



Application for registration of a body corporate 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

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

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

Firm/organisation

Contact name/position description

ASIC registered agent number (if applicable)

Telephone number

Postal address or DX address

1 State/territory of registration

I/We apply for registration of the body corporate as an Australian 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 proposed 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

2 Continued ... Further details of the proposed company

Current status

Current name of the body corporate

Foreign company

Country of incorporation/origin

Registrable Australian body

State or territory of incorporation/registration

Is the body registered under the Corporations Act 2001?

Yes

If yes, provide the ARBN, (The ARBN will become the ACN upon registration as a company)

No

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

Yes

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

Business number	State/Territory of registration

No

Type and class of company

Tick one box from each list

Type of company

proprietary company

public company

Class of company

limited by shares

unlimited with a share capital

limited by shares

limited by guarantee

unlimited with a share capital

no liability

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)

2 Continued ... Provide further details of the company

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

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 from at least 3 hours between 9 am and 5 pm.

If b, insert hours open

 from am/pm to am/pm

Principal place of business in Australia

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

Office, unit, level

Street number and Street name

Suburb/City

State/Territory

Postcode

3 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

4 Appoint officeholder

Give details of the person(s) who have consented in writing to become a director/secretary of the company.

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.

The officeholder's residential address is required.

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
<input type="text"/>	<input type="text"/>
Postcode	Country (if not Australia)
<input type="text"/>	<input type="text"/>
Date of birth	
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	
[D] [D] [M] [M] [Y] [Y]	
Place of birth (town/city)	(state/country)
<input type="text"/>	<input type="text"/>

4 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.

The officeholder's residential address is required.

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
<input type="text"/>	<input type="text"/>
Postcode	Country (if not Australia)
<input type="text"/>	<input type="text"/>
Date of birth	
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	
[D] [D] [M] [M] [Y] [Y]	
Place of birth (town/city)	(state/country)
<input type="text"/>	<input type="text"/>

4 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.

The officeholder's residential address is required.

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
<input type="text"/>	<input type="text"/>
Postcode	Country (if not Australia)
<input type="text"/>	<input type="text"/>
Date of birth	
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	
[D] [D]	[M] [M] [Y] [Y]
Place of birth (town/city)	(state/country)
<input type="text"/>	<input type="text"/>

4 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.

The officeholder's residential address is required.

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
<input type="text"/>	<input type="text"/>
Postcode	Country (if not Australia)
<input type="text"/>	<input type="text"/>
Date of birth	
<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/>	
[D] [D]	[M] [M] [Y] [Y]
Place of birth (town/city)	(state/country)
<input type="text"/>	<input type="text"/>

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 issued	Total amount paid on these shares	Total amount unpaid on these shares

For public companies only

If shares will be issued for other than cash, will some or all of the shares be issued under a written contract?

- Yes Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.
- No Public companies must also lodge a Form 208.

6 Details of members

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

- Indicate if the member is within the top 20 in the share class
- 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.

Member details and shareholding

Please indicate the member's name, address and shareholding (if applicable).

<input type="checkbox"/>	Family name	Given names
	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
OR		
<input type="checkbox"/>	Company name	
	<input style="width: 95%;" type="text"/>	
	ACN/ARBN/ ABN	
	<input style="width: 95%;" type="text"/>	
	Office, unit, level, or PO Box number	
	<input style="width: 95%;" type="text"/>	
	Street number and Street name	
	<input style="width: 95%;" type="text"/>	
	Suburb/City	State/Territory
	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Postcode	Country (if not Australia)
	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

In the following table give:

- the class and number of shares the above member has agreed in writing to take up (shares already held in the Body should be included in this total); and
- the amount the member has agreed in writing to pay for each share, or if the amount is not paid in full on registration, the amount the member has agreed in writing to be unpaid on the share

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)	Top 20 member (y/n)

6 Continued ... Details of another member

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

- Indicate if the member is within the top 20 in the share class
- 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.

Member details and shareholding

Please indicate the member's name, address and shareholding (if applicable).

