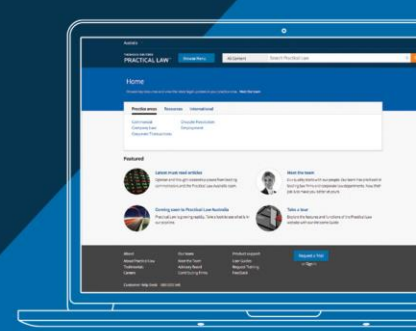


Practical Law Australia Company Law

Table of Contents



COMPANY LAW COVERAGE AS OF 1 DECEMBER 2017

Company administration and meetings	2
Company formation and constitution	11
Corporate governance	13
Share capital.....	14
Shareholder rights and remedies	16
Directors.....	16
Trusts.....	18
Execution formalities	19
General contract and boilerplate.....	21
Contract law	22

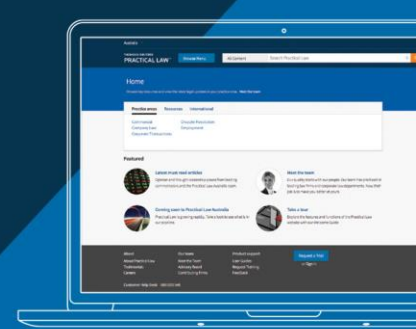
“

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



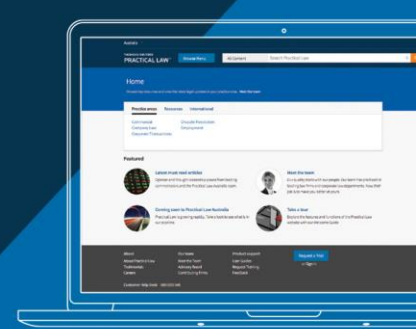
Company administration and meetings

- Practice note: overview
 - Corporate governance
 - Directors' duties
 - Joint ventures in Australia
 - Shareholders rights and remedies (NEW)
 - Takeovers: takeovers regulation: overview
 - Trusts
 - Types of director
- Practice notes
 - Appointment of directors
 - Appointment of proxies
 - ASIC class orders and legislative instruments
 - ASIC forms
 - ASIC regulatory guides
 - Asset purchases (NEW)
 - Auditors: appointment, retirement and removal
 - Board meetings
 - Board minutes
 - Company constituents (NEW)
 - Company registers and records
 - Completing a share transfer form: private acquisitions
 - Completion accounts: acquisitions (NEW)
 - Confidentiality agreements
 - Contracts and finance arrangements: intra-group reorganisations
 - Conversion of shares
 - Corporate actions: matters for decision by a company's board or its members
 - Corporate insolvency and related directors' duties
 - Corporate representatives
 - Creating a trust (NEW)
 - Declaration of directors' interests
 - Deed of access, indemnity and insurance for directors

Practical Law Australia

Company Law

Table of Contents

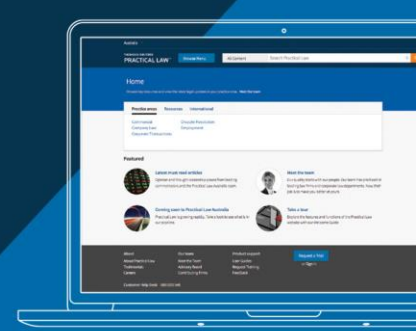


- Directors of insolvent trustees and trusts: directors' and trustees' duties and liability in respect of beneficiaries and trust creditors
- Directors: vacation of office
- Disclosure letters
- Dividends
- Due diligence: acquisitions
- Electronic signatures
- Exclusivity: acquisitions
- Execution of deeds and documents by companies incorporated under the Corporations Act 2001 (Cth)
- Execution of deeds and documents by individuals
- Financial assistance
- General meetings
- General meetings: members' rights
- Heads of agreement
- How to incorporate a company
- Independent directors
- Insider trading and corporate civil liability
- Insider trading: the Chinese wall defence
- Intra-group reorganisations
- Notices of general meeting
- Post-completion integration: acquisitions
- PowerPoint presentation: Valid execution of documents, remote signings and electronic signatures
- Pre-emption rights: allotment of shares
- Protocols for remote or virtual signings
- Reductions of share capital: ASX-listed companies
- Reductions of share capital: tax implications
- Reductions of share capital: unlisted companies
- Register of members
- Registered office
- Regulation of foreign investment in Australia
- Related party transactions
- Replaceable rules under the Corporations Act 2001 (Cth)
- Responsibilities and obligations of directors of listed companies
- Setting up and administering a data room
- Share buy-backs: ASX-listed companies
- Share buy-backs: tax implications
- Share buy-backs: unlisted companies

