# Incorporated Limited Partnership Application

***Partnership Act 1958***

Web: [consumer.vic.gov.au/limitedpartnerships](https://consumer.vic.gov.au/limitedpartnerships)

Telephone: 1300 55 81 81

## Things to know before starting your application

* Once you have completed and signed this form, you can lodge using our [Limited partnership online form](https://consumer.vic.gov.au/lpform) (consumer.vic.gov.au/lpform).
* The application fee is **$457.20**. An officer will contact you by telephone after lodgement to obtain and process credit card payment details. We cannot accept forms containing credit card numbers.

**How to complete this form**

Enter text in spaces provided only. Consumer Affairs Victoria (CAV) will not accept your form, nor consider it lodged, if you remove or change any questions or other text.

If completing this form by hand, please complete details in block letters, using a black or blue pen.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 1. We may need to contact someone about this application. Please give details of the contact person. | | | | |
| |  |  |  |  | | --- | --- | --- | --- | | Name |  | Daytime Telephone |  | | Address |  | | |  1. How does this partnership meet the requirements of being an Incorporated Limited Partnership?   Tick applicable box  An **Australian Fund of Funds** in accordance with Part 2 of the *Venture Capital Act 2002* | | | | |
| Is currently registered |  | Intends to apply to be registered |  |
| OR | | | |
| A **Venture Capital Limited Partnership** in accordance with Part 2 of the *Venture Capital Act 2002* | | | | | |
| Is currently registered |  | Intends to apply to be registered |  |
| OR | | | |
| A **Venture Capital Management Partnership (VCMP)** within the meaning of section 94D(3) of the *Income Tax Assessment Act 1936* | | | |
| Is currently a VCMP |  | Intends to meet the requirements for recognition as a VCMP |  |
| OR | | | |
| An **Early Stage Venture Capital Partnership** in accordance with Part 2 of the *Venture Capital Act 2002* | | | |
| ESVC |  |  | |

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. What is the proposed name of the Incorporated Limited Partnership? | | | | | | | | | | | |
|  | | | | | | | | | | | |
| What will be used at the end of the name? | | | | | | | | | | | |
| An Incorporated Limited Partnership | | |  | | LP | |  | | L.P. |  |
| 1. Is this name currently registered with the Australian Securities and Investments Commission under the *National Business Names Registration Act 2011* | | | | | | | | | | | |
| No |  |  Go to **question 5**. | | | | | | | | | |
| Yes |  | Are any of the applicants the owner of the business name? | | | | | | | | | |
|  | | No | |  | | You must choose another name. | | | | | |
|  | | Yes | |  | | What is the business name registration number | | | | | |
|  | | | | | |  | | | | | |
| 1. What is the full address of the principal office of the Incorporated Limited Partnership? PO Boxes cannot be accepted. It must be a Victorian street address or your application cannot be processed | | | | | | | | | | | |
|  | | | | | | | | | | | |
| 1. How many general and limited partners does this Incorporated Limited Partnership have? | | | | | | | | | | | |
| General partners | |  | | | | | |
| Limited partners | |  | | | | | |  | | | |
|  | | Go to **question 7.** | | | | | |  | | | |

1. Partners – Individuals

You must provide details of all individual persons who will be partners in this Incorporated Limited Partnership and nominate whether they will be a general partner or limited partner. If you need more space, photocopy this page as needed and mark them “page ...... of ......pages”

