

Companies House
74-76 Campbell St
Sydney NSW 2010

www.incorporations.com.au

Corporate
Network
Ltd

abn : 79 079196768
Ph : 1800 25 7123
Fax : 1800 25 2905

cnl@incorporations.com.au

Notes re our Sample Client Instructions CheckList :

(1) Document sets differ according to the formation method used when registering the company. This sample set is based on **A Proprietary Company** formed by the **CNL Formation** method.

- In "Founder Formation" the initial directors and shareholders are those nominated by our client - the "founder" may be a partner in the instructing firm or may be one or more of the instructing firms' clients. If the registration "founder" is a partner in our instructing client the default name for the initial share is a "Registration" share. If the "founder" is to be an ongoing director or shareholder in the company, the initial share is usually called a "Founder" share.
- In a "CNL Formation" the initial directors and shareholders are the nominees of CNL. In these instances the initial share is termed a "Registration" share.

The role of the registration "founder" is to facilitate the registration of the company without the instructing firm's clients having to be directly involved at that stage. Usually, after that role is completed, the registration "founder" retires from all roles in the company.

- (2) The attached sample of a CheckList for a Client's Company Instructions is based on a **CNL Formation** for a proprietary company.
- (3) The printed paper version of these documents is delivered in the usual manner, and the pdf version is also emailed to clients.
- (5) The purpose of the pdf format copy is :
- to assist clients to easily forward them on to their client; and
 - to provide clients with a convenient electronic record.

Yours faithfully,
Corporate Network Ltd

CNL

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COMPANIES • TRUSTS • SUPERANNUATION FUNDS

Client Firm
Level 10,
Client Chambers,
100 Client Street,
Sydney, NSW, 2000.

1-5-2006

Your ref: The PARTNER / The CONTACT

Company Incorporation details:

name : SAMPLE
CNL FORMATION
PTY LIMITED
date : registered by the ASIC on May 1st, 2006
acn : 123 456 789

Company Incorporation Instructions :

Attached is a pdf CheckList of your instructions to CNL.

Yours faithfully,
CORPORATE NETWORK LTD

CNL

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CHECKLIST - COMPANY INSTRUCTIONS

CNL Reference: PL5 / SUB13 / Memo Attached =NO

PART 1

| | | | | |
|--|---|---|-------------------------------------|-----------------|
| FROM: | DATE | 1-5-2006 | FIRM: | Client Firm |
| | ABN | | ACN: | |
| | DESCRIPTION | (Accountants/Solicitors/etc) Accountants | | |
| | PARTNER | Mr The PARTNER | CONTACT: | Ms The CONTACT |
| | SUITE/FL | Level 10 | BUILDING: | Client Chambers |
| | STREET NO. & NAME | 100 Client Street | SUBURB/CITY: | Sydney |
| | STATE | NSW | POSTCODE: | 2000 |
| | PHONE | (02) 1234 5678 | FAX: | (02) 1234 5679 |
| | EMAIL | Partner@ClientFirm.com.au | | |
| I/WE ADVISE WE HAVE READ THE NOTES (2 PAGES) ISSUED WITH THIS 5 PART FORM; CORPORATE NETWORK WE ACCEPT RESPONSIBILITY FOR PAYMENT OF YOUR CURRENT FEES; AND, LTD THAT: THE INSTRUCTING FIRM'S STATEMENTS IN PART 5 OF THIS FORM ARE TRUE. | | | | |
| INCORPORATION TYPE: (SEE NOTES) | <input type="checkbox"/> | FOUNDER FORMATION | <input checked="" type="checkbox"/> | CNL FORMATION |
| | <input type="checkbox"/> | CNL SHELF COMPANY | | |
| DATES: | CONSENTS & APPLICATIONS: 1-5-2006 | | | |
| | TRANSFER MEETING: 1-5-2006 | | TIME TO BE HELD: 11.00 am | |
| COMPANY: | TYPE | <input checked="" type="checkbox"/> PROPRIETARY | <input type="checkbox"/> | PUBLIC |
| | CLASS | <input checked="" type="checkbox"/> LIMITED BY SHARES | <input type="checkbox"/> | UNLIMITED |
| | | | <input type="checkbox"/> | NO LIABILITY |
| NAME: | SHELF NAME (IF A SHELF COMPANY IS BEING HELD): | | | |
| | NAME REQUIRED IF FOUNDER OR CNL FORMATION | SAMPLE CNL FORMATION | | |
| | 2ND PREFERENCE NAME | | | |
| | SUFFIX | PTY LIMITED | | |
| BUSINESS NAME REGN NUMBERS (IF APPLICABLE) | NSW: | VIC: | QLD: | WA: |
| | SA: | TAS: | ACT: | NT: |
| REGD OFFICE: | C/- (IF APPLICABLE) Client Firm | | | |
| | SUITE/FL | Level 10 | BUILDING: | Client Chambers |
| | STREET NO. & NAME | 100 Client Street | SUBURB/CITY: | Sydney |
| | STATE | NSW | POSTCODE: | 2000 |
| | USUAL OCCUPIER | (IF APPLICABLE): Client Firm | | |
| | LEGAL JURISDICTION | (DEFAULT = REGD OFFICE STATE): NSW | | |
| BUSINESS ADDRESS: | (DEFAULT = SAME AS REGD OFFICE) | | | |
| | SUITE/FL | Suite 15 | BUILDING: | Business Centre |
| | STREET NO. & NAME | 100 Commercial Street | SUBURB/CITY: | Sydney |
| | STATE | NSW | POSTCODE: | 2000 |



