

TAI Practitioners & Advisers Ltd

ACN 161 462 620

("the Company" or "TAI PAL")

By-Law X | Election of Elected Directors

In this By-Law the interpretation provisions of the Company's Constitution apply unless the context otherwise requires.

1. GENERAL

1.1. Directors

The Board shall be comprised of up to five directors of which three (3) are to be appointed by the board of directors of Taxpayers Australia Limited and two (2) elected by the Membership.

1.2. Elected Directors

- a) Subject to clause 9.5 of the Constitution, each Elected Director shall serve a term of four years.
- b) Each Elected Director must retire at the end of his or her current term.

1.3. Appointments and responsibilities

- a) The Board is responsible for appointing the returning officer. The Secretary shall be the returning officer unless the Board otherwise determines.
- b) The Secretary is responsible for calling elections and for nominations.
- c) The returning officer is responsible for conducting the elections and announcing results at the AGM.

2. NOTICE OF ELECTION & CALL FOR NOMINATIONS

2.1. Notice of Election

- a) The Secretary must in accordance with clause 16.1 of the Constitution give notice to each Member of the intention to hold an election for Elected Directors.
- b) The notice of elections, nomination form and other associated documents may be distributed by post or electronically and applicants may be requested to complete an on-line form.
- c) The notice of elections and call for nominations must contain:
 - i. The last day for the receipt of nominations.
 - ii. The address where the Secretary or nominated officer will be during office hours on the last day for the receipt of nominations.
 - iii. The nomination form.

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- iv. The notice may be either in paper form, electronic form or uploaded onto the website (with Members being advised by an email directing them to the website).

2.2. Nomination

To be eligible as a candidate for election as an Elected Director:

- a) A nomination paper signed by the nominee must be received by the Secretary within the time and at the address shown in the election notice.
- b) The nomination paper must be accompanied by a typed 'Background Information Statement' and a comprehensive CV detailing qualifications and experience relevant to the role of Elected Director.
- c) A candidate's promotional material for election to the Board must:
 - i. be limited to self-promotion only;
 - ii. not contain any negative or derogatory statements about other candidates or past Directors of TAI Practitioners & Advisers Limited;
 - iii. not contain statements which may be considered to be defamatory;
 - iv. not be of a character that will bring or, may potentially bring, the reputation of the Company into disrepute; and
 - v. not align with other candidates seeking election to the Board in producing how to vote material.

3. ELECTIONS AND THE RETURNING OFFICER

3.1. Returning Officer

The Secretary shall be the returning officer in accordance with this By-law unless the Board otherwise determines. The returning officer may appoint an electoral officer to assist with the election process.

The returning officer is responsible for:

- a) Preparing the ballot paper and the list of each candidate's 'Background Information Statement';
- b) Notifying Members that a poll is to be conducted and distributing the notice of election and other applicable documents;
- c) Counting the votes cast; and
- d) Declaring the results of the election at the AGM.

3.2. Conduct of Poll

1.1.1. Voting papers

- a) The returning officer must advise all Members that a ballot has been called and ensure that all Members have access to the ballot papers.

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- b) Each ballot paper must be in the form approved by the Board and must contain the names of all candidates in the order as advised by the Board.

1.1.2. Notice of Ballot

The notice that a ballot is required must contain the following:

- a) the last day for the receipt of completed ballot papers being at least seven days before the AGM; and
- b) the address where the returning officer, or electoral officer, will be during office hours on the last day for the receipt of ballot papers.

1.1.3. Method of Voting

Voting may be by electronic or other means in accordance with the instructions of the notice of election of Elected Directors.

Members must mark their approval or disapproval for each candidate.

1.1.4. Scrutiny of Votes And Declaration

At the time and place nominated, the returning officer must examine the votes and must sign and date a statement, and if applicable, stating the agreement or disagreement for each candidate.

1.1.5. Number of Votes Required

Only candidates who receive the highest number of valid votes cast shall be declared to be elected. If the number of votes received by candidates are tied, the returning officer shall place those names in a hat and draw out the name or names of the candidates to be declared as elected.

3.3. After the Poll

1.1.1. Results of the Ballot

When signing the statement of votes cast, the returning officer must declare the names of the candidates elected.

The returning officer's decision will be final.

1.1.1. Informal votes

At the examination of a ballot paper, it must be rejected if:

- a) it is manifestly irregular; or
- b) it is so imperfectly completed that the intention of the voter cannot be determined.

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1.1.2. Disposal of ballot papers

Immediately after declaring the result of the election the returning officer must place all ballot papers and the list of voters in a secure folder (paper or electronic) and if paper, endorse on the sealed packet details of the contents and the date of declaring the result. The returning officer must retain the packet and its contents and electronic files for one month after the date of declaring the result and must then destroy and delete them.

If any question arises concerning the votes cast at an election before the destruction of the ballot material maintained by the returning officer, it may be presented as evidence in any Court with jurisdiction to determine the question as to proof of the votes.

1.1.2. Declaration of names of Elected Directors

The declaration of the names of successful candidates will be made by the returning officer at the next AGM.

4. CASUAL VACANCY

If an Elected Director dies or otherwise ceases to be a Director for any reason specified in Article 9, the Board may at its discretion either leave the position vacant or appoint a replacement to the vacant position of Elected Director, who shall serve the balance of the previously remaining term of the former Elected Director.