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Surname (family name) |  | | | | |
| Full given names |  | | | | |
| Date of birth |  | | Email address |  | |
| Residential address (PO boxes cannot be accepted) |  | | | | |
| Will this person be a general partner or limited partner? | General |  | Limited |  |
| I certify that the contents of this document are true and correct | | | | | |
| Signature of partner |  | | | | |
| Date |  | | | | |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Surname (family name) |  | | | | |
| Full given names |  | | | | |
| Date of birth |  | | Email address |  | |
| Residential address (PO boxes cannot be accepted) |  | | | | |
| Will this person be a general partner or limited partner? | General |  | Limited |  |
| I certify that the contents of this document are true and correct | | | | | |
| Signature of partner |  | | | | |
| Date |  | | | | |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Surname (family name) |  | | | | |
| Full given names |  | | | | |
| Date of birth |  | | Email address |  | |
| Residential address (PO boxes cannot be accepted) |  | | | | |
| Will this person be a general partner or limited partner? | General |  | Limited |  |
| I certify that the contents of this document are true and correct | | | | | |
| Signature of partner |  | | | | |
| Date |  | | | | |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Surname (family name) |  | | | | |
| Full given names |  | | | | |
| Date of birth |  | | Email address |  | |
| Residential address (PO boxes cannot be accepted) |  | | | | |
| Will this person be a general partner or limited partner? | General |  | Limited |  |
| I certify that the contents of this document are true and correct | | | | | |
| Signature of partner |  | | | | |
| Date |  | | | | |

1. Partners - Corporations

You must provide details of all corporations who will be partners in this Incorporated Limited Partnership and nominate whether they will be a general partner or limited partner. If you need more space, photocopy this page as needed and mark them “page .... of ... pages”

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Name of corporation |  | | | | | | | | | |
| Date of incorporation |  | | | | | | | | | |
| Place of incorporation (Aust. State or country) |  | | | | | | | | | |
| Corporation registered office (PO boxes cannot be accepted) |  | | | | | | | | | |
| ACN |  | | | | | | | | | |
| ABN |  | | | | | | | | | |
| Will this corporation be a general partner or limited partner? | General | |  | Limited | |  | |
| I certify that the contents of this document are true and correct | | | | | | | | | | |
| Signature of Director/Secretary/Foreign company agent |  | | | | | | | | | |
| Date |  | | | | | | | | | |
| Director | |  | Secretary | |  | | Foreign company agent | |  |

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Name of corporation |  | | | | | | | | | |
| Date of incorporation |  | | | | | | | | | |
| Place of incorporation (Aust. State or country) |  | | | | | | | | | |
| Corporation registered office (PO boxes cannot be accepted) |  | | | | | | | | | |
| ACN |  | | | | | | | | | |
| ABN |  | | | | | | | | | |
| Will this corporation be a general partner or limited partner? | General | |  | Limited | |  | |
| I certify that the contents of this document are true and correct | | | | | | | | | | |
| Signature of Director/Secretary/Foreign company agent |  | | | | | | | | | |
| Date |  | | | | | | | | | |
| Director | |  | Secretary | |  | | Foreign company agent | |  |

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Name of corporation |  | | | | | | | | | |
| Date of incorporation |  | | | | | | | | | |
| Place of incorporation (Aust. State or country) |  | | | | | | | | | |
| Corporation registered office (PO boxes cannot be accepted) |  | | | | | | | | | |
| ACN |  | | | | | | | | | |
| ABN |  | | | | | | | | | |
| Will this corporation be a general partner or limited partner? | General | |  | Limited | |  | |
| I certify that the contents of this document are true and correct | | | | | | | | | | |
| Signature of Director/Secretary/Foreign company agent |  | | | | | | | | | |
| Date |  | | | | | | | | | |
| Director | |  | Secretary | |  | | Foreign company agent | |  |
|  |  | | | | | | | | | |
| Name of corporation |  | | | | | | | | | |
| Date of incorporation |  | | | | | | | | | |
| Place of incorporation (Aust. State or country) |  | | | | | | | | | |
| Corporation registered office (PO boxes cannot be accepted) |  | | | | | | | | | |
| ACN |  | | | | | | | | | |
| ABN |  | | | | | | | | | |
| Will this corporation be a general partner or limited partner? | General | |  | Limited | |  | |
| I certify that the contents of this document are true and correct | | | | | | | | | | |
| Signature of Director/Secretary/Foreign company agent |  | | | | | | | | | |
| Date |  | | | | | | | | | |
| Director | |  | Secretary | |  | | Foreign company agent | |  |