CHECKLIST - COMPANY INSTRUCTIONS

PART 2

NO ANNEXURE re modified/additional provisions

COMPANY NAME: SAMPLE CNL FORMATION

ULTIMATE HOLDING COY: NAME:

ACN (only if registered in Aust):

COUNTRY INCORPORATED (if not Aust):

SPECIAL PURPOSE: SUPERANNUATION FUND TRUSTEE HOME UNIT CHARITABLE

MISC: COMMON SEAL: ADOPT (DEF = NO) MD TO BE SOLE SIGNATORY (DEF = NO)

AUDITORS:

NATURE OF BUSINESS:

CONSTITUTION: (any of the following elements may be modified without charge)

OBJECTS & POWERS: ATTACH WORDING OF SPECIAL PROVISIONS (Y/N) : NO

DIRECTORS: ATTACH WORDING OF ANY MODIFIED RULES (Y/N) : NO

MANAGING DIRECTOR: ATTACH WORDING OF SPECIAL PROVISIONS ((Y/N) : NO

MEETINGS QUORUM: MEMBERS (DEFAULT = 51% OF VOTES) : 51 %

(ALTERNATIVE METHOD - SHOW AS A FIXED NUMBER) :

MEETINGS QUORUM: DIRECTORS (DEFAULT = 51% OF DIRECTORS) : 51 %

(ALTERNATIVE METHOD - SHOW AS A FIXED NUMBER) :

CASTING VOTE: OF CHAIR AT MEMBERS MEETINGS (DEFAULT = YES) (Y/N) : YES

OF CHAIR AT DIRECTORS MEETINGS (DEFAULT = YES) (Y/N) : YES

MEMBERS: ATTACH WORDING OF ELIGIBILITY RULES (Y/N) : NO

BANKING: ATTACH WORDING OF SPECIAL PROVISIONS (Y/N) : NO

DIRECTORS LOANS: INCLUDE STANDARD DIV7A AGREEMENT (DEFAULT = YES) (Y/N) : YES

INDUSTRY PROVISIONS: ATTACH WORDING IF ANY (Y/N) :

