

Companies House  
74-76 Campbell St  
Sydney NSW 2010

www.incorporations.com.au

Corporate  
Network  
Ltd

abn : 79 079196768  
Ph : 1800 25 7123  
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cnl@incorporations.com.au

**Notes re our Sample set of Company Registration Minutes :**

(1) Document sets differ according to the formation method used when registering the company. This sample set is based on **A Public 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 Minutes are 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

INCORPORATIONS

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  
PUBLIC COMPANY  
LTD

date : registered by the ASIC on May 1st, 2006

acn : 123 456 789

**COMPANY MINUTES** : Attached are pdf copies of the Minutes to date.

Yours faithfully,  
CORPORATE NETWORK LTD

SAMPLE

COMPANY

SAMPLE CNL  
PUBLIC COMPANY  
LTD

ADVICE from  
given on

The Agent for the Applicant for Registration of the company.  
May 1st, 2006

We

CORPORATE NETWORK LTD  
Incorporation Agents  
Companies House,  
74-76 Campbell Street, Sydney, NSW

signed the form 201 lodged with the ASIC regarding registration of the above company, and advise that:

- (a) the Constitution setting out the rights and conditions of the REGISTRATION share referred to in the form 201 was agreed to and signed before the form 201 was lodged;
- (b) the persons named as officers on the form 201 consented in writing before the form 201 was lodged; and
- (c) the initial member named on the form 201 had consented in writing to be a member and had agreed in writing to take up and pay for the REGISTRATION share noted on the form 201 before that form was lodged.

The original (signed) Constitution that took effect on registration of the company was lodged with the ASIC, and copies are enclosed in the company register.

INSTRUCTIONS

We acted on instructions from the Applicant:

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

SIGNED

By a director of CORPORATE NETWORK LTD.

DIRECTOR >

COMPANY      SAMPLE CNL  
PUBLIC COMPANY  
LTD

MINUTES of      Resolutions, Determinations and Matters Attended To  
at                  Companies House, 74-76 Campbell Street  
                         Sydney, NSW  
by                  the first MEMBER(S) on registration of the company.

DATE              May 1st, 2006

PRESENT        Maurice James HOWE (a director of the subscriber company, and  
                         authorised by resolution of its directors to represent it at  
                         meetings).

REGISTRATION      The Certificate of Registration was received from the Australian  
                         Securities & Investments Commission today, and certifies that:

                         DATE : The company was registered on  
                                          **1-5-2006**

                         TYPE : The company was registered as a  
                                          **public** company

                         CLASS : The liability of the members  
                                          **is limited by shares**

                         LAW : The jurisdiction is the Corporations Law of  
                                          **New South Wales**

                         ACN : The Australian Company Number is  
                                          **123 456 789**

APPLICANT      The Applicant to the Australian Securities and Investments  
                         Commission for registration of the company was:

                         Client Firm  
                         Accountants

                         The Agent for the Applicant was:

                         CORPORATE NETWORK LTD  
                         Incorporation Agents  
                         Companies House,  
                         74-76 Campbell Street, Sydney, NSW

                         NOTED that the Applicant has advised that the requirements of  
                         the Corporations Law relating to registration of a company were  
                         complied with, and in particular that the following matters were  
                         attended to before the form 201 (application for registration of the

company) was lodged with the ASIC:

- (a) the Constitution setting out the rights and conditions of the REGISTRATION share(s) referred to in the form 201 was agreed to and signed;
- (b) the persons named as officers on the form 201 had consented in writing; and
- (c) the member(s) named on the form 201 had consented in writing to be members and agreed in writing to take up and pay for the REGISTRATION share(s) noted on the form 201.

The advice from the Applicant regarding the above was presented to the company, together (as required by the Corporations Law) with the documents and consents referred to.

CONSTITUTION

NOTED that a Constitution took effect on registration of the company.

TRADING

The company was registered with nominee directors and members, the nominee members taking up the initial shares in trust for the applicants for the shares that will be issued to redeem the initial shares.

Until further shares are issued, the company will not trade or incur any liabilities.

OFFICE

RESOLVED that the Registered Office of the company be at:

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

NOTED that the official Business Address of the company be at:

Suite 15, Business Centre, 100 Commercial Street,  
Sydney NSW 2000

COMMON SEAL

RESOLVED that the Company not adopt a Common Seal.

The provision in the Constitution regarding use of a Common Seal shall apply only if a seal is subsequently adopted.

