

# Application for registration as an Australian company

Use this form to apply to ASIC for registration of a company under the *Corporations Act 2001*.

## Related Forms

**208** - Notification of details of shares allotted other than for cash

**207Z** - Certification of compliance with stamp duty law

**432** - Application to approve registration of a company name without the word "Limited"

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

## Lodgement details

### Who should ASIC contact if there is a query about this form?

Firm/organisation

Contact name/position description

AARON SMELLY DUNN

ASIC registered agent number (if applicable)

Telephone number

Postal address or DX address

333 COLLINS STREET

MELBOURNE, VIC, 3000

## 1 State/territory of registration

I apply for registration of the company under the *Corporations Act 2001* and nominate the State or Territory in which the company will be taken to be registered.

VIC

Give State or Territory

## 2 Details of the company

### Does the company have a proposed company name?

☒

Yes

If yes, the proposed company name is

AARON CO

Name reservation number (if any)

☐

No

The company name on registration will be its Australian Company Number (ACN).

Tick the legal elements that apply

☒

Pty.

☒

Ltd.

☐

Proprietary

☐

Limited

☐

No liability

☐

NL

☐ no legal elements (s150 companies only)

### Section 150 companies

The exception to the requirement for using 'Limited' in the company name granted under s150 applies to public companies that are limited by guarantee only.

A Form 432 must be submitted with this application. Refer to the Guide for further details.

## 2 Continued ... Further details of the company

Is the proposed name identical to a registered business name(s)?

☐

Yes

☒

No

If yes, I declare that I hold, or am registering the company for the holder(s) of, the identical business name(s), the registration details of which are listed below.

ABN

or

For business names registered before 28 May 2012 without an ABN.

Previous business number

Previous state/territory of registration


Type of company

Class of company

Special purpose (if applicable)

☒

proprietary company

☒

limited by shares

☐

unlimited with a share capital

☐

home unit (HUNT)

☐

superannuation trustee (PSTC)

☐

charitable purposes only (PNPC)

☐

public company

☐

limited by shares

☐

limited by guarantee

☐

unlimited with a share capital

☐

no liability

☐

superannuation trustee (ULSS)

☐

charitable purposes only (ULSN)

☐

s150 company (You must also lodge a Form 432—see Guide for details)

### Special purpose company

Refer to Guide for descriptions of special purpose companies.

If this is a special purpose company, tick the box below to make the declaration.

☐

I declare that this company is a special purpose company as defined under Regulation 3 of the Corporations (Review Fees) Regulations 2003.

### Governance of a public company

☐

The company will rely entirely on replaceable rules

☐

The company has a constitution

A public company that is:

- a superannuation trustee, or
  - for charitable purposes only, or
  - a s150 company
- must have a constitution.

**A proposed public company which has adopted a "Constitution" must lodge a copy of the constitution with this application.**

If the proposed company is to be a public company **limited by guarantee**, state the amount of the guarantee that each member agrees to in writing.

The amount of the member's guarantee is \$

(insert amount)

## 2 Continued ... Further details of the company

### Registered office

You cannot use a PO Box address

At the office of, C/- (if applicable)

Office, unit, level

Street number and Street name

333 COLLINS STREET

Suburb/City

MELBOURNE

State/Territory

VIC

Postcode

3000

Does the company occupy the premises?

☒

Yes

☐

No

If no, name of occupier

☐

Occupier's consent (Select box to indicate the statement below is correct)

The occupier of the premises has consented in writing to the use of the specified address as the address of the registered office of the company and has not withdrawn that consent.

### Office hours

For a public company

☐

a. Registered office of a public company is open to the public each business day from at least 10 am to 12 noon and 2 pm to 4 pm.

☐

b. Registered office of a public company is open to the public each business day for at least 3 hours between 9 am and 5 pm.

If b, insert hours open

from

am/pm

close

to

am/pm

Principal place of business in Australia

If same as registered office, write "as above".

Office, unit, level

as above

Street number and Street name

Suburb/City

State/Territory

Postcode

## 3 Identify ultimate holding company

Will the company have an ultimate holding company upon registration?

☐

Yes

If yes, provide the following details of the ultimate holding company

Company name

ACN/ARBN/ABN

Country of incorporation (if not Australia)

☒

No

## 4 Appoint officeholder

A public company must have a minimum of 3 directors (2 resident in Australia) and 1 secretary (resident in Australia).

A proprietary company must have a minimum of 1 director (resident in Australia). The office of secretary is optional, but if appointed one must reside in Australia.

Officeholder(s) appointment date shall be effective from the beginning of the day on which the company becomes registered.