OTHER PROVISIONS: ATTACH WORDING IF ANY (Y/N) : NO

SHARE TRANSFERS: ATTACH WORDING OF ANY SPECIAL PROVISIONS (Y/N) : NO

CAPITAL: AUTHORISED: (INTERNAL) AMOUNT (DEFAULT = NOT SET) \$ NOT SET

AUTHORISED (INTERNAL) NUMBER OF SHARES (DEFAULT = NOT SET) : NOT SET

DIVIDENDS: BETWEEN CLASSES AT DISCRETION OF DIRS (DEF = Y) (Y/N) : YES

ALTERNATIVE RULE (ATTACH WORDING) (Y/N) : NOT SET

OTHER PROVISIONS: ATTACH WORDING IF ANY (Y/N) : NO

SHARE PRICE: SET A RESERVE PRICE PER SH (DEF = Y) (Y/N) : YES

AMT OF THE RESERVE PRICE PER SH (DEF = \$1-00) \$ 1-00

| PART 4 SUMMARY | OFFICERS & MEMBERS | ISSUED SHARES | SHARE ISSUE SUMMARY | |
|-------------------|--------------------|--------------------------|-----------------------|----|
| | DIRECTORS = 1 | ORD 10 | NUMBER PAID IN CASH : | 11 |
| SECRETARIES = 1 | APTR 1 | NUMBER PAID IN KIND : | 0 | |
| ALT DIRECTORS = 0 | | TOTAL NUMBER ISSUED : | 11 | |
| PUBLIC OFFS = 1 | | TOTAL ISSUE PRICE \$ | 10-00 | |
| CHAIRS = 1 | | (-) TOTAL AMT PAID \$ | 10-00 | |
| MANAGING DIRS = 1 | | (=) TOTAL AMT DUE \$ | 0-00 | |
| MEMBERS = 2 | | W/UP - AS CAPITAL \$ | 10-00 | |
| TOTAL PERSONS = 2 | | (+) W/UP - AS ASSETS \$ | 0-00 | |
| FOUNDER DIRS = 0 | | (=) TOTAL ISSUE PRICE \$ | 10-00 | |
| FOUNDER SECS = 0 | | | | |
| FOUNDER MEMS = 0 | | | | |



COMPANY NAME: SAMPLE CNL FORMATION

SHARE CLASSES: CLIENT USING A STANDARD CNL STRUCTURE :

CLIENT MODIFIED A STANDARD CNL STRUCTURE :

CNL STRUCTURE TO BE USED OR MODIFIED (NAME): CNLAR

CLIENT CREATED OWN NEW STRUCTURE :

CLIENT USED OWN STRUCTURE (NAME):

| SHARE CLASSES - BASIC DETAILS | CLASS NAME (IN FULL) | CLASS NAME (ABV - 4 CHAR MAX) | AUTH NUMBER (IF ANY) | RESERVE PRICE (\$ PER SHARE - IF ANY) |
|-------------------------------|----------------------|-------------------------------|----------------------|---------------------------------------|
| | REGISTRATION | REGR | None Specified | \$1-00 |
| | ORDINARY | ORD | None Specified | \$1-00 |
| | EQUITY | EQ | None Specified | \$1-00 |
| | MANAGEMENT | MGT | None Specified | \$1-00 |
| | DIVIDEND-E | DVE | None Specified | \$1-00 |
| | DIVIDEND-V-R | DVVR | None Specified | \$1-00 |
| | CAPITAL-R | CAPR | None Specified | \$1-00 |
| | APPOINTOR-R | APTR | None Specified | \$1-00 |
| | | | | |

| SHARE CLASSES - RIGHTS SUMMARY | CLASS NAME (ABV) | EQUITY IN ASSETS (Y/N) | VOTES PER SHARE (0 → 99999) | DIVIDEND PRO-RATA (Y/N) | DIVIDEND VARIABLE (Y/N) | REDEEMABLE PREFERENCE (Y/N) | RANKING ON WINDUP (1 → 15) | OTHER RIGHTS (Y/N) |
|--------------------------------|------------------|------------------------|-----------------------------|-------------------------|-------------------------|-----------------------------|----------------------------|--------------------|
| | REGR | YES | 1 | YES | NO | YES | 1 | YES |
| | ORD | YES | 1 | YES | NO | NO | 1 | NO |
| | EQ | YES | 0 | NO | NO | NO | 1 | NO |
| | MGT | NO | 1 | NO | NO | NO | 1 | NO |
| | DVE | NO | 0 | YES | NO | NO | 1 | NO |
| | DVVR | NO | 0 | NO | YES | YES | 1 | NO |
| | CAPR | NO | 0 | NO | YES | YES | 1 | NO |
| | APTR | NO | 0 | NO | YES | YES | 1 | YES |
| | | | | | | | | |



COMPANY NAME: SAMPLE CNL FORMATION

WORDING OF OTHER RIGHTS ATTACHED TO NON-REGISTRATION CLASSES:

APTR APPOINTOR-R:

"Appointor Rights" means the right to appoint a new director.

