



Notice Annual General Meeting 2022



AUSTRALIAN INFORMATION SECURITY ASSOCIATION

18 November 2022

Dear Member,

Australian Information Security Association - Annual General Meeting 2022

On behalf of the Board, it is my pleasure to invite you to the 2022 Annual General Meeting (AGM) of the Australian Information Security Association (AISA), which will be held at **5:30pm (AEDT)** on **Wednesday 14 December 2022** as a hybrid virtual and physical event across the country.

Proposed Changes to the AISA Constitution

In 2013, the AISA membership approved a new Constitution and subsequent registration of AISA as a charity.

The AISA Board has approved the expansion of charitable activities to include the creation of a new scholarship fund. AISA intends to expand its activities by establishing and operating a scholarship fund that, following an initial seeding by AISA, will accept public donations and dispense scholarships to individuals who are Australian citizens or permanent residents and:

1. identify as women;
2. ordinarily (with the exception of any period of study) reside in a rural or regional area of Australia;
3. are financially disadvantaged or are experiencing financial distress; or
4. identify as Aboriginal and/or Torres Strait Islander Australians.

In order to establish the scholarship, it is necessary to alter the AISA Constitution to satisfy the governance requirements of both the Australian Tax Office (ATO) and the Australian Charities and Not-for-profits Commission (ACNC).

Additionally, the Associations Forum has provided an independent review of the AISA Constitution with recommendations for improvements in the nine years since it was last updated. These recommendations have been reviewed and where appropriate adopted in the proposed changes.

The change of the AISA Constitution requires a special majority of members at the AGM to vote in favour of the changes (75%).

The amendments will be broken down into discreet sections for full transparency and to enable members to vote for each change. This means there will be 10 sections to vote on by members. While AISA understands 10 is a lot, it was best to allow members to vote on them individually as opposed to voting on the changes as a single block.

Outline of changes

1. Improve AISA's governance at the board level:
 - Inclusion of an Independent Ethics Committee (IEC)
 - Establish Executive Advisory Board for Cyber (EABC) in the Constitution
 - Removal of chairperson casting a second vote to break a tie
 - Establish Board Nominations Committee (BNC)
 - Update quorum to be 50% of directors holding office
 - Update ratio of elected to appointed board directors.
2. Improve AISA's governance as an organisation to comply with ACNC.

3. Enable Deductible Gift Recipient (DGR) status so AISA can disperse scholarships as promised in 2019.

Next Steps

1. Read the information on these changes in Annexure A to the Notice of Meeting
2. Vote at the AGM
3. Gain approval from the ATO
4. Implement the scholarship fund
5. Agree first round of scholarships.

I look forward to welcoming you to AISA's 2022 AGM.

Alex Hoffmann

Deputy Chair

Notice of 2022 Annual General Meeting

Notice is hereby given that the 2022 Annual General Meeting (AGM) of the Australian Information Security Association ACN 166 767 399 (AISA) will be held at **5:30pm (AEDT) on Wednesday 14 December 2022.**

To enable as many members as possible to participate in the meeting, the 2022 AGM will be held as a hybrid virtual and physical meeting. Members will be able to attend online or at the in-person venues in most states and territories.

Members must register their attendance below by **5pm (AEDT) on Friday 9 December 2022.**

Registered attendees will receive a link to attend the AGM meeting via Zoom on Wednesday 14 December 2022.

Voting will occur by a show of hand (both in person and on Zoom). Members voting by proxy will need to submit a proxy voting form by close of business on Friday 9 December 2022.

To Register

Please register via the links below for your State or Territory. If you are a member of the Cloud branch, please register for the State or Territory where you will be located at the time of the AGM.

[Australian Capital Territory](#)

[New South Wales](#)

[Northern Territory](#)

[Queensland](#)

[South Australia](#)

[Tasmania](#)

[Victoria](#)

[Western Australia](#)

Questions

Members should submit questions in advance of the meeting via email to company.secretary@aisa.org.au by Friday 9 December 2022. The AGM Chair will endeavour to address the key themes raised during the meeting. Please note that individual responses will not be sent to members.

The AGM will be held in accordance with the AISA Constitution.

