

To create a Change to Constitution document package, you need to provide the information listed to the left. Print this checklist out for convenience and gather the information before you start online.

## Change to Constitution

### Before you start

- You need to check that the company's existing constitution:
  - does not contain any special requirements that must be complied with before the constitution can be changed or replaced, and
  - does not contain any special rights attached to shares or to the control of the company that need to be preserved.
- By adopting a new constitution through Cleardocs, the company is not able to:
  - change its name,
  - change its type – for example, it can't change from a "Pty Ltd" company to a public company, or
  - convert shares from one class to another or divide shares into classes.

You can use the Cleardocs "Change to Constitution" document package to update a company's constitution to the standard Cleardocs constitution. If you need to make any more changes, then contact Cleardocs on 1300 307 343. We can arrange for you to speak with someone at Maddocks about any other changes you want to make.

#### Notes

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### Company details

- Collect company details:
  - the name, ACN and address of the company.
  - whether the company currently has an existing constitution or uses the Replaceable Rules in the Corporations Act.
  - whether the company is only the trustee of a superannuation fund.

#### Notes

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### Director details

- Collect director details:
  - the name and address of all directors.
  - whether the directors will hold a meeting or sign circulating resolutions.
  - which directors will attend the meeting or sign resolutions.

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- where, what date and what time the meeting of directors is to be held that will resolve to put the amendment to the constitution to a general meeting of the company.
- who is to represent at and who is to chair the meeting of directors.

Notes

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## Shareholder details

- Collect details of the shareholders:
  - name and address of all shareholders:
    - directors.
    - non-directors.
    - joint holdings.
    - companies.
  - for company shareholders, collect:
    - company name.
    - ACN.
    - name of signatory.

Notes

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## Constitution

- Check for company specific requirements:
  - if the company's existing constitution imposes requirements on amending the constitution, then collect the clause number and details of those requirements. You can ignore the clauses requiring the shareholders to approve the change by "special resolution" at a meeting of which proper notice is given as Cleardocs deals with this situation.
- Decide on one vote per member or one vote per fully paid share.
- If a shareholder is selling shares, decide whether they first have to offer the shares to other shareholders.
- If the company is issuing shares, decide whether it first has to offer the shares to other shareholders.

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