### Office held

☒ Director

☒ Secretary

Family name

DUNN

Given names

AARON SMELLY

Former name

Street number and Street name

333 COLLINS STREET

Suburb/City

MELBOURNE

State/Territory

VIC

Postcode

3000

Country (if not Australia)

Date of birth

1 1 1 1 8 0  
[D] [D] [M] [M] [Y] [Y]

Place of birth (town/city)

RICHMOND

(state/country)

VIC

## 5 Share structure table

Details of shares issued by the company. Please show all details of shares that the company has on issue at the time of this application.

### Standard share codes

Refer to the table for the share class codes for sections 5 and 6.

Share class code	Full title	Share class code	Full title
A	A	PRF	preference
B	B ...etc	CUMP	cumulative preference
EMP	employee's	NCP	non-cumulative preference
FOU	founder's	REDP	redeemable preference
LG	life governor's	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

If you are using the standard share class codes you do not need to provide the full title for the shares, just the share class code.

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

Share class code	Full title if not standard	Total number of shares	Total amount paid on these shares	Total amount unpaid on these shares
ORD	ORDINARY	10	10.00	0

Are any of these shares issued other than for cash?

☐ Yes

If yes, will some or all of the shares be issued under a written contract?

☐ Yes

If yes: **Proprietary companies**

Lodge a Form 207Z certifying that all stamp duties have been paid.

**Public companies**

Lodge a Form 207Z and either a Form 208 or a copy of the contract.

☐ No

If no: **Proprietary companies**

Continue to **Section 6 Details of members.**

**Public companies**

Lodge a Form 208.

☒ No

If no, continue to **Section 6 Details of members.**

## 6 Details of members

Use this section to notify the name and address of each person who consents to become a member.

If shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned.

Please complete a separate section below for each member.

### Member details and shareholding

Indicate whether the member is an individual or a company and provide the:

- name of the individual or company
- address of the individual or company, and
- shareholding.

Address of individual or company

☒ Family name  

DUNN

Given names  

AARON SMELLY

OR

☐ Company name

ACN/ARBN/ ABN

Office, unit, level, or PO Box number

Street number and Street name  

333 COLLINS STREET

Suburb/City  

MELBOURNE

State/Territory  

VIC

Postcode  

3000

Country (if not Australia)

In the following table give:

- the class and number of shares the above member has agreed in writing to take up; and
- the amount the member has agreed in writing to pay for each share, or if the amount is not paid in full on registration, the amount the member has agreed in writing to be unpaid on the share.

**Note:** Beneficially held usually means that the owner of the shares receives direct benefit from the shares. Benefits could include receiving payments in relation to any dividends or having voting rights. You should seek your own legal advice if you are unclear whether the shares are beneficially held.

Share class code	Number of shares taken up	Amount agreed to pay per share	Total \$ paid on these shares	Amount unpaid per share	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)
ORD	10	1.00	10.00	0	0	Y	Y

## Declaration by applicant

I/we apply for registration of a company on the basis of the information in this form and any attachments. I/we have the necessary written consents and agreements referred to in the application concerning the member and officeholders and I/we shall give the consents and agreements to the company after the company becomes registered. The information provided in this application and in any annexures is true and correct at the time of signing.

## Signature of applicant

Provide family and given names OR corporation name (include ACN/ARBN if applicable)

If the applicant is an individual - 1 signature required.

If the applicant is a corporation - a director or secretary to sign.

If the agent for the applicant is a firm – a member/partner of the firm to sign

Name of applicant	
<input type="text" value="AARON SMELLY DUNN"/>	
Capacity of applicant	
<input checked="" type="checkbox"/> Individual	
<input type="checkbox"/> Corporation	
Name of officeholder	
<input type="text"/>	
<input type="checkbox"/> Agent for individual or corporation	
Name of agent	
<input type="text"/>	
Signature of applicant	
<input type="text"/>	
Date signed	
<input type="text" value="1"/> [D]	<input type="text" value="2"/> [D]
<input type="text" value="0"/> [M]	<input type="text" value="1"/> [M]
<input type="text" value="1"/> [Y]	<input type="text" value="5"/> [Y]

## Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 4000, Gippsland Mail Centre VIC 3841

### For help or more information

Telephone 1300 300 630  
Email [info.enquiries@asic.gov.au](mailto:info.enquiries@asic.gov.au)  
Web [www.asic.gov.au](http://www.asic.gov.au)

**\*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD.**  
**A.C.N. 600 116 587**  
**Consent to act as**  
**Director**

Pursuant to sections 201D and 204C of the Corporations act 2001

I, AARON SMELLY DUNN

hereby consent to act as Director of \*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD. upon registration by the Australian Securities and Investments Commission.

In compliance with the requirements of the Corporations Act I provide the following information:

Date of Birth:	11/11/1980
Place of Birth:	RICHMOND, VIC
Full residential address:	333 COLLINS STREET, MELBOURNE, VIC, 3000

Dated: 12/01/2015

.....  
AARON SMELLY DUNN



**\*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD.**  
**A.C.N. 600 116 587**  
**Consent to act as**  
**Secretary**

Pursuant to sections 201D and 204C of the Corporations act 2001

I, AARON SMELLY DUNN

hereby consent to act as Secretary of \*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD. upon registration by the Australian Securities and Investments Commission.

