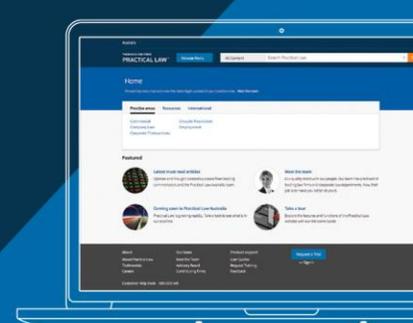


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“

Practical Law Australia's Company Law resources are an invaluable reference guide in running company legal affairs smoothly and efficiently, and in accordance with up-to-date industry and corporate governance practices. Our fully integrated practice notes, standard documents and checklists are kept up-to-date and deliver clear, concise, practical know-how. Our team is dedicated to helping you create time and cost efficiencies for your internal and external clients.

”



Tim Perry, Head of Corporate

COMING SOON TO COMPANY LAW

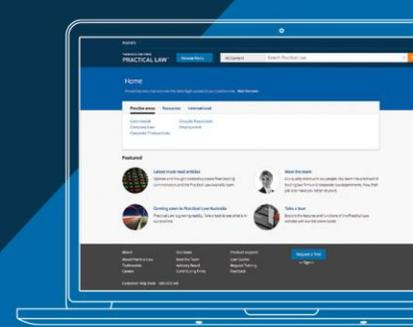
Practical Law is a dynamically evolving service. We plan to develop additional documents and resources in the following existing topic areas by 30 June 2017:

- **Company administration and meetings**
 - New documents will cover the financial assistance whitewash process.
- **Corporate governance**
 - New documents will cover board and committee charters and board papers.
- **Shareholder rights and remedies**
 - New documents will cover remedies available to aggrieved shareholders.
- **Trusts**
 - New documents will cover different trust structures and duties of directors of a corporate trustee, and will include standard documents for the formation and administration of trusts.

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- **Execution formalities**
 - New documents will cover electronic signatures and will include slides for a CLE training session on valid execution, remote signings and electronic signatures, and additional resources relating to powers of attorney.

The following new Company Law topics are scheduled for publication in 2017:

- **Shareholder arrangements.** This new topic will include resources relating to shareholders' agreements and other arrangements between companies and their shareholders.
- **Partnerships.** This new topic will include resources relating to partnerships in Australia.

We welcome customer feedback on the development of Practical Law Australia. Should you have comments or suggestions, please contact me at timothy.perry@tr.com.

COMPANY LAW COVERAGE AS OF 1 MAY 2017

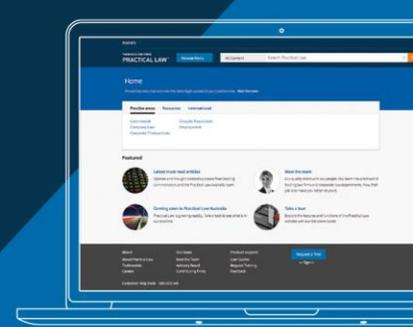
Company administration and meetings

- Practice notes
 - Appointment of directors
 - Appointment of proxies
 - ASIC class orders and legislative instruments
 - ASIC forms
 - ASIC regulatory guides
 - Auditors: appointment, retirement and removal (NEW)
 - Board meetings
 - Board minutes
 - Company registers and records
 - Completing a share transfer form: private acquisitions
 - Corporate representatives
 - Declaration of directors' interests

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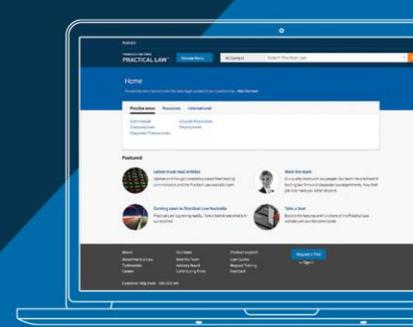
- Directors: vacation of office
- General meetings
- Notices of general meeting
- Register of members
- Registered office
- Related party transactions
- Replaceable rules under the Corporations Act 2001 (Cth)
- Share certificates
- Transfer of shares
- Written resolutions of directors

- Standard documents
 - Board minutes: allotment and issue of shares
 - Board minutes: appointment of directors
 - Board minutes: first board meeting following incorporation
 - Board minutes: transfer of shares
 - Consent to act as an alternate director (NEW)
 - Consent to act as a company auditor
 - Consent to act as a company director
 - Consent to act as a company secretary
 - Consent to use premises as registered office
 - Constitution for a proprietary company limited by shares
 - Corporate representative appointment form: general meeting
 - Declaration of material personal interest
 - Indemnity for lost share certificate
 - Letter appointing alternate director (NEW)
 - Letter of resignation of director
 - Letter of resignation of secretary
 - Minutes of a general meeting
 - Notice of board meeting (ordinary)
 - Notice of board meeting (short notice)
 - Notice of general meeting
 - Notice of general meeting: resolution to remove public company auditor
 - Notice of general meeting: resolution to remove director under section 203D
 - Proxy form
 - Share certificate
 - Share transfer form
 - Skeleton board minutes: routine

