

## **Procedures to incorporate your new Company**

Please read the following important instructions regarding the incorporation of your Company, ensuring you complete all tasks listed.

### **Signing of documents**

Convene an initial meeting of the directors. Draft minutes for this meeting are contained within this package. After the relevant meeting has been held, sign and date all minutes, consent forms, shares applications and certificates included in your Company package. Once signed, distribute the share certificates to each shareholder of the Company, and place all minutes, registers, consent forms, share applications and constitutions in the Company register for your future reference.

### **Registering the Company for an ABN and TFN**

Please note that if this Company has been registered to act solely as a trustee of a Self Managed Superannuation Fund, there is no requirement to register the Company itself with the Australian Taxation Office for an Australian Business Number or Tax File Number.

### **Notifying ASIC of the Company's Sole Purpose Status**

The Australian Securities and Investments Commission (ASIC) has already been advised that your Company will be acting as a Sole Purpose SMSF Trustee. Therefore there is no requirement for the directors to notify ASIC of this fact

### **Company upload file**

You can import the details of your new Company into your Corporate Register software (for example *Corporate Affairs System* or *Prime32*) by uploading the included **Company Details.cmy** file into your respective software.

**WILLOWIND PTY LTD**  
**ACN 645 522 461**

MINUTES of the Meeting of the Board of Directors of the Company held on 29 October 2020  
at 4 Valley Rd Lindfield NSW 2070

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PRESENT: Christina Willoughby  
Thomas Willoughby

CHAIRMAN: It was agreed that Christina Willoughby be appointed Chairman of the meeting.

CERTIFICATE OF INCORPORATION: It was reported that all matters in connection with the incorporation of the Company had been attended to and the Certificate of Incorporation bearing ACN 645 522 461 was tabled.

ADOPTION OF CONSTITUTION: The constitution of the Company was noted, along with the *Written Resolution of the sole Shareholder* being the first resolution of the Company in which the sole shareholder had adopted the constitution.

APPOINTMENT OF OFFICEHOLDERS: The Chairman noted that the following persons had been appointed as officeholders of the Company as from the date of incorporation:

Christina Willoughby	Director
Thomas Willoughby	Director
Christina Willoughby	Secretary

AUDITOR/S: RESOLVED that no auditors of the Company be appointed for the current financial year.

NO COMMON SEAL: RESOLVED that the Company not adopt a common seal and that the directors and secretaries of the Company be authorised to execute documents on behalf of the Company in accordance with Section 127 of the Act.

ISSUE OF SHARES TO SUBSCRIBERS: ACKNOWLEDGED that having received the *Application For Initial Shares* and the required payment for the shares, the following shares have been issued on incorporation:-

Shareholder Name	Number of Shares	Class of Shares	Amount Paid
Christina Willoughby	1	ORD	\$1.00

It was directed that the abovenamed shareholders be registered as the holders of such shares respectively and that share certificates be issued to each respective shareholder.

SHARE CERTIFICATES: RESOLVED that authority is hereby given for the issue of any relevant share certificates in connection with any allotment or transfer of shares in the Company.

BOOKS: RESOLVED that the Company maintain the registers required by the Corporations Act and such other financial records that:-

- a) correctly record and explain the Company's transactions and financial position and performance; and
- b) would enable true and fair financial statements to be prepared and audited.

REPRESENTATION: RESOLVED that the Company hereby appoints each of the directors and the secretary separately as its representatives for the purpose of attending on the Company's behalf at all meetings of shareholders, whether general meetings or meetings of any class, in companies in which the Company may be a shareholder from time to time with full power to vote in the name of the Company at or in relation to any such meetings.

CLOSURE: There being no further business the Chairman declared the meeting closed.

Signed as a true and correct record:

.....  
**Chairman**

**WILLOWIND PTY LTD  
ACN 645 522 461**

MINUTES of the Meeting of the Board of Directors of the Company held on \_\_\_\_\_  
at 4 Valley Rd Lindfield NSW 2070

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PRESENT: Christina Willoughby  
Thomas Willoughby

CHAIRMAN: It was agreed that Christina Willoughby be appointed Chairman of the meeting.

LOAN TO SHAREHOLDER: RESOLVED that the Company loan the sum of \$\_\_\_\_\_ to  
\_\_\_\_\_ to  
a Shareholder of the Company on the terms and conditions contained in the  
Loan agreement dated \_\_\_\_\_

CLOSURE: There being no further business the Chairman declared the meeting closed.