In compliance with the requirements of the Corporations Act I provide the following information:

Date of Birth:	11/11/1980
Place of Birth:	RICHMOND, VIC
Full residential address:	333 COLLINS STREET, MELBOURNE, VIC, 3000

Dated: 12/01/2015

.....  
AARON SMELLY DUNN

**\*\*\* TEST DATABASE \*\*\* AARON CO PTY. LTD.**  
**A.C.N. 600 116 587**  
**Application for shares**

TO: The Directors  
\*\*\* TEST DATABASE \*\*\* AARON CO PTY. LTD.  
333 COLLINS STREET, MELBOURNE, VIC, 3000

I, AARON SMELLY DUNN  
of 333 COLLINS STREET MELBOURNE, VIC, 3000

apply for the following shares:

Number	Class	Amount paid per share	Amount unpaid per share	Beneficially held
10	ORD	\$1.00	\$0	Yes

I/we agree to accept the above shares and to be bound by the constitution of the company and  
authorise my/our name(s) to be placed on the register of members in respect of those shares.

Dated: 12/01/2015

.....  
AARON SMELLY DUNN

.....  
Witness (Please sign and print name)

## MINUTE BOOK

Minutes of the first meeting of directors of  
**\*\*\* TEST DATABASE \*\*\* AARON CO PTY. LTD.**  
**A.C.N. 600 116 587**

**HELD AT:** 333 COLLINS STREET,  
MELBOURNE, VIC, 3000

**PRESENT:** AARON SMELLY DUNN

**CHAIRMAN:** The following person was appointed Chairman of the first meeting of Directors.  
.....

**REGISTRATION OF COMPANY:** The meeting was advised that all matters relating to the registration of the Company had been attended to and that the Company had been registered on this day. The certificate of registration was tabled as evidence the company was duly registered on 12/01/2015.

**DIRECTORS:** There was produced to the meeting a memorandum, signed by the persons specified in the application for the Company's registration who consented to become members of the Company appointing:  
  
AARON SMELLY DUNN  
  
as the first director(s) of the Company, signed consent(s) of director(s) were tabled.

**SECRETARIES:** Resolved that:  
  
AARON SMELLY DUNN  
  
be appointed secretary(s) of the Company, signed consent(s) were tabled.

**REGISTERED OFFICE:** Resolved that the registered office of the company be located at:  
  
333 COLLINS STREET  
MELBOURNE, VIC, 3000

**PRINCIPAL PLACE OF BUSINESS** Resolved that the principal place of business be located at:  
  
333 COLLINS STREET,  
MELBOURNE, VIC, 3000

**REGISTER OF MEMBERS:** Resolved that the names of the persons specified in the application for the Company's registration, who consented to become Members of the Company, be entered in the register of members in respect of the following shares, as described in the share certificates, deemed to have been allotted to them on incorporation. Share certificates were tabled.  
  
AARON SMELLY DUNN Share Certificate No. 1

**NON APPOINTMENT OF AUDITOR** Resolved in accordance with the Corporations Act that the company need not appoint an auditor.

**COMMON SEAL** Resolved that the company not adopt a common seal.

**FURTHER BUSINESS** Further resolved that the financial year end of the company be 30 June and that the first financial year will be for the period ending 30 June 2015

**CLOSURE** There being no further business the meeting was terminated.

Signed as a true and correct record

**DATED: 12/01/2015**

**SIGNED:** (chairman)



# Share Certificate

**\*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD.**

**A.C.N. 600 116 587**

(Incorporated under the Corporations Act 2001 in the State of Victoria)

**Registered Office:**

333 COLLINS STREET, MELBOURNE, VIC, 3000

**Certificate Number 1**

*This is to certify that*

**AARON SMELLY DUNN of  
333 COLLINS STREET, MELBOURNE, VIC, 3000**

*is the registered holder of*

**10 Fully Paid**

**\$1.00 ORDINARY SHARES**

*in the above mentioned company  
being the share(s) having the distinctive serial numbers*

**1 to 10 inclusive**

*Dated: 12/01/2015*

*Executed for and on behalf of \*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD.*

*A.C.N. 600 116 587*

*by authority of the Directors:*

.....  
Signature of Director/Sole Director

.....  
Signature of Director/Secretary

.....  
Name of Director/Sole Director

.....  
Name of Director/Secretary

If the company has only one director, then this share certificate may be signed merely by that sole director - see sections 124(1), 127(1), 127(4), 198E(1) and 204A(1) of the Corporations Act 2001.

If the company has two directors or a director and a secretary, then any two of them may sign this share certificate - sections 127(1)(a) of the Corporations Act 2001.



