

New Proprietary Company Instruction Sheet cont.  
**PLEASE COMPLETE ALL DETAILS IN LEGIBLE HANDWRITING AND PROVIDE FULL LEGAL NAMES**

**Company Details - proposed company names**

1st Choice: .....

2nd Choice: .....

3rd Choice: .....

Please Note: If the first & second choice is unavailable, the 3<sup>rd</sup> choice will automatically be used.

State of Incorporation: .....

Is the company name identical to an existing Business name that you are authorised to use? Yes  No

Registered Business Name: ..... (if identical to company name) State of Registration: ..... Registration Number: .....

*Please note: By completing the above section regarding the registered business name, you declare that you are either the registered owner(s) of the name or that you are authorised to make this application to register a company with that business name and also authorise St George Taxcare Pty Ltd and its suppliers to register the company in that name.*

**Registered Office**

Street address (not a PO Box): .....

..... State & Postcode: .....

Does the company occupy these premises? Yes  No

If no – please complete the following: Occupier's Name: .....

Name of individual to sign occupiers consent (if different): .....

**Principal Business Office**

Street address (not a PO Box): .....

..... State & Postcode: .....

**Special Instructions**

Is this Company to act as Trustee of a trust or fund? Yes  No

If yes, name of trust or fund (*these details will be entered on the bank kit*): .....

Is this Company to be a Special Purpose Company? Yes  No  *Please see Page 5*

(Sole purpose as trustee of a Superannuation Fund)

Is this company a subsidiary of another company? Yes  No

If yes, supply name and Australian ACN/Country of Incorporation (as appropriate) of the ultimate holding company here: .....

Other special instructions: .....

.....  
.....

## New Proprietary Company Instruction Sheet

### Officeholders' Information

*\* If there is not enough space, please add further pages as appropriate.*

<p><b>(1)</b> Last Name: .....</p> <p>First &amp; Middle Names: .....</p> <p>Former/Maiden Name: .....</p> <p>Residential Address: .....</p> <p>.....</p> <p>DOB: / / Town/City of Birth: .....</p> <p>State/Country of Birth: .....</p> <p>Number of shares (If applicable): .....</p> <p>Director <input type="checkbox"/> Secretary <input type="checkbox"/> Public Officer <input type="checkbox"/> Shareholder <input type="checkbox"/></p>	<p><b>(2)</b> Last Name: .....</p> <p>First &amp; Middle Names: .....</p> <p>Former/Maiden Name: .....</p> <p>Residential Address: .....</p> <p>.....</p> <p>DOB: / / Town/City of Birth: .....</p> <p>State/Country of Birth: .....</p> <p>Number of shares (If applicable): .....</p> <p>Director <input type="checkbox"/> Secretary <input type="checkbox"/> Public Officer <input type="checkbox"/> Shareholder <input type="checkbox"/></p>
<p><b>(3)</b> Last Name: .....</p> <p>First &amp; Middle Names: .....</p> <p>Former/Maiden Name: .....</p> <p>Residential Address: .....</p> <p>.....</p> <p>DOB: / / Town/City of Birth: .....</p> <p>State/Country of Birth: .....</p> <p>Number of shares (If applicable): .....</p> <p>Director <input type="checkbox"/> Secretary <input type="checkbox"/> Public Officer <input type="checkbox"/> Shareholder <input type="checkbox"/></p>	<p><b>(4)</b> Last Name: .....</p> <p>First &amp; Middle Names: .....</p> <p>Former/Maiden Name: .....</p> <p>Residential Address: .....</p> <p>.....</p> <p>DOB: / / Town/City of Birth: .....</p> <p>State/Country of Birth: .....</p> <p>Number of shares (If applicable): .....</p> <p>Director <input type="checkbox"/> Secretary <input type="checkbox"/> Public Officer <input type="checkbox"/> Shareholder <input type="checkbox"/></p>

**NB: Where a company appoints a sole company director, we recommend that the director also be appointed as the company secretary to ensure that documents can be executed as per S.127 of the Corporations Act.**

#### Director, Secretary and Member consents

<p>I consent to act as a director (and/or secretary, if applicable) of this company and where applicable I apply for the share(s) specified above and agree to be bound by the constitution of the company. I appoint St George Taxcare Pty Ltd and its Company supplier to be my agent for the purpose of the registration.</p>	<p style="text-align: center;"><i>As above - OFFICEHOLDERS please SIGN &amp; DATE below</i></p> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> <p><b>(1)</b> .....</p> <p>.... / .... / .....</p> <p><b>(3)</b> .....</p> <p>.... / .... / .....</p> </td> <td style="width: 50%; vertical-align: top;"> <p><b>(2)</b> .....</p> <p>.... / .... / .....</p> <p><b>(4)</b> .....</p> <p>.... / .... / .....</p> </td> </tr> </table>	<p><b>(1)</b> .....</p> <p>.... / .... / .....</p> <p><b>(3)</b> .....</p> <p>.... / .... / .....</p>	<p><b>(2)</b> .....</p> <p>.... / .... / .....</p> <p><b>(4)</b> .....</p> <p>.... / .... / .....</p>
<p><b>(1)</b> .....</p> <p>.... / .... / .....</p> <p><b>(3)</b> .....</p> <p>.... / .... / .....</p>	<p><b>(2)</b> .....</p> <p>.... / .... / .....</p> <p><b>(4)</b> .....</p> <p>.... / .... / .....</p>		

Should the above consents not be signed by the relevant officeholder/member, by ticking this box, you acknowledge that all relevant consents to act as officeholder and to be a member (and to be bound by the Constitution of the Company) as required by the Corporations Act 2001 have been given and that St George Taxcare Pty Ltd and its Company supplier have been appointed to act as the agent for the purpose of the registration. (please tick)

Are there any additional shareholders? If yes, please tick this box and complete the next page.