Practical Law Australia

Company Law

Table of Contents

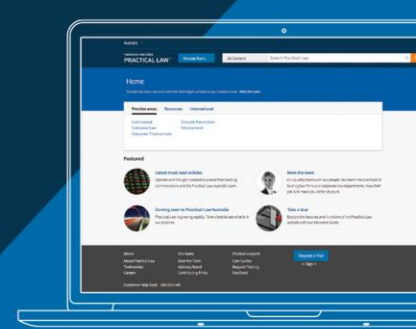


- Share certificates
- Share purchases
- Share purchases: duty payable on share transfers
- Shareholder oppression (NEW)
- Signing, exchange and completion
- Structuring the purchase price: acquisitions
- Substantial holding notices
- The Takeovers Panel
- Takeovers: associates
- Takeovers: exempt acquisitions
- Takeovers: relevant interests
- Takeovers: the prohibition on certain acquisitions of relevant interests in voting shares
- Transfer of shares
- Types of company under the Corporations Act 2001 (Cth)
- Variation or cancellation of class rights
- Warranties and indemnities: acquisitions
- Warranty and indemnity insurance
- Written resolutions of directors
- Standard documents
 - Asset purchase agreement: simultaneous signing and completion
 - Bare trust deed
 - Board briefing note (skeleton): acquisition
 - Board minutes of the target at completion: share purchases (simultaneous signing and completion): intra-group reorganisations
 - Board minutes: allotment and issue of shares
 - Board minutes: appointment of directors
 - Board minutes: authorising grant of power of attorney and execution of deed of power of attorney
 - Board minutes: buyer (simultaneous signing and completion): share purchases
 - Board minutes: buyer (simultaneous signing and completion): asset purchases
 - Board minutes: buyer: asset purchases (simultaneous signing and completion): intra-group reorganisations
 - Board minutes: buyer: share purchases (simultaneous signing and completion): intra-group reorganisations

Practical Law Australia

Company Law

Table of Contents

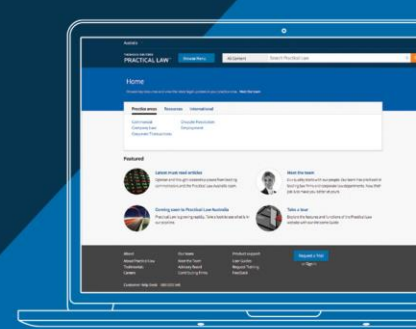


- Board minutes: change of company name
- Board minutes: employee share scheme buy-back over the 10/12 limit
- Board minutes: employee share scheme buy-back within the 10/12 limit
- Board minutes: equal access buy-back over the 10/12 limit
- Board minutes: equal access buy-back within the 10/12 limit
- Board minutes: equal reduction of share capital (with or without cancellation of shares)
- Board minutes: first board meeting following incorporation
- Board minutes: minimum holding buy-back
- Board minutes: on-market buy-back over the 10/12 limit
- Board minutes: on-market buy-back within the 10/12 limit
- Board minutes: paying an interim, final or special dividend: public company
- Board minutes: paying an interim, final or special dividend: proprietary company
- Board minutes: revocation of power of attorney
- Board minutes: selective buy-back
- Board minutes: selective reduction of share capital with no cancellation of shares
- Board minutes: selective reduction of share capital involving cancellation of shares
- Board minutes: seller (simultaneous signing and completion): share purchases
- Board minutes: seller (simultaneous signing and completion): asset purchases
- Board minutes: seller: asset purchases (simultaneous signing and completion): intra-group reorganisations
- Board minutes: seller: share purchases (simultaneous signing and completion): intra-group reorganisations
- Board minutes: target company (completion): share purchases
- Board minutes: transfer of shares
- Board paper for decision (NEW)
- Board paper for discussion (NEW)
- Board paper for noting (NEW)
- Board resolution: buyer: allotment and issue of consideration shares
- Boilerplate agreement
- Boilerplate deed
- Call option agreement
- Confidentiality deed (mutual)
- Confidentiality deed poll (one-way)