**A.C.N. 600 116 587**

[illegible]

\*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD.

A.C.N. 600 116 587

REGISTER OF DIRECTORS

Full name	Date of birth	Residential address	Other directorships	Date appointed	Date ceased
AARON SMELLY DUNN	11/11/1980 VIC	333 COLLINS STREET MELBOURNE, VIC, 3000		12/01/2015	

\*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD.

A.C.N. 600 116 587

## REGISTER OF OPTION HOLDERS

Pursuant to section 170 of the Corporations Act 2001

Full name	Residential address	Date of entry	Date of grant	The number and description of the shares or interests over which the options were granted	Length of option or exercise date	Conditions on exercise of options	Consideration for grant of options	Consideration for exercise of options

\* Information regarding the grant of an option must be entered in the options register within 14 days after the grant of the option.

\* The company must keep with the options register a copy of every document that grants an option over unissued shares or interests.

\* The register must be updated whenever options are exercised or expire.

\*\*\* TEST DATABASE \*\*\* AARON CO PTY. LTD.

**A.C.N. 600 116 587**

## REGISTER OF DEBENTURE HOLDERS

Pursuant to section 171 of the Corporations Act 2001

[illegible]



\*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD.

**A.C.N. 600 116 587**

## TABLE OF LODGED ASIC FORMS

[illegible]

## COMMON SEAL REGISTER

[illegible]

**\*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD.**

**A.C.N. 600 116 587**

**Notice of appointment of public officer**

Pursuant to section 252 of the Income Tax Assessment Act, 1936

The Commissioner of Taxation,

Please be advised that in accordance with the provision of section 252 the Income Tax Assessment Act 1936 (as amended),

.....

whose signature appears hereunder, has been duly appointed Public Officer of the above mentioned company whose office is located at:

333 COLLINS STREET  
MELBOURNE, VIC, 3000

and that his/her address for service of notice is:

.....

.....

Dated: .....

.....  
Specimen Signature of Public Officer

.....  
Signature of Director

**\*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD.**  
**A.C.N. 600 116 587**  
**Consent to act as a**  
**Director**

Pursuant to sections 201D and 204C of the Corporations act 2001

I, .....

hereby consent to act as a Director of the company \*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD..

In compliance with the requirements of the Corporations Act I provide the following information:

Former Name: .....  
Date of Birth: .....  
Place of Birth: .....  
Full residential address: .....

Dated:.....

Signed:.....

**\*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD.**  
**A.C.N. 600 116 587**  
**Consent to act as a**  
**Secretary**

Pursuant to sections 201D and 204C of the Corporations act 2001

I, .....

hereby consent to act as a Secretary of the company \*\*\* TEST DATABASE \*\*\*AARON CO PTY. LTD..

In compliance with the requirements of the Corporations Act I provide the following information:

Former Name: .....  
Date of Birth: .....  
Place of Birth: .....  
Full residential address: .....

Dated:.....

Signed:.....

**\*\*\* TEST DATABASE \*\*\* AARON CO PTY. LTD.**  
**A.C.N. 600 116 587**  
**Application for shares**

TO: The Directors  
\*\*\* TEST DATABASE \*\*\* AARON CO PTY. LTD.

I,  
of

apply for the following shares:

Number	Class	Amount paid per share	Amount unpaid per share	Beneficially Held
--------	-------	--------------------------	-------------------------------	----------------------

I/we agree to accept the above shares and to be bound by the constitution of the company and  
authorise my/our name(s) to be placed on the register of members in respect of those shares.

Dated: .....

.....  
Member

.....  
Witness (Please sign and print name)



# Share Certificate

**\*\*\* TEST DATABASE \*\*\* AARON CO PTY. LTD.**

**A.C.N. 600 116 587**

(Incorporated under the Corporations Act 2001 in the State of Victoria)

**Registered Office:**

**Certificate Number .....**

*This is to certify that*

*of*

*is the registered holder of*

Number of shares	Class	Amount paid per share	Amount owing per share

*in the above mentioned company  
being the share(s) having the distinctive serial numbers*

**..... to ..... inclusive**

*Dated: .....*

*Executed for and on behalf of \*\*\* TEST DATABASE \*\*\* AARON CO PTY. LTD.*

*A.C.N. 600 116 587*

*by authority of the Directors:*

.....  
Signature of Director/Sole Director

.....  
Signature of Director/Secretary

.....  
Name of Director/Sole Director

.....  
Name of Director/Secretary

If the company has only one director, then this share certificate may be signed merely by that sole director - see sections 124(1), 127(1), 127(4), 198E(1) and 204A(1) of the Corporations Act 2001.

If the company has two directors or a director and a secretary, then any two of them may sign this share certificate - sections 127(1)(a) of the Corporations Act 2001.



# Replaceable Rules

The following document sets out the provisions of the Corporations Act that apply as replaceable rules ([s141](#)).

