

# Neal Walker Borrowing Co Pty Ltd

8 St Marks Crescent  
Figtree, NSW 2525 Australia  
(ACN 154 652 409)

## Circulating Resolution of Directors

### Notice of circulating resolution

- 1 **Noted** that the requirements for notice of the circulating resolution have been satisfied.

### Company registered

- 2 The sole director **noted** that Neal Walker Borrowing Co Pty Ltd was registered under the *Corporations Act* and is deemed to have been registered in NSW on 06/12/2011. A copy of the Certificate of Registration is attached to these minutes.

### Director

- 3 The sole director **noted** that the following person has been appointed in accordance with the Application for Registration of the Company signed by the applicant and dated 6 December 2011 as the first director of the company.

Gordon Neal Walker

### Secretary

- 4 The sole director **resolved** to appoint the following person as secretary of the company, and to receive and record the signed Consent to act as Secretary.

Gordon Neal Walker

### Public officer

- 5 The sole director **resolved** to appoint Gordon Neal Walker as public officer of the company, and to receive and record the signed Consent to act as Public Officer and to notify the Deputy Commissioner of Taxation of the appointment.

### Registered office

- 6 In accordance with the notification to the Australian Securities and Investments Commission, **resolved** that, as from the date of registration of the company, the registered office of the company is:



8 St Marks Crescent  
Figtree, NSW 2525  
Australia

### Shareholders

7 The sole director **noted** that the following persons, in accordance with the Application for Registration of the company signed by the applicant and lodged on 06/12/2011 are the first members of the company. Their shares are deemed to have been allotted on the date of registration.

Gordon Neal Walker

8 The sole director **resolved**:

- to record the names of the members in the Register of Members in accordance with the *Corporations Act*;
- to prepare numbered Share Certificates in the name of each member recording the number and type of shares allotted to that member; and
- to execute each Share Certificate in accordance with section 127(1) of the *Corporations Act*.

### Register of charges

9 The sole director **resolved** to establish, and keep up to date, a register of charges in order to record the details of charges created by the company and of property acquired by the company that is subject to a charge.

### Register of option holders

10 The sole director **resolved** to establish, and keep up to date, a register of option holders in accordance with sections 168(1)(b) of the *Corporations Act*.

### Register of debenture holders

11 The sole director **resolved** to establish, and keep up to date, a register of debenture holders in accordance with sections 168(1)(c) of the *Corporations Act*.

### Financial records

12 The sole director **resolved** to do everything necessary to establish, and keep up to date, the financial records of the company, as required by the *Corporations Act*.

### Common seal

13 The sole director **resolved** not to adopt a common seal.

### Records

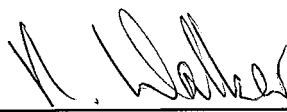
14 The sole director **resolved** to notify the relevant authorities and update the company's records in relation to the business.



**Signed as a true record:**

Date: 2/1/12

Signed by the sole director of the company in accordance with section 248B of the *Corporations Act*

  
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Gordon Neal Walker

on 2/1/12



## Minutes of Meeting of the Directors of Trustee of the Neal Walker Superannuation Fund

<b>Venue</b>	8 St Marks Crescent, Figtree, NSW, 2525
<b>Date</b>	19/12/2011 18:00
<b>Corporate Trustee Name</b>	Neal Walker SMSF Co Pty Ltd
<b>Corporate Trustee ACN</b>	153800947
<b>Present</b>	Gordon Neal Walker
<b>Chair</b>	Gordon Neal Walker

