**SHAREHOLDER RESOLUTIONS**

|  |
| --- |
| **AMENDMENT OF CONSTITUTION** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

|  |
| --- |
| **WRITTEN SHAREHOLDER RESOLUTIONS – SPECIAL RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as special resolutions.
   2. These resolutions relate to the amendment of the Company's constitution.
2. CONSIDERATION
   1. The copy of the constitution that the Company seeks to adopt (the "**New Constitution**") is attached to these resolutions at **SCHEDULE 1 | DOCUMENTS (New Constitution)**.
   2. All eligible Shareholders have received and considered the New Constitution.
   3. It is the opinion of the unsigned Shareholders that adopting the New Constitution, will be in the long term benefit and interests of the Company and its stakeholders.
3. RESOLUTIONS
   1. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company’s constitution) agree by way of special resolution that:
      1. the New Constitution be adopted as the constitution of the Company.
4. RATIFICATION
   1. The undersigned Shareholders agree that that any and all actions of the Company and/or its directors taken prior to the date of these resolutions in connection with the New Constitution be ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each director is authorised to complete any filings with any authorities, company or person required in relation to these resolutions or the adoption of the New Constitution.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

* To signify your agreement to the Resolution, you must:
  + sign this document where indicated above;
  + return the signed document to the Company; and
  + ensure that this document is received by the Company no later than the notified date to you by the Company.
* If the resolutions are not passed by such date, they will lapse.
* Once given, your agreement to these resolutions may not be revoked.

**SCHEDULE 1 | NEW CONSTITUTION**