APPOINTMENTS

NOTED that the following persons became officers of the company upon its registration, each being named on the Application for Registration lodged with the ASIC as having consented in writing to be an officer of the company:

name : Maurice James HOWE  
of : 354 Victoria Place, Drummoyne, NSW, 2047.  
office(s) : Director Secretary

name : Marea Ellen HOWE  
of : 354 Victoria Place, Drummoyne, NSW, 2047.  
office(s) : Director Secretary

name : David John HOWE  
of : 354 Victoria Place, Drummoyne, NSW, 2047.  
office(s) : Director Secretary

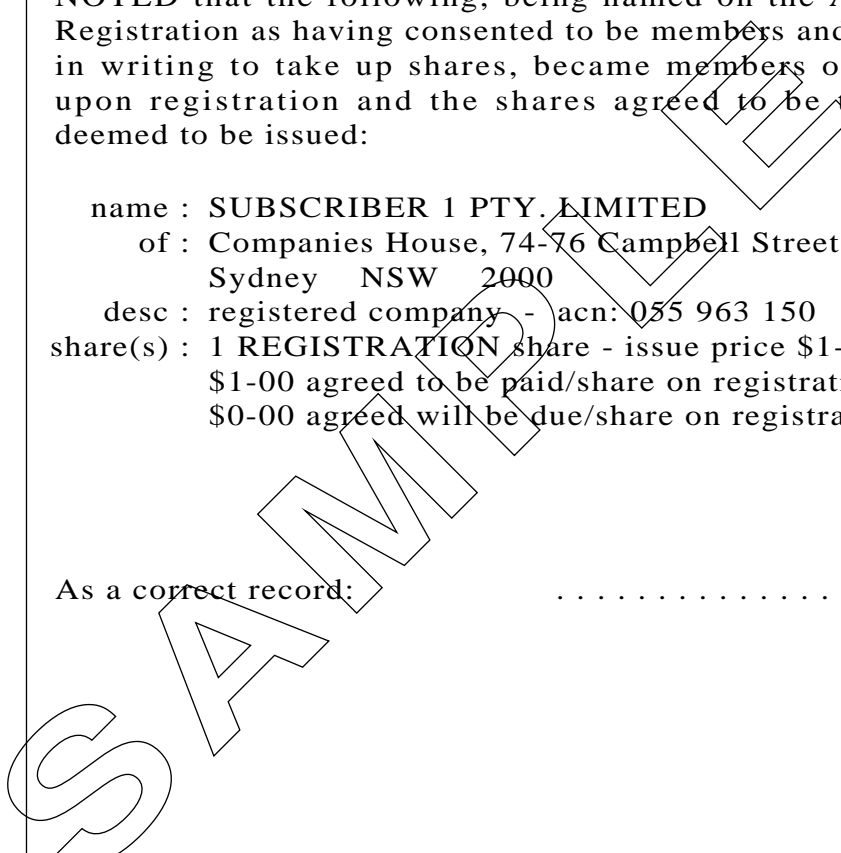
MEMBERS

NOTED that the following, being named on the Application for Registration as having consented to be members and having agreed in writing to take up shares, became members of the company upon registration and the shares agreed to be taken up were deemed to be issued:

name : SUBSCRIBER 1 PTY. LIMITED  
of : Companies House, 74-76 Campbell Street,  
Sydney NSW 2000  
desc : registered company - acn: 055 963 150  
share(s) : 1 REGISTRATION share - issue price \$1-00  
\$1-00 agreed to be paid/share on registration  
\$0-00 agreed will be due/share on registration

CONFIRMED

As a correct record: .....



COMPANY SAMPLE CNL  
PUBLIC COMPANY  
LTD

MINUTES of Resolutions, Determinations and Matters Attended To  
by the first MEMBER  
of the company

held on May 1st, 2006

at Companies House, 74-76 Campbell Street  
Sydney, NSW

PRESENT Maurice James HOWE (a director of the member company, and  
authorised by resolution of its directors to represent it at  
meetings).

PURPOSE: TO appoint one of the directors to the office of Managing  
Director, and confer all powers of the directors on that person, in  
order that resolutions can be validly passed to transfer the  
ownership and control of the company in the event that all  
directors are not present when such transfer needs to be effected.  
The director to be appointed is the person now present, and who  
signs below.

APPOINTMENT: RESOLVED that Maurice James HOWE be and hereby is  
appointed MANAGING DIRECTOR of the company pursuant to  
the provisions of the Constitution, with the authority to exercise  
all of the powers of the Directors whilst acting alone and without  
conferring or meeting with the other directors of the company.  
This appointee may also be the sole signatory to Share  
Certificates.

CHAIR: RESOLVED that Maurice James HOWE be and hereby is  
appointed the CHAIR of meetings of the Members and of meetings  
of the Directors, such appointment to expire at the conclusion of  
the meeting of the Directors at which the REGISTRATION share  
is redeemed.

CONFIRMED: As a correct record by the Chair.

CHAIR > -----

**COMPANY** SAMPLE CNL  
PUBLIC COMPANY  
LTD

**MINUTES of** Resolutions, Determinations and Matters Attended To  
by the **MANAGING DIRECTOR**  
of the company

**held on** May 1st, 2006

**at** Companies House, 74-76 Campbell Street  
Sydney, NSW

**PRESENT** Maurice James HOWE **Chair and Managing Director**  
(appointed Managing Director pursuant to the provisions of the  
Constitution and able to exercise all the powers of the Directors  
whilst acting alone).