Agenda

1. Opening address by the AGM Chair
2. Note the acceptance of the minutes from the 2021 AGM

The minutes from the 2021 AGM can be viewed here (member login required)

3. Note the Annual Report
4. Note the Auditor's Report

The 2021-22 auditors report can be found here (member login required)

5. Voting for the Constitution changes

To consider and, if thought fit, to pass the following resolutions as special resolutions:

“That the amendments to section 4.6 of the Constitution tabled at the meeting (which was made available through the notice calling this meeting), be adopted.”

“That the amendments to section 5.6 of the Constitution tabled at the meeting (which was made available through the notice calling this meeting), be adopted.”

“That the amendments to section 6.1 of the Constitution tabled at the meeting (which was made available through the notice calling this meeting), be adopted.”

“That the amendments to section 6.6 of the Constitution tabled at the meeting (which was made available through the notice calling this meeting), be adopted.”

“That the amendments to section 8.1 of the Constitution tabled at the meeting (which was made available through the notice calling this meeting), be adopted.”

“That the amendments to section 8.2 of the Constitution tabled at the meeting (which was made available through the notice calling this meeting), be adopted.”

“That the amendments to section 8.3 of the Constitution tabled at the meeting (which was made available through the notice calling this meeting), be adopted.”

“That the amendments to section 8.13 of the Constitution tabled at the meeting (which was made available through the notice calling this meeting), be adopted.”

“That the amendments to Part G Section 11 and minor related updates throughout the Constitution in relation to Part G of the Constitution tabled at the meeting (which was made available through the notice calling this meeting), be adopted.”

“That the amendments to the dictionary of the Constitution tabled at the meeting (which was made available through the notice calling this meeting), be adopted.”

Detailed information on the Constitution changes can be found in Annexure A to the Notice of Meeting and [online here](#).

By order of the Board

Chloe Hatzis

Company Secretary

Information for Members

Voting

Voting at the Annual General Meeting will be available to all AISA members present at the meeting.

Voting will be by a show of hands.

Appointment of Proxies

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf. A proxy need not be a member of AISA.

Members are encouraged to submit a proxy even if they plan to participate in the meeting online, so that their vote will be counted if for any reason they are unable to attend or to vote at the meeting. If a member submits a proxy and then attends the meeting, the proxy will not be permitted to vote on that member's behalf.

We take members' voting rights seriously and believe that if a member clearly indicates an intention for his or her vote to be exercised in his or her absence by completing and lodging a proxy form, then we should do what we can to make sure that this happens. With this in mind, if you do not complete the name of the proxy on the provided proxy form, then we will take it that you have appointed the AISA Chair as your proxy.

If a member appoints the Chair of the meeting as their proxy (or the Chair is appointed by default if the member has not filled in the name of their proxy in their proxy form) and no direction is provided in relation to a resolution, the member authorises the Chair to exercise their proxy as the Chair sees fit in relation to that resolution. The Chair of the meeting intends to vote all available proxies in favour of the proposed resolution.

If a member appoints a proxy (other than the Chair of the meeting) and directs them how to vote on a resolution and their named proxy does not attend the meeting or does not vote on the resolution on a poll, the Chair of the meeting will be their proxy and will vote on their behalf on a poll as they have directed on the proxy form. If a member has not directed their proxy how to vote, then the proxy may vote as the proxy determines.

Lodgement of Proxies

Proxy form can be found [here](#).

To be effective, a proxy form or other instrument appointing a proxy must be signed by a member or a member's attorney and must be received (along with the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority) by AISA by **5.00pm (AEDT) on Friday 9 December 2022**.

Completed proxies may be submitted:

by post to the Australian Information Security Association, Level 8, 65 York Street, SYDNEY NSW 2000; or

by lodging the proxy via email to company.secretary@aisa.org.au

(If the proxy form is signed by an attorney, the original power of attorney or certified copy of it must be received by post or hand delivery no later than 48 hours prior to the AGM, unless it has been previously given to AISA.)

