



## Application for registration of incorporated limited partnership

Partnership Act 1891

This form is effective from 10 August 2020

ABN: 13 846 673 994

**OFFICE USE ONLY**

Date received

This form is used to register an Incorporated Limited Partnership (ILP) consisting of at least one general partner and at least one limited partner.

Only the following can make this application:

- a proposed general partner in the proposed ILP intending to register it as a Venture Capital Limited Partnership (VCLP), Early Stage Venture Capital Limited Partnership (ESVCLP) or an Australian Venture Capital Fund of Funds (AFOF) under the *Venture Capital Act 2002 (Cwlth)*
- an ILP registered as a VCLP, ESVCLP or AFOF
- the proposed partners in the proposed ILP who also intend that it will meet the requirements set out in the *Income Tax Assessment Act 1936 (Cwlth)* for recognition as a Venture Capital Management Partnership (VCMP)
- an ILP that is a VCMP.

**Instructions**

Please complete in **BLOCK** letters. Attach extra sheets if needed. All references to dates should be in DD/MM/YYYY.

**Privacy statement—please read**

The Office of Fair Trading (OFT) collects information, including personal information, on this form as required by the *Partnership Act 1891* to process your application. Your personal information will be placed on a register which may be inspected by the public upon payment of a prescribed fee. Any documents required by the OFT are available for inspection by the public upon payment of a prescribed fee. Additionally, information on this form can be disclosed without your consent where authorised or required by law. Under the *Fair Trading Act 1989* information may also be shared on a confidential basis with other Australian fair trading agencies.

If you give the OFT an email address to communicate with you, the personal information in these communications will be stored on your email service provider’s servers. These servers may be outside of Australia. By giving us your email address, you are consenting to the personal information contained within the emails to and from the OFT to be transferred outside Australia.

**Fees**

The applicable fee for this form is available on the Fair Trading website at [www.qld.gov.au/fairtrading](http://www.qld.gov.au/fairtrading). No GST is payable on the fee.

<p><b>Lodging party name and address</b></p>	<p>Name .....</p> <p>Address .....</p> <p>Suburb ..... State <input type="text"/><input type="text"/><input type="text"/> Postcode <input type="text"/><input type="text"/><input type="text"/><input type="text"/></p> <p>Phone ..... Fax .....</p> <p>Mobile ..... Email .....</p>
<p><b>Proposed firm name of the proposed incorporated limited partnership</b></p> <p>The proposed firm name must be a name that would be available under the <i>Business Names Registration Act 2011</i>.</p>	<p>Firm name (please print)</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>The name must include at the end one of the following:</p> <ul style="list-style-type: none"> <li>• ‘an incorporated limited partnership’</li> <li>• ‘L.P.’</li> <li>• ‘LP’.</li> </ul>

