

**Taxpayers Australia Ltd**  
t/a Tax & Super Australia  
ABN 96 075 950 284  
(the 'Company')

## By-law 3 – Committees and Delegates

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### 1. COMMITTEES AND DELEGATES

In accordance with Article 43 of the Constitution:

#### 1.1. Appointment

- a. Committees shall be appointed by the board pursuant to Article 43 of the Constitution.
- b. The Board may appoint a committee for a fixed term or on completion of its task at which time the committee shall be disbanded by the Board.
- c. The maximum number of voting members appointed to a Committee shall be 3.
- d. The Committee shall consist of a majority of Directors (Member Directors and External Directors)
- e. The Board will appoint the Members of the Committees at least every two years after the elections to the Board.
- f. The Board may appoint a Board delegate for a specific purpose to act as the contact between the Board and management.
- g. The Chair of any committee will be a director as nominated by the Board from time to time.
- h. In the event of a casual vacancy in the membership of a committee the Board may appoint a member to fill the vacancy for the remainder of the term.
- i. The President shall be the ex-officio member of all committees and shall be entitled to vote.
- j. The Board may require TAL's employees to attend Committee meetings and direct invited employees to leave the Committee meeting at any time
- k. The Board may appoint an External Director to a committee and shall be entitled to vote.
- l. No Committee may engage any consultant or employee except on the authorisation of the Board.
- m. At the time of appointment of a Committee, the Board shall elect one member as Chair.

#### 1.2. Meetings

- a. A majority of the total voting membership of a Committee shall constitute a quorum. The chair shall not have a casting vote.
- b. Committee meetings may be held in person or by electronic means
- c. Organise meetings without TAL's employee participation
- d. The Committees shall record proceedings of each meeting and provide a report to the Board in a form agreed by the Board.
- e. Delegates will also be expected to provide a report to the Board in a form agreed by the Board.
- f. Meetings shall be held as specified in the By-law for that committee.
- g. Notices of meetings and agenda shall be sent to all members at least seven days (unless shorter notice is agreed by all members of the committee) in advance of the meeting.
- h. Items of business not listed on the agenda for a meeting shall only be considered with the approval of a majority of the members present at the meeting

#### 1.3. Responsibilities and duties

- a. A by-law shall be prepared for each Committee. This By-law is to include rules about Committee membership, meetings, objectives, duties and responsibilities, and authority and access.
- b. Carry out investigations on behalf of the Board
- c. Make recommendations to the Board.
- d. TAL's annual report of the Board of Directors shall include a statement describing the responsibilities and activities of each Committee.