Annexure A

Vote #	Change	Intent and Purpose	Benefits	Impact
1	Changes to section 4.6	The current Constitution lists a membership fee of \$70 ex GST. While the board could change the fee by no more than 25% in a year as per the Constitution, the listing of a specific fee dates AISA Constitution.	The change still protects members from a price rises of more than 25% a year but removes the mention of the \$70 ex GST fee.	No impact to existing membership fees. Board can only increase the fees as per the original Constitution.
2	Changes to section 5.6	Under the current Constitution, the expulsion appeal does not provide enough separation between the board and operations and relies on the matter going to all members in a public and potentially damaging process to both AISA and the member in question.	The change provides protections and separations between the board, operations by establishing an Independent Ethics Committee (IEC) to hear the matter. The chair and deputy of the IEC cannot be board members. Expulsions from AISA were previously for life. This has been adjusted to five years commencing from the date of the member's expulsion.	Improved safeguards and governance to remove conflict or interference by the board in disputes between members. Expulsion, if it occurs if for a period of five years, enable individuals to rehabilitate and remediate behaviours rather than being a lifelong punitive measure.
3	Changes to section 6.1	The current Constitution states that a general meeting of members may be initiated by the members in accordance with the law. This statement should be clarified as to how many members may request a general meeting and the process to be followed. This is prudent to amend given the relevant provisions under the Corporations Act about the right of members to call a general meeting have been switched off by the ACNC Act.	Improved governance as per the law and adjusts as the laws adjust ensuring the Constitution applies.	No negative impacts to members, but ensures AISA complies with the laws and governance of the relevant acts (e.g., Charities Act (2013)).

4	Changes to section 6.6	The current Constitution enables the chair to cast a second vote in the event of a tie in votes. We suggest that no individual should be given more votes than other members or directors. In the event of a motion being proposed and resulting in a tied vote, the Constitution should state that the motion shall be lost because it has not achieved a majority vote. The changes remove the chair to cast a second vote.	The changes remove the chair's ability to cast a second vote and improves governance.	No impact to members. Improves governance and performance of AISA.
5	Changes to section 8.1	AISA has operated with between 10 and 12 board members for the last 7 years. The change reflects the current operations of the AISA board.	Ensures there is a minimum of at least six directors and not three controlling AISA strategic direction. It also enables greater diversity at the board level of AISA to ensure it is representative of the sector.	No impact to members. Improves governance and performance of AISA.
6	Changes to section 8.2	The AISA board has appointed directors directly, as opposed to remaining at arms length and using an independent Board Nominations Committee made up of Fellows, branch Executives, the EABC and three directors to select the most appropriate board members based on skills, experience and divers.	Dramatically improves the governance of the board, opens the opportunity for increased skill and diversity, and prevents collusion and stacking of the board by existing board members.	No impact to members. Improves governance and performance of AISA.
7	Changes to section 8.3	AISA has been operating where 2/3rd of board members are elected by members regardless of their experience or ability to be a director of AISA. This can cause operational and governance problems at the board level, including a board which may lack appropriate governance and risk	With the addition of a nominations committee led by senior industry leaders this change dramatically improves governance of the board, prevents potential collusion and 'stacking' of the board and improves the performance of the AISA board.	No impact to members. Improves governance and performance of AISA.

		management skills. The proposal is to reduce the impact of this by reducing elected board members to 50% representation with the other 50% selected by the Board Nominations Committee.		
8	Changes to section 8.13	AISA has been operating where quorum of the board is only four directors. Considering we operate with twelve directors, there is potential for abuse and may result in decisions being executed without the support of the majority of the board.	Dramatically improves governance of the board by ensuring quorum is half of the directors holding office.	No impact to members. Improves governance and performance of AISA.
9	Changes to Part G Section 11 and minor related updates throughout the Constitution in relation to Part G	Back in 2019, AISA announced that it would embark on establishing a fund to disperse scholarships to increase the number of women, indigenous Australians and rural and regional kids in cyber security. To achieve this vision, AISA will create the Australian Information Security Association (AISA) Foundation Scholarship Fund along with the required governance. This fund will accept donations and be able to provide tax deductible receipts to those contributing to the fund. The fund will disperse scholarships across Australia.	Improve the diversity in the sector, support disadvantaged individuals and give back to the community.	The Foundation Scholarship will be created to benefit the wider Australian community and diversity in cyber security industry. Positive impact to members.
10	Updates to the dictionary	Improves the understanding and interpretation of definitions by listing them specifically in the Constitution.	Removes ambiguity by listing specific definitions.	No impact to members.