Signed as a true and correct record:

.....  
**Chairman**

**WILLOWIND PTY LTD  
ACN 645 522 461**

MINUTES of the Meeting of the Board of Directors of the Company held on \_\_\_\_\_  
at 4 Valley Rd Lindfield NSW 2070

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PRESENT:                      Christina Willoughby  
   Thomas Willoughby

CHAIRMAN:                    It was agreed that Christina Willoughby be appointed Chairman of the meeting.

TRANSFER OF SHARES:    RESOLVED that the following Share Transfers be and are hereby approved and that the old Certificates in the names of the transferors be cancelled and that new Certificates in the names of the Transferees be issued and executed by the officers of the Company in accordance with Section 127 of the Act.

	No. of Shares
Transferor:	
Transferee:	
Transferor:	
Transferee:	

CLOSURE:                    There being no further business the Chairman declared the meeting closed.

Signed as a true and correct record:

.....  
**Chairman**

**WILLOWIND PTY LTD  
ACN 645 522 461**

MINUTES of the Meeting of the Board of Directors of the Company held on \_\_\_\_\_  
at 4 Valley Rd Lindfield NSW 2070

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PRESENT: Christina Willoughby  
Thomas Willoughby

CHAIRMAN: It was agreed that Christina Willoughby be appointed Chairman of the meeting.

BANK ACCOUNT: RESOLVED that the Company open a current account with the  
\_\_\_\_\_ Bank  
at its \_\_\_\_\_ Branch.

CLOSURE: There being no further business the Chairman declared the meeting closed.

Signed as a true and correct record:

.....  
**Chairman**

**FORM OF PROXY FOR MEETINGS**

**WILLOWIND PTY LTD  
ACN 645 522 461**

TO THE SECRETARY

I \_\_\_\_\_  
of \_\_\_\_\_ being a Director of  
the company HEREBY APPOINT my co-Director \_\_\_\_\_ of  
\_\_\_\_\_ as my  
general/special proxy to vote for me and on my behalf at the meeting of Directors to be held on the \_\_\_\_\_  
day of \_\_\_\_\_ 20 \_\_\_\_\_ and at any adjournment thereof.

AND where special proxy to vote for / to vote against the following resolutions:

**SIGNED** at \_\_\_\_\_

me this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_.

.....  
Print Name

**FORM OF PROXY FOR MEETINGS**

**WILLOWIND PTY LTD  
ACN 645 522 461**

TO THE SECRETARY

I \_\_\_\_\_ of \_\_\_\_\_  
being a Shareholder of the company HEREBY APPOINT \_\_\_\_\_ of  
\_\_\_\_\_ as my general / special proxy to vote for me and  
on my behalf at the meeting of Shareholders to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20  
and at any adjournment thereof.

AND where special proxy to vote for / to vote against the following resolutions:

**SIGNED** at \_\_\_\_\_  
by me this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

.....  
Print Name



## REGISTER OF DIRECTORS

### WILLOWIND PTY LTD ACN 645 522 461

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Director Name and Address:	Date of Birth	Date of Appointment	Date of Resignation
Christina Willoughby 4 Valley Rd Lindfield NSW 2070	9 April 1949	29 October 2020	

Director Name and Address:	Date of Birth	Date of Appointment	Date of Resignation
Thomas Willoughby 4 Valley Rd Lindfield NSW 2070	14 October 1940	29 October 2020	

Director Name and Address:	Date of Birth	Date of Appointment	Date of Resignation

Director Name and Address:	Date of Birth	Date of Appointment	Date of Resignation

## REGISTER OF DIRECTORS

**WILLOWIND PTY LTD**  
**ACN 645 522 461**

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Director Name and Address:	Date of Birth	Date of Appointment	Date of Resignation

Director Name and Address:	Date of Birth	Date of Appointment	Date of Resignation

Director Name and Address:	Date of Birth	Date of Appointment	Date of Resignation

Director Name and Address:	Date of Birth	Date of Appointment	Date of Resignation

**CONSENT TO ACT AS DIRECTOR**

**WILLOWIND PTY LTD**

I, Christina Willoughby, consent to act as a Director of Willowind Pty Ltd. My personal details are as follows:

**Name:** Christina Willoughby

**Address:** 4 Valley Rd Lindfield NSW 2070

**Date of Birth:** 9 April 1949

**Place of Birth:** BARI JAPAN

DATED: 29 October 2020

.....  
**Christina Willoughby**

**CONSENT TO ACT AS DIRECTOR**

**WILLOWIND PTY LTD**

I, Thomas Willoughby, consent to act as a Director of Willowind Pty Ltd. My personal details are as follows:

**Name:** Thomas Willoughby  
**Address:** 4 Valley Rd Lindfield NSW 2070  
**Date of Birth:** 14 October 1940  
**Place of Birth:** CLAREMORE UNITED STATES

DATED: 29 October 2020

.....  
**Thomas Willoughby**

## REGISTER OF SECRETARIES

**WILLOWIND PTY LTD**  
**ACN 645 522 461**

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Secretary Name and Address:	Date of Birth	Date of Appointment	Date of Resignation
Christina Willoughby 4 Valley Rd Lindfield NSW 2070	9 April 1949	29 October 2020	

Secretary Name and Address	Date of Birth	Date of Appointment	Date of Resignation

Secretary Name and Address	Date of Birth	Date of Appointment	Date of Resignation

Secretary Name and Address	Date of Birth	Date of Appointment	Date of Resignation

**REGISTER OF SECRETARIES**

**WILLOWIND PTY LTD  
ACN 645 522 461**

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Secretary Name and Address	Date of Birth	Date of Appointment	Date of Resignation

Secretary Name and Address	Date of Birth	Date of Appointment	Date of Resignation

Secretary Name and Address	Date of Birth	Date of Appointment	Date of Resignation

Secretary Name and Address	Date of Birth	Date of Appointment	Date of Resignation

**CONSENT TO ACT AS SECRETARY**

**WILLOWIND PTY LTD**

I, Christina Willoughby, consent to act as a Secretary of Willowind Pty Ltd. My personal details are as follows:

**Name:** Christina Willoughby

**Address:** 4 Valley Rd Lindfield NSW 2070

**Date of Birth:** 9 April 1949

**Place of Birth:** BARI JAPAN

DATED: 29 October 2020

.....  
**Christina Willoughby**

## REGISTER OF PUBLIC OFFICERS

**WILLOWIND PTY LTD  
ACN 645 522 461**

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Public Officer Name and Address:	Date of Birth	Date of Appointment	Date of Resignation
Christina Willoughby 4 Valley Rd Lindfield NSW 2070	9 April 1949	29 October 2020	

Public Officer Name and Address:	Date of Birth	Date of Appointment	Date of Resignation

Public Officer Name and Address:	Date of Birth	Date of Appointment	Date of Resignation

Public Officer Name and Address:	Date of Birth	Date of Appointment	Date of Resignation



**REGISTER OF PUBLIC OFFICERS**

**WILLOWIND PTY LTD  
ACN 645 522 461**

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Public Officer Name and Address:	Date of Birth	Date of Appointment	Date of Resignation

Public Officer Name and Address:	Date of Birth	Date of Appointment	Date of Resignation

Public Officer Name and Address:	Date of Birth	Date of Appointment	Date of Resignation

Public Officer Name and Address:	Date of Birth	Date of Appointment	Date of Resignation

**CONSENT TO ACT AS PUBLIC OFFICER**

**WILLOWIND PTY LTD**

I, Christina Willoughby, consent to act as a Public Officer of Willowind Pty Ltd. My personal details are as follows:

**Name:** Christina Willoughby

**Address:** 4 Valley Rd Lindfield NSW 2070

**Date of Birth:** 9 April 1949

**Place of Birth:** BARI JAPAN

DATED: 29 October 2020

.....  
**Christina Willoughby**

**WILLOWIND PTY LTD  
ACN 645 522 461**

Written Resolution of the sole Shareholder of the Company on 29 October 2020

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**CERTIFICATE OF INCORPORATION:** It was noted that all matters in connection with the incorporation of the Company had been attended to and the Certificate of Incorporation bearing ACN 645 522 461 was noted.

**ADOPTION OF CONSTITUTION:** A copy of the proposed constitution for the Company was noted.

RESOLVED by special resolution to adopt the constitution as the constitution for the Company as from the date of incorporation.

