

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of TAI Practitioners & Advisers Ltd., a public company limited by guarantee incorporated under the Corporations Act 2001, will be held at **5.15 pm, Thursday 25 October 2018** at Tax & Super Australia, Level 13, 303 Collins Street, Melbourne, Victoria 3000. An electronic form of proxy accompanies this notice of meeting. Members are invited to attend.

AGENDA

1. **Opening**
2. **Apologies**

Ordinary business

3. **Receive and approve the minutes for the Annual General Meeting held on 16 October 2017.**
Motion: It was resolved that members adopt the minutes of the Annual General Meeting held on 16 October 2017 as a correct record.
4. **Receive the President's Report.**
5. **Receive and adopt the Financial Statements submitted by the Company for the year ended 30 June 2018.**
Motion: It was resolved that the Financial Statements of the Company for the year ended 30 June 2018 be adopted.
6. **Report of the Returning Officer - Elections for the Board of Directors.**
7. **Subject to approval of agenda item 8 – Approval of remuneration of Elected Directors**
Motion: It was resolved that subject to the approval of agenda item 8 and pursuant to clause 9.8, that the total amount of Elected Directors' fees payable shall not exceed \$15,000 excluding the Superannuation Guarantee Charge.

Special business

8. **To move as a special resolution: That members present adopt the changes proposed below to the TAI PAL Constitution:**
 - i. **Amend clause 9.4 - Compensation**
Subject to clause 9.8 that provides for the remuneration of Elected Directors, other Directors shall serve without compensation, except that they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.
 - ii. **Insert as clause 9.8 - Remuneration of Elected Directors**
 - a. The Company may pay or provide to Elected Directors fees in an amount or value determined by the Voting Members at a general meeting.
 - b. Where an Elected Director is not permitted to receive fees from the Company

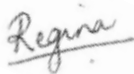
- personally, the Company shall pay or provide amounts to the Elected Director's employer by way of an honorarium to compensate the Elected Director's employer for the release of the Elected Director's time from their employment and making the Elected Director available to serve as a director of the Company.
- c. The Company must pay all reasonable travelling, accommodation and other expenses that an Elected Director properly incurs in attending meetings of the Board, committees of the Board, meetings of Members, or otherwise in connection with the business of the Company.
 - d. Where an Elected Director assumes duties additional to those of a director of the company from time to time the individual Elected Director shall be paid an amount deemed reasonable by the Board for the performance of such duties.

Other business

9. Any other business that may be considered in accordance with the Constitution.

Close of Meeting

By order of the Board



Regina Gracias
Company Secretary
26 September 2018

Members intending to attend the **Annual General Meeting** are requested to **RSVP by Wednesday 17 October 2018** so that suitable catering arrangements can be made.

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