

Companies House  
74-76 Campbell St  
Sydney NSW 2010

www.incorporations.com.au

Corporate  
Network  
Ltd

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### 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 Proprietary Company** formed by the **Founder 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 **Founder 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 FOUNDER FORMATION  
PTY LIMITED

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 FOUNDER FORMATION  
PTY LIMITED

ADVICE from

The Applicant for Registration of the company:

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

given on

May 1st, 2006

We appointed

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

as our Agents to sign 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 Constitution that took effect on registration of the company is enclosed.

SIGNED

By a representative of Client Firm.

.....

**INTERIM CONSTITUTION**

OF

**SAMPLE  
CNL FOUNDER FORMATION  
PTY LIMITED**

1. This Constitution is agreed to before registration of the company and includes the REPLACABLE RULES set out in the Corporations Act 2001.
2. **SHARES** : The initial shares in the company shall be REGISTRATION shares, which may be abbreviated as REGR shares. These shall be redeemable preference shares which shall carry the following rights and conditions:
  - (a) **Equity rights**: On a winding up of the company the right to repayment of capital and the right to participate equally with other shares of this class in the distribution of any surplus assets. These rights shall not have any priority over other classes of shares.
  - (b) **Management rights**: Each holder shall be entitled to vote at a general meeting, and on a poll to one vote for each share held.
  - (c) **Equal Dividend rights**: The right to share equally with other holders of shares of this class in such dividends as the directors from time to time declare on this class, and the right on a winding up of the company to participate equally with other shares of this class in the distribution of any surplus profits. These dividend rights shall be cumulative and non-preferential, and shall not have any priority over other classes of shares.
  - (d) **Redemption**: These shares may be redeemed at any time at the issue price and without notice to the holders.
  - (e) **Offers**: An issue of shares made for the purpose of raising capital from which to redeem these shares shall not need to be first offered to the holders of these shares.
3. **INTERIM CONSTITUTION** : This Constitution is intended to facilitate registration of the company, and the persons who agree to take up REGISTRATION shares agree to adopt a replacement Constitution after registration of the company.

If the replacement Constitution adopted does not provide for REGISTRATION shares, then any such shares issued at the time that replacement Constitution is adopted shall continue to exist and retain their rights until they are redeemed.

4. **SUBSCRIBER(S)** : The 1 subscriber(s) hereto desire that a company be registered and agree that it be governed by this Constitution. Each subscriber consents to be a member of the company; agrees to take up on registration the shares set out under their name below; agrees to pay the amount indicated as paid for those shares; and agrees that the amount indicated as due on those shares is unpaid.

name : The PARTNER  
of : 100 Partner's Home Street,  
Sydney NSW 2000  
desc : company registration promoter  
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

signed : ..... on May 1st, 2006

COMPANY SAMPLE  
CNL FOUNDER FORMATION  
PTY LIMITED

MINUTES of Resolutions, Determinations and Matters Attended To  
at Level 10, Client Chambers, 100 Client Street,  
Sydney, NSW  
by the first MEMBER(S) on registration of the company.

DATE May 1st, 2006

PRESENT The PARTNER

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  
**proprietary** 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 : The PARTNER  
of : 100 Partner's Home Street, Sydney, NSW, 2000.

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 : The PARTNER  
of : 100 Partner's Home Street,  
Sydney NSW 2000  
desc : company registration promoter  
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: .....

SAMPLE

COMPANY

SAMPLE  
CNL FOUNDER FORMATION  
PTY LIMITED

MINUTES of the  
consideration of a

Special Resolution put by the Directors  
to the Members at a joint meeting.

held on

May 1st, 2006

at

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

PRESENT

DIRECTORS: The PARTNER

MEMBERS: The PARTNER

RESOLVED

BY THE DIRECTOR(S) THAT a meeting of the members be  
called to consider the passing of the following as a SPECIAL  
RESOLUTION:

RESOLUTION

THAT the company adopt a new Constitution (as put before the  
meeting) and as appropriate to the intending purchasers of the  
company, such to replace the (interim) Constitution agreed to  
before registration of the company.

NOTICE

Written notice to members regarding this meeting, as required  
under the Corporations Law, was delivered to all members.  
Copies are attached to these minutes.

NOTED: notice of the meeting having been delivered and all  
members being present, compliance with the required notice  
period for the calling of a meeting of members to consider the  
passing of a Special Resolution is not necessary.

RESOLVED

BY THE MEMBER(S) THAT the resolution put be passed as a  
SPECIAL RESOLUTION.

