



Application for change of company type

Use this form to apply to ASIC to change a company type.

Related Forms

205–Notification of resolution

207Z–Certification of compliance with stamp duty law

208–Notification of details of shares issued other than for cash

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

Company details

Company name

ACN/ABN

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 Change of type required

Select the section that shows the company type before the change, and then tick the box that shows the type to which it is converting.

Proprietary company limited by shares – convert to

- Unlimited proprietary company (sign the form and complete Attachment 1)
- Unlimited public company (sign the form and complete Attachment 1)
- Public company limited by shares (sign the form)

Unlimited proprietary company – convert to

- Proprietary company limited by shares (sign the form if not a limited company that became unlimited within the last 3 years)
- Public company limited by shares (sign the form if not a limited company that became unlimited within the last 3 years)
- Unlimited public company (sign the form)

Public company limited by shares – convert to

- Unlimited public company (sign the form and complete Attachment 1)
- Unlimited proprietary company (sign the form and complete Attachments 1 and 4)
- Proprietary company limited by shares (sign the form and complete Attachment 4)
- No liability company (sole objects are mining purposes – sign the form and complete Attachment 5)

1 Continued ... Change of type required

Company limited by guarantee – convert to

- Public company limited by shares (sign the form and complete Attachments 2 and 3)
- Unlimited public company (sign the form and complete Attachments 1 and 3)
- Proprietary company limited by shares (sign the form and complete Attachments 2 and 3)
- Unlimited proprietary company (sign the form and complete Attachments 1 and 3)

Unlimited public company – convert to

- Public company limited by shares (sign the form if not a limited company that became unlimited within the last 3 years)
- Proprietary company limited by shares (sign the form if not a limited company that became unlimited within the last 3 years and complete Attachment 4)
- Unlimited proprietary company (sign the form and complete Attachment 4)

Public no liability company – convert to

- Public company limited by shares (sign this form if all the issued shares are fully paid up)
- Proprietary company limited by shares (sign this form if all the issued shares are fully paid up and complete Attachment 4)

Company limited by both shares and guarantee – convert to

- Proprietary company limited by shares (sign the form and complete declaration only at Attachments 2 and 3)
- Public company limited by shares (sign the form and complete declaration only at Attachments 2 and 3)
- Company limited by guarantee (sign the form and complete declaration only at Attachment 2)

2 Documents required to be lodged with this form

Any relevant special resolutions are required to be included as part of the lodgement of this form (signed statements, assents and declarations are required).

Select one or more boxes

- Included as part of this lodgement is a *Notification of resolution* (Form 205) notifying a special resolution which:
 - resolves to change the type of the company and specifies the type sought
 - makes appropriate alterations to the name of the company including the new legal elements 'proprietary' or 'pty' and 'limited' or 'ltd' (if required)
 - makes appropriate alterations to the company constitution (if required)
 - adopts appropriate replaceable rules (if required)

Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this form and the attached sections of this form are true and complete.

Name

Capacity

Director

Company secretary

Signature

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

Application for change of company type

Attachment 1

To be completed by:

- a limited company changing to an unlimited company; or
- a company limited by guarantee changing to an unlimited company

Assent of member

A separate section to be completed by each member of the company or their authorised agents.

Member details

Provide the member's name and address.

I assent to the company's application to become an unlimited company.

<input type="checkbox"/> Family name	Given names
<input type="text"/>	<input type="text"/>

OR

<input type="checkbox"/> Company name
<input type="text"/>

ACN/ARBN/ABN
<input type="text"/>

Office, unit, level, or PO Box number
<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"/>

Signature
<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]

Continued ... Assent of another member

Member details

Provide the member's name and address.

I assent to the company's application to become an unlimited company.

<input type="checkbox"/> Family name	Given names
<input type="text"/>	<input type="text"/>

OR

<input type="checkbox"/> Company name
<input type="text"/>

ACN/ARBN/ABN

Office, unit, level, or PO Box number

Street number and Street name

Suburb/City	State/Territory
<input type="text"/>	<input type="text"/>

Postcode	Country (if not Australia)
<input type="text"/>	<input type="text"/>

Signature

Date signed
 / /
[D] [D] [M] [M] [Y] [Y]

Continued ... Assent of another member

Member details

Provide the member's name and address.

I assent to the company's application to become an unlimited company.

<input type="checkbox"/> Family name	Given names
<input type="text"/>	<input type="text"/>

OR

<input type="checkbox"/> Company name
<input type="text"/>

ACN/ARBN/ABN

Office, unit, level, or PO Box number

Street number and Street name

Suburb/City	State/Territory
<input type="text"/>	<input type="text"/>

Postcode	Country (if not Australia)
<input type="text"/>	<input type="text"/>

Signature

Date signed
 / /
[D] [D] [M] [M] [Y] [Y]

Continued ... Assent of another member

Member details

Provide the member's name and address.

I assent to the company's application to become an unlimited company.

