

# Guide: Application for registration as an Australian company

This guide does not form part of the prescribed form. It is included by ASIC to assist you in completing and lodging the Form 201.

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

## Related Forms

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

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

<b>Signature</b>	<p>This form must be signed by:</p> <ul style="list-style-type: none"> <li>the applicant; or</li> <li>a person who has consented to become a director or secretary or member of the company; or</li> <li>the agent for the applicant, being a person who has authority to sign the form on behalf of the applicant(s).</li> </ul>
<b>Lodgement period</b>	<p>Nil – to be lodged when required.</p>
<b>Lodging fee</b>	<p>A lodgement fee applies to this form.</p> <p>For information on fees refer to <a href="http://www.asic.gov.au/forms">www.asic.gov.au/forms</a>.</p>
<b>Officeholder address</b>	<p>Officeholders' addresses must be their usual current residential address. An alternative address may only be used where we approve an application under s205D of the Corporations Act .</p>
<b>Replaceable rules and constitutions</b>	<p>The Corporations Act contains 'replaceable rules' which apply to all companies—except companies where the sole member is also the sole director—and may be used to govern the internal running of the company. Companies may displace some of the replaceable rules by a constitution and be governed by a combination of replaceable rules for some things and their own constitution for others. Where the proposed company is to be governed by a combination of replaceable rules and a constitution, please tick the box that says 'The company has a constitution'.</p> <p>A company with more than one member/director may adopt a constitution provided all persons who have agreed to become a member of the company agree to the terms and conditions.</p> <p>If a written constitution governs the company, a copy of the constitution must also be lodged. A public company that is:</p> <ul style="list-style-type: none"> <li>a superannuation trustee, or</li> <li>for charitable purposes only,</li> </ul> <p>must have a written constitution.</p>
<b>Company names</b>	<p>A name is available unless it is identical to:</p> <ul style="list-style-type: none"> <li>a name that is currently reserved or registered under the Corporations Act for another body, or</li> <li>a name that is held or registered on the business names register in respect of another individual or body who is not the person applying to have the name, or</li> <li>is unacceptable for registration under the Corporations Regulations 2001.</li> </ul> <p>If it is proposed to register a name which is identical to a registered business name(s), we must be satisfied that the proposed company is entitled to the use of the name under s147. Therefore either the owner, or someone registering the company for the owner of the business name, must be the applicant for registration and the questions regarding the business name(s) shown on the Form 201 must be completed.</p> <p>The information concerning identical business names on the Form 201 may instead be given in a statement attached to the Form 201 (as an annexure) under the heading 'Declaration Regarding Registered Business Name(s)'. Be sure to provide the same information as is required on the Form 201. The statement must be <b>dated and signed</b> by the applicant as being 'true and correct' as follows: <i>'I declare that the information given in this statement is true and correct'</i>.</p>

<b>Special purpose companies</b>	<p>The different types of special purpose companies that can be established on registration are:</p> <p><b>Charitable purposes only</b> A company whose constitution requires it to pursue charitable purposes only and to apply its income in promoting those purposes; and prohibits the company making distributions to its members and paying fees to its directors; and requires its directors to approve all other payments the company makes to them.</p> <p><b>Home unit company</b> A proprietary company:</p> <ul style="list-style-type: none"> <li>• that is the proprietor of land on which a building is erected and divided into separate residential areas and areas for common usage</li> <li>• whose members are entitled to exclusive occupation of one or more of those areas and use of the common areas, and</li> <li>• which operates solely to facilitate the rights of those members in relation to their exclusive occupation of those residential areas and maintenance of the common areas.</li> </ul> <p><b>Superannuation trustee company</b> A company that acts solely as the trustee of a regulated superannuation fund within the meaning of s19 of the <i>Superannuation Industry (Supervision) Act 1993</i> and whose constitution prohibits the distribution of its income or property among its members.</p>
<b>Other types of companies</b>	<p>A no-liability company (NL) must be a public company. The Corporations Act limits the activities of a NL company to mining purposes only and obliges a NL company's constitution to state, amongst other things, that its sole objects are mining purposes only.</p> <p>A company limited by guarantee (LMGT) must be a public company. In order for a LMGT company to qualify as a 'special purpose company' as defined by the Corporations (Review Fees) Regulations 2003, its constitution must contain, amongst other things, provisions which limit its activities to charitable purposes only.</p>
<b>Shares issued other than for cash or under a written contract</b>	<p><b>For public companies</b> If shares will be issued for other than cash, then a Form 208 <i>Notification of details of shares allotted other than for cash</i>, or a copy of the 'contract' must be lodged.</p> <p>If the shares will be issued under written contract, then a Form 207Z <i>Certification of compliance with stamp duty law</i> must also be lodged.</p> <p><b>For proprietary companies</b> If shares will be issued under written contract or issued for other than cash, a Form 207Z <i>Certification of compliance with stamp duty law</i> must be lodged.</p>
<b>How to provide additional information</b>	<p><b>Photocopied Form 201 pages</b> 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.</p> <p><b>Annexures</b> If there is insufficient space in any section of the form, you may alternately submit annexures as part of this lodgement.</p> <p>To make any annexure conform to the regulations, you must</p> <ol style="list-style-type: none"> <li>1. use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides</li> <li>2. show the company name and ACN or ARBN</li> <li>3. number the pages consecutively</li> <li>4. print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied</li> <li>5. mark the annexure with an identifying letter or symbol eg a,b,c or 1,2,3 etc.</li> <li>6. endorse the annexure with the words: This annexure (mark) of (number) pages referred to in form (form number and title)</li> <li>7. sign and date the annexure</li> </ol> <p>The annexure must be signed by the same person(s) who signed the form.</p>
<b>Privacy</b>	<p>The information provided to ASIC in this form may include personal information. Please refer to our privacy policy (<a href="http://www.asic.gov.au/privacy">www.asic.gov.au/privacy</a>) for more information about how we handle your personal information, your rights to seek access to and correct personal information, and to complain about breaches of your privacy.</p>
<b>Lodgement</b>	<div> <div> <p>Send completed and signed forms to:</p> <p>Australian Securities and Investments Commission, PO Box 4000, Gippsland Mail Centre VIC 3841</p> </div> <div> <p><b>For more information</b></p> <p>Web <a href="http://www.asic.gov.au">www.asic.gov.au</a></p> <p>Need help? <a href="http://www.asic.gov.au/question">www.asic.gov.au/question</a></p> <p>Telephone 1300 300 630</p> </div> </div>