



Application for registration as an Australian company

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

Related Forms

- 208 - Notification of details of shares allotted other than for cash
- 207Z - Certification of compliance with stamp duty law
- 432 - Application to approve registration of a company name without the word "Limited"

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

Lodgement details

An image of this form will be available as part of the public register.

Who should ASIC contact if there is a query about this form?

ASIC registered agent number (if applicable)

Firm/organisation

Contact name/position description

Telephone number (during business hours)

Email address (optional)

Postal address

Suburb/City

State/Territory

Postcode

1 State/territory of registration

I apply for registration of the company under the *Corporations Act 2001* and nominate the State or Territory in which the company will be taken to be registered.

Give State or Territory

2 Details of the company

Does the company have a proposed company name?

Yes

If yes, the proposed company name is

Name reservation number (if any)

No

The company name on registration will be its Australian Company Number (ACN).

Tick the legal elements that apply

Pty.

Ltd.

Proprietary

Limited

No liability

NL

no legal elements (s150 companies only—see guide for details.)

2 Continued ... Further details of the company

Is the proposed name identical to a registered business name(s)?

Yes No

If yes, I declare that I own, or am registering the company for the owner(s) of the identical business name(s), the registration details of which are listed below.

Business number	State/Territory of registration

Type of company	Class of company	Special purpose (if applicable)
<input type="checkbox"/> proprietary company	<input type="checkbox"/> limited by shares <input type="checkbox"/> unlimited with a share capital	<input type="checkbox"/> home unit (HUNT) <input type="checkbox"/> superannuation trustee (PSTC) <input type="checkbox"/> charitable purposes only (PNPC)
<input type="checkbox"/> public company	<input type="checkbox"/> limited by shares <input type="checkbox"/> limited by guarantee <input type="checkbox"/> unlimited with a share capital <input type="checkbox"/> no liability	<input type="checkbox"/> superannuation trustee (ULSS) <input type="checkbox"/> charitable purposes only (ULSN) <input type="checkbox"/> s150 company (You must also lodge a Form 432—see Guide for details)

Special purpose company

Refer to Guide for descriptions of special purpose companies.

A public company that is:

- a superannuation trustee, or
- for charitable purposes only, or
- a s150 company

must have a constitution.

If this is a special purpose company, tick the box below to make the declaration.

I declare that this company is a special purpose company as defined under Regulation 3 of the Corporations (Review Fees) Regulations 2003.

Governance of a public company

The company will rely entirely on replaceable rules
 The company has a constitution

A proposed public company which has adopted a "Constitution" must lodge a copy of the constitution with this application.

If the proposed company is to be a public company **limited by guarantee**, state the amount of the guarantee that each member agrees to in writing.

The amount of the member's guarantee is \$ (insert amount)

Registered office

You cannot use a PO Box address

At the office of, C/- (if applicable)

Office, unit, level

Street number and Street name

Suburb/City State/Territory Postcode

2 Continued ... Further details of the company

Does the company occupy the premises?

Yes

No

If no, name of occupier

Occupier's consent (Select box to indicate the statement below is correct)

The occupier of the premises has consented in writing to the use of the specified address as the address of the registered office of the company and has not withdrawn that consent.

Office hours

For a public company

a. Registered office of a public company is open to the public each business day from at least 10 am to 12 noon and 2 pm to 4 pm.

b. Registered office of a public company is open to the public each business day for at least 3 hours between 9 am and 5 pm.

If b, insert hours open from am/pm close to am/pm

Principal place of business

If same as registered office, write "as above".

Office, unit, level

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

3 Appoint officeholder

A public company must have a minimum of 3 directors (2 resident in Australia) and 1 secretary (resident in Australia).

A proprietary company must have a minimum of 1 director (resident in Australia). The office of secretary is optional, but if appointed one must reside in Australia.

Officeholder(s) appointment date shall be effective from the beginning of the day on which the company becomes registered.

Office held

Director

Secretary

Family name

Given names

Former name

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Date of birth

/ /
[D] [D] [M] [M] [Y] [Y]

Place of birth (town/city)

(state/country)

3 Continued ... Appoint another officeholder

A public company must have a minimum of 3 directors (2 resident in Australia) and 1 secretary (resident in Australia).

A proprietary company must have a minimum of 1 director (resident in Australia). The office of secretary is optional, but if appointed one must reside in Australia.

Officeholder(s) appointment date shall be effective from the beginning of the day on which the company becomes registered.