CONFIRMED

As a correct record by the Chair.

CHAIR >

NOTICE TO MEMBERS - MEETING TO CONSIDER SPECIAL RESOLUTION

TO The PARTNER  
100 Partner's Home Street,  
Sydney NSW 2000

FROM The DIRECTORS of  
SAMPLE  
CNL FOUNDER FORMATION  
PTY LIMITED

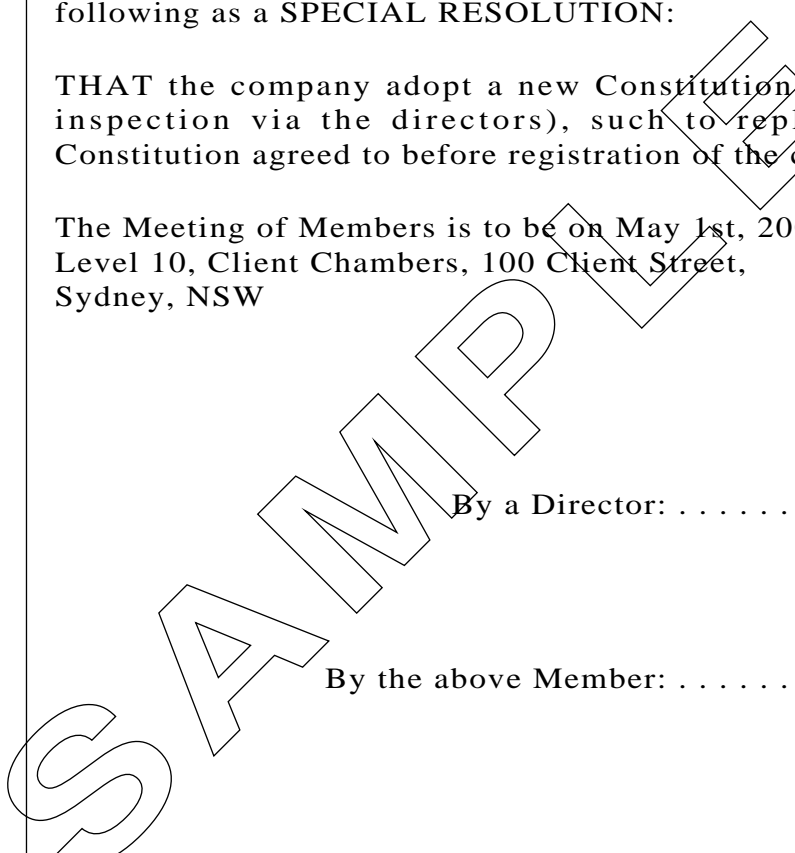
NOTICE A meeting of the members is called to consider the passing of the following as a SPECIAL RESOLUTION:

RESOLUTION THAT the company adopt a new Constitution (as available for inspection via the directors), such to replace the interim Constitution agreed to before registration of the company.

DATE & PLACE The Meeting of Members is to be on May 1st, 2006 at:  
Level 10, Client Chambers, 100 Client Street,  
Sydney, NSW

SIGNED By a Director: .....

SIGNED By the above Member: .....



**COMPANY** SAMPLE  
CNL FOUNDER FORMATION  
PTY LIMITED

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

**held on** May 1st, 2006

**at** Level 10, Client Chambers, 100 Client Street,  
Sydney, NSW

**PRESENT** The PARTNER

**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

**SECRETARY** RESOLVED that the following be appointed a temporary Secretary  
of the company for the purpose of signing and lodging with the  
ASIC any forms generated today.

Maurice James HOWE

NOTED: This appointment expires upon execution and lodgement  
of the relevant forms with the ASIC.

**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 FOUNDER FORMATION  
PTY LIMITED

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

held on May 1st, 2006

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

PRESENT The PARTNER

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 Managing Director

name : Appointor ONE  
office(s) : Secretary Public Officer

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

ORDINARY shares	- number issued:	10
	- 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

Appointor ONE

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

SUMMARY: The above allotments are summarised as follows:

Total No. of Shares Allotted	:	11
Total Reserve Price	:	\$11-00
Total Issue Price	:	\$10-00
Total Issue Price Paid	:	\$10-00
Total Issue Price Due	:	\$0-00
Issue Price as Capital on Windup	:	\$10-00
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 : The PARTNER

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 : The PARTNER  
office : Director

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 FOUNDER FORMATION  
PTY LIMITED

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 > .....