<h2 style="margin: 0;">New Proprietary Company Instruction Sheet</h2>
---

**Any Additional shareholders**

*\* If there is not enough space, please add further pages as appropriate.*

(1) Last Name: ..... First & Middle Names:..... Former/Maiden Name:..... ACN or DOB: ..... ATF (if applicable): ..... Street address: ..... ..... Number of shares: .....	(2) Last Name: ..... First & Middle Names:..... Former/Maiden Name:..... ACN or DOB : ..... ATF (if applicable): ..... Street address: ..... ..... Number of shares: .....
--	---

<p><b>Application for shares</b></p> <p>I apply for the share(s) and agree to be bound by the constitution of the company.</p>	<p style="text-align: center;"><u>As above - SHAREHOLDERS please SIGN &amp; DATE below</u></p> <p>(1) ..... (2) .....</p> <p style="text-align: center;">..... / ..... / .....          ..... / ..... / .....</p>
--	---

Should the above consents not be signed, by ticking this box, you acknowledge that all relevant consents to be a member as required by the Corporations Act 2001 have been given.  (please tick)

*Please note: If a company is applying for shares, the directors of that company should have resolved to authorise a director (or some other person) to sign the application for shares.*

**YOUR COMPANY:**

**Hard copy Company** - You will receive a company binder and tabs with all the relevant documents printed and filed throughout the register as appropriate.

**Hard copy Company + USB** - You will receive a company binder and tabs with all the relevant documents printed and filed throughout the register as appropriate and a USB with all the company documents saved onto it.

**Company Seal** - This is a stamp with the company name and ACN printed on it. Please note, a company seal may take up to 3 days for delivery after you receive your company order.

**SHARES** - All shares will be issued as ordinary shares at \$1.00 each (or, if different share classes are specified, those shares will have rights to equivalent to those for ordinary shares), unless you specify otherwise. Precise wording of different share rights is required.

**CONSTITUTION** - The company will be supplied with our constitution, unless you instruct us to adopt the Replaceable Rules set out in the Corporations Act 2001.

**COMPANY NAME** - We will endeavour to register the company with the first name you choose or, if that is not possible, with your second or further choice. Note that, even if ASIC accepts and registers the company with the name you have chosen, St George Taxcare Pty Ltd does not warrant that the name will not infringe a trademark, will not be susceptible to a "passing-off" action or is otherwise unused by another entity, only that the name has been accepted by ASIC for registration in accordance with the Corporations Act 2001. You should seek further legal advice if you are at all in doubt about the usage of the name you have chosen.

Refer to [Guide to companies.pdf](#) for more information about companies generally and our company constitution in particular.

## New Proprietary Company Instruction Sheet

### Division 7A

Loans made by a private company to shareholders or associates can be deemed to be a dividend if they are not made under a written loan agreement.

Included in our constitution is a loan agreement that covers loans made by the company to shareholders (but not associates who are not shareholders). It is not legally possible to include a loan agreement in the company's constitution to cover non-shareholders. For this reason, we have included a separate Division 7A loan agreement for this purpose.

Hence, the constitution allows the company to lend money to the shareholder (but not associates) without having to draft a separate written agreement. However, all other requirements under Division 7A (such as making the minimum repayment) must still be met.

### Consents to Act

As you are aware, the ST GEORGE TAXCARE PTY LTD requires the proposed officer(s) to sign the Consent to Act on the order form as a preference. We also offer the option for you to obtain a Consent to Act authority from your client and simply complete the tick box acknowledging your attainment of the authority.

Registering a company without the consent of its proposed directors is a breach of the Corporations Act, with substantial penalties possible. For this reason we insist that the consents are either provided on the order form or that they have otherwise been obtained by you.

Note that the Corporations Act also requires the proposed shareholders to consent to apply for the shares and to be bound by the constitution of the company.

The company is required to keep a copy of all of the consents (whether the consents in this instruction sheet or otherwise). The company register you receive will also include blank consents in case your clients are not satisfied with the appearance of the original consents (particularly faxed consents).

### Special Purpose Company

Our constitution operates so that, if the company acts solely as trustee for a superannuation fund, it can be a "special purpose company" for ASIC's purposes, which reduces such costs as the annual review fee (although such a company cannot, for example, make distributions of income or capital to members). Please advise if you would like for the company to be a "special purpose company", and we will include with the company register the appropriate forms that will need to be lodged with ASIC. Note that, if the company stops acting solely as a trustee and ceases to be a special purpose company, it can revert to being a "regular" company without requiring any changes to the constitution.

A company can still be the trustee of a superannuation fund if it is not a "special purpose company", but it will pay the full annual review fees.