<input type="checkbox"/> Family name	Given names
<input type="text"/>	<input type="text"/>

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)

Signature

Date signed

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

Declaration

I am a current officeholder of the company.

The persons by whom or on whose behalf the form of assent has been signed constitute the whole membership of the company.

Where the form has been signed on behalf of a member, I have taken reasonable steps to satisfy myself that the person who signed the form was lawfully empowered to do so.

I certify that the information provided in this attachment is true and complete.

Name

Capacity

Director

Company secretary

Signature

Date signed

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

Application for change of company type

Attachment 2

To be completed by:

- a company limited by guarantee changing to a company limited by shares; or
- a company limited by both shares and guarantee changing to a company limited by shares or a company limited by guarantee

Company details

Company name

ACN/ABN

Statement of information

The statement of information must be completed by:

- a company changing from limited by guarantee to limited by shares, and
- a company changing from limited by shares and guarantee to company limited by shares

The number of current members of the company

The amount guaranteed by each of those members

The total amount guaranteed by the members of the company

The total assets and liabilities of the company as at the date of application:

- assets

- liabilities

Declaration

The Declaration must be completed by:

- a company changing from limited by guarantee to limited by shares, or
- a company changing from limited by both shares and guarantee to limited by shares, or
- a company changing from limited by both shares and guarantee to limited by guarantee.

The following statement is made in support of an application for ASIC to allow the company to convert:

from being limited by guarantee to being limited by shares; or

(The directors state that the company's creditors will not be materially prejudiced by the change of this company from being limited by guarantee to being limited by shares)

from being limited by both shares and guarantee to being limited by shares or limited by guarantee.

(The directors state that the company's creditors will not be materially prejudiced by the change of this company from being limited by both shares and guarantee to being limited by shares or limited by guarantee.)

The reasons for this view being formed are as follows:

Continued... Declaration

All current directors must sign this declaration (if insufficient space, provide details in an annexure)

I certify that the information provided in this attachment is true and complete.

Name of director

Signature

Date signed

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

Name of director

Signature

Date signed

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

Name of director

Signature

Date signed

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

Name of director

Signature

Date signed

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

Name of director

Signature

Date signed

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

Name of director

Signature

Date signed

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

Name of director

Signature

Date signed

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

Name of director

Signature

Date signed

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

Name of director

Signature

Date signed

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

Name of director

Signature

Date signed

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

Name of director

Signature

Date signed

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

Name of director

Signature

Date signed

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

Application for change of company type

Attachment 3

To be completed by:

- a company limited by guarantee changing to a company limited by shares; or
- a company limited by both shares and guarantee changing to a company limited by shares; or
- a company limited by guarantee changing to an unlimited company.

Not to be completed by:

- a company that will be limited by guarantee.

Issue of shares

The company has prepared a list that sets out the following details about each person to whom the shares will be issued when the change of type becomes effective.

- (a) Name and address of each person listed
- (b) Number and class of the shares that the person will take up
- (c) The amount (if any) that will be paid for the shares
- (d) The amount (if any) that will be unpaid for the shares

Each of these persons who is not already a member of the company when this application is made has consented to the inclusion of their name and details in the list referred to above. The company has these consents in its possession and will retain them.

Share structure table

Details of shares issued by the company. Please show all the shares that the company will have on issue at the time of its conversion.

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

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

Yes

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

No

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

Details of top 20 members for proprietary companies

Companies converting to a proprietary company must use this section to show details of the company's members' register (members' shareholding) after this conversion.

- If there are 20 members or less in a share class, all members need to be notified
- If there are more than 20 members in a share class, only the top twenty need be notified (s178B).
- If shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet, 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

Provide the member's name and address and shareholding.

<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"/>

Shareholding details

Share class code	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)

Continued ... Details of top 20 members for proprietary companies

Companies converting to a proprietary company must use this section to show details of the company's members' register (members' shareholding) after this conversion.

- If there are 20 members or less in a share class, all members need to be notified
- If there are more than 20 members in a share class, only the top twenty need be notified (s178B).
- If shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet, 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

Provide the member's name and address and shareholding.

<input type="checkbox"/>	Family name	Given names
	<input type="text"/>	<input type="text"/>
OR		
<input type="checkbox"/>	Company name	
	<input type="text"/>	
	ACN/ARBN/ ABN	
	<input type="text"/>	
	Office, unit, level, or PO Box number	
	<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"/>

Shareholding details

Share class code	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)

Continued ... Details of top 20 members for proprietary companies

Companies converting to a proprietary company must use this section to show details of the company's members' register (members' shareholding) after this conversion.

- If there are 20 members or less in a share class, all members need to be notified
- If there are more than 20 members in a share class, only the top twenty need be notified (s178B).
- If shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet, 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

Provide the member's name and address and shareholding.

