



## MEMO

To: Board of Directors  
From: Company Secretary  
Subject: **CHANGE OF NAME: PTY LTD COMPANY**

---

To change its name a Proprietary Limited company MUST either:

- a. have ALL shareholders (including both parties where joint holdings) sign a Circulating Resolution in favour of the name change [section 249A(2) of Corporations Act]

*Note: this option is ONLY available to Pty Ltd companies – not public companies unless there is only one shareholder [sec 249B(1)]*

**OR**

- b. hold an Extraordinary General Meeting and pass a Special Resolution [sec 157(1)(A)].

In my opinion, alternative “a” is impractical when there are a large number of shareholders.

Therefore, we will need to call an EGM. A Special Resolution requires at least 75% of all votes cast at the meeting.

Under the Corporations Act [sec 249H(1)] 21 days’ clear notice is required for the EGM unless we receive written consent from shareholders with at least 95% of the voting power for lesser notice period [sec 249H(2)(b)]. Again, in the circumstances, I do not think it is worth the effort for short notice.

Therefore, to enable the Board to consider the next move, I have drafted the attached documents for your consideration:

- Circulating Directors’ Resolution
- EGM Notice
- Proxy Form



And to progress this matter requires us to now proceed as follows:

1. Decide on the new name, select the EGM date and insert in the Notice.
2. If we think there is a danger of someone else grabbing the name before us once the Notice goes out, we should lodge a Reservation with ASIC (Form 410) now.
3. Draft a suitable Letter to Shareholders (*to explain things – and perhaps also give a brief update/overview as to where the Company is at/headed, particularly as we do not need to send out an Annual Report and/or hold an AGM because we are a Pty Ltd company*).
4. Circulate the Directors' Resolution (or, hold a formal Board Meeting) for Directors to formally agree and recommend the proposal to shareholders, approve the calling of an EGM and the Notice of Meeting/Proxy Form.
5. Print and post the Letter and Notice/Proxy to shareholders.
6. Hold EGM.
7. Lodge Form 205 with ASIC and pay the appropriate fee.
8. ASIC issues a replacement "Certificate of Registration on Change of Name".  
This is the date the new name takes effect.

Please let me know how you wish to proceed.

---

**DISCLAIMER**

*The comments in this memo reflect some commercial aspects and observations on the matter experienced or observed by the writer in practice as he understands them. The information is given as a guide only and does not represent a definitive or legal view of any of the issues raised, covered or referred to and the reader is urged to seek his own professional advice on all aspects of, or pertaining to, this and any related matter.*



# Company Secretarial Services Pty Ltd

ACN 074 535 345

## CIRCULATING DIRECTORS' RESOLUTION

PURSUANT TO CLAUSE 31.13 OF THE COMPANY'S CONSTITUTION

We, being the Directors of Company Secretarial Services Pty Ltd eligible and entitled to vote, are in favour of the following resolutions:

### 1. Shareholder Recommendation

*"That the directors recommend that shareholders support the proposal to change the name of the company to ..... Pty Ltd."*

### 2. Extraordinary General Meeting

*"That the directors call a General Meeting of the members to be held at 9:00am on \_\_\_\_ day the .....<sup>th</sup> September 200X in the head office Boardroom, that the Notice of Meeting be approved and signed by the Company Secretary for and on behalf of the Board, and that the Company Secretary be instructed to send the Notice and any other meeting documents to all members, directors and the auditors."*

.....  
A Director  
Date:

.....  
B Director  
Date:

.....  
C Director  
Date:



## Company Secretarial Services Pty Ltd

ACN 074 535 345

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the members of Company Secretarial Services Pty Ltd will be held in the Boardroom at the Company's Registered Office, \_\_\_ Tanglewood Street, Middle Park, Queensland on \_\_\_\_day the .....<sup>th</sup> September 200X commencing at 9:00am.

### **AGENDA**

#### **SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following as a special resolution:

*"That the name of the Company be changed to ..... Pty Ltd"*

By Order of the Board

Company Secretary  
..... August 200X

#### ***Proxy Voting:***

A member entitled to attend and vote may appoint not more than two proxies and where more than one proxy is appointed each must be appointed to represent a specified proportion of the member's voting rights. A proxy need not be a member.

A proxy form is attached. To be valid proxy forms must be lodged at the Company's Registered Office or sent by fax on (07) 3378 7632 and be received not less than 48 hours before the scheduled time of the meeting.



**PROXY FORM**

I/We.....of.....

being a member of **Company Secretarial Services Pty Ltd** ACN 074 535 345 hereby appoint

.....of.....

in respect of \_\_\_\_% of my/our voting rights in the Company and

.....of.....

in respect of \_\_\_\_% of my/our voting rights in the Company or,

failing him/her or them, the Chairman of the meeting as my/our proxy or proxies to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 9:00am on \_\_\_\_day the .....<sup>th</sup> September 200X and at any adjournment or postponement thereof.

My/our proxy or proxies is/are directed to vote for the resolution as indicated by an **X** placed in the box below or, if not so indicated, my/our proxy or proxies may vote or abstain from voting as he/she or they think fit.

To change the name of the Company to	FOR	AGAINST	ABSTAIN
..... Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Any proxy form on which the name of the appointee is not filled in shall be deemed to be given in favour of the Chairman of the meeting. The Chairman has indicated that he will vote "for" the resolution if no indication is given.

SIGNED by the member this ..... day of .....200X

**INDIVIDUALS TO SIGN**

.....

If a joint holding all shareholders must sign.

If this form is being signed by an attorney the relevant power must have been previously exhibited to the Company or be attached hereto.

**COMPANIES TO SIGN**

Executed in accordance with the Company's Constitution

.....  
Director

.....  
Director/Secretary

.....  
Sole Director & Sole Secretary