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Name of corporation |  | | | | | | | | | | |
| Date of incorporation |  | | | | | | | | | | |
| Place of incorporation (Aust. State or country) |  | | | | | | | | | | |
| Corporation registered office (PO boxes cannot be accepted) |  | | | | | | | | | | |
| ACN |  | | | | | | | | | | |
| ABN |  | | | | | | | | | | |
| Will this corporation be a general partner or limited partner? | General | | |  | Limited | |  | |
| I certify that the contents of this document are true and correct | | | | | | | | | | | |
| Signature of Director/Secretary/Foreign company agent |  | | | | | | | | | | |
| Date |  | | | | | | | | | | |
| Director | |  | Secretary | | |  | | Foreign company agent | |  |

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Name of corporation |  | | | | | | | | | | |
| Date of incorporation |  | | | | | | | | | | |
| Place of incorporation (Aust. State or country) |  | | | | | | | | | | |
| Corporation registered office (PO boxes cannot be accepted) |  | | | | | | | | | | |
| ACN |  | | | | | | | | | | |
| ABN |  | | | | | | | | | | |
| Will this corporation be a general partner or limited partner? | General | | |  | Limited | |  | |
| I certify that the contents of this document are true and correct | | | | | | | | | | | |
| Signature of Director/Secretary/Foreign company agent |  | | | | | | | | | | |
| Date |  | | | | | | | | | | |
| Director | |  | Secretary | | |  | | Foreign company agent | |  |

1. Partners - Other partnerships

You must provide details of all other partnerships who will be partners in this Incorporated Limited Partnership and nominate whether they will be a general partner or limited partner. If you need more space, photocopy this page as needed and mark them “page .... of ...pages”

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Name of partnership. If the partnership does not have a name, you must attach a separate sheet titled “Other Partnerships” which lists the names of all partners |  | | | | |
| Date partnership formed |  | | | | |
|  |  | | | | |
|  |  | | | | |
| Place of formation (Aust. State or country) |  | | | | |
| Partnership principal office (PO boxes cannot be accepted) |  | | | | |
| ACN |  | | | | |
| ABN |  | | | | |
| Will this partnership be a general partner or limited partner? | General |  | Limited |  |
| I certify that the contents of this document are true and correct | | | | | |
| Signature of one partner of partnership |  | | | | |
| Date |  | | | | |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Name of partnership. If the partnership does not have a name, you must attach a separate sheet titled “Other Partnerships” which lists the names of all partners |  | | | | |
| Date partnership formed |  | | | | |
| Place of formation (Aust. State or country) |  | | | | |
| Partnership principal office (PO boxes cannot be accepted) |  | | | | |
| ACN |  | | | | |
| ABN |  | | | | |
| Will this partnership be a general partner or limited partner? | General |  | Limited |  |
| I certify that the contents of this document are true and correct | | | | | |
| Signature of one partner of partnership |  | | | | |
| Date |  | | | | |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Name of partnership. If the partnership does not have a name, you must attach a separate sheet titled “Other Partnerships” which lists the names of all partners |  | | | | |
| Date partnership formed |  | | | | |
| Place of formation (Aust. State or country) |  | | | | |
| Partnership principal office (PO boxes cannot be accepted) |  | | | | |
| ACN |  | | | | |
| ABN |  | | | | |
|  |  | | | | |
| Will this partnership be a general partner or limited partner? | General |  | Limited |  |
| I certify that the contents of this document are true and correct | | | | | |
| Signature of one partner of partnership |  | | | | |
| Date |  | | | | |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Name of partnership. If the partnership does not have a name, you must attach a separate sheet titled “Other Partnerships” which lists the names of all partners |  | | | | |
| Date partnership formed |  | | | | |
| Place of formation (Aust. State or country) |  | | | | |
| Partnership principal office (PO boxes cannot be accepted) |  | | | | |
| ACN |  | | | | |
| ABN |  | | | | |
| Will this partnership be a general partner or limited partner? | General |  | Limited |  |
| I certify that the contents of this document are true and correct | | | | | |
| Signature of one partner of partnership |  | | | | |
| Date |  | | | | |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Name of partnership. If the partnership does not have a name, you must attach a separate sheet titled “Other Partnerships” which lists the names of all partners |  | | | | |
| Date partnership formed |  | | | | |
| Place of formation (Aust. State or country) |  | | | | |
| Partnership principal office (PO boxes cannot be accepted) |  | | | | |
| ACN |  | | | | |
| ABN |  | | | | |
| Will this partnership be a general partner or limited partner? | General |  | Limited |  |
| I certify that the contents of this document are true and correct | | | | | |
| Signature of one partner of partnership |  | | | | |
| Date |  | | | | |