Practical Law Australia

Company Law

Table of Contents

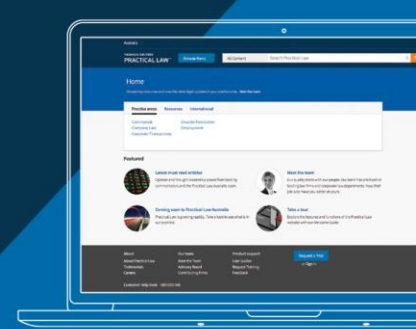


- Confidentiality letter (one-way)
- Consent to act as a company auditor
- Consent to act as a company director
- Consent to act as a company secretary
- Consent to act as an alternate director
- Consent to use premises as registered office
- Constitution for a proprietary company limited by shares
- Corporate representative appointment form: general meeting
- Declaration of material personal interest
- Deed of access, indemnity and insurance
- Deed of accession to shareholders' agreement
- Deed of assignment
- Deed of novation
- Deed of novation: intra-group reorganisations
- Deed of retirement and appointment of trustee
- Deed of revocation of power of attorney
- Deed of waiver and release (existing indebtedness or obligations)
- Director decisions: checklist for evaluating board paper proposals (NEW)
- Disclosure letter: asset acquisition
- Disclosure letter: share acquisition
- Escrow instruction letter: share or asset purchases
- Exclusivity agreement: share and asset acquisitions (buyer friendly)
- Exclusivity agreement: share and asset acquisitions (seller friendly)
- Heads of agreement: asset purchases
- Heads of agreement: share purchases
- Indemnity for lost share certificate
- Initial member consent
- Legal due diligence report: acquisitions
- Letter notifying appointment of alternate director
- Letter of resignation of director
- Letter of resignation of secretary
- Loan agreement: intra-group reorganisations
- Members' consent to short notice of general meeting
- Minimum holding buy-back offer letter
- Minutes of a general meeting
- Notice of assignment: intra-group reorganisations
- Notice of board meeting (ordinary)
- Notice of board meeting (short notice)
- Notice of change of control: share purchases: intra-group reorganisations

Practical Law Australia

Company Law

Table of Contents

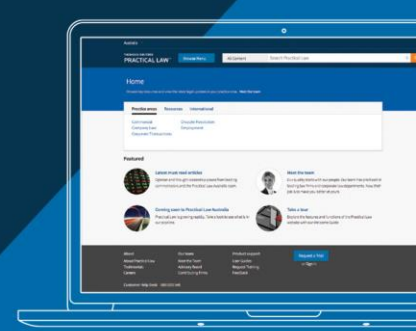


- Notice of general meeting
- Notice of general meeting: employee share scheme buy-back over the 10/12 limit
- Notice of general meeting: equal access buy-back over the 10/12 limit
- Notice of general meeting: equal reduction of share capital (with or without cancellation of shares)
- Notice of general meeting: on-market buy-back over the 10/12 limit
- Notice of general meeting: resolution to remove public company auditor
- Notice of general meeting: resolution to remove director under section 203D
- Notice of general meeting: selective buy-back
- Notice of general meeting: selective reduction of share capital involving cancellation of shares
- Notice of general meeting: selective reduction of share capital with no cancellation of shares
- Notice of special meeting of shareholders whose shares are to be cancelled as part of a selective reduction of share capital
- Online data room rules and protocols
- Online data room terms of access
- Power of attorney (ACT): general or specific powers
- Power of attorney (NSW): general or specific powers
- Power of attorney (NT): general or specific powers
- Power of attorney (Qld): general or specific powers
- Power of attorney (SA): general or specific powers
- Power of attorney (Tas): general or specific powers
- Power of attorney (Vic): general or specific powers
- Power of attorney (WA): general or specific powers
- Proxy form
- Public officer appointment letter
- Put and call option agreement
- Put option agreement
- Register of members
- Request for consent to assignment: intra-group reorganisations
- Share certificate
- Share purchase agreement: simultaneous signing and completion
- Share transfer form
- Skeleton board minutes: routine
- Skeleton board minutes: transactional
- Standing notice of interests
- Steps list: intra-group reorganisations

