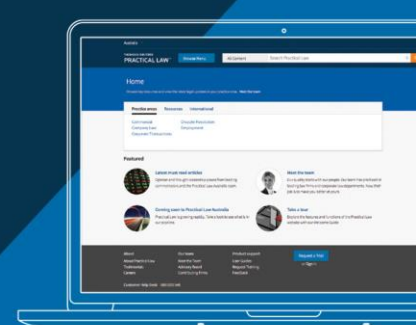


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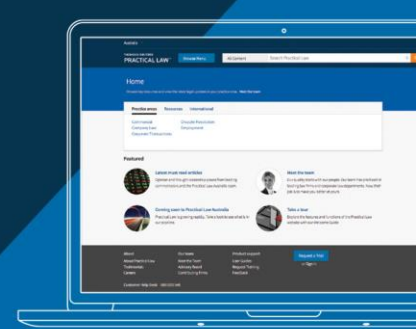
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*Practical Law Australia’s Company Law resources are an invaluable reference guide in running company legal affairs smoothly and efficiently, and in accordance with up-to-date industry and corporate governance practices. Our fully integrated practice 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**



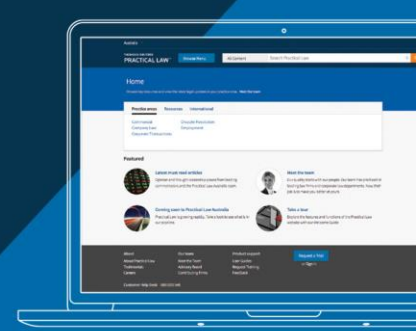
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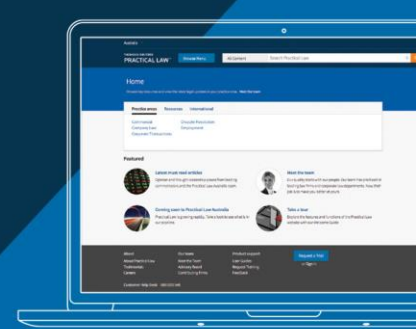


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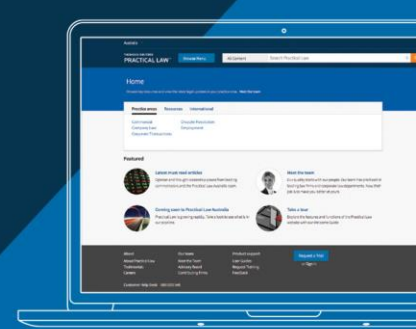


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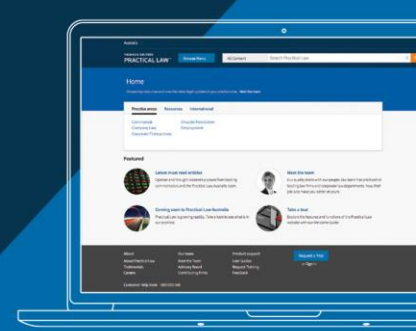


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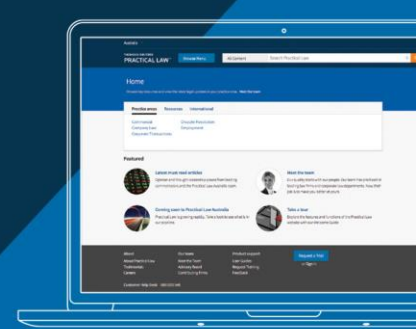


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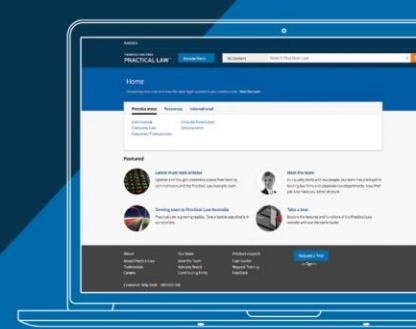