### Limited Recourse Borrowing Arrangement for the fund

- 1 Noted by the persons present that:
  - 1.1 The fund has applied to Westpac Banking Corporation (**Lender**) to borrow money for the purchase of the following asset (**Asset**):
    - Unit 3
    - 3-5 Charles Street
    - Caboolture, QLD, 4510
    - Australia
    - Lot 3 on SP: 239068, Canning, Canning, 50840234
  - 1.2 The fund has been provided with copies of the documents by which the fund will formally purchase the Asset;
  - 1.3 The Lender has agreed to lend \$200,000.00 (**Loan Money**) to the fund on the condition that the Lender is provided with a charge or mortgage over the Asset, a Custodian is appointed to hold legal title to the Asset and the arrangements are otherwise in accordance with section 67A of the *Superannuation Industry (Supervision) Act 1993 (SIS Act)*;
  - 1.4 Neal Walker Borrowing Co Pty Ltd (**Custodian**) has agreed to act as Custodian of the Assets;
  - 1.5 The fund has agreed with the Lender to ensure that the Custodian provides the Lender with a charge over the Asset;
  - 1.6 The arrangement is in compliance with the requirements of section 67A of the SIS Act; and
  - 1.7 The arrangement, including all associated transactions, will not result in the fund breaching the SIS Act or any other requirements of superannuation law.

2 **Tabled** by the persons present:

- 2.1 a declaration of custody trust by which the Custodian agrees to hold legal title to the Asset for the fund; and
- 2.2 a compliance letter being a letter from the fund to the Lender attesting to the fund's current and on-going compliance with the SIS Act and all other requirements of superannuation law.

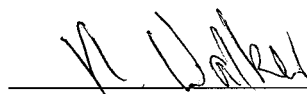
3 **Resolved unanimously** by the persons present to:

- 3.1 Adopt and execute each of the documents by the chair executing the compliance letter and the trustee executing the Declaration of Custody Trust by the trustee's directors signing the document in accordance with section 127(1) of the Corporations Act 2001; and
- 3.2 To pay all relevant duty on the documents.

4 There being no further matters to discuss, the meeting was closed.

Date: 19/12/2011

Signed:



Gordon Neal Walker  
**Chair**



# Neal Walker SMSF Co Pty Ltd

8 St Marks Crescent  
Figtree, NSW 2525 Australia  
(ACN 153 800 947)

## Circulating Resolution of Directors

### Notice of circulating resolution

- 1 **Noted** that the requirements for notice of the circulating resolution have been satisfied.

### Company registered

- 2 The sole director **noted** that Neal Walker SMSF Co Pty Ltd was registered under the *Corporations Act* and is deemed to have been registered in NSW on 18/10/2011. A copy of the Certificate of Registration is attached to these minutes.

### Director

- 3 The sole director **noted** that the following person has been appointed in accordance with the Application for Registration of the Company signed by the applicant and dated 18 October 2011 as the first director of the company.

Gordon Neal Walker

### Secretary

- 4 The sole director **resolved** to appoint the following person as secretary of the company, and to receive and record the signed Consent to act as Secretary.

Gordon Neal Walker

### Public officer

- 5 The sole director **resolved** to appoint Gordon Neal Walker as public officer of the company, and to receive and record the signed Consent to act as Public Officer and to notify the Deputy Commissioner of Taxation of the appointment.

### Registered office

- 6 In accordance with the notification to the Australian Securities and Investments Commission, **resolved** that, as from the date of registration of the company, the registered office of the company is:



8 St Marks Crescent  
Figtree, NSW 2525  
Australia

### Shareholders

7 The sole director **noted** that the following persons, in accordance with the Application for Registration of the company signed by the applicant and lodged on 18/10/2011 are the first members of the company. Their shares are deemed to have been allotted on the date of registration.

Gordon Neal Walker

8 The sole director **resolved**:

- to record the names of the members in the Register of Members in accordance with the *Corporations Act*;
- to prepare numbered Share Certificates in the name of each member recording the number and type of shares allotted to that member; and
- to execute each Share Certificate in accordance with section 127(1) of the *Corporations Act*.

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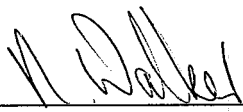
14 The sole director **resolved** to notify the relevant authorities and update the company's records in relation to the business.