Practical Law Australia

Company Law

Table of Contents

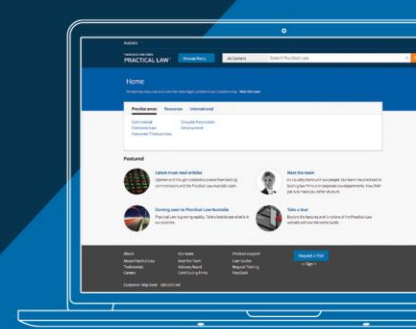


- Subscription letter
- Template email for remote signings (attaching signature pages): Approach 3 (sign signature page in advance)
- Template email for remote signings: Approach 2 (print and sign signature page only)
- Template email for remote signings: Approach 1 (print and sign entire document)
- Template email for remote signings: Approach 3 (sign signature page in advance): authority to close
- Unit trust deed: short form
- Written consent (members of a class): variation or cancellation of class rights
- Written resolution of members of a proprietary company
- Written resolution of single member proprietary company
- Written resolutions of directors
- Standard clauses
 - Assignment
 - Back-to-back warranties: asset purchase agreement
 - Completion accounts: asset adjustment: asset purchase agreement
 - Consideration satisfied by release of existing indebtedness or obligations: asset purchase agreement
 - Consideration satisfied by release (existing indebtedness or obligations): share purchase agreement: intra-group reorganisations
 - Consideration to be left outstanding as debt: share purchase agreement: intra-group reorganisations
 - Consideration to be left outstanding as debt: asset purchase agreement: intra-group reorganisations
 - Contra proferentem
 - Counterparts
 - Default interest
 - Deferred consideration and set-off (no escrow account): share purchase agreement
 - Deferred consideration and set-off (including escrow account): share purchase agreement
 - Definitions and interpretation
 - Entire agreement

Practical Law Australia

Company Law

Table of Contents

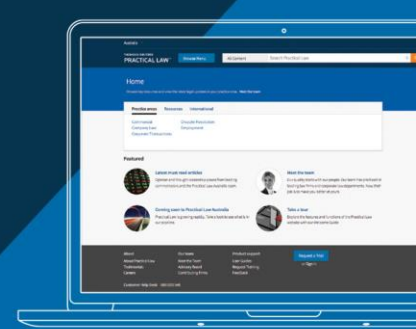


- Execution block (agreement): company: by signature of sole director who is also sole company secretary
- Execution block (agreement): company: by signature of authorised representative
- Execution block (agreement): company: by signature of two directors OR one director and one company secretary
- Execution block (agreement): company: by common seal
- Execution block (agreement): company: under power of attorney
- Execution block (agreement): individual
- Execution block (agreement): individual: under power of attorney
- Execution block (deed OR agreement): individual: unable to read or physically unable to sign
- Execution block (deed): company: by signature of authorised representative
- Execution block (deed): company: by signature of two directors OR one director and one company secretary
- Execution block (deed): company: under power of attorney
- Execution block (deed): individual
- Execution block (deed): individual: under power of attorney
- Exercise of rights
- Force majeure
- Further action
- General meetings: standard resolutions
- Governing law and jurisdiction
- Guarantee and indemnity clause: buyer's obligations: asset purchase agreement
- Guarantee and indemnity clause: seller's obligations: asset purchase agreement
- Guarantee and indemnity clause: seller's obligations: share purchase agreement
- No merger
- No reliance
- No waiver
- Notices
- Relationship of the parties
- Remedies cumulative
- Resolution (board): approval of previous minutes
- Resolution (board): regular board meetings
- Resolution (member): re-appointment of directors

Practical Law Australia

Company Law

Table of Contents

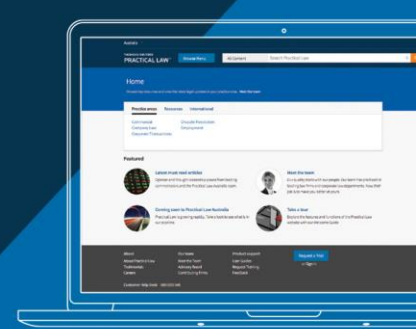


- Resolution (members): Approval of acquisitions, disposals and commercial agreements: intra-group reorganisations
 - Retention (warranty claims): asset purchase agreement
 - Retention (warranty claims): share purchase agreement
 - Set-off
 - Severability
 - Special resolution (all members): variation 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 a company director
 - Standard resolution: appointment of auditor to a public company
 - Standard resolution: appointment of auditor to proprietary limited company
 - 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
 - Survival
 - Time of the essence
 - Trustee limitation of liability
 - Trustee warranties and restrictions: share purchase agreements and asset purchase agreements: single seller as trustee
 - Trustee warranties and restrictions: share purchase agreements and asset purchase agreements: multiple trustee sellers
 - Trustee warranties: general commercial agreements (NEW)
 - Variation
- Checklists
 - Acquisition checklist: share purchases
 - Approving and registering a transfer of shares
 - Change of company name
 - Completing a substantial holding notice

