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tra globalizzazione ed economia protezionistica:

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## **Introduzione al diritto societario australiano**

### ***1. Aspetti preliminari:***

- a) La scelta dell'avvocato in Australia (abilitazione nei singoli Stati, distinzione tra Solicitor e Barrister, Cost Agreement)
- b) Restrizioni al foreign investment in Australia e altri aspetti regolamentari
- a) Australian Securities Exchange (ASX) – società quotate

## Introduzione al diritto societario australiano

### 2. *Tipi di imprese più diffuse:*

- a) Partnership (società di persone): distinzione tra General Partnership, Limited Partnership e Corporate Limited Partnership
- b) Company (società di capitali): distinzione tra
  - Proprietary Company (Pty. Ltd.): società per azioni a responsabilità limitata (divise in large e small)
  - Public Company (Ltd.): società per azioni a responsabilità limitata che può essere quotata (listed) in borsa
  - Branch di una società straniera

## Introduzione al diritto societario australiano

### 3. *Costituzione di una Company:*

- Australian Securities and Investments Commission (ASIC) attribuisce Australian Company Number (ACN)
- Distinzione tra company name and business name
- Distinzione tra ACN e Australian Business Name (ABN)
- Requisiti minimi di capitale, azionisti, amministratori, secretary
- Steps, costi, tempi, servizi per costituire una Company (direttamente con ASIC, Business Registration Service online, altri service providers)

## Introduzione al diritto societario australiano

### 4. *Governance di una Company:*

- Regole ordinarie e statuto
- Ruoli societari e controllo
- Amministratori: requisito residenziale, firma congiunta, procura
- Obblighi degli amministratori, incompatibilità degli amministratori
- Obblighi contabili, auditing e fiscali

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Company Constitution

AUSTRALIA PTY LTD

ACN

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#### Overview

- a) This is the constitution for the following company:
  - b) with ACN number                      registered with ASIC on
- c) The company is a proprietary company limited by shares. The liability of its members is limited to any amount owing on their shares.
- d) The company is not allowed to have more than 50 members who are not employees of the company or a subsidiary company or former employees of either who became members during their employment. For this purpose joint holders of particular shares are counted as one member. The company must always have at least one member.
- e) The company is not allowed to engage in an activity that would require a disclosure document to be lodged under Chapter 6D of the Corporations Act. This does not apply to an offer to existing members of the company or to employees of the company or a subsidiary company.
- f) The constitution sets out the basis on which the company is to be managed. Nothing in the constitution is intended to derogate from the Corporations Act. That Act imposes numerous obligations on the company which are not reproduced in this constitution. It prevails over anything in this constitution to the extent that they are inconsistent. This constitution replaces the replaceable rules in the Corporations Act. Words used in the constitution that have a meaning in the Corporations Act have the same meaning in this constitution.

**Execution**

Executed as a Constitution

Dated:

Executed by:  
as Member in the manner provided for in Section  
127 of the Corporations Act 2001

.....  
Signature of Director/Sole Director

.....  
Name of Director/Sole Director

.....  
Signature of Director/Secretary

.....  
Name of Director/Secretary