In the event that the company has only one director who is also the sole member, and that person is unable to act as a director or attend a meeting of members, then the holders of these shares shall have "Appointor Rights".

For the purposes of this provision, "unable to act" means unable to carry out the functions of a director of the company for reasons of serious and prolonged ill-health or the like, and "attend a meeting of members" means unable to attend and vote at a meeting of members for reasons of serious and prolonged ill-health or the like.

The holder of a share of this class may be referred to as "the Appointor", and if more than one share is issued the holders may be referred to as "the Appointors".

A Director appointed by the Appointor or Appointors shall not declare or pay a dividend on this class of shares.

SAMPLE



**CHECKLIST - COMPANY INSTRUCTIONS
(OFFICERS & SHAREHOLDERS)**

COMPANY NAME: SAMPLE CNL FORMATION

NAME GIVEN NAMES: Director

SURNAME: ONE ACN (IF A COY):

FORMER NAME(S):

UNIT/SUITE/FL BUILDING:

STREET NO. & NAME 100 Home Street SUBURB/CITY: Sydney

STATE NSW POSTCODE: 2000 COUNTRY:

D.O.B: 10-10-1960 CITY: Sydney STATE: NSW COUNTRY:

OFFICES: DIRECTOR SECRETARY ALTERNATE

ALTERNATE FOR (NAME):

PUBLIC OFFICER CHAIR MNG DIR

| SHARES | |
|--------|--------|
| CLASS | NUMBER |
| ORD | 10 |

| ISSUE PRICE/SH | AMOUNT PAID/SH | AMOUNT DUE/SH | NO. PAID IN KIND | RETURN OF ISSUE PRICE ON WINDUP | |
|----------------|----------------|---------------|------------------|---------------------------------|---------------|
| | | | | AS CAPITAL /SH | AS ASSETS /SH |
| 1-00 | 1-00 | 0-00 | 0 | 1-00 | 0-00 |

PAYMENT IN KIND (DESC)

JOINT HOLDER (IF ANY)

JOINTLY HELD AS: JOINT TENANTS TENANTS IN COMMON

SHARES HELD IN TRUST FOR:

FOUNDER ? RESIGN AS DIRECTOR REDEEM FOUNDER SHARE

NAME GIVEN NAMES: Appointor

SURNAME: ONE ACN (IF A COY):

FORMER NAME(S):

UNIT/SUITE/FL BUILDING:

STREET NO. & NAME 200 Home Street SUBURB/CITY: Sydney

STATE NSW POSTCODE: 2000 COUNTRY:

D.O.B: 11-11-1960 CITY: Sydney STATE: NSW COUNTRY:

OFFICES: DIRECTOR SECRETARY ALTERNATE

ALTERNATE FOR (NAME):

PUBLIC OFFICER CHAIR MNG DIR

| SHARES | |
|--------|--------|
| CLASS | NUMBER |
| APTR | 1 |

| ISSUE PRICE/SH | AMOUNT PAID/SH | AMOUNT DUE/SH | NO. PAID IN KIND | RETURN OF ISSUE PRICE ON WINDUP | |
|----------------|----------------|---------------|------------------|---------------------------------|---------------|
| | | | | AS CAPITAL /SH | AS ASSETS /SH |
| 0-00 | 0-00 | 0-00 | 0 | 0-00 | 0-00 |

PAYMENT IN KIND (DESC)

JOINT HOLDER (IF ANY)

JOINTLY HELD AS: JOINT TENANTS TENANTS IN COMMON

SHARES HELD IN TRUST FOR:

FOUNDER ? RESIGN AS DIRECTOR REDEEM FOUNDER SHARE

FOLLOWING PAGES: DETAILS OF MORE OFFICERS & SHAREHOLDERS ARE ATTACHED