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- Skeleton board minutes: transactional
- Standing notice of interests
- Written resolution of members of a proprietary company
- Written resolution of single member proprietary company
- Written resolutions of directors

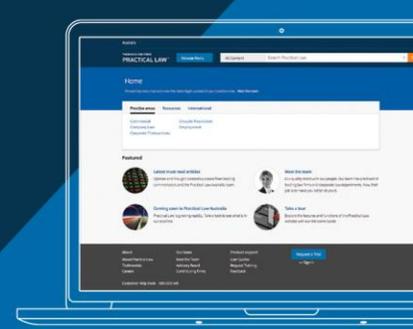
- Standard clauses
 - General meetings: standard resolutions
 - Resolution (board): approval of previous minutes
 - Resolution (board): regular board meetings
 - Resolution (member): re-appointment of directors
 - Resolution (members): Approval of acquisitions, disposals and commercial agreements: intra-group reorganisations
 - Special resolution (all members): variation or cancellation of class rights
 - Special resolution (members of a class): variation or cancellation of class rights
 - Standard resolution: adoption of remuneration report by public listed company
 - Standard resolution: amendment to a company's constitution
 - Standard resolution: appointment of auditor to a public company
 - Standard resolution: appointment of auditor to proprietary limited company
 - Standard resolution: appointment of a company director
 - Standard resolution: approval of a transaction
 - Standard resolution: approval of acquisition by company's members
 - Standard resolution: approval of share issue by a company
 - Standard resolution: changing a company's name
 - Standard resolution: conversion of a company's shares
 - Standard resolution: declaration of a dividend by a company
 - Standard resolution: removal of a company director

- Checklists
 - Change of company name: checklist
 - Information needed to draft a letter of appointment of a non-executive director (NEW)
 - Key considerations for directors of a public company signing off the accounts

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- Toolkit
 - Directors' toolkit

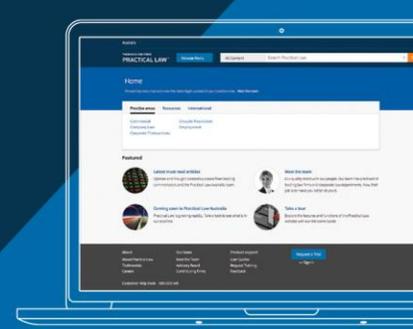
Company formation and constitution

- Practice notes
 - Company constitutions
 - How to incorporate a company
 - Register of members
 - Registered office
 - Replaceable rules under the Corporations Act 2001 (Cth)
 - Share certificates
 - Types of company under the Corporations Act 2001 (Cth)
- Standard documents
 - Board minutes: allotment and issue of shares
 - Board minutes: first board meeting following incorporation
 - Consent to act as a company director
 - Consent to act as a company secretary
 - Consent to use premises as registered office
 - Constitution for a proprietary company limited by shares
 - Deed of accession to shareholders' agreement
 - Initial member consent
 - Public officer appointment letter (NEW)
 - Register of members
 - Share certificate
- Standard clauses
 - Standard resolution: amendment to a company's constitution
- Checklists
 - Shareholders' agreement for joint venture company: checklist

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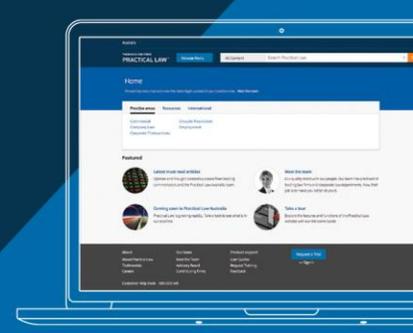
- Toolkit
 - Directors' toolkit

Corporate governance (NEW)

- Practice note: overview
 - Corporate governance (NEW)
- Practice notes
 - Appointment of directors (NEW)
 - Company constitutions (NEW)
 - Corporate insolvency and related directors' duties (NEW)
 - Execution of deeds and documents by companies incorporated under the Corporations Act 2001 (Cth) (NEW)
 - General meetings (NEW)
 - Independent directors (NEW)
 - Replaceable rules under the Corporations Act 2001 (Cth) (NEW)
- Standard documents
 - Constitution for a proprietary company limited by shares (NEW)

