

MCINNES WILSON LAWYERS PROPRIETARY COMPANY LIMITED BY SHARES

Please read the following before completing the Proprietary Company Limited by Shares Application Form (**Application**).

Please fax completed Applications to Emma Nisbet or Hannah Byrne on (07) 3221 2921.

(A) TERMS AND CONDITIONS

By completing and submitting the Application you confirm as follows:

- (a) that if applicable, the occupier of the registered office consents to being named as the company's registered office by completing and signing the attached consent form;
- (b) that the named director(s) has consented to being named as a director of the company by completing and signing the attached consent form;
- (c) that the named secretary(ies) has consented to being named as a secretary of the company by completing and signing the attached consent form;
- (d) that the named public officer has consented to being named as public officer of the company by completing and signing the attached consent form; and
- (e) that you have satisfied yourself that the proposed company name (and any proposed trading name) does not breach the intellectual property rights of any other person. (Please note that the law gives extensive protection to intellectual property rights and the fact that a company name is available for registration does not mean that it will not breach some other person's intellectual property rights.)

(B) APPLICATION PROCESS

If you are unsure about any of the items to complete the Application, or during the process of completing the Application you have any questions please contact Emma Nisbet, Solicitor, at enisbet@mcw.com.au or (07) 3014 6545 or Hannah Byrne, Solicitor, at hbyrne@mcw.com.au or (07)3014 6532.

(C) SPECIFIC SHARE CLASSES

If the original members want to own a specific class of shares (e.g. "Class X" etc.) it may be necessary to document the precise terms of the issue of those shares. The constitution does not provide for "pro-forma terms" for any particular share class, as they vary from company to company. Please contact us if you require specific share classes.

(D) PRE-EMPTIVE RIGHTS PROVISION

The original members may also wish to include a pre-emptive rights provision, giving themselves first right to acquire shares on the issue or transfer of shares, or on the death or default of a shareholder. We generally recommend that such provisions are contained in a shareholders agreement or buy-sell deed, rather than in the constitution. Please contact us if you require a shareholders agreement or a buy-sell deed.

PROPRIETARY COMPANY LIMITED BY SHARES APPLICATION FORM

Please fill in the details below. Fields marked * are mandatory and must be filled in prior to submission. Once the form is completed, send the document to us.

Prices (GST exclusive)	
<input type="checkbox"/> Registration of Proprietary Company (delivered by registered post only - including \$400.00 ASIC fee)	\$730.00 including GST
<input type="checkbox"/> Same day urgent registration (Brisbane metropolitan area only) – instructions received by 10:00am	\$840.00 including GST
Note: Payment by credit card will incur a fee of 1.05% (incl GST) for VISA, Mastercard and Bankcard, and 3% (incl GST) for AMEX, on the GST inclusive price specified above.	
Purchaser's Details	
*First Name	_____
*Surname	_____
Name of firm (if applicable)	_____
Email address	_____
*Telephone number	_____
Fax number	_____
*Address (postal or street)	_____

*Delivery Address for register	_____

What state/territory is the company to be registered in?	
<input type="checkbox"/> QLD <input type="checkbox"/> NSW <input type="checkbox"/> ACT <input type="checkbox"/> VIC <input type="checkbox"/> TAS <input type="checkbox"/> SA <input type="checkbox"/> WA <input type="checkbox"/> NT	
Company Name	
*First Choice	_____
Second Choice	_____
Is the name a registered business name?	
<input type="checkbox"/> Yes <input type="checkbox"/> No	
If yes please provide:	
(e) Registered Business Number; and	_____
(f) details of registered owner(s) of the registered business name	_____
Is the company a special purpose company?	
<input type="checkbox"/> Yes <input type="checkbox"/> No	
If yes please indicate:	
<input type="checkbox"/> Home unit (HUNT)	
<input type="checkbox"/> Trustee of a Superannuation Fund (PSTC)	
<input type="checkbox"/> Charitable Purpose Company (PNPC)	_____
Business name/intellectual property	
Please note that even if the proposed company name is available, its usage may still breach the intellectual property rights of some other person including trademarks etc. If you require our assistance in determining whether the use of such name infringes on any other person's intellectual property rights please indicate below. If you indicate "No" or leave this question blank you warrant to us that you do not require assistance in this regard and we give no warranty in relation to the proposed company name.	
Do you want us (through recommended patent and trademark attorneys) to undertake a report on whether the company name will infringe another person's intellectual property rights? <input type="checkbox"/> Yes <input type="checkbox"/> No	
Identify Ultimate Holding Company	
*Will the Company have an Ultimate Holding Company upon registration?	
<input type="checkbox"/> Yes <input type="checkbox"/> No	
If yes, please provide the following details of Ultimate Holding Company:	
Name:	_____
ACN/ARBN/ABN:	_____
Country of Registration (if not Australia)	_____
Directors (only natural persons may be a director; at least 1 director must ordinarily reside in Australia)	
Director 1	
*First Name	_____
*Surname	_____
Former Names (if any)	_____
*Residential Address (ASIC will not accept a "c/-" or "care of" or business address)	Please complete attached consent form
*Date of birth	_____
*Place of birth (City & State)	_____