<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"/>

Shareholding details

Share class code	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)

Continued ... Details of top 20 members for proprietary companies

Companies converting to a proprietary company must use this section to show details of the company's members' register (members' shareholding) after this conversion.

- If there are 20 members or less in a share class, all members need to be notified
- If there are more than 20 members in a share class, only the top twenty need be notified (s178B).
- If shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet, 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

Provide the member's name and address and shareholding.

<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	
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	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"/>

Shareholding details

Share class code	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)

Application for change of company type

Attachment 4

To be completed by:

- a public company changing to a proprietary company.

Share structure table

Details of shares issued by the company. Please show all details of the shares that the company will have on issue at the time of its conversion.

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

Details of top 20 member

Use this section to show details of the company's members' register (members' shareholding) after this conversion:

- If there are 20 members or less in a share class, all members need to be notified
- If there are more than 20 members in a share class, only the top twenty need be notified (s178B).
- If shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet, 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

Provide the member's name and address and shareholding.

<input type="checkbox"/>	Family name	<input type="text"/>	Given names	<input type="text"/>
OR				
<input type="checkbox"/>	Company name	<input type="text"/>		
ACN/ARBN/ ABN				
<input type="text"/>				
Office, unit, level, or PO Box number				
<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"/>		

Shareholding details

Share class code	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)

Continued ... Details of another top 20 member

Use this section to show details of the company's members' register (members' shareholding) after this conversion:

- If there are 20 members or less in a share class, all members need to be notified
- If there are more than 20 members in a share class, only the top twenty need be notified (s178B).
- If shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet, 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

Provide the member's name and address and shareholding.

<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"/>

Shareholding details

Share class code	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)

Continued ... Details of another top 20 member

Use this section to show details of the company's members' register (members' shareholding) after this conversion:

- If there are 20 members or less in a share class, all members need to be notified
- If there are more than 20 members in a share class, only the top twenty need be notified (s178B).
- If shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet, 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

Provide the member's name and address and shareholding.

<input type="checkbox"/>	Family name	Given names
	<input type="text"/>	<input type="text"/>
OR		
<input type="checkbox"/>	Company name	
	<input type="text"/>	
	ACN/ARBN/ ABN	
	<input type="text"/>	
	Office, unit, level, or PO Box number	
	<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"/>

Shareholding details

Share class code	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)

Continued ... Details of another top 20 member

Use this section to show details of the company's members' register (members' shareholding) after this conversion:

- If there are 20 members or less in a share class, all members need to be notified
- If there are more than 20 members in a share class, only the top twenty need be notified (s178B).
- If shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet, 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

Provide the member's name and address and shareholding.

<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"/>

Shareholding details

Share class code	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)

Application for change of company type

Attachment 5

To be completed by:

- a company limited by shares that is a mining company changing to a no liability company.

Declaration

The company, being a mining company, has resolved to change its status from a company limited by shares to a no liability company and states that:

1. The company's constitution states that its sole objects are mining purposes; and
2. Under the constitution, the company has no contractual right to recover calls made on its shares from a shareholder who fails to pay them; and
3. All the company's listed shares are fully paid up.

Signature

This form must be signed by a current officeholder of the company.

I certify that the information provided in this Attachment 5 is true and complete.

Name

Capacity

Director

Company secretary

Signature

Date signed

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

Guide:

Application for change of company type

This guide is not part of the form. It is included by ASIC to help you complete and lodge the Form 206.

Related Forms

205–Notification of resolution

207Z–Certification of compliance with stamp duty law

208–Notification of details of shares issued other than for cash

Signature	This form must be signed by a director or secretary of the company. Attachments 1, 2 and 5 (if required) must also be signed as part of the application.	
Lodgement period	As required.	
Lodgement fee	Nil	
Change of type required	Select the section that shows the company type before the change, and then tick the box that shows the type to which it is converting.	
Documents that must be lodged with this form	Lodge a Form 205 <i>Notification of resolution</i> for all required special resolutions as indicated in Section 2 Documents required to be lodged with this form . Unless the company name remains unaltered, the special resolution that resolves to change the type of company must specify the new type and also the company's new name, including all necessary legal elements as it will appear after the change .	
Converting from a limited by guarantee company— Attachment 2	We must be satisfied that the company's creditors are not likely to be significantly disadvantaged by the change of company type. Ensure the reasons why the directors believe the creditors will not be disadvantaged by the change of the company type are fully explained. These reasons usually relate to the financial position of the company. It is not sufficient to simply state that the company's creditors will not be materially prejudiced by the change.	
How to provide additional information	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 <ol style="list-style-type: none">1. use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides2. show the company name and ACN or ARBN3. number the pages consecutively4. print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied5. 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: <i>This annexure (mark) of (number) pages referred to in form (form number and title)</i>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. Or lodge the form online by visiting the ASIC website www.asic.gov.au	For more information Web www.asic.gov.au Need help? www.asic.gov.au/question Telephone 1300 300 630