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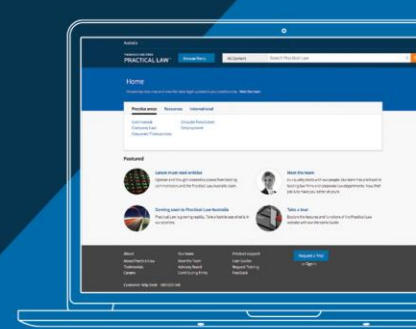
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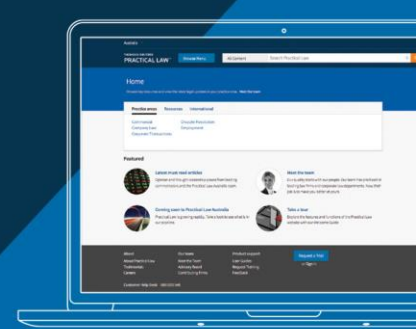


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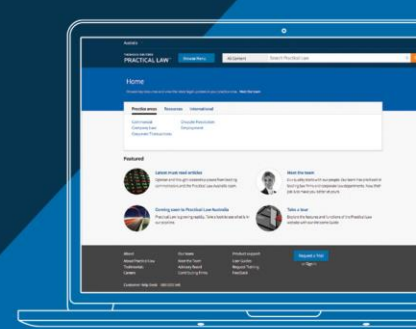


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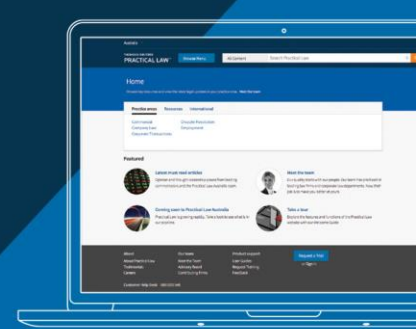


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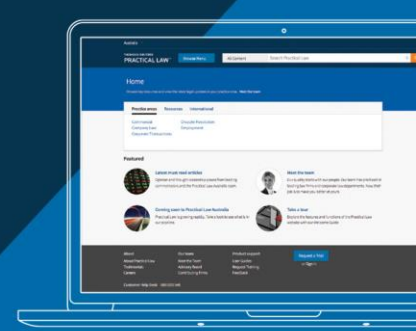
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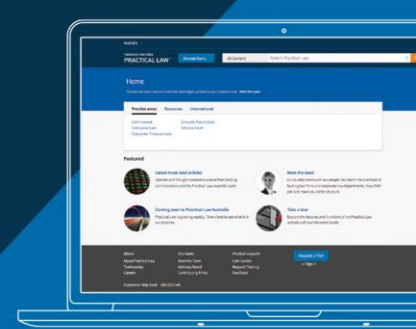
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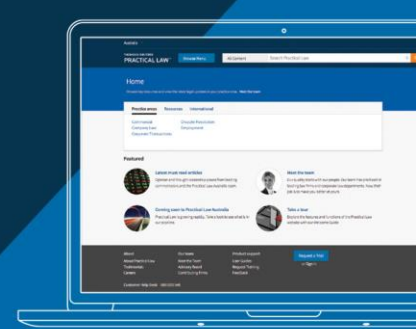
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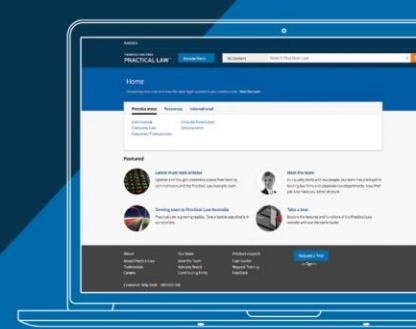
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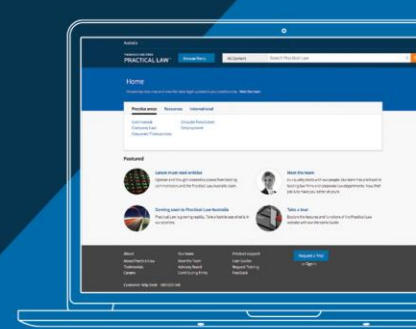


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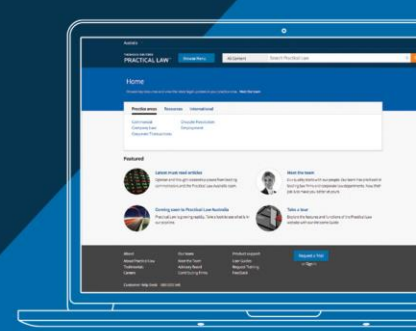
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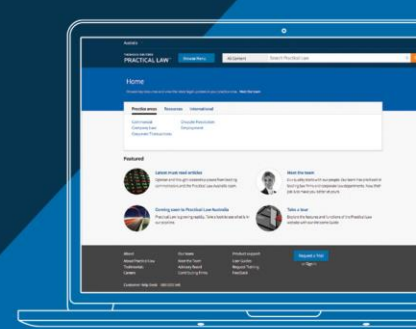