Practical Law Australia

Company Law

Table of Contents

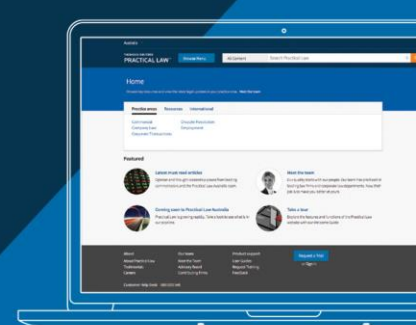


- Director background checks
 - Directors' duties: practical tips
 - Duty on asset acquisitions
 - Duty on share and unit acquisitions
 - Flowchart: Protocols for remote or virtual signings
 - Holding a directors' meeting
 - Information needed to draft a letter of appointment for a non-executive director
 - Key considerations for directors of a public company signing off the accounts
 - Legal due diligence questionnaire: share purchases
 - Legal due diligence questionnaire: asset purchases
 - Legal due diligence review template: material contracts
 - Legal due diligence review template: corporate records
 - Legal due diligence: asset purchases
 - Legal due diligence: share purchases
 - Paying a dividend
 - Powers of attorney
 - Procedure for undertaking a selective buy-back: unlisted company
 - Procedure for undertaking a selective reduction of share capital: ASX-listed companies
 - Procedure for undertaking a selective buy-back: ASX listed company
 - Procedure for undertaking an equal access or employee share scheme buy-back over the 10/12 limit: unlisted company
 - Procedure for undertaking an equal access, employee share scheme or on-market buy-back over the 10/12 limit: ASX listed company
 - Procedure for undertaking an equal reduction of share capital: ASX-listed companies
 - Shareholders' agreement for joint venture company
 - Table of document retention obligations
 - Written resolutions of directors
 - Written resolutions of members of a proprietary company
- Toolkit
 - Asset acquisitions
 - Directors' toolkit
 - Due diligence
 - Returns of value to members
 - Share acquisitions

Practical Law Australia

Company Law

Table of Contents



- A toolkit for execution of deeds and documents
- A toolkit for powers of attorney

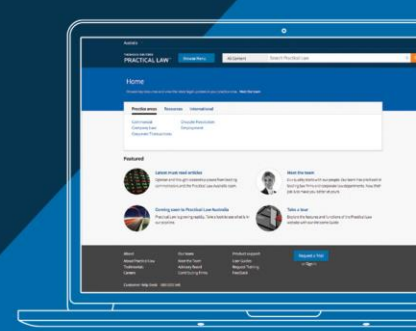
Company formation and constitution

- Practice notes
 - Company constitutions
 - Goods and Services Tax (GST)
 - 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 act as alternate director
 - 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
 - Register of members
 - Share certificate
- Standard clauses
 - Standard resolution: amendment to a company's constitution
- Checklists
 - Shareholders' agreement for joint venture company: checklist

Practical Law Australia

Company Law

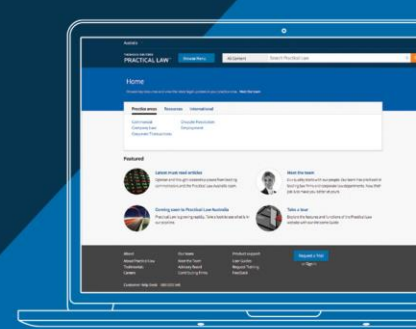
Table of Contents



- Toolkit
 - Directors' toolkit

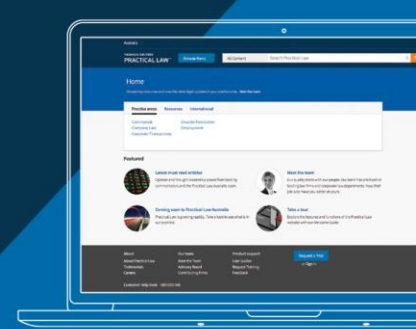
Corporate governance

- Practice note: overview
 - Corporate governance
- Practice notes
 - Appointment of directors
 - Board meetings
 - Company constitutions
 - Corporate actions: matters for decision by a company's board or its members
 - Corporate insolvency and related directors' duties
 - Execution of deeds and documents by companies incorporated under the Corporations Act 2001 (Cth)
 - General meetings
 - Replaceable rules under the Corporations Act 2001 (Cth)
- Standard documents
 - Board paper for decision (NEW)
 - Board paper for discussion (NEW)
 - Board paper for noting (NEW)
 - Constitution for a proprietary company limited by shares
 - Director decisions: checklist for evaluating board paper proposals (NEW)
- Checklists
 - Holding a directors' meeting