Replaceable rules do not apply to sole member/director companies if the member/director is the same person. Please see [s198E](#), [201F](#), [202C](#) of the [Corporations Act](#), for special provisions that apply to these companies.

Readers should note that the Corporations Act outlining these rules may be altered and companies should always refer to a current version of the [Corporations Act](#) for a definitive reference to the replaceable rules at any given time.

This document was last updated 21/9/2010.

New revisions will be made available as the law changes at [eCompanies](#).



# Table of Contents

<b>Officers and employees.....</b>	<b>3</b>
1. Voting and completion of transactions – directors of proprietary companies (s194).....	3
2. Powers of directors (s198A).....	3
3. Negotiable instruments (s198B).....	3
4. Managing Director (s198C).....	3
5. Company may appoint a Director (s201G).....	4
6. Directors may appoint other directors (s201H).....	4
7. Appointment of managing directors (s201J).....	4
8. Alternate directors (s201K).....	4
9. Remuneration of directors (s202A).....	4
10. Director may resign by giving written notice to company (s203A).....	5
11. Removal by members - proprietary company (s203C).....	5
12. Termination of appointment of managing director (s203F).....	5
13. Terms and conditions of office for secretaries (s204F).....	5
<b>Inspection of books.....</b>	<b>5</b>
14. Company or directors may allow member to inspect books (s247D).....	5
<b>Directors' meetings.....</b>	<b>6</b>
15. Circulating resolutions of companies with more than 1 director (s248A).....	6
16. Calling directors' meetings (s248C).....	6
17. Chairing directors' meetings (s248E).....	6
18. Quorum at directors' meetings (s248F).....	6
19. Passing of directors' resolutions (s248G).....	6
<b>Meetings of members.....</b>	<b>7</b>
20. Calling of meetings of members by a director (s249C).....	7
21. Notice to joint members (s249J(2)).....	7
22. When notice by post or fax is given (s249J(4)).....	7
22A. When notice under paragraph 249J(3)(cb) is given (s249J(5)).....	7
23. Notice of adjourned meetings (s249M).....	7
24. Quorum (s249T).....	7
25. Chairing meetings of members (s249U).....	8
26. Business at adjourned meetings (s249W(2)).....	8
27. Who can appoint a proxy (s249X).....	8
28. Proxy vote valid even if member dies, revokes appointment etc (s250C(2)).....	8
29. How many votes a member has (s250E).....	9
30. Jointly held shares (s250F).....	9
31. Objection to right to vote (s250G).....	9
32. How voting is carried out (s250J).....	9
33. When and how polls must be taken (s250M).....	10
<b>Shares.....</b>	<b>10</b>
33A. Pre-emption for existing shareholders on issue of shares in a proprietary company (s254D).....	10
33B. Other provisions about paying dividends (s254U).....	10
34. Dividend rights for shares in proprietary companies (s254W(2)).....	10
<b>Transfer of shares.....</b>	<b>11</b>
35. Transmission of shares on death (s1072A).....	11
36. Transmission of shares on bankruptcy (s1072B).....	11
37. Transmission of shares on mental incapacity (s1072D).....	12
38. Registration of transfers (s1072F).....	12
39. Additional general discretion for directors of proprietary companies to refuse to register transfers (s1072G).....	12

# Officers and employees

## 1. Voting and completion of transactions – directors of proprietary companies ([s194](#))

If a director of a proprietary company has a material personal interest in a matter that relates to the affairs of the company and:

(a) under section [191](#) the director discloses the nature and extent of the interest and its relation to the affairs of the company at a meeting of the directors; or

(b) the interest is one that does not need to be disclosed under section [191](#);

then:

(c) the director may vote on matters that relate to the interest; and

(d) any transactions that relate to the interest may proceed; and

(e) the director may retain benefits under the transaction even though the director has the interest; and

(f) the company cannot avoid the transaction merely because of the existence of the interest.

If disclosure is required under section [191](#), paragraphs (e) and (f) apply only if the disclosure is made before the transaction is entered into.

**Note:** A director may need to give notice to the other directors if the director has a material personal interest in a matter relating to the affairs of the company (see section [191](#)).

## 2. Powers of directors ([s198A](#))

(1) The business of a company is to be managed by or under the direction of the directors.

**Note:** See section [198E](#) for special rules about the powers of directors who are the single director/shareholder of proprietary companies.

(2) The directors may exercise all the powers of the company except any powers that this Act or the company's constitution (if any) requires the company to exercise in general meeting.

**Note:** For example, the directors may issue shares, borrow money and issue debentures.

## 3. Negotiable instruments ([s198B](#))

(1) Any 2 directors of a company that has 2 or more directors, or the director of a proprietary company that has only 1 director, may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

(2) The directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

## 4. Managing Director ([s198C](#))

(1) The directors of a company may confer on a managing director any of the powers that the directors can exercise.