Share capital

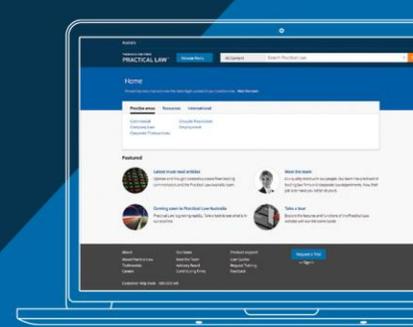
- Practice notes
 - Conversion of shares
 - Dividends (NEW)
 - Pre-emption rights: allotment of shares
 - Variation or cancellation of class rights



- Standard documents
 - Board minutes: paying an interim or final dividend: public company (NEW)
 - Board minutes: paying an interim or final dividend: proprietary company (NEW)
 - Indemnity for lost share certificate
 - Register of members
 - Written consent (members of a class): variation or cancellation of class rights
- Standard clauses
 - Special resolution (all members): variation or cancellation of class rights
 - Special resolution (members of a class): variation or cancellation of class rights
- Checklists
 - Paying a dividend (NEW)

Shareholder rights and remedies (NEW)

- Practice note: overview
 - Damages in shareholder claims under corporations law
- Practice notes
 - Conversion of shares
 - General meetings: members' rights
 - Variation or cancellation of class right
- Standard documents
 - Written consent (members of a class): variation or cancellation of class rights
- Standard clauses
 - Special resolution (all members): variation or cancellation of class rights



- Special resolution (members of a class): variation or cancellation of class rights

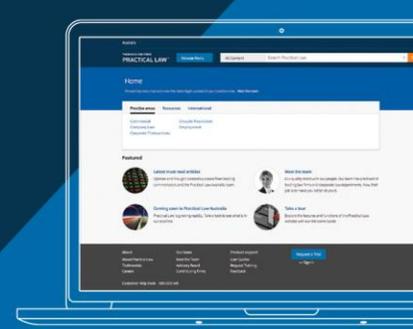
Directors

- Practice note: overview
 - Directors' duties (NEW)
 - Types of director
- Practice notes
 - Appointment of directors
 - Board meetings
 - Corporate governance (NEW)
 - Corporate insolvency and related directors' duties
 - Declaration of directors' interests
 - Deed of access, indemnity and insurance for directors
 - Directors: vacation of office
 - Independent directors (NEW)
 - Related party transactions
 - Replaceable rules under the Corporations Act 2001 (Cth)
 - Responsibilities and obligations of directors of listed companies (NEW)
- Standard documents
 - Board minutes: allotment and issue of shares
 - Board minutes: appointment of directors
 - Board minutes: first board meeting following incorporation
 - Board minutes: transfer of shares
 - Consent to act as a company director
 - Consent to act as a company secretary
 - Constitution for a proprietary company limited by shares
 - Declaration of material personal interest
 - Deed of access, indemnity and insurance
 - Letter of resignation of director
 - Letter of resignation of secretary
 - Notice of general meeting: resolution to remove director under section 203D

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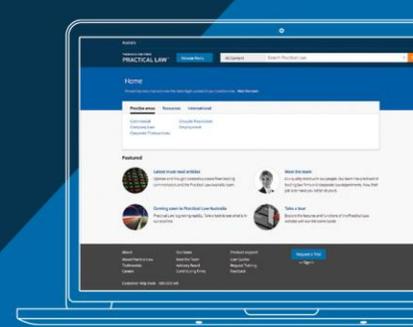
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- Skeleton board minutes: routine
- Skeleton board minutes: transactional
- Standing notice of interests
- Standard clauses
 - Resolution (board): approval of previous minutes
 - Resolution (board): regular board meetings
 - Resolution (member): re-appointment of directors
 - Standard resolution: appointment of a company director
 - Standard resolution: declaration of a dividend by a company
 - Standard resolution: removal of a company director
- Checklists
 - Director background checks (NEW)
 - Directors' duties: practical tips (NEW)
 - Key considerations for directors of a public company signing off the accounts
- Toolkit
 - Directors' toolkit

Trusts

- Practice note: overview
 - Trusts: overview
- Practice notes
 - Creating a trust
- Standard documents
 - Unit trust deed: short form