Signed as a true record:

Date: 28/10/11

Signed by the sole director of the company in accordance with section 248B of the *Corporations Act*



\_\_\_\_\_  
Gordon Neal Walker

on \_\_\_\_\_



## Neal Walker Superannuation Fund

### Minutes of the Initial Meeting of the Director of the Trustee of the Neal Walker Superannuation Fund

<b>Venue</b>	8 St Marks Crescent, Figtree NSW 2525
<b>Date</b>	18 October 2011
<b>Present</b>	Gordon Neal Walker
<b>Chair</b>	Gordon Neal Walker

#### Establishment of the Neal Walker Superannuation Fund

- 1 **Agreed** that it is the desire of the persons present to establish and maintain a fund of which the sole or primary purpose is to provide old age pensions and other benefits to members of the fund on their retirement.
- 2 **Noted** that the persons present have agreed to act as first director of the trustee of the fund in accordance with the proposed trust deed establishing the fund.
- 3 **Resolved unanimously** that:
  - the fund that is to be known and identified by the name the Neal Walker Superannuation Fund be established as a superannuation fund;
  - the trust deed be executed by the trustee's director in accordance with section 127(1) of the *Corporations Act* 2001;
  - the fund be established as from the day the deed is executed;
  - the fund be a regulated superannuation fund under the *Superannuation Industry (Supervision) Act* 1993;
  - an 'Application to Register for The New Tax System Superannuation Entities' in respect of an Australian Business Number and an election to be a regulated superannuation fund be lodged with the Australian Taxation Office.

#### Membership

- 4 **Noted** that an application for membership had been received from:  
Gordon Neal Walker





5 **Resolved unanimously that:**

- the membership application be approved;
- the member be advised;
- that information be given to the member that the trustee reasonably believes the member would reasonably need for the purpose of understanding the main features of the fund; the management and financial condition of the fund; and the investment performance of the fund.

**Appointment of fund accountant**

6 **Resolved unanimously that:**

- be appointed fund accountant and be the contact address for the fund.

**Fund bank account**

7 **Resolved unanimously that:**

- a bank account named the Neal Walker Superannuation Fund be established; and that the account and all dealings with the bank be operated by the director of the trustee who will be the signatory to the account.

**Documents**

8 **Resolved unanimously that:**

- the director of the trustee may sign receipts, acceptances, applications, contracts and other documents on the fund's behalf.

**Contributions**

9 **Resolved unanimously that:**

- contributions be received in respect of the member.

**Fund auditor**

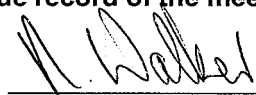
10 **Resolved unanimously that:**

- be appointed auditor of the fund.

There being no further matters to discuss, the meeting was closed.

**Signed as a true record of the meeting**

Chairperson:

  
Gordon Neal Walker

Date:

28-10-11



# Neal Walker Superannuation Fund

## Minutes of the Meeting of the Director of the Trustee

<b>Venue</b>	8 St Marks Crescent, Figtree NSW 2525
<b>Date</b>	18 October 2011
<b>Present</b>	Gordon Neal Walker
<b>Chair</b>	Gordon Neal Walker

### Investment objectives

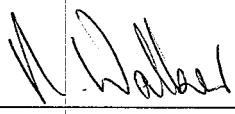
- 1 **Resolved** that the fund have the following investment objectives:
- an investment return in excess of inflation, that is, in excess of the Consumer Price Index (All Groups Weighted Average);
  - to hold assets in a form to enable the Fund to discharge existing and future liabilities in a manner which satisfies the members.

### Investment objectives strategy

- 2 **Resolved** that the fund will have the ability to invest in the following areas:
- direct equities and stocks, including participation in dividend reinvestment programs and rights issues or any other similar investments offered in this area;
  - property trusts and associated investments;
  - managed investments and associated products;
  - direct property investments; and
  - any other investment that is legal under the laws of the Commonwealth of Australia and its States and Territories.
- 3 **Resolved** that in determining this strategy, the trustees will consider, in respect of each of the fund's investments, the aspects of the investment being in accordance with the fund's investment objectives and relevant legislation.
- 4 Further, the trustees will consider in respect of each investment, the risk to the fund and its member of acquiring it, the diversification of the investment vis a vis all of the other investments owned by the fund, the liquidity requirements of the fund in meeting its liabilities and the effect that this investment will have on those requirements and all matters relating to the prudential nature of the investment after having assessed the entire financial position of the member.
- 5 The trustee will ensure that all the fund's investments are monitored and continue to comply with this strategy and the relevant legislation. The trustee reserve the right to alter this strategy at any time.



**Signed as a true record of the meeting**

Chairperson:   
Gordon Neal Walker

Date: 28/10/11