<input type="checkbox"/>	Family name	Given names
	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
OR		
<input type="checkbox"/>	Company name	
	<input style="width: 95%;" type="text"/>	
	ACN/ARBN/ ABN	
	<input style="width: 95%;" type="text"/>	
	Office, unit, level, or PO Box number	
	<input style="width: 95%;" type="text"/>	
	Street number and Street name	
	<input style="width: 95%;" type="text"/>	
	Suburb/City	State/Territory
	<input style="width: 80%;" type="text"/>	<input style="width: 15%;" type="text"/>
	Postcode	Country (if not Australia)
	<input style="width: 15%;" type="text"/>	<input style="width: 75%;" type="text"/>

In the following table give:

- the class and number of shares the above member has agreed in writing to take up; and
- the amount the member has agreed in writing to pay for each share, or if the amount is not paid in full on registration, the amount the member has agreed in writing to be unpaid on the share

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)	Top 20 member (y/n)

6 Continued ... Details of another member

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

- Indicate if the member is within the top 20 in the share class
- 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.

Member details and shareholding

Please indicate the member's name, address and shareholding (if applicable).

<input type="checkbox"/>	Family name	Given names
	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
OR		
<input type="checkbox"/>	Company name	
	<input style="width: 95%;" type="text"/>	
	ACN/ARBN/ ABN	
	<input style="width: 95%;" type="text"/>	
	Office, unit, level, or PO Box number	
	<input style="width: 95%;" type="text"/>	
	Street number and Street name	
	<input style="width: 95%;" type="text"/>	
	Suburb/City	State/Territory
	<input style="width: 80%;" type="text"/>	<input style="width: 15%;" type="text"/>
	Postcode	Country (if not Australia)
	<input style="width: 15%;" type="text"/>	<input style="width: 75%;" type="text"/>

In the following table give:

- the class and number of shares the above member has agreed in writing to take up; and
- the amount the member has agreed in writing to pay for each share, or if the amount is not paid in full on registration, the amount the member has agreed in writing to be unpaid on the share

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)	Top 20 member (y/n)

6 Continued ... Details of another member

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

- Indicate if the member is within the top 20 in the share class
- 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.

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Member details and shareholding

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<input type="checkbox"/>	Family name	Given names
	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
OR		
<input type="checkbox"/>	Company name	
	<input style="width: 95%;" type="text"/>	
	ACN/ARBN/ ABN	
	<input style="width: 95%;" type="text"/>	
	Office, unit, level, or PO Box number	
	<input style="width: 95%;" type="text"/>	
	Street number and Street name	
	<input style="width: 95%;" type="text"/>	
	Suburb/City	State/Territory
	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Postcode	Country (if not Australia)
	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

In the following table give:

- the class and number of shares the above member has agreed in writing to take up; and
- the amount the member has agreed in writing to pay for each share, or if the amount is not paid in full on registration, the amount the member has agreed in writing to be unpaid on the share

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)	Top 20 member (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 a natural person - 1 signature required.

If the applicant is a corporation - at least 1 director or secretary to sign.

Name of applicant

Capacity of applicant

Natural person

Corporation

Name of officeholder

Agent for natural person or corporation

Name of agent

Signature of applicant

Date signed

/ /
[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 of a body corporate 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 202.

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

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>A lodgement fee applies to this form.</p> <p>For information on fees refer to www.asic.gov.au/forms.</p>
Documents to be lodged with this application	<p>1 Satisfactory evidence must be supplied to show:</p> <ol style="list-style-type: none"> a) that the body is not administered externally; b) that no application has been made to a court (in Australia or elsewhere) to wind up the body; and c) that no application to approve a compromise or arrangement between the body and another person has been made to a court (in Australia or elsewhere). <p>If all such documents are lodged with the equivalent of the Commission in the place of origin, evidence should consist of a document certified by that authority. If all such documents are not lodged with that authority, evidence should consist of a written statement by a director or secretary.</p> <p>2 A written statement by a director or secretary is required confirming authorisation of the transfer of incorporation. The statement should indicate:</p> <ol style="list-style-type: none"> a) the proposed transfer from (current place of registration) to an Australian company has been authorised; b) the details of the statutes/enactments which authorise the transfer; c) that a true copy of the relevant statutes/enactments marked with the letter "A" is attached; and d) either, the body has met the requirements of the relevant statutes/enactments or if shareholders' consent is not required, the transfer of the incorporation has been consented to by at least three-quarters of the body's members who voted in person or by proxy at a meeting of which 21 days notice was given specifying the intention to apply for the transfer. <p>3 Each document, including an agreement or consent or resolution regarding the rights attached to shares of the body if registration will be as a public company.</p> <p>4 A certified copy of a current Certificate of the body's incorporation in its place of origin, or a document that has similar effect.</p> <p>The document must be certified as a true copy by the relevant authority which issues the Certificate in the jurisdiction in which the body is incorporated. If the applicant can show, to the satisfaction of the Commission, that the Certificate cannot be obtained from the relevant authority, the Commission may accept a copy which is certified as a true copy by a notary public (for a foreign company) or, if the Commission permits, in a written statement by a director or secretary (Form 911 may be used for this purpose). The certification should be dated no more than 3 months before the copy is lodged with the Commission, unless an extension has been granted. (See Regulation 5B.2.01)</p>

