Questionnaire: Proprietary Company

Ensure that all information is typed or legibly handwritten, if you need to add additional directors/secretaries or members, simply copy the relevant box and insert for any additional parties

| **QUESTION** | **ANSWER** |
| --- | --- |
| **Name of Company**  Shelf company allocated, or preferred name of company (whether shelf or new company): |  |
| Note: If a shelf company is used, please advise if you want to change the name and set out the new name.  If there is an existing company or business name with a similar name, full details are required. | |
| **State/Territory of registration**  Nominate State/Territory of registration: |  |
| Note: A transfer of shares in some States attracts stamp duty. | |
| **Activities / business of the company** |  |
| Note: If the proposed activities of the company are to act as trustee of a self-managed superannuation fund, the constitution must contain a statement to satisfy the sole purpose test and restrict payment of fees and dividends in order to qualify for reduced annual review fees under the *Corporations Act* 2001. | |
| **Takeover date**  (applies only for shelf companies) |  |
| Note: If the company is to act as trustee of a trust, which has a predetermined date, the company must be established on or before the date it accepts office as trustee. | |
| **Organisation's website and email (if any)** |  |

|  |  |
| --- | --- |
| **Directors**  The following details are required for each person to be appointed a director of the company:  There **must be a minimum of one (1) person** appointed who is a natural person of at least 18 years of age and is ordinarily resident in Australia. If the company is to act as trustee of a self-managed superannuation fund, the directors must (except in limited circumstances) be the same as the members under the superannuation fund (and vice versa). | |
| **Director 1** | |
| Full name |  |
| Residential address |  |
| Place & date of birth |  |

| **Director 2** | |
| --- | --- |
| Full name |  |
| Residential address |  |
| Place & date of birth |  |

| **Director 3** | |
| --- | --- |
| Full name |  |
| Residential address |  |
| Place & date of birth |  |

| **Director 4** | |
| --- | --- |
| Full name |  |
| Residential address |  |
| Place & date of birth |  |

|  |  |
| --- | --- |
| **Secretaries**  The following details are required for each person to be appointed a secretary of the company:  Note: It is no longer necessary to appoint a secretary [Amended 13 March 2000] but given that the obligations imposed on a secretary under the Corporations Act 2001 are shifted to each director, **it is recommended** that at least one person, who is at least 18 years of age and ordinarily resident in Australia, be appointed as secretary.  For a multiple director company, we strongly recommend that a secretary is appointed. In the event that a secretary has not been appointed, where there are two or more directors appointed, external (third) parties cannot rely on the third party assumptions provided under *Corporations Act* 2001. | |
| **Secretary 1** | |
| Full name |  |
| Residential address |  |
| Place & date of birth |  |

| **Secretary 2** | |
| --- | --- |
| Full name |  |
| Residential address |  |
| Place & date of birth |  |

|  |  |
| --- | --- |
| **Public officer**  The following details are required for the person to be appointed the public officer of the company:  A public officer must be appointed for taxation purposes **within 3 months** of the company first commencing to derive income in Australia. The public officer would, in most cases, be a secretary of the company and must be a natural person of at least 18 years of age and is ordinarily resident in Australia. | |
| **Public officer 1** | |
| Full name |  |
| Residential address |  |
| Place & date of birth |  |

|  |  |
| --- | --- |
| **Public officer 2** | |
| Full name |  |
| Residential address |  |
| Place & date of birth |  |

|  |  |
| --- | --- |
| **Registered office**  Full details are required of the proposed registered office of the company in Australia, including floor numbers, room numbers etc. If the registered office is to be at the office of another party, advise the name of that party so we can obtain the relevant consent. | |
| Floor & room number |  |
| Street address |  |
| Suburb, state & postcode |  |
| Name of occupier of office (owner or lessee) |  |

|  |  |
| --- | --- |
| **Principal place of business**  Full details are required of the proposed principal place of business of the company in Australia, including floor numbers, room numbers etc. If the principal place of business is the same as the registered office, please write ‘**as above**’. | |
| Floor & room number |  |
| Street address |  |
| Suburb, state & postcode |  |

|  |  |
| --- | --- |
| **Accountants / auditors**  Full name and address of the proposed accountants and/or auditors of the company are required.  A large proprietary company must appoint auditors and the consent of the auditor/auditors must be obtained prior to appointment.  If different accountants and auditors are appointed, provide information for each.  **Note**: If the company is classified as a small proprietary company but is controlled by a foreign company and it is not consolidated in financial statements, which are lodged with ASIC by the foreign company (which would only be required in the foreign company is registered in Australia), the company must, generally, appoint an auditor. | |
| Full name |  |
| Accountant and/or auditor (please specify) |  |
| Address |  |
| Name of contact (if firm) |  |

|  |  |  |  |
| --- | --- | --- | --- |
| **Shareholders**  The following details are required for each person or company who will become a shareholder in the company (a **minimum of one (1) member** is required).  If shares are to be divided into different classes, then full details of rights and restrictions attaching to those shares will be required.  \*Advise if minutes/resolutions are required for the company to acquire the shares. The preparation of these minutes/resolutions will incur additional professional fees. | | | |
| **Shareholder 1** | | | |
| Full name & ACN / ARBN (if a corporation) |  | | |
| Registered office/residential address |  | | |
| Full details of trust / trusts (if any) |  | | |
| Number of shares & class  (if any) |  | Issue price per share | $ |
| Minutes or resolutions required?\* (if a corporation) | Yes  No  - is the Company Sole Director or Multi Director please specify Sole Director / Multi Director (please cross out which is not applicable) | | |
| Name of Director/s present to form a quorum for meetings |  | | |
| If Sole Director please advise if Sole Director is also the Secretary | Yes  No  - if no provide name of Secretary | | |

|  |  |  |  |
| --- | --- | --- | --- |
| **Shareholder 2** | | | |
| Full name & ACN / ARBN (if a corporation) |  | | |
| Registered office/residential address |  | | |
| Full details of trust / trusts (if any) |  | | |
| Number of shares & class  (if any) |  | Issue price per share | $ |
| Minutes or resolutions required?\* (if a corporation) |  | | |
| Name of Director/s present to form a quorum for meetings |  | | |
| If Sole Director please advise if Sole Director is also the Secretary | Yes  No  - if no provide name of Secretary | | |

|  |  |  |  |
| --- | --- | --- | --- |
| **Shareholder 3** | | | |
| Full name & ACN / ARBN (if a corporation) |  | | |
| Registered office/residential address |  | | |
| Full details of trust / trusts (if any) |  | | |
| Number of shares & class  (if any) |  | Issue price per share | $ |
| Minutes or resolutions required?\* (if a corporation) | Yes  No  - is the Company Sole Director or Multi Director please specify Sole Director / Multi Director (please cross out which is not applicable) | | |
| Name of Director/s present to form a quorum for meetings |  | | |
| If Sole Director please advise if Sole Director is also the Secretary | Yes  No  - if no provide name of Secretary | | |

|  |  |
| --- | --- |
| **Ultimate holding company**  As a result of changes to the *Corporations Act* 2001, effective from 1 July 2003, it is necessary to notify ASIC of changes in shareholders, which includes a change in ultimate holding company. The following details are required in respect of the ultimate holding company (if applicable). | |
| Full name & ACN / ARBN |  |
| Registered office |  |
| Country of incorporation  (if not Australia) |  |

**Further information**

For further information, please contact the Corporate Department:

Telephone 61 3 9229 9630

[CorporateDepartment@abl.com.au](mailto:CorporateDepartment@abl.com.au)