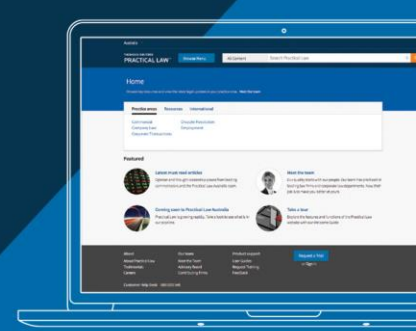


Share capital

- Practice notes
 - Conversion of shares
 - Dividends
 - Insider trading and corporate civil liability (NEW)
 - Insider trading: the Chinese wall defence (NEW)
 - Pre-emption rights: allotment of shares
 - Reductions of share capital: ASX-listed companies
 - Reductions of share capital: tax implications
 - Reductions of share capital: unlisted companies
 - Register of members
 - Share buy-backs: ASX listed companies
 - Share buy-backs: tax implications
 - Share buy-backs: unlisted companies
 - Variation or cancellation of class rights
- Standard documents
 - Board minutes: employee share scheme buy-back over the 10/12 limit
 - Board minutes: employee share scheme buy-back within the 10/12 limit
 - Board minutes: equal access buy-back over the 10/12 limit
 - Board minutes: equal access buy-back within the 10/12 limit
 - Board minutes: equal reduction of share capital (with or without cancellation of shares)
 - Board minutes: minimum holding buy-back
 - Board minutes: on-market buy-back over the 10/12 limit
 - Board minutes: on-market buy-back within the 10/12 limit
 - Board minutes: paying an interim, final or special dividend: public company
 - Board minutes: paying an interim, final or special dividend: proprietary company
 - Board minutes: selective buy-back
 - Board minutes: selective reduction of share capital with no cancellation of shares
 - Board minutes: selective reduction of share capital involving cancellation of shares
 - Call option agreement
 - Indemnity for lost share certificate



- Minimum holding buy-back offer letter
- Notice of general meeting: employee share scheme buy-back over the 10/12 limit
- Notice of general meeting: equal access buy-back over the 10/12 limit
- Notice of general meeting: equal reduction of share capital (with or without cancellation of shares)
- Notice of general meeting: on-market buy-back over the 10/12 limit
- Notice of general meeting: selective buy-back
- Notice of general meeting: selective reduction of share capital involving cancellation of shares
- Notice of general meeting: selective reduction of share capital with no cancellation of shares
- Notice of special meeting of shareholders whose shares are to be cancelled as part of a selective reduction of share capital
- 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
 - Procedure for undertaking a selective capital reduction: ASX-listed companies
 - Procedure for undertaking an equal capital reduction: ASX-listed companies
 - Procedure for undertaking a selective buy-back: ASX listed company (NEW)
 - Procedure for undertaking a selective buy-back: unlisted company (NEW)
 - Procedure for undertaking an equal access or employee share scheme buy-back over the 10/12 limit: unlisted company (NEW)
 - Procedure for undertaking an equal access, employee share scheme or on-market buy-back over the 10/12 limit: ASX listed company (NEW)
- Toolkits
 - Returns of value to members (NEW)



Shareholder rights and remedies

- Practice note: overview
 - Shareholder rights and remedies (NEW)
- Practice notes
 - Conversion of shares
 - Damages in shareholder claims under corporations law
 - General meetings: members' rights
 - Shareholder oppression (NEW)
 - 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
- Checklists
 - Written resolutions of members of a proprietary company

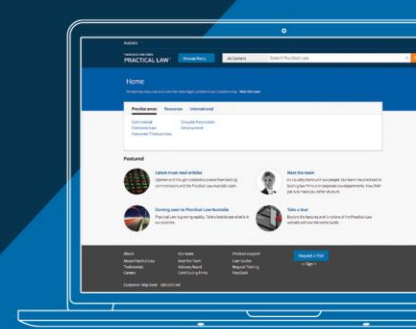
Directors

- Practice note: overview
 - Directors' duties
 - Types of director
- Practice notes
 - Appointment of directors