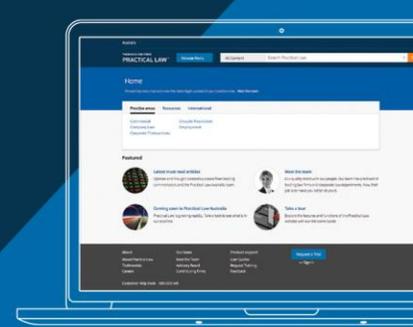
Execution formalities

- Practice notes
 - Execution of deeds and documents by companies incorporated under the Corporations Act 2001 (Cth)
 - Execution of deeds and documents by individuals
 - Protocols for remote or virtual signings (NEW)
- Standard documents
 - Board minutes: authorising grant of power of attorney (NEW)
 - Board minutes: Revocation of power of attorney (NEW)
 - Deed of revocation of power of attorney (NEW)
 - Power of attorney (NSW): general or specific powers (NEW)
 - Power of attorney (ACT): general or specific powers (NEW)
 - Power of attorney (NT): general or specific powers (NEW)
 - Power of attorney (QLD): general or specific powers (NEW)
 - Power of attorney (SA): general or specific powers (NEW)
 - Power of attorney (TAS): general or specific powers (NEW)
 - Power of attorney (VIC): general or specific powers (NEW)
 - Power of attorney (WA): general or specific powers (NEW)
 - Template email for remote signings: Approach 1 (print and sign entire document) (NEW)
 - Template email for remote signings: Approach 2 (print and sign signature page only) (NEW)
 - Template email for remote signings (attaching signature pages): Approach 3 (sign signature page in advance) (NEW)
 - Template email for remote signings (authority to close): Approach 3 (sign signature page in advance) (NEW)
- Standard clauses
 - Execution block (agreement): company: by common seal
 - Execution block (agreement): company: by signature of authorised representative

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- Execution block (agreement): company: by signature of sole director who is also sole company secretary
 - Execution block (agreement): company: by signature of two directors OR one director and one company secretary
 - Execution block (agreement): individual
 - Execution block (deed OR agreement): individual: unable to read or physically unable to sign
 - Execution block (deed): company: by common seal
 - Execution block (deed): company: by signature of authorised representative
 - Execution block (deed): company: by signature of sole director who is also sole company secretary
 - Execution block (deed): company: by signature of two directors OR one director and one company secretary
 - Execution block (deed): individual
 - Execution block (deed): company: under power of attorney (NEW)
 - Execution block (agreement): company: under power of attorney (NEW)
 - Execution block (deed): individual: under power of attorney (NEW)
 - Execution block (agreement): individual: under power of attorney (NEW)
- Checklists
 - Flowchart: Protocols for remote or virtual signings (NEW)
 - Toolkit
 - A toolkit for companies executing deeds and documents

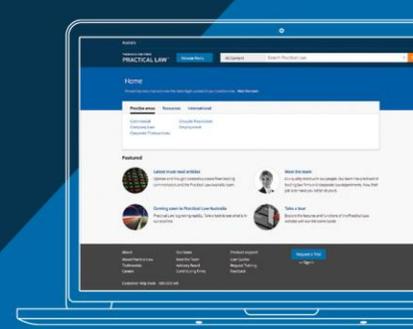
General contract and boilerplate

- Standard documents
 - Back-to-back subcontract (NEW)
 - Boilerplate agreement
 - Boilerplate deed
 - Deed of assignment (NEW)
 - Deed of novation (NEW)
 - Deed of termination of contract (NEW)
 - Deed of variation (NEW)
 - Notice of assignment (with subcontracting option) (NEW)

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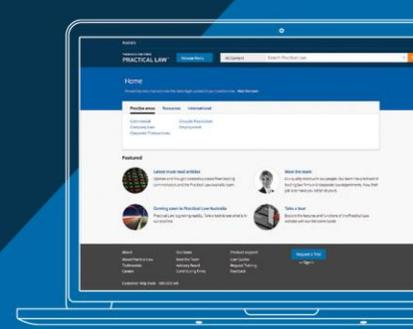
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- Notice of assignment: third party (NEW)
 - Notice of termination of contract for breach (NEW)
 - Notice of termination of contract for convenience (NEW)
 - Notice to remedy breach of contract (NEW)
 - Request for consent to assignment (NEW)
 - Request for consent to assignment (with subcontracting option) (NEW)
 - Response to a notice to remedy breach of contract (NEW)
 - Variation of contract (formal agreement) (NEW)
 - Variation of contract (letter agreement) (NEW)
- Standard clauses
 - Assignment
 - Contra proferentem
 - Counterparts
 - Default interest
 - Definitions and interpretation
 - Entire agreement
 - Exercise of rights
 - Force majeure
 - Further action
 - Governing law and jurisdiction
 - Indemnity (NEW)
 - Limitation and exclusion of liability in commercial contracts (NEW)
 - No merger
 - No reliance
 - No waiver
 - Notices
 - Relationship of the parties
 - Remedies cumulative
 - Set-off
 - Severability
 - Survival
 - Termination (NEW)
 - Time of the essence
 - Variation

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Contract Law

- Practice notes
 - Assignment of contractual rights
 - Contractual capacity
 - Electronic contracts and transactions
 - Evidence of contractual terms
 - Express and implied terms
 - Formation of contracts
 - Limitation and exclusion of liability in commercial contracts
 - Misrepresentation
 - Novation of contracts
 - Reasonable and best endeavours
 - Rescission
 - Subcontracts
 - Termination of contracts
 - Variation of contracts