Office held		
<input type="checkbox"/> Director	<input type="checkbox"/> Secretary	
Family name	Given names	
<input type="text"/>		
Former name		
<input type="text"/>		
Street number and Street name		
<input type="text"/>		
Suburb/City	State/Territory	Postcode
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country (if not Australia)		
<input type="text"/>		
Date of birth		
<input type="text"/>	<input type="text"/>	<input type="text"/>
[D]	[D]	[M]
<input type="text"/>	<input type="text"/>	<input type="text"/>
[M]	[Y]	[Y]
Place of birth (town/city)		(state/country)
<input type="text"/>		<input type="text"/>

3 Continued ... Appoint another officeholder

A public company must have a minimum of 3 directors (2 resident in Australia) and 1 secretary (resident in Australia).

A proprietary company must have a minimum of 1 director (resident in Australia). The office of secretary is optional, but if appointed one must reside in Australia.

Officeholder(s) appointment date shall be effective from the beginning of the day on which the company becomes registered.

Office held		
<input type="checkbox"/> Director	<input type="checkbox"/> Secretary	
Family name	Given names	
<input type="text"/>		
Former name		
<input type="text"/>		
Street number and Street name		
<input type="text"/>		
Suburb/City	State/Territory	Postcode
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country (if not Australia)		
<input type="text"/>		
Date of birth		
<input type="text"/>	<input type="text"/>	<input type="text"/>
[D]	[D]	[M]
<input type="text"/>	<input type="text"/>	<input type="text"/>
[M]	[Y]	[Y]
Place of birth (town/city)		(state/country)
<input type="text"/>		<input type="text"/>

4 Identify ultimate holding company

Will the company have an ultimate holding company upon registration?

Yes

If yes, provide the following details of the ultimate holding company

Company name

ACN/ARBN/ABN

Country of incorporation (if not Australia)

No

5 Share structure table

Details of shares issued by the company. Please show all details of shares that the company has on issue at the time of this application.

Standard share codes

Refer to the table for the share class codes for sections 5 and 6.

Share class code	Full title	Share class code	Full title
A	A	PRF	preference
B	B ...etc	CUMP	cumulative preference
EMP	employee's	NCP	non-cumulative preference
FOU	founder's	REDP	redeemable preference
LG	life governor's	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

If you are using the standard share class codes you do not need to provide the full title for the shares, just the share class code.

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

Share class code	Full title if not standard	Total number of shares	Total amount paid on these shares	Total amount unpaid on these shares

Are any of these shares issued other than for cash?

Yes

If yes, will some or all of the shares be issued under a written contract?

Yes

If yes: **Proprietary companies**

Lodge a Form 207Z certifying that all stamp duties have been paid.

Public companies

Lodge a Form 207Z and either a Form 208 or a copy of the contract.

No

If no: **Proprietary companies**

Continue to **Section 6 Details of members.**

Public companies

Lodge a Form 208.

No

If no, continue to **Section 6 Details of members.**

6 Details of members

Use this section to notify the name and address of each person who consents to become a member.

If shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned.

Please complete a separate section below for each member, print additional copies of page 7 if more members are required.

Member details and shareholding

Indicate whether the member is an individual or a company and provide the:

- name of the individual or company
- address of the individual or company, and
- shareholding.

Family name Given names

OR

Company name

ACN/ARBN/ ABN

Address of individual or company

Office, unit, level, or PO Box number

Street number and Street name

Suburb/City State/Territory Postcode

Country (if not Australia)

Complete each column for each share class the above member has agreed, in writing, to take up.

Note: Beneficially held usually means that the owner of the shares is entitled to the direct benefit from the shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Number of shares taken up	Amount agreed to pay per share	Total \$ paid on these shares	Amount unpaid per share	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)

6 Continued ... Details of another member

Family name Given names

OR

Company name

ACN/ARBN/ ABN

Office, unit, level, or PO Box number

Street number and Street name

Suburb/City State/Territory Postcode

Country (if not Australia)

Share class code	Number of shares taken up	Amount agreed to pay per share	Total \$ paid on these shares	Amount unpaid per share	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)

6 Continued ... Details of another member

Family name Given names

OR

Company name

ACN/ARBN/ ABN

Office, unit, level, or PO Box number

Street number and Street name

Suburb/City State/Territory Postcode

Country (if not Australia)

Share class code	Number of shares taken up	Amount agreed to pay per share	Total \$ paid on these shares	Amount unpaid per share	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)

Declaration by applicant

I/we apply for registration of a company on the basis of the information in this form and any attachments. I/we have the necessary written consents and agreements referred to in the application concerning the member and officeholders and I/we shall give the consents and agreements to the company after the company becomes registered. The information provided in this application and in any annexures is true and correct at the time of signing.