## Documents you must provide with this application

## Venture Capital Limited Partnership or Australian Fund of Funds applicants or Early Stage Venture Capital Partnership

You must either:

* attach a document evidencing that you are registered under the *Venture Capital Act 2002*, or
* if you are not yet registered, you must forward this document to Consumer Affairs Victoria (CAV) within one month of becoming registered.

## Venture Capital Management Partnership applicants

if you are not yet a Venture Capital Management Partnership, within one month after meeting the requirements for recognition as a VCMP under the Income Tax Assessment Act, you must forward to CAV a Statement that you have met the requirements.

## How to lodge and pay

Print the form and sign all required declarations.

Submit the completed form and attachments using our [Limited partnership online form](https://consumer.vic.gov.au/lpform) (consumer.vic.gov.au/lpform).

**You must pay the fee of $457.20 after lodgement**. There is no GST payable. An officer will contact you by telephone after lodgement to obtain and process credit card payment details. We cannot accept forms containing credit card numbers.

The form is not taken to have been lodged until the prescribed fee has been paid.

When your Incorporated Limited Partnership is **registered** you will receive a Certificate of Registration.

## After registration

The Certificate of Registration must be displayed in a conspicuous position at the registered office of the incorporated limited partnership.

The words "An Incorporated Limited Partnership" or “LP” or “L.P.” must appear next to your firm's name on your stationery and documents.

If your registration as a Venture Capital Limited Partnership or an Australian Fund of Funds is revoked, or you cease to be a Venture Capital Management Partnership, you must within seven days lodge with CAV a notice of that revocation or cessation and specify the date on which it took effect.

If the Incorporated Limited Partnership ceases to carry on business, you must as soon as practicable lodge with CAV a notice of the cessation and specify the date on which it took effect.

Using the appropriate form, tell CAV of any changes to the Incorporated Limited Partnership (eg change of partners, addresses etc). For more information visit [consumer.vic.gov.au/limitedpartnerships](https://consumer.vic.gov.au/limitedpartnerships).

## Information on Incorporated Limited Partnerships in Victoria

* There must be in force at all times a written partnership agreement between the partners in an incorporated limited partnership.
* The registered office of the Incorporated Limited Partnership must be located in Victoria.
* There must be at least one general partner and a maximum of 20.
* There must be at least one limited partner in an Incorporated Limited Partnership but there is no maximum.
* On application and payment of the appropriate fee, the Registrar may issue an up-to-date certificate as to the formation and registered particulars of the Incorporated Limited Partnership.
* Further information about Limited Partnerships is available at [consumer.vic.gov.au/limitedpartnerships](https://www.consumer.vic.gov.au/limitedpartnerships).

## Privacy

The information provided on this form will be displayed on the Public Register of Limited Partnerships. Consumer Affairs Victoria is bound by laws that protect your privacy concerning the collection, use and disclosure of your personal information. Where you do not provide the information required by this form, we may refuse or be unable to process this transaction. For more information visit our [Privacy statement](https://consumer.vic.gov.au/privacy) page (consumer.vic.gov.au/privacy).

This is an approved form for the purposes of Section 88 *Partnership Act 1958.*