Practical Law Australia

Company Law

Table of Contents



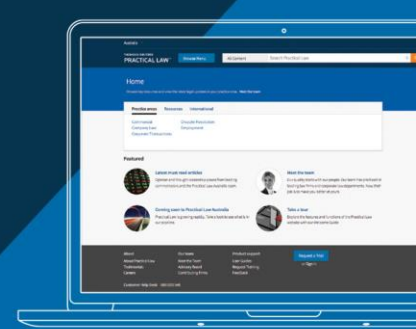
- Board meetings
- Confidentiality
- Corporate actions: matters for decision by a company's board or its members
- Corporate insolvency and related directors' duties
- Declaration of directors' interests
- Deed of access, indemnity and insurance for directors
- Directors: vacation of office
- Directors' and officers' liability insurance in Australia
- Directors of insolvent trustees and trusts: directors' and trustees' duties and liability in respect of beneficiaries and trust creditors
- Fiduciary obligations arising from the employment relationship
- Independent directors
- Related party transactions
- Replaceable rules under the Corporations Act 2001 (Cth)
- Responsibilities and obligations of directors of listed companies
- 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
 - Board paper for decision (NEW)
 - Board paper for discussion (NEW)
 - Board paper for noting (NEW)
 - Constitution for a proprietary company limited by shares
 - Consent to act as a company director
 - Consent to act as a company secretary
 - Consent to act as an alternate director
 - Constitution for a proprietary company limited by shares
 - Declaration of material personal interest
 - Deed of access, indemnity and insurance
 - Director decisions: checklist for evaluating board paper proposals (NEW)
 - Letter of resignation of director
 - Letter of resignation of secretary
 - Notice of general meeting: resolution to remove director under section 203D
 - Skeleton board minutes: routine
 - Skeleton board minutes: transactional

Practical Law Australia

Company Law

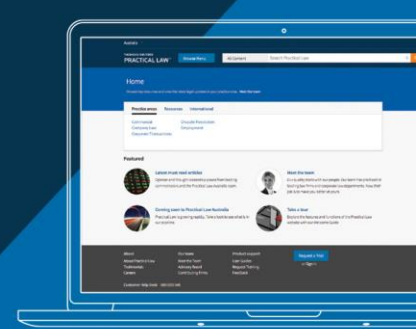
Table of Contents



- 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
 - Directors' duties: practical tips
 - Holding a directors' meeting
 - Information needed to draft a letter of appointment for a non-executive director
 - Key considerations for directors of a public company signing off the accounts
 - Written resolutions of directors
- Toolkit
 - Directors' toolkit

Trusts

- Practice note: overview
 - Trusts: overview
- Practice notes
 - Creating a trust
 - Directors of insolvent trustees and trusts: directors' and trustees' duties and liability in respect of beneficiaries and trust creditors
 - Insider trading and corporate civil liability
 - Insider trading: the Chinese wall defence



- Standard documents
 - Bare trust deed
 - Deed of retirement and appointment of trustee
 - Unit trust deed: short form
- Standard clauses
 - Trustee limitation of liability
 - Trustee warranties and restrictions: share purchase agreements and asset purchase agreements: single seller as trustee (NEW)
 - Trustee warranties and restrictions: share purchase agreements and asset purchase agreements: multiple trustee sellers (NEW)
 - Trustee warranties: general commercial agreements (NEW)

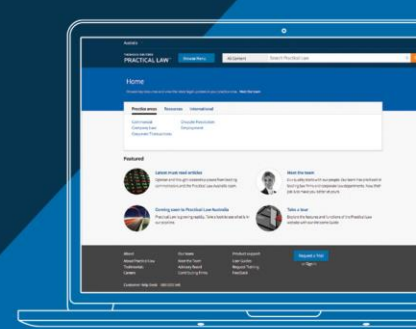
Execution formalities

- Practice notes
 - Electronic signatures
 - Execution of deeds and documents by companies incorporated under the Corporations Act 2001 (Cth)
 - Execution of deeds and documents by individuals
 - PowerPoint presentation: Valid execution of documents, remote signings and electronic signatures
 - Protocols for remote or virtual signings
- Standard documents
 - Deed of revocation of power of attorney
 - Power of attorney (NSW): general or specific powers
 - Power of attorney (ACT): general or specific powers
 - Power of attorney (NT): general or specific powers
 - Power of attorney (QLD): general or specific powers
 - Power of attorney (SA): general or specific powers
 - Power of attorney (TAS): general or specific powers
 - Power of attorney (VIC): general or specific powers
 - Power of attorney (WA): general or specific powers

