



# CONVERT COMPANY TO A SINGLE DIRECTOR/MEMBER ORDER FORM

NAME: .....

FIRM: .....

PHONE: .....

E-MAIL: .....

**FREECALL 1800 773 477**

## ABOUT THIS FORM

**PART 1** of this order form relates to the adoption of a new ACIS constitution to entirely replace the existing constitution of the company (formerly the Memorandum and Articles of Association) to allow the company to operate with a minimum of 1 director and 1 shareholder.

**PART 2** relates to the necessary secretarial work regarding: (i) the resignation of an existing officeholder and/or (ii) any share transfers.

## PART 1: ADOPTING A NEW ACIS CONSTITUTION

**CURRENT COMPANY DETAILS:** Please provide the information below OR provide an attachment ensuring FULL details of ALL company officer holders and shareholders are included (ie. most recent ASIC Return).

Company Name \_\_\_\_\_

ACN \_\_\_\_\_

Full Registered Office Address \_\_\_\_\_

## COMPANY OFFICERS AND MEMBERS

**#1** (To be Chairman)

Family Name \_\_\_\_\_ Given Name/s \_\_\_\_\_

Street Address \_\_\_\_\_

Date of Birth \_\_\_\_\_ Place of Birth (Town/State/Country) \_\_\_\_\_

Number of Shares \_\_\_\_\_ Class ORD or \_\_\_\_\_ Paid \$1/share OR: \$ \_\_\_\_\_ \*Beneficially Held?  YES

Position/s Held  DIRECTOR Date Appointed \_\_\_\_\_  SECRETARY Date Appointed \_\_\_\_\_  NO

**#2**

Family Name \_\_\_\_\_ Given Name/s \_\_\_\_\_

Street Address \_\_\_\_\_

Date of Birth \_\_\_\_\_ Place of Birth (Town/State/Country) \_\_\_\_\_

Number of Shares \_\_\_\_\_ Class ORD or \_\_\_\_\_ Paid \$1/share OR: \$ \_\_\_\_\_ \*Beneficially Held?  YES

Position/s Held  DIRECTOR Date Appointed \_\_\_\_\_  SECRETARY Date Appointed \_\_\_\_\_  NO

**#3**

Family Name \_\_\_\_\_ Given Name/s \_\_\_\_\_

Street Address \_\_\_\_\_

Date of Birth \_\_\_\_\_ Place of Birth (Town/State/Country) \_\_\_\_\_

Number of Shares \_\_\_\_\_ Class ORD or \_\_\_\_\_ Paid \$1/share OR: \$ \_\_\_\_\_ \*Beneficially Held?  YES

Position/s Held  DIRECTOR Date Appointed \_\_\_\_\_  SECRETARY Date Appointed \_\_\_\_\_  NO

**#4**

Family Name \_\_\_\_\_ Given Name/s \_\_\_\_\_

Street Address \_\_\_\_\_

Date of Birth \_\_\_\_\_ Place of Birth (Town/State/Country) \_\_\_\_\_

Number of Shares \_\_\_\_\_ Class ORD or \_\_\_\_\_ Paid \$1/share OR: \$ \_\_\_\_\_ \*Beneficially Held?  YES

Position/s Held  DIRECTOR Date Appointed \_\_\_\_\_  SECRETARY Date Appointed \_\_\_\_\_  NO

IS THERE CURRENTLY A PERMANENT GOVERNING DIRECTOR APPOINTED  YES  NO

CONTINUED OVER

## SPECIAL RESOLUTION DETAILS

THE MEMBER/S' SPECIAL RESOLUTION TO REPEAL THE EXISTING CONSTITUTION AND TO ADOPT THE NEW ACIS CONSTITUTION WILL BE PASSED VIA A CIRCULAR RESOLUTION PURSUANT TO THE CORPORATIONS ACT (*whereby the voting members of the company will sign a document containing a statement that they are in favour of the necessary resolution*).

**OR** please select one of the following:

CONVENE AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY WHERE EITHER (please tick):

1.  MEMBERS ARE GIVEN WRITTEN NOTICE: Due notice (at least 21 days) is given and the Special Resolution is passed at the ensuing meeting: OR
2.  NOTICE OF MEETING IS WAIVED: Notice of the meeting is waived pursuant to the Corporations Act, as members present to pass the Special Resolution represent at least 95% of the total exercisable voting rights.