<p>Director 2</p> <p>*First Name</p> <p>*Surname</p> <p>Former Names (if any)</p> <p>*Residential Address (ASIC will not accept a "c/-" or "care of" or business address)</p> <p>*Date of birth</p> <p>*Place of birth (City & State)</p>	<p>Please complete attached consent form</p>
<p>Director 3</p> <p>*First Name</p> <p>*Surname</p> <p>Former Names (if any)</p> <p>*Residential Address (ASIC will not accept a "c/-" or "care of" or business address)</p> <p>*Date of birth</p> <p>*Place of birth (City & State)</p>	<p>Please complete attached consent form</p>
<p>Director 4</p> <p>*First Name</p> <p>*Surname</p> <p>Former Names (if any)</p> <p>*Residential Address (ASIC will not accept a "c/-" or "care of" or business address)</p> <p>*Date of birth</p> <p>*Place of birth (City & State)</p>	<p>Please complete attached consent form</p>
<p>Secretary and public officer (note: McInnes Wilson Lawyers is willing to provide the services of a company secretary for an annual fee)</p>	
<p>*First name</p> <p>*Surname</p> <p>Former names (if any)</p> <p>*Residential address (ASIC will not accept a "c/-" or "care of" or business address)</p> <p>*Date of Birth</p> <p>*Place of Birth (City & State)</p>	<p>Please complete attached consent form</p>
<p>Shareholders</p>	
<p>Shareholder 1</p> <p>*Full name or entity name/ACN etc _____</p> <p>*Address _____</p> <p>*Number of shares _____</p> <p>*Class of shares (eg ordinary) _____</p> <p>*Issue Price per share (eg. \$1.00 per ordinary share) _____</p> <p>Are the shares beneficially held? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Are the shares fully paid? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If No, paid to what amount \$ _____</p>	
<p>Shareholder 2</p> <p>*Full name or entity name/ACN etc _____</p> <p>* Address _____</p> <p>*Number of shares _____</p> <p>*Class of shares (eg ordinary) _____</p> <p>*Issue Price per share (eg. \$1.00 per ordinary share) _____</p> <p>Are the shares beneficially held? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Are the shares fully paid? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If No, paid to what amount \$ _____</p>	
<p>Shareholder 3</p> <p>*Full name or entity name/ACN etc _____</p> <p>*Address _____</p> <p>*Number of shares _____</p> <p>*Class of shares (eg ordinary) _____</p> <p>*Issue Price per share (eg. \$1.00 per ordinary share) _____</p> <p>Are the shares beneficially held? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Are the shares fully paid? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If No, paid to what amount \$ _____</p>	

OCCUPIER'S CONSENT
Section 100 of the *Corporations Act 2001* (Cth)

To: The Director(s)
..... Pty Ltd

I, authorised representative of, being the
occupier of the premises located at:

.....
.....
.....

consent to the use of this address as the registered office
of..... Pty Ltd

Date:

Signature

Name (BLOCK LETTERS)

..... PTY LTD

ACN

CONSENT TO ACT AS DIRECTOR
Sections 201D and 205B of the *Corporations Act 2001* (Cth)

To: Pty Ltd

1. I consent to act as a director of the company.
2. In accordance with section 205B of the *Corporations Act 2001* (Cth) I give notice of the following personal details:

First Name:

Surname:

Former Given and
Family Names (if any):

Residential Address:
(not a c/- or PO Box)

Date of Birth:

Place of Birth (city & State):

Date:

Signature

Name (BLOCK LETTERS)

..... PTY LTD

ACN

CONSENT TO ACT AS COMPANY SECRETARY

To: Pty Ltd

I consent to act as company secretary of the Company, subject to the provisions of the *Corporations Act 2001* (Cth) and the Constitution.

First Name:

Surname:

Former Given and Family Names (if any):

Residential Address:
(not a c/- or PO Box)
.....
.....
.....

Date of Birth:

Place of Birth (city & State):

Date:

Signature

Name (BLOCK LETTERS)

To:Pty Ltd

I consent to act as public officer of the Company, in accordance with section 252 of the *Income Tax Assessment Act 1936* (Cth) and subject to the provisions of the Constitution.

Name:

Address:
.....
.....

Date:

Signature

Name (BLOCK LETTERS)