(2) The directors may revoke or vary a conferral of powers on the managing director.

## 5. Company may appoint a Director ([s201G](#))

A company may appoint a person as a director by resolution passed in general meeting.

## 6. Directors may appoint other directors ([s201H](#))

*Appointment by other directors*

(1) The directors of a company may appoint a person as a director. A person can be appointed as a director in order to make up a quorum for a directors' meeting even if the total number of directors of the company is not enough to make up that quorum.

*Proprietary company--confirmation by meeting within 2 months*

(2) If a person is appointed under this section as a director of a proprietary company, the company must confirm the appointment by resolution within 2 months after the appointment is made. If the appointment is not confirmed, the person ceases to be a director of the company at the end of those 2 months.

*Public company--confirmation by next AGM*

(3) If a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next AGM. If the appointment is not confirmed, the person ceases to be a director of the company at the end of the AGM.

## 7. Appointment of managing directors ([s201J](#))

The directors of a company may appoint 1 or more of themselves to the office of managing director of the company for the period, and on the terms (including as to remuneration), as the directors see fit.

## 8. Alternate directors ([s201K](#))

(1) With the other directors' approval, a director may appoint an alternate to exercise some or all of the director's powers for a specified period.

(2) If the appointing director requests the company to give the alternate notice of directors' meetings, the company must do so.

(3) When an alternate exercises the director's powers, the exercise of the powers is just as effective as if the powers were exercised by the director.

(4) The appointing director may terminate the alternate's appointment at any time.

(5) An appointment or its termination must be in writing. A copy must be given to the company.

**Note:** ASIC must be given notice of the appointment and termination of appointment of an alternate (see subsections [205B\(2\)](#) and [\(5\)](#)).

## 9. Remuneration of directors ([s202A](#))

(1) The directors of a company are to be paid the remuneration that the company determines by resolution.

**Note:** Chapter 2E makes special provision for the payment of remuneration to the directors of public companies.

(2) The company may also pay the directors' travelling and other expenses that they properly incur:

- (a) in attending directors' meetings or any meetings of committees of directors; and
- (b) in attending any general meetings of the company; and
- (c) in connection with the company's business.

#### **10. Director may resign by giving written notice to company ([s203A](#))**

A director of a company may resign as a director of the company by giving a written notice of resignation to the company at its registered office.

#### **11. Removal by members - proprietary company ([s203C](#))**

A proprietary company:

- (a) may by resolution remove a director from office; and
- (b) may by resolution appoint another person as a director instead.

#### **12. Termination of appointment of managing director ([s203F](#))**

- (1) A person ceases to be managing director if they cease to be a director.
- (2) The directors may revoke or vary an appointment of a managing director.

#### **13. Terms and conditions of office for secretaries ([s204F](#))**

A secretary holds office on the terms and conditions (including as to remuneration) that the directors determine.

### **Inspection of books**

#### **14. Company or directors may allow member to inspect books ([s247D](#))**

The directors of a company, or the company by a resolution passed at a general meeting, may authorise a member to inspect books of the company.

## Directors' meetings

### 15. Circulating resolutions of companies with more than 1 director ([s248A](#))

#### *Resolutions*

(1) The directors of a company may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

#### *Copies*

(2) Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.

#### *When the resolution is passed*

(3) The resolution is passed when the last director signs.

**Note:** Passage of a resolution under this section must be recorded in the company's minute books (see section 251A).

### 16. Calling directors' meetings ([s248C](#))

A directors' meeting may be called by a director giving reasonable notice individually to every other director.

**Note:** A director who has appointed an alternate director may ask for the notice to be sent to the alternate director (see [subsection 201K\(2\)](#)).

### 17. Chairing directors' meetings ([s248E](#))

(1) The directors may elect a director to chair their meetings. The directors may determine the period for which the director is to be the chair.

(2) The directors must elect a director present to chair a meeting, or part of it, if:

- (a) a director has not already been elected to chair the meeting; or
- (b) a previously elected chair is not available or declines to act, for the meeting or the part of the meeting.

### 18. Quorum at directors' meetings ([s248F](#))

Unless the directors determine otherwise, the quorum for a directors' meeting is 2 directors and the quorum must be present at all times during the meeting.

**Note 1:** For special quorum rules for public companies, see section [195](#).

**Note 2:** For resolutions of 1 director proprietary companies without meetings, see section [248B](#).

### 19. Passing of directors' resolutions ([s248G](#))

(1) A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.

(2) The chair has a casting vote if necessary in addition to any vote they have in their capacity as a director.

**Note:** The chair may be precluded from voting, for example, by a conflict of interest.

## Meetings of members

### 20. Calling of meetings of members by a director ([s249C](#))

A director may call a meeting of the company's members.

### 21. Notice to joint members ([s249J\(2\)](#))

Notice to joint members must be given to the joint member named first in the register of members.