Signature of applicant

Provide family and given names OR corporation name (include ACN/ARBN if applicable)

If the applicant is an individual - 1 signature required.
If the applicant is a corporation - a director or secretary to sign.

If the agent for the applicant is a firm – a member/partner of the firm to sign

<input type="checkbox"/>	Payment has been attached						
Name of applicant							
<input type="text"/>							
Capacity of applicant							
<input type="checkbox"/>	Individual						
<input type="checkbox"/>	Corporation						
Name of officeholder							
<input type="text"/>							
<input type="checkbox"/>	Agent for individual or corporation						
Name of agent							
<input type="text"/>							
Signature of applicant							
<input type="text"/>							
Date signed							
<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>
[D	D]	[M	M]	[Y	Y]		

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 4000, Gippsland Mail Centre VIC 3841

For more information

Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

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

432 - Application to approve registration of a company name without the word "Limited"

Signature	<p>This form must be signed by:</p> <ul style="list-style-type: none"> • the applicant; or • a person who has consented to become a director or secretary or member of the company; or • the agent for the applicant, being a person who has authority to sign the form on behalf of the applicant(s).
Lodgement period	<p>Nil – to be lodged when required.</p>
Lodging fee	<p>The law requires that full payment accompany this application.</p> <p>Public or proprietary company having a share capital \$426 Public company limited by guarantee \$351</p> <p>Application fees are subject to periodic change - if in doubt, contact ASIC on 1300 300 630 for the current fee information. A receipt will not be issued unless requested. Generally, a form is not regarded as being lodged until it is received and accepted by ASIC as being in compliance with s1274(8) of the Corporations Act.</p>
Officeholder address	<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>
Replaceable rules and constitutions	<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 special purpose company, or a company being registered under s150 of the Corporations Act must be governed by a written constitution.</p>
Company names	<p>A name is available unless it is identical to:</p> <ul style="list-style-type: none"> • a name that is currently reserved or registered under the Corporations Act for another body, or • a name that is included on the national business names register in respect of another individual or body who is not the person applying to have the name, or • is unacceptable for registration under the Corporations Regulations 2001. <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 dated and signed 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>

Special purpose companies

The different types of special purpose companies that can be established on registration are:

Charitable purposes only

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.

Home unit company

A proprietary company:

- that is the proprietor of land on which a building is erected and divided into separate residential areas and areas for common usage
- whose members are entitled to exclusive occupation of one or more of those areas and use of the common areas, and
- 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.

Superannuation trustee company

A company that acts solely as the trustee of a regulated superannuation fund within the meaning of s19 of the *Superannuation Industry (Supervision) Act 1993* and whose constitution prohibits the distribution of its income or property among its members.

Other types of companies

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.

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.

Only companies limited by guarantee (LMGT) can apply to be s150 companies (no legal elements). When applying for registration as a s150 company, a Form 432 *Application to approve registration of a company name without the word "Limited"* must also be lodged. The application fee of \$351 must accompany the Form 432.

Shares issued other than for cash or under a written contract

For public companies

If shares will be issued for other than cash, then a Form 208 *Notification of details of shares allotted other than for cash*, or a copy of the 'contract' must be lodged.

If the shares will be issued under written contract, then a Form 207Z *Certification of compliance with stamp duty law* must also be lodged.

For proprietary companies

If shares will be issued under written contract or issued for other than cash, a Form 207Z *Certification of compliance with stamp duty law* must be lodged.

How to provide additional information

Photocopied Form 201 pages

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.

Annexures

If there is insufficient space in any section of the form, you may alternately submit annexures as part of this lodgement.

To make any annexure conform to the regulations, you must

1. use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
2. show the company name and ACN or ARBN
3. number the pages consecutively
4. print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
5. mark the annexure with an identifying letter or symbol eg a,b,c or 1,2,3 etc.
6. endorse the annexure with the words:
This annexure (mark) of (number) pages referred to in form (form number and title)
7. sign and date the annexure

The annexure must be signed by the same person(s) who signed the form.

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 4000, Gippsland Mail Centre VIC 3841

For more information

Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630