



SHELF  
COMPANY SERVICES

ACN 608 393 451  
ABN 52 608 393 451

Free Call: 1300 842 223

Ph: 0755741192

www.shelfcompany.com.au

info@shelfcompany.com.au

Office: By Appointment Only



# Adoption of a New Constitution

Firm (If any)	_____	Date	_____
Contact Person	_____	Phone	_____
Email	_____	Ref No.	_____

SHELF COMPANY SERVICES AUSTRALIA PTY LTD provides a document preparation and registration service. SHELF COMPANY SERVICES AUSTRALIA PTY LTD does not provide legal or professional advice. Any person wishing to complete this procedure should obtain advice from a legal practitioner or accountant to ensure the change is suitable for its intended use.

## Section A - Each item must be completed

**Company Name** \_\_\_\_\_  
**ACN** \_\_\_\_\_

- Digital version only - documents sent in PDF format
- Hard copy version - documents printed, bound and delivered
- Default method** - all issued shares are Ordinary class shares (Copy of the existing M&A's not required)

The default method will replace all clauses of the existing constitution with our current standard constitution and the replaceable rules of the Corporations Act 2001. This may result in changes and additions to, or the omission of, existing provisions. For example our standard constitution provides for no casting vote for a Chair of a directors' meeting or shareholders' meeting, pre-emptive rights on transfer of shares and no pre-emptive rights on the issue of shares. Samples of our standard constitution are available on request.

- Optional method** - retain existing share provisions (Copy of the existing M&A's must be attached)

If any partly paid or redeemable preference shares have been issued please advise us. The optional method will replace the existing constitution of the above company by the procedure set out below.

### 1. Share rights

- (a) Share classes. The procedure maintains the existing class structure and wording except that:
  - (i) provisions stating the amount of the company's share capital, and dividing that share capital into shares of a fixed amount and/or number are removed(ii) Prohibits the company making distribution to its shareholders and paying fees to its directors; and
  - (ii) references to par or nominal value, capital paid up and return of capital (including premium) are replaced with the actual dollar amount of the par value and the phrase 'or such other amounts' as at end of the word amount or such other amount as is specified in the terms on which they are issued;
  - (iii) clauses and references for shelf company 'subscriber shares' or equivalent are removed.
- (b) Dividends. If a 'discretionary dividends' clause is included in the existing constitution this procedure includes a clause with our current wording for this purpose. The standard clause relating to dividends on partly paid shares is replaced by our current clause which takes account of the removal of par values. Provisions requiring the declaration of final dividends to be made by the company in general meeting are removed.
- (c) Pre-emptive rights on issue of new shares. If such rights are included in the existing constitution this procedure will include a clause with our current wording for this purpose.
- (d) Pre-emptive rights on transfer of shares. If such rights are included in the existing constitution this procedure will include a clause with our current wording for this purpose.

### 2. Governing director clause

The procedure will remove any governing director clause in the existing constitution.

### 3. Other clauses

The procedure will replace all other clauses of the existing constitution with our current standard constitution and the replaceable rules of the Corporations Act 2001. This may result in changes and additions to, or the omission of, existing provisions. For example our standard constitution provides for no casting vote for a Chair of a directors' meeting or shareholders' meeting. Samples of our standard constitution are available on request.

- Are you changing the company to a trustee of a SMSF

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## Section B - Officers who will be present and all shareholders entitled to vote.

The officers & shareholders shown should be those prior to the date the constitution is to be changed. Surname & given name(s) of individuals name & ACN for companies.

	Director	Shareholder
_____	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>

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## Section C – Meeting (Please provide full address and date)

Location of meeting \_\_\_\_\_

Date of meeting \_\_\_\_\_ Time \_\_\_\_\_

Directors \_\_\_\_\_

Shareholders \_\_\_\_\_

Chairperson \_\_\_\_\_