**APPOINTMENT OF OFFICEHOLDERS:** It was noted that the following persons have consented to act, and have been appointed as, officeholders of the Company as from the date of incorporation:

Christina Willoughby	Director
Thomas Willoughby	Director
Christina Willoughby	Secretary

**PUBLIC OFFICER:** RESOLVED that Christina Willoughby of 4 Valley Rd Lindfield NSW 2070 be appointed Public Officer of the Company and that the Commissioner of Taxation be advised of such appointment.

**REGISTERED OFFICE:** RESOLVED that the registered office of the Company be at 4 Valley Rd Lindfield NSW 2070.

**EFFECTIVE ON SIGNING:** The above resolutions will take effect upon signing by the shareholder.

.....  
**Christina Willoughby**

**REGISTER OF SHAREHOLDERS**

**WILLOWIND PTY LTD  
ACN 645 522 461**

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Shareholder Name and Address:	Date Shares First Issued	Date of Cessation
Christina Willoughby 4 Valley Rd Lindfield NSW 2070	29 October 2020	

Shareholder Name and Address:	Date Shares First Issued	Date of Cessation

Shareholder Name and Address:	Date Shares First Issued	Date of Cessation

Shareholder Name and Address:	Date Shares First Issued	Date of Cessation

**REGISTER OF SHAREHOLDERS**

**WILLOWIND PTY LTD  
ACN 645 522 461**

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Shareholder Name and Address:	Date Shares First Issued	Date of Cessation

Shareholder Name and Address:	Date Shares First Issued	Date of Cessation

Shareholder Name and Address:	Date Shares First Issued	Date of Cessation

Shareholder Name and Address:	Date Shares First Issued	Date of Cessation

## REGISTER OF SHAREHOLDINGS

### WILLOWIND PTY LTD ACN 645 522 461

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Shareholder Name: Christina Willoughby  
4 Valley Rd Lindfield NSW 2070

Date of Transaction	Shares Allotted	Shares Transferred	Share Class	Share Serial Numbers	Share Certificate Number	Amount Paid per Share	Total Share Holding
29 October 2020	1		ORD	1 - 1	1	\$1.00	1

Shareholder Name:

Date of Transaction	Shares Allotted	Shares Transferred	Share Class	Share Serial Numbers	Share Certificate Number	Amount Paid per Share	Total Share Holding

Shareholder Name:

Date of Transaction	Shares Allotted	Shares Transferred	Share Class	Share Serial Numbers	Share Certificate Number	Amount Paid per Share	Total Share Holding

## REGISTER OF SHAREHOLDINGS

**WILLOWIND PTY LTD**  
**ACN 645 522 461**

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Shareholder Name:

Date of Transaction	Shares Allotted	Shares Transferred	Share Class	Share Serial Numbers	Share Certificate Number	Amount Paid per Share	Total Share Holding

Shareholder Name:

Date of Transaction	Shares Allotted	Shares Transferred	Share Class	Share Serial Numbers	Share Certificate Number	Amount Paid per Share	Total Share Holding

Shareholder Name:

Date of Transaction	Shares Allotted	Shares Transferred	Share Class	Share Serial Numbers	Share Certificate Number	Amount Paid per Share	Total Share Holding

## APPLICATION FOR INITIAL SHARES

### WILLOWIND PTY LTD

TO THE DIRECTORS

I apply for the allotment of the following number of shares, at the following share price;

<u>Number of Shares</u>	<u>Share Class</u>	<u>Share Price</u>
1	ORD	\$1.00

I tender **\$1.00** in full payment thereof.

My personal details are as follows:

Name	Christina Willoughby
Address	4 Valley Rd Lindfield NSW 2070

This application is unconditional and I authorise you to register me as a holder of the above number of shares and I agree to be bound by the constitution of the Company.