**PURPOSE** To attend to matters which are incidental to the setting up of the  
company. The resolutions which follow are based upon instructions  
from:

Client Firm  
Accountants

**AUDITOR** **RESOLVED**, all members having agreed, that the company not  
appoint an auditor at this time.

**CONFIRMED** As a correct record.

**DIRECTOR** >

COMPANY SAMPLE CNL  
PUBLIC COMPANY  
LTD

MINUTES of Resolutions, Determinations and Matters Attended To  
by the DIRECTOR(S) of the company.

held on May 1st, 2006

at Companies House, 74-76 Campbell Street  
Sydney, NSW

PRESENT Maurice James HOWE Chair and Managing Director  
(appointed Managing Director pursuant to the provisions of the  
Constitution and able to exercise all the powers of the Directors  
whilst acting alone).

PURPOSE TO attend to the resolution of such matters as are necessary to  
complete the setup of the ownership and control of the company.

The following resolutions were passed in the order set out, and  
were based upon instructions from:

Client Firm  
Accountants

COMPANY NOTED that the company:

- has not traded since incorporation ;
- has not applied for credit, given any guarantees, executed any  
deeds, entered into any contracts, and has not acted or agreed  
to act as Trustee of any Trust ;
- has no trading liabilities (contingent or otherwise) ; and
- has no assets other than its paid-up-capital.

COMPLIANCE NOTED that the incumbent directors are not aware of any law  
which the company has not complied with (except regarding forms  
to be lodged with the Australian Securities & Investments  
Commission, and which are not yet overdue).

APPOINTMENTS RESOLVED that appointments be made to the statutory offices as  
set out in the summary below.

NOTED that instructions to the company are that each of the  
persons appointed have consented in writing to act, and that each  
has made all relevant disclosures.

name : Director ONE  
office(s) : Director Chair

name : Director TWO  
 office(s) : Director Secretary Public Officer Managing  
 Director

SHARE ISSUE

RESOLVED that an issue of shares, details of which are set out below, be made for the purpose of raising capital from which to redeem the issued REGISTRATION shares.

NOTED that the Constitution (Regulations) provides that shares issued for the purpose of redeeming the REGISTRATION shares need not be first offered to the existing shareholders.

NOTED that instructions to the company are that applications for shares have been made by the persons to whom these shares are issued, and that the share application money is held on behalf of the company by the directors just appointed.

Director One Holdings Pty Ltd

ORDINARY shares	- number issued:	100
	- reserve price/sh:	\$1-00
	- issue price/sh:	\$1-00
	- paid/sh:	\$1-00
	- due/sh:	\$0-00
	- capital/sh on windup:	\$1-00
	- assets/sh on windup:	\$0-00

Director Two Holdings Pty Ltd

ORDINARY shares	- number issued:	100
	- reserve price/sh:	\$1-00
	- issue price/sh:	\$1-00
	- paid/sh:	\$1-00
	- due/sh:	\$0-00
	- capital/sh on windup:	\$1-00
	- assets/sh on windup:	\$0-00

SUMMARY: The above allotments are summarised as follows:

Total No. of Shares Allotted	:	200
Total Reserve Price	:	\$200-00
Total Issue Price	:	\$200-00
Total Issue Price Paid	:	\$200-00
Total Issue Price Due	:	\$0-00
Issue Price as Capital on Windup	:	\$200-00
Issue Price as Assets on Windup	:	\$0-00

NOTED: the persons to whom shares have been issued, as resolved above, shall be entered in the Register of Members of the company and each shall be issued with a Share Certificate. The distinctive numbers of the shares allotted shall be those next available in each class.

REDEMPTIONS

RESOLVED that the following REGISTRATION shares be redeemed from the proceeds of the preceding issue of shares.

name : SUBSCRIBER 1 PTY. LIMITED  
share(s) : 1 REGISTRATION share at \$1-00

RESIGNATIONS

The following resigned from the Offices indicated, and those resignations are accepted to take effect from the conclusion of this meeting.

name : Maurice James HOWE  
office : Director  
name : Marea Ellen HOWE  
office : Director Secretary  
name : David John HOWE  
office : Director Secretary

ASIC FORMS

NOTED that the forms the company is required to lodge with the Australian Securities & Investments Commission for the purpose of reporting the effect of the above resolutions have been prepared, and those forms have been signed.

SECRETARY

RESOLVED that the resignation of the following temporary Secretary of the company be accepted.

Maurice James HOWE

NOTED: The appointment of the above as a temporary Secretary was on the basis that it would expire upon execution of certain forms with the ASIC.

CONCLUSION

There being no further business, the meeting concluded.

CONFIRMED

As a correct record by the Director present.

DIRECTOR >

COMPANY SAMPLE CNL  
PUBLIC COMPANY  
LTD

MINUTES of Resolutions, Determinations and Matters Attended To  
by the DIRECTOR(S) of the company.

held on (date) .....

at Suite 15, Business Centre, 100 Commercial Street,  
Sydney NSW 2000

PRESENT .....

BANK ACCOUNT RESOLVED THAT the directors be authorised to sign the forms to  
establish a banking account; AND THAT authority be given to sign  
cheques and other instruments on behalf of the company regarding  
the account. Details:

(Bank): .....

(Branch): .....

(Signatories): .....

(Manner of Signature): .....

CONFIRMED As a correct record: DIRECTOR > .....