### 22. When notice by post or fax is given ([s249J\(4\)](#))

A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

### 22A. When notice under paragraph 249J(3)(cb) is given ([s249J\(5\)](#))

A notice of meeting given to a member under paragraph (3)(cb) is taken to be given on the business day after the day on which the member is notified that the notice of meeting is available.

### 23. Notice of adjourned meetings ([s249M](#))

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

### 24. Quorum ([s249T](#))

(1) The quorum for a meeting of a company's members is 2 members and the quorum must be present at all times during the meeting.

Note: For single member companies, see section [249B](#).

(2) In determining whether a quorum is present, count individuals attending as proxies or body corporate representatives. However, if a member has appointed more than 1 proxy or representative, count only 1 of them. If an individual is attending both as a member and as a proxy or body corporate representative, count them only once.

**Note 1:** For rights to appoint proxies, see section [249X](#).

**Note 2:** For body corporate representatives, see section [250D](#).

(3) A meeting of the company's members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date, time and place the directors specify. If the directors do not specify 1 or more of those things, the meeting is adjourned to:

- (a) if the date is not specified--the same day in the next week; and
- (b) if the time is not specified--the same time; and
- (c) if the place is not specified--the same place.

(4) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

## 25. Chairing meetings of members ([s249U](#))

- (1) The directors may elect an individual to chair meetings of the company's members.
- (2) The directors at a meeting of the company's members must elect an individual present to chair the meeting (or part of it) if an individual has not already been elected by the directors to chair it or, having been elected, is not available to chair it, or declines to act, for the meeting (or part of the meeting).
- (3) The members at a meeting of the company's members must elect a member present to chair the meeting (or part of it) if:
  - (a) a chair has not previously been elected by the directors to chair the meeting; or
  - (b) a previously elected chair is not available, or declines to act, for the meeting (or part of the meeting).
- (4) The chair must adjourn a meeting of the company's members if the members present with a majority of votes at the meeting agree or direct that the chair must do so.

## 26. Business at adjourned meetings ([s249W\(2\)](#))

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

## 27. Who can appoint a proxy ([s249X](#))

- (1) A member of a company who is entitled to attend and cast a vote at a meeting of the company's members may appoint a person as the member's proxy to attend and vote for the member at the meeting.
- (1A) The person appointed as the member's proxy may be an individual or a body corporate.  
**Note:** A body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the member's proxy, see section [250D](#).
- (2) The appointment may specify the proportion or number of votes that the proxy may exercise.
- (3) Each member may appoint a proxy. If the member is entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- (4) Disregard any fractions of votes resulting from the application of subsection (2) or (3).

## 28. Proxy vote valid even if member dies, revokes appointment etc ([s250C\(2\)](#))

Unless the company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

- (a) the appointing member dies; or
- (b) the member is mentally incapacitated; or
- (c) the member revokes the proxy's appointment; or
- (d) the member revokes the authority under which the proxy was appointed by a third party; or
- (e) the member transfers the share in respect of which the proxy was given.

**Note:** A proxy's authority to vote is suspended while the member is present at the meeting (see subsection [249Y\(3\)](#)).

## 29. How many votes a member has ([s250E](#))

*Company with share capital*

(1) Subject to any rights or restrictions attached to any class of shares, at a meeting of members of a company with a share capital:

- (a) on a show of hands, each member has 1 vote; and
- (b) on a poll, each member has 1 vote for each share they hold.

**Note:** Unless otherwise specified in the appointment, a body corporate representative has all the powers that a body corporate has as a member (including the power to vote on a show of hands).

*Company without share capital*

(2) Each member of a company that does not have a share capital has 1 vote, both on a show of hands and a poll.

*Chair's casting vote*

(3) The chair has a casting vote, and also, if they are a member, any vote they have in their capacity as a member.

**Note 1:** The chair may be precluded from voting, for example, by a conflict of interest.

**Note 2:** For rights to appoint proxies, see section 249X.

## 30. Jointly held shares ([s250F](#))

If a share is held jointly and more than 1 member votes in respect of that share, only the vote of the member whose name appears first in the register of members counts.

## 31. Objection to right to vote ([s250G](#))

A challenge to a right to vote at a meeting of a company's members:

- (a) may only be made at the meeting; and
- (b) must be determined by the chair, whose decision is final.

## 32. How voting is carried out ([s250J](#))

(1) A resolution put to the vote at a meeting of a company's members must be decided on a show of hands unless a poll is demanded.

(1A) Before a vote is taken the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

(2) On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

**Note:** Even though the chair's declaration is conclusive of the voting results, the members present may demand a poll (see paragraph [250L\(3\)\(c\)](#)).



### **33. When and how polls must be taken ([s250M](#))**

- (1) A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.
- (2) A poll on the election of a chair or on the question of an adjournment must be taken immediately.