5 A certified copy of the company's Memorandum and Articles of Association or Constitution (if any).

The method of certification is as for the Certificate of Incorporation.

Where a foreign company applying for registration under the Corporations Act 2001 does not have a constitution, ASIC will accept a letter from its equivalent in that company's place of incorporation stating that the company is not governed by, or is not required to have, its own written constitution. Such a similar statement as to the nonexistence of a constitution would also be acceptable from a director or secretary of the foreign company by affidavit, or from a Notary Public. Wherever possible, details of the relevant supporting enactment or statute of the law in the company's place of origin should also be stated.

If the applicant is other than a foreign company, the constitution should be verified by a written statement by a director or secretary (Form 911 may be used for this purpose). (See Regulation 5B.2.02)

6 If any document is not in English, a certified translation of that document into English (s1304). The translation must be certified in writing to be a correct translation.

A translation made outside Australia must be certified as a correct translation into English by one of the following persons in the place where the corporation was formed or incorporated:

- a) a person who has lawful custody of the original document, that is, a person who exercises under law functions similar to those exercised by the Commission;
- b) a notary public or a translator public duly admitted and sworn in accordance with the law.

A translation made inside Australia must be certified as a correct translation into English by a person approved by the Commission such as:

- a) Language teachers or professors at tertiary institutions;
- b) Legal translators with a minimum 12 months experience in certifying translated documents or being an interpreter before the Courts;
- c) A Level III accredited translator by NAATI (National Accreditation Authority for Translators and Interpreters Ltd);
- d) An approved translator from the Department of Immigration and Ethnic Affairs - Language Services Section; or
- e) Any other qualified person of Commonwealth or State Government Department providing accredited translation services.

The above is not meant to allow only the persons listed to certify translation. Approval of some other qualified person to certify a translation can be requested through any Service Centre.

7 General

A public company which is governed by a written constitution must lodge a copy of its constitution.

A public company that is limited by shares or is an unlimited company, if shares will be issued for other than cash, must lodge either a Form 208 - Notification of details of shares allotted other than for cash, or a copy of the 'contract' plus a Form 207Z - Certification of compliance with stamp duty law, if shares will be issued under a written contract.

Additional information

Company names: A name is available unless it is identical to a name that is currently reserved or registered under the Corporations Act 2001 for another body, or is identical to 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 Regulations.

If it is proposed to register a name which is identical to a registered business name(s), ASIC must be satisfied that the proposed company is entitled to the use of the name under s147. To assess entitlement to the use of the name, the questions regarding the business names(s) issue shown on the Form 202 must be completed. Alternatively, that information may be given in a statement attached to the Form 202 (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 202. The statement must be **dated and signed** by the applicant as being 'true and correct' as follows: *'I declare that the information given in this statement is true and correct'*.

Officeholders' addresses must be their usual current residential address. An alternative address may only be used where the Commission approves an application under s205D of the Corporations Act 2001.

The 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. **If this is the case with the proposed company, please tick "yes" to the company having a constitution.**

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.

A no-liability company (NL) must be a public company. The Corporations Act 2001 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 (Fees) Regulations, its **constitution** must contain, amongst other things, provisions which limit its activities to charitable purposes only.

How to provide additional information

Photocopied Form 202 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.

Privacy

The information provided to ASIC in this form may include personal information. Please refer to our privacy policy (www.asic.gov.au/privacy) for information about how we handle your personal information, your rights to seek access to and correct personal information, and to complain about breaches of your privacy.

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