DATED: 29 October 2020

.....  
**Christina Willoughby**



# Share Certificate

WILLOWIND PTY LTD  
ACN 645 522 461

Certificate No. 1

This is to certify that

***Christina Willoughby***

subject to the constitution of the Company, is the registered holder of the following shares in the company;

Total Shares in this Holding	Share Serial Numbers	Class of Shares	Share Price	Amount Paid	Amount Owing
1	1 - 1	ORD	\$1.00	\$1.00	

SHARES ISSUED ON: 29 October 2020

Signed on behalf of the Directors

.....  
Director Name

.....  
Director Signature

.....  
Director/Secretary Name

.....  
Director/Secretary Signature

## REGISTER OF DEBENTURES

WILLOWIND PTY LTD  
ACN 645 522 461

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Date of Transaction	Name and Address of Debenture Holder	Debenture Type	Debentures Acquired	Debentures Redeemed or Transferred	Interest Rate	Total Debentures Held

**REGISTER OF SECURITY INTERESTS**

**WILLOWIND PTY LTD  
ACN 645 522 461**

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Date of Transaction	Name and Address of Secured Party	Liability Secured	Property the subject of Security Interest

## REGISTER OF OPTIONS

**WILLOWIND PTY LTD**  
**ACN 645 522 461**

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Date of Transaction	Name and Address of Option Holder	Shares Over Which Option is Granted	Consideration Given for Option	Period in Which Option is Open

# ALLOTMENT JOURNAL

**WILLOWIND PTY LTD**  
**ACN 645 522 461**

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Applicant Name: Christina Willoughby

Date of Application	Date of Allotment	Shares Allotted	Share serial Numbers	Share Certificate	Share Class	Amount Paid on Share Application	Balance payable	Balance due date
29 October 2020	29 October 2020	1	1 - 1	1	ORD	\$1.00		

Applicant Name:

Date of Application	Date of Allotment	Shares Allotted	Share serial Numbers	Share Certificate	Share Class	Amount Paid on Share Application	Balance payable	Balance due date

Applicant Name:

Date of Application	Date of Allotment	Shares Allotted	Share serial Numbers	Share Certificate	Share Class	Amount Paid on Share Application	Balance payable	Balance due date

Applicant Name:

Date of Application	Date of Allotment	Shares Allotted	Share serial Numbers	Share Certificate	Share Class	Amount Paid on Share Application	Balance payable	Balance due date

# ALLOTMENT JOURNAL

**WILLOWIND PTY LTD  
ACN 645 522 461**

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Applicant Name:

Date of Application	Date of Allotment	Shares Allotted	Share serial Numbers	Share Certificate	Share Class	Amount Paid on Share Application	Balance payable	Balance due date

Applicant Name:

Date of Application	Date of Allotment	Shares Allotted	Share serial Numbers	Share Certificate	Share Class	Amount Paid on Share Application	Balance payable	Balance due date

Applicant Name:

Date of Application	Date of Allotment	Shares Allotted	Share serial Numbers	Share Certificate	Share Class	Amount Paid on Share Application	Balance payable	Balance due date

Applicant Name:

Date of Application	Date of Allotment	Shares Allotted	Share serial Numbers	Share Certificate	Share Class	Amount Paid on Share Application	Balance payable	Balance due date

**SHARE JOURNAL**

**WILLOWIND PTY LTD  
ACN 645 522 461**

Date of Share Issue	Share Certificate Number	Shareholder Name	Shares				Date Shares Surrendered or Forfeited
			Allotted	Transferred	Class	Serial Numbers	
29 October 2020	1	Christina Willoughby	1		ORD	1 - 1	

**SHARE JOURNAL**  
**WILLOWIND PTY LTD**  
**ACN 645 522 461**

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Date of Share Issue	Share Certificate Number	Shareholder Name	Shares				Date Shares Surrendered or Forfeited
			Allotted	Transferred	Class	Serial Numbers	



# TRANSFER JOURNAL

**WILLOWIND PTY LTD  
ACN 645 522 461**

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Transferor:

Transferee:

Date of Transfer	Number of Shares Transferred	Share Serial Numbers	Transferor Share Certificate Number	Transferee Share Certificate Number	Consideration Paid	Date of Minute

Transferor:

Transferee:

Date of Transfer	Number of Shares Transferred	Share Serial Numbers	Transferor Share Certificate Number	Transferee Share Certificate Number	Consideration Paid	Date of Minute

Transferor:

Transferee:

Date of Transfer	Number of Shares Transferred	Share Serial Numbers	Transferor Share Certificate Number	Transferee Share Certificate Number	Consideration Paid	Date of Minute

Transferor:

Transferee:

Date of Transfer	Number of Shares Transferred	Share Serial Numbers	Transferor Share Certificate Number	Transferee Share Certificate Number	Consideration Paid	Date of Minute