## **Shares**

### **33A. Pre-emption for existing shareholders on issue of shares in a proprietary company ([s254D](#))**

- (1) Before issuing shares of a particular class, the directors of a proprietary company must offer them to the existing holders of shares of that class. As far as practicable, the number of shares offered to each shareholder must be in proportion to the number of shares of that class that they already hold.
- (2) To make the offer, the directors must give the shareholders a statement setting out the terms of the offer, including:
  - (a) the number of shares offered; and
  - (b) the period for which it will remain open.
- (3) The directors may issue any shares not taken up under the offer under subsection (1) as they see fit.
- (4) The company may by resolution passed at a general meeting authorise the directors to make a particular issue of shares without complying with subsection (1).

### **33B. Other provisions about paying dividends ([s254U](#))**

- (1) The directors may determine that a dividend is payable and fix:
  - (a) the amount; and
  - (b) the time for payment; and
  - (c) the method of payment.

The methods of payment may include the payment of cash, the issue of shares, the grant of options and the transfer of assets.

- (2) Interest is not payable on a dividend.

### **34. Dividend rights for shares in proprietary companies ([s254W\(2\)](#))**

Subject to the terms on which shares in a proprietary company are on issue, the directors may pay dividends as they see fit.

## Transfer of shares

### 35. Transmission of shares on death ([s1072A](#))

*If shares not held jointly*

(1) If a shareholder who does not own shares jointly dies, the company will recognise only the personal representative of the deceased shareholder as being entitled to the deceased shareholder's interest in the shares.

(2) If the personal representative gives the directors the information they reasonably require to establish the representative's entitlement to be registered as holder of the shares:

(a) the personal representative may:

(i) by giving a written and signed notice to the company, elect to be registered as the holder of the shares; or

(ii) by giving a completed transfer form to the company, transfer the shares to another person; and

(b) the personal representative is entitled, whether or not registered as the holder of the shares, to the same rights as the deceased shareholder.

(3) On receiving an election under subparagraph (2)(a)(i), the company must register the personal representative as the holder of the shares.

(4) A transfer under subparagraph (2)(a)(ii) is subject to the same rules (for example, about entitlement to transfer and registration of transfers) as apply to transfers generally.

*If shares held jointly*

(5) If a shareholder who owns shares jointly dies, the company will recognise only the survivor as being entitled to the deceased shareholder's interest in the shares. The estate of the deceased shareholder is not released from any liability in respect of the shares.

### 36. Transmission of shares on bankruptcy ([s1072B](#))

(1) If a person entitled to shares because of the bankruptcy of a shareholder gives the directors the information they reasonably require to establish the person's entitlement to be registered as holder of the shares, the person may:

(a) by giving a written and signed notice to the company, elect to be registered as the holder of the shares; or

(b) by giving a completed transfer form to the company, transfer the shares to another person.

(2) On receiving an election under paragraph (1)(a), the company must register the person as the holder of the shares.

(3) A transfer under paragraph (1)(b) is subject to the same rules (for example, about entitlement to transfer and registration of transfers) as apply to transfers generally.

(4) This section has effect subject to the [Bankruptcy Act 1966](#).

### **37. Transmission of shares on mental incapacity ([s1072D](#))**

(1) If a person entitled to shares because of the mental incapacity of a shareholder gives the directors the information they reasonably require to establish the person's entitlement to be registered as the holder of the shares:

(a) the person may:

(i) by giving a written and signed notice to the company, elect to be registered as the holder of the shares; or

(ii) by giving a completed transfer form to the company, transfer the shares to another person; and

(b) the person is entitled, whether or not registered as the holder of the shares, to the same rights as the shareholder.

(2) On receiving an election under subparagraph (1)(a)(i), the company must register the person as the holder of the shares.

(3) A transfer under subparagraph (1)(a)(ii) is subject to the same rules (for example, about entitlement to transfer and registration of transfers) as apply to transfers generally.

### **38. Registration of transfers ([s1072F](#))**

(1) A person transferring shares remains the holder of the shares until the transfer is registered and the name of the person to whom they are being transferred is entered in the register of members in respect of the shares.

(2) The directors are not required to register a transfer of shares in the company unless:

(a) the transfer and any share certificate have been lodged at the company's registered office; and

(b) any fee payable on registration of the transfer has been paid; and

(c) the directors have been given any further information they reasonably require to establish the right of the person transferring the shares to make the transfer.

(3) The directors may refuse to register a transfer of shares in the company if:

(a) the shares are not fully-paid; or

(b) the company has a lien on the shares.

(4) The directors may suspend registration of transfers of shares in the company at the times and for the periods they determine. The periods of suspension must not exceed 30 days in any one calendar year.

### **39. Additional general discretion for directors of proprietary companies to refuse to register transfers ([s1072G](#))**

The directors of a proprietary company may refuse to register a transfer of shares in the company for any reason.