Practical Law Australia

Company Law

Table of Contents

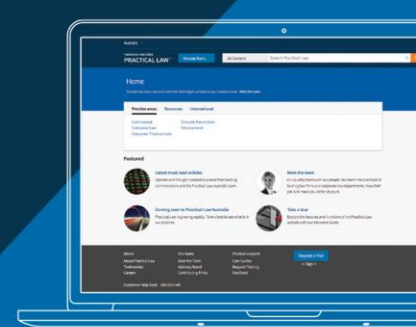


- Template email for remote signings: Approach 1 (print and sign entire document)
- Template email for remote signings: Approach 2 (print and sign signature page only)
- Template email for remote signings (attaching signature pages): Approach 3 (sign signature page in advance)
- Template email for remote signings (authority to close): Approach 3 (sign signature page in advance)
- Standard clauses
 - Execution block (agreement): company: by common seal
 - Execution block (agreement): company: by signature of authorised representative
 - 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
 - Execution block (agreement): company: under power of attorney
 - Execution block (deed): individual: under power of attorney
 - Execution block (agreement): individual: under power of attorney
- Checklists
 - Flowchart: Protocols for remote or virtual signings
 - Powers of attorney
- Toolkit

Practical Law Australia

Company Law

Table of Contents



- A toolkit for companies executing deeds and documents
- A toolkit for powers of attorney

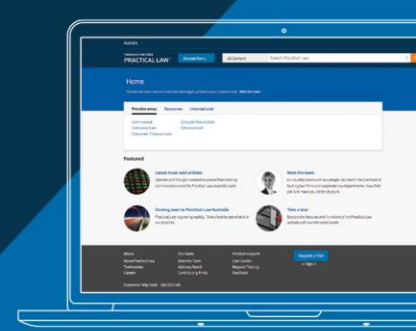
General contract and boilerplate

- Standard documents
 - Back-to-back subcontract
 - Boilerplate agreement
 - Boilerplate deed
 - Deed of assignment
 - Deed of novation
 - Deed of termination of contract
 - Deed of variation
 - Notice of assignment (with subcontracting option)
 - Notice of assignment: third party
 - Notice of termination of contract for breach
 - Notice of termination of contract for convenience
 - Notice to remedy breach of contract
 - Request for consent to assignment
 - Request for consent to assignment (with subcontracting option)
 - Response to a notice to remedy breach of contract
 - Variation of contract (formal agreement)
 - Variation of contract (letter agreement)
- Standard clauses
 - Assignment
 - Commencement and term
 - Compliance with laws and policies
 - Confidentiality
 - Contra proferentem
 - Counterparts
 - Default interest
 - Definitions and interpretation
 - Entire agreement
 - Exercise of rights

Practical Law Australia

Company Law

Table of Contents



- Force majeure
 - Further action
 - Goods and Services Tax (GST)
 - Governing law and jurisdiction
 - Indemnity
 - Limitation and exclusion of liability (commercial transactions)
 - No merger
 - No reliance
 - No waiver
 - Notices
 - Relationship of the parties
 - Remedies cumulative
 - Set-off
 - Severability
 - Survival
 - Termination
 - Time of the essence
 - Variation
- Toolkits
 - Contract administration

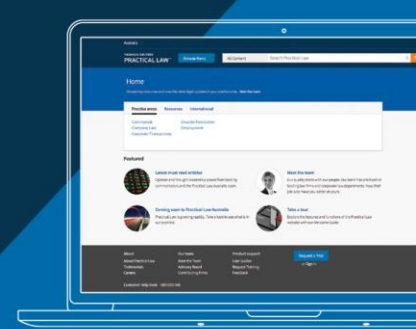
Contract law

- Practice notes
 - Assignment of contractual rights
 - Consumer guarantees
 - Contractual capacity
 - Damages in contract and tort
 - Electronic contracts and transactions
 - Evidence of contractual terms
 - Express and implied terms
 - Formation of contracts
 - Governing law and jurisdiction clauses
 - Limitation and exclusion of liability in commercial contracts
 - Misrepresentation

Practical Law Australia

Company Law

Table of Contents



- Novation of contracts
 - Reasonable and best endeavours
 - Rescission
 - Subcontracts
 - Termination of contracts
 - Variation of contracts
- Toolkits
 - Contract administration

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 in 2017:

- **Shareholder rights and remedies**
 - New documents will cover remedies available to aggrieved shareholders.
- **Corporate governance**
 - New documents will cover board and committee charters and board papers and will include guidance on insider trading.

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.