to IIA-Australia policies and procedures.

A Chapter Council will exercise the powers, authorities and discretions conferred on it and be subject to the conditions imposed on it by the IIA-Australia Constitution, these ByLaws and lawful instructions and directions given by the Board and its delegates.

At a minimum, Chapters are required to:

- provide input to IIA-Australia to assist in identifying and understanding emerging trends and issues for the profession and IIA-Australia.
- develop and implement a KPI-driven annual action plan to support the IIA-Australia strategic aims.

Chapter Councils may create regional subcommittees to exercise the rights and duties of the Chapter in a specific regional hub.

A Chapter Council will consist of no less than 5 members and no more than 15 members including the office bearers and the immediate past chair.

6.2. Chapter Office-bearers and Councillors

6.2.1. Councillors

To be eligible to serve as a Chapter Councillor, as a minimum, a person must be a:

- a resident of the Chapter's state or territory
- financial and CPE compliant member of IIA-Australia, without any record of professional disciplinary action
- fit and proper person not disqualified to manage an organisation (see section 206B of the Corporations Act)
- person willing to participate fully in the Council's activities

Additional selection criteria to support diversity and efficient operations may be added to the nominations form by Management on an as needs basis.

A member of a Chapter Council is immediately removed from their position upon any of the following:

- ceases to be a member attached to that Chapter.
- ceases to be a member of IIA-Australia.
- resigns their office by notice in writing to that Chapter.
- holds any office of profit with IIA-Australia.
- becomes bankrupt or makes any arrangement or composition with their creditors generally.

- becomes prohibited from being a Councillor by reason of any order made under the Code of Ethics.
- 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

6.2.2. Office-bearers

- The office-bearers of a Chapter will be the chair and up to two vice chairs.
- Office-bearers must be Professional Fellow or Professional Members of the IIA-Australia.
- The immediate past-chair is an ex-officio member of the Council.
- Chairs will hold office for one year and may seek re-election once.
- Vice chairs will hold office for one year and may seek re-election no more than three times.

6.2.3. Office-bearer and Councillor application, election and conferral process

- Annually, IIA-Australia will issue a notice inviting financial members to nominate for Chapter Council positions (councillors and office bearers) in their Chapter.
- The notice will specify the opening and closing dates for nominations. Nominations received after the closing date may be excluded at the sole discretion of the Company Secretary.
- All nominations will be reviewed and vetted against the selection criteria first by Management and then by the Nominations Committee. Candidates will be notified if they have or have not been successful in this process. The Nomination Committee's decision is final, and no correspondence will be entered into.
- If there are more nominations received by eligible nominees than there are available positions, the Company Secretary will call for a member ballot within the affected Chapter for the councillor and/or office bearer positions as required.
- The form, nature and results of the ballot will be determined and managed by the Company Secretary.
- Whether the result of a member ballot or the direct nomination's process, the names of those members to be appointed as Chapter Council office bearers will be presented to the Board for approval.
- The Board may at its discretion reject an office bearer and call for the nominations process for that Chapter to be reconducted.

6.2.4. Vacancies and Co-opting

In the event that there are vacant councillor positions, the Chapter Council may fill these vacancies with a member of the Chapter up until the next nominations and election process.

Where a Chapter Council appoints a member to fill a casual vacancy in the role of Chapter Chair or Chapter Vice-Chair, that appointment is interim until the next nominations and elections process, and must be referred to the Nominations Committee for consideration at its next scheduled meeting and, in any event, within three months of the appointment. The Nominations Committee will consider the appointment and make a recommendation to the Board for endorsement or otherwise. The Board's decision will confirm whether the member continues in the office-bearer role for the balance of the applicable term.

A Chapter Council may co-opt as many members of the Chapter as it wishes to achieve its goals. Co-opted members are not councillors and hold no rights.