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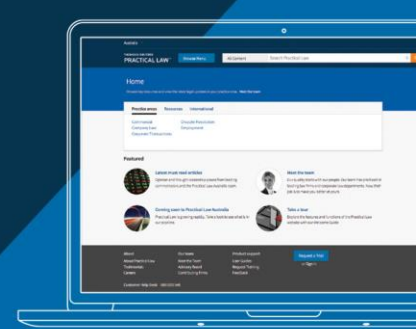
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  - Key considerations for directors of a public company signing off the accounts
  - Key strategies for preparing for shareholder activism (NEW)
  - Key strategies for responding to an approach by activist shareholders (NEW)
  - Written resolutions 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
  - Trustee warranties and restrictions: share purchase agreements and asset purchase agreements: multiple trustee sellers
  - Trustee warranties: general commercial agreements

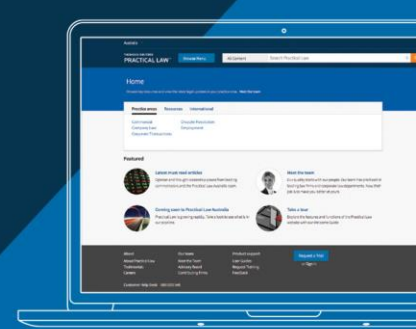
#### Execution formalities

- 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
  - 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)

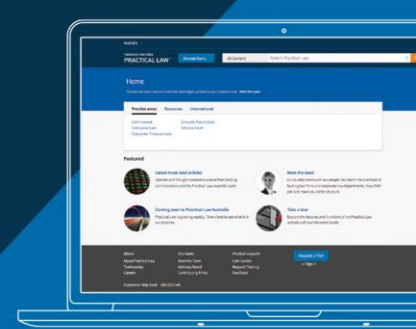
# Practical Law Australia

## Company Law

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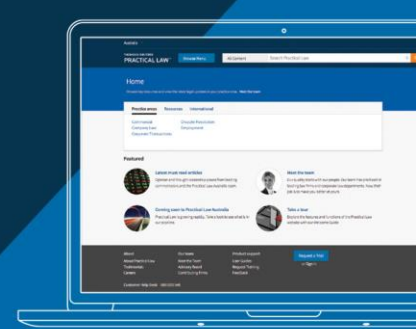


- Template email for remote signings (attaching signature pages): Approach 3 (sign signature page in advance)
- Template email for remote signings (authority to close): Approach 3 (sign signature page in advance)
- Standard clauses
  - Execution block (agreement): company: by common seal
  - Execution 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
  - 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
  - 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

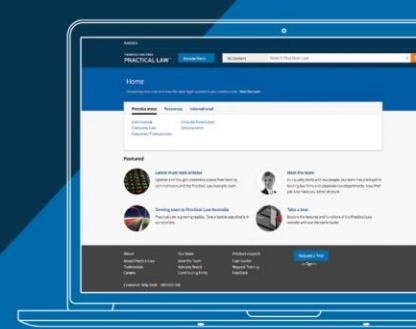
### **Contract law**

- 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
  - Novation of contracts
  - Reasonable and best endeavours
  - Rescission
  - Subcontracts
  - Termination of contracts

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- 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:

- **Company administration**
  - New documents will cover registration and reporting requirements for foreign companies.
- **Corporate governance**
  - New documents will cover shareholder activism in Australia, including:
    - Two practice notes: one that takes a broad look at shareholder activism and another that focuses on shareholder activism in the context of climate change.
    - Comprehensive checklists that set out the steps a company can take to prepare for, and respond to, shareholder activism.
    - An overview of the key reporting requirements and guidelines relating to environmental, social and governance issues.
- **Shareholder arrangements.**
  - This new topic will include resources relating to shareholders' agreements and other arrangements between companies and their shareholders.

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](mailto:timothy.perry@tr.com).