If 1 or 2 above applies, please provide:-

Date of Notice \_\_\_\_\_ Date and Time of Meeting \_\_\_\_\_  
(if applicable)  
Street Address for meeting \_\_\_\_\_  
\_\_\_\_\_

## PART 2: SECRETARIAL WORK

This section should only be completed where ACIS is to attend to the preparation of documentation regarding the resignation of an existing officer and/or the transfer of shares.

### RESIGNING OFFICEHOLDER

Name of resigning officer \_\_\_\_\_

Position/s Held  DIRECTOR  SECRETARY Date of resignation \_\_\_\_\_

### TRANSFER OF SHARE/S

Transferor (seller) \_\_\_\_\_

Street address  
(if not already provided) \_\_\_\_\_

Transferee (buyer) \_\_\_\_\_

Street address  
(if not already provided) \_\_\_\_\_

Number of Shares \_\_\_\_\_ Class of Share/s \_\_\_\_\_ Serial No's from \_\_\_\_\_ to \_\_\_\_\_

Last share certificate no. on issue \_\_\_\_\_ Total consideration \_\_\_\_\_ Date of transfer \_\_\_\_\_

Is the share presently beneficially owned by the Transferor?  YES  NO

If "NO", please provide the full details of the beneficial owner in the space provided below:

Name of beneficial owner \_\_\_\_\_

**NOTE:** It will be important to consider the banking, taxation and stamp duty implications of any share transaction.

**PAYMENT DETAILS:** Please debit the following card details by the amount of \$ \_\_\_\_\_

TYPE OF CARD: Visa  Mastercard  \*Diners Club  \*Amex  \* 3% surcharge applies.

CARD NUMBER: \_\_\_\_\_ EXPIRY DATE: ( / )

NAME ON CARD: \_\_\_\_\_ SIGNATURE: \_\_\_\_\_

Please return this form and any documents requested above to:

FREEFAX 1800 655 556 or Locked Bag 1, Fortitude Valley BC Qld 4006

# THE NEW ACIS CONSTITUTION

## *(FOR PROPRIETARY LIMITED COMPANIES)*

Our standard Constitution for private companies limited by shares was updated on 17 November 2004.

The Constitution has been comprehensively reviewed and rewritten to eliminate older forms of drafting and generally to make the document simpler to read and understand.

As our previous Constitution was a good, functional document, we found it unnecessary to make wholesale changes of substance. We have, however, made a number of formal changes and updated the Constitution to deal with issues that have come to our notice and to make it easier to use.

The main changes are:

1. We have introduced some new shares classes for added flexibility. While the full rights attached to all share classes are set out in the Constitution, the directors remain able to vary the share rights or add to them on the issue of any class of shares. The share classes have the (summarised) rights set out below:

CLASS	FULL TITLE	SUMMARY OF RIGHTS
ORD	Ordinary Shares	vote, dividends, equity
A	A Class Shares	vote, dividends, equity
B	B Class Shares	vote, dividends, equity
C	C Class Shares	no vote, dividends, equity
D	D Class Shares	no vote, dividends, equity
E	E Class Shares	no vote, dividends, equity
F	F Class Redeemable Preference Shares	voting, dividends, no equity, redeemable
G	G Class Redeemable Preference Shares	no vote, pref dividends at prescribed rate, no equity, redeemable
H	H Class Shares	vote, no dividends, equity
I	I Class Shares	no vote, dividends, no equity
J	J Class Shares	no vote, dividends, no equity
K	K Class Shares	no vote, dividends, no equity
L	L Class Shares	vote, no dividends, no equity
M	M Class Shares	no vote, no dividends, equity

2. Directors are now specifically authorised to declare dividends without a general meeting to reflect the reality of dealings within private companies;
3. In response to recent questions raised with us, the directors are now authorised to invite third parties to attend and speak at general meetings (e.g. the company accountants or lawyers may now be invited to a general meeting at a director's request);
4. Execution of cheques and other documents may now be effected by only one director (in companies with more than one) if that director is authorised to do so by a directors' resolution. Accordingly, if 2 directors are not available to sign any document, a single director may still bind the company when authorised;
5. Notices may now be given by email; and
6. New share transfer and proxy forms (which more accurately reflect current practice), have been included in schedules to the Constitution.

### NOTE ON NEED FOR SHAREHOLDERS' AGREEMENT

We have recently experienced a rise in the number of real situations where a Shareholders' Agreement would be desirable. A Shareholders' Agreement, while generally considered necessary in arms length relationships, may be just as beneficial in related party shareholding situations.

If you have any questions regarding the need for such an agreement (or the types of provisions included in them), please contact us when lodging your order.