

**Company Changes Instruction Sheet**

**Acknowledgment**

In placing this order I acknowledge that:

1. It is my responsibility to ensure that the information I am supplying is correct.
2. If new documents have to be prepared as a result of errors in the information a further fee will be payable.
3. NTAA Corporate is not giving legal advice in arranging for the supply of these documents and that if either I or my client requires legal advice in relation to this matter that will be arranged separately.
4. A company seal will not be included unless specifically ordered as seals are not required to execute the documents for this company. Seals are optionally available for \$30 (incl. GST).
5. The documentation for the company will be prepared on the instructions contained in this order form. NTAA Corporate has provided no advice to the parties establishing or the person ordering the company. In particular, NTAA Corporate is not licensed to provide financial product ("FP") advice under the Corporations Act 2001 and you should consider taking advice from the holder of an Australian Financial Services Licence before making a decision on an FP.
6. We will prepare the documents as per your instructions and lodge the relevant form with ASIC accordingly. We cannot guarantee that the form will be accepted by ASIC and further fees may be incurred to complete the change you have requested.

**Person ordering company**

Person ordering: .....

Firm: ..... NTAA Member Number: .....

Delivery address: .....

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

Phone: ..... Fax: .....

Email: ..... **Please Sign:** .....

*I hereby acknowledge to the above terms and conditions as set out by NTAA Corporate. Please tick*

**Payment details**

Please tick the following products you require (see page 5 for explanations) and provide your credit card details for payment:

- New Constitution \$160   
(recommended if company becoming a sole director company)
- Register Changes \$160   
Appointments / Resignations / Share Transfers / Address changes  
(Notify ASIC of transfer of shares between shareholders)
- Corporate Company Binder (including tabs) \$22
- Company Seal \$45
- Company Extract \$25


Mastercard  Visa  Bankcard  AMEX


Unfortunately Diners payment options are not available on this product


Name on Card: .....

Credit Card No: .....

Expiry Date: ..... Signature .....

 Fax credit card details to NTAA Corporate on 1300 361 816

 Post to NTAA Corporate, PO Box 7626, Melbourne, VIC 8004

 If you have any other queries, please call 03 9209 9799 or free call 1800 700 666

## Company Changes Instruction Sheet *cont.*

PLEASE COMPLETE ALL DETAILS THROUGHOUT THIS ORDER FORM IN LEGIBLE HANDWRITING AND  
PROVIDE FULL LEGAL NAMES

### Company Details

Company Name: \_\_\_\_\_ ACN: \_\_\_\_\_

### Registered Office

Street address (not a PO Box): \_\_\_\_\_  
\_\_\_\_\_ State & Postcode: \_\_\_\_\_

### Principal Business Office

Street address (not a PO Box): \_\_\_\_\_  
\_\_\_\_\_ State & Postcode: \_\_\_\_\_

### Special Instructions

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

Other special instructions: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Details of any share transfers between shareholders: : \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Please complete all details in legible handwriting and provide full legal names. Alternatively, you may send us a copy of the last annual return (if it is up-to-date) or a current company search along with any changes you require.

Please note that you will be provided with (if necessary) an updated constitution, all relevant resolutions and a Form 484 to be returned to us for lodgement with ASIC.

ASIC will be notified of these changes, but please ensure that the company attends to all related matters and that the relevant documents are updated and filed in the company register.

## Company Changes Instruction Sheet *cont.*

### 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 style="text-align: center;">Appoint <input type="checkbox"/> Resign <input type="checkbox"/> Remain <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 style="text-align: center;">Appoint <input type="checkbox"/> Resign <input type="checkbox"/> Remain <input type="checkbox"/></p>
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<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 style="text-align: center;">Appoint <input type="checkbox"/> Resign <input type="checkbox"/> Remain <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> <p style="text-align: center;">Appoint <input type="checkbox"/> Resign <input type="checkbox"/> Remain <input type="checkbox"/></p>
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### Director, Secretary and Member consents

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 NTAA Corporate and its Company supplier to be my agent for the purpose of the registration.

As above - OFFICEHOLDERS please SIGN & DATE below

<p><b>(1)</b> _____</p> <p>_____ / _____ / _____</p>	<p><b>(2)</b> _____</p> <p>_____ / _____ / _____</p>
<p><b>(3)</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 NTAA Corporate 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.**

## Company Changes Instruction Sheet *cont.*

### Additional shareholders or transfer of shares

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

<b>(1)</b> Last Name: _____ First & Middle Names: _____ Former/Maiden Name: _____ ACN (if applicable): _____ ATF (if applicable): _____ Street address: _____ _____ Number of shares: _____	<b>(2)</b> Last Name: _____ First & Middle Names: _____ Former/Maiden Name: _____ ACN (if applicable): _____ ATF (if applicable): _____ Street address: _____ _____ Number of shares: _____
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<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><b>(1)</b> _____ <b>(2)</b> _____</p> <p style="text-align: center;">_____/_____/_____/_____/_____/_____</p>
<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. <input type="checkbox"/> (please tick)</p>	

**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.

**Electronic Company** - You will receive a CD with all the company documents burnt onto it and a small number of printed documents that require signing by the officeholder/s and member/s.

**Hard copy Company + CD** - You will receive a company binder and tabs with all the relevant documents printed and filed throughout the register as appropriate and a CD with all the company documents burnt 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** - Unless you specify otherwise all shares will be issued as ordinary shares at \$1.00 each.

**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 Changes Instruction Sheet *cont.***

### **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 NTAA 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.

### **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.

### **Repeal or Amendment of Constitution**

Most companies can repeal or amend their constitution by special resolution. However, some companies may have additional requirements (eg the consent of a governing director). This is rare, but, if it is the case with this company, you will need to notify us of the requirement and send us a copy of the constitution before we can carry out the requested changes. All orders will be processed on the assumption that a special resolution alone will be sufficient unless we are otherwise instructed.