<p><b>Registered office details</b></p> <p>This must be an address in Queensland. A post office box address is not acceptable.</p>	<p>Address .....</p> <p>Suburb ..... State <input type="text"/><input type="text"/><input type="text"/> Postcode <input type="text"/><input type="text"/><input type="text"/><input type="text"/></p>
<p><b>Number of partners</b></p>	<p>The partnership must have at least one general partner and one limited partner with a limit of 20 for general partners.</p> <p>Number of general partners .....</p> <p>Number of limited partners .....</p>
<p><b>General partner details and signatures</b></p> <p><b>Individuals:</b> insert full name, residential address (not a post office box), signature and date.</p> <p><b>Corporation (including another incorporated limited partnership):</b> insert full company/corporation name, registered office or principal place of business, ACN, signature and date.</p> <p><b>Partnership:</b> insert full name of partnership or, if the partner is a partnership with a firm name, the name of that firm and registered office or principal place of business, signature and date.</p> <p>Please check the partnership box if the partner is a partnership.</p>	<p>I/we, the undernamed partner, am/are or will be a general partner.</p> <p>Partner's full name .....</p> <p>Australian Company Number (ACN) <input type="text"/><input type="text"/><input type="text"/> <input type="text"/><input type="text"/><input type="text"/> <input type="text"/><input type="text"/><input type="text"/></p> <p>Address .....</p> <p>Suburb ..... State <input type="text"/><input type="text"/><input type="text"/> Postcode <input type="text"/><input type="text"/><input type="text"/><input type="text"/></p> <p>Position in corporation (if applicable) .....</p> <p>Signature ..... Date <input type="text"/><input type="text"/> / <input type="text"/><input type="text"/> / <input type="text"/><input type="text"/><input type="text"/><input type="text"/>  <small>D D M M Y Y Y Y</small></p> <p><input type="checkbox"/> This partner is a partnership (please check if applicable).</p> <p>Partner's full name .....</p> <p>Australian Company Number (ACN) <input type="text"/><input type="text"/><input type="text"/> <input type="text"/><input type="text"/><input type="text"/> <input type="text"/><input type="text"/><input type="text"/></p> <p>Address .....</p> <p>Suburb ..... State <input type="text"/><input type="text"/><input type="text"/> Postcode <input type="text"/><input type="text"/><input type="text"/><input type="text"/></p> <p>Position in corporation (if applicable) .....</p> <p>Signature ..... Date <input type="text"/><input type="text"/> / <input type="text"/><input type="text"/> / <input type="text"/><input type="text"/><input type="text"/><input type="text"/>  <small>D D M M Y Y Y Y</small></p> <p><input type="checkbox"/> This partner is a partnership (please check if applicable).</p>
<p><b>Limited partner details and signatures</b></p> <p><b>Individuals:</b> insert full name, residential address (not a post office box), signature and date.</p> <p><b>Corporation (including another incorporated limited partnership):</b> insert full company/corporation name, registered office or principal place of business, ACN, signature and date.</p> <p><b>Partnership:</b> insert full name of partnership or, if the partner is a partnership with a firm name, the name of that firm and registered office or principal place of business, signature and date.</p> <p>Please check the partnership box if the partner is a partnership.</p>	<p>I/we, the undernamed partner, am/are or will be a limited partner.</p> <p>Partner's full name .....</p> <p>Australian Company Number (ACN) <input type="text"/><input type="text"/><input type="text"/> <input type="text"/><input type="text"/><input type="text"/> <input type="text"/><input type="text"/><input type="text"/></p> <p>Address .....</p> <p>Suburb ..... State <input type="text"/><input type="text"/><input type="text"/> Postcode <input type="text"/><input type="text"/><input type="text"/><input type="text"/></p> <p>Position in corporation (if applicable) .....</p> <p>Signature ..... Date <input type="text"/><input type="text"/> / <input type="text"/><input type="text"/> / <input type="text"/><input type="text"/><input type="text"/><input type="text"/>  <small>D D M M Y Y Y Y</small></p> <p><input type="checkbox"/> This partner is a partnership (please check if applicable).</p> <p>Partner's full name .....</p> <p>Australian Company Number (ACN) <input type="text"/><input type="text"/><input type="text"/> <input type="text"/><input type="text"/><input type="text"/> <input type="text"/><input type="text"/><input type="text"/></p> <p>Address .....</p> <p>Suburb ..... State <input type="text"/><input type="text"/><input type="text"/> Postcode <input type="text"/><input type="text"/><input type="text"/><input type="text"/></p> <p>Position in corporation (if applicable) .....</p> <p>Signature ..... Date <input type="text"/><input type="text"/> / <input type="text"/><input type="text"/> / <input type="text"/><input type="text"/><input type="text"/><input type="text"/>  <small>D D M M Y Y Y Y</small></p> <p><input type="checkbox"/> This partner is a partnership (please check if applicable).</p>

**Limited partner details and signatures**

**Individuals:** insert full name, residential address (not a post office box), signature and date.

**Corporation (including another incorporated limited partnership):** insert full company/corporation name, registered office or principal place of business, ACN/ARBN, signature and date.

**Partnership:** insert full name of partnership or, if the partner is a partnership with a firm name, the name of that firm and registered office or principal place of business, signature and date.

Please check the partnership box if the partner is a partnership.

I/we, the undernamed partner, am/are or will be a limited partner.

Partner's full name .....

Australian Company Number (ACN)

Address .....

Suburb ..... State  Postcode

Position in corporation (if applicable) .....

Signature ..... Date  /  /   
D D M M Y Y Y Y

This partner is a partnership (please check if applicable).

Partner's full name .....

Australian Company Number (ACN)

Address .....

Suburb ..... State  Postcode

Position in corporation (if applicable) .....

Signature ..... Date  /  /   
D D M M Y Y Y Y

This partner is a partnership (please check if applicable).

**Evidence of registration as a VCLP, ESVCLP, AFOF or statement that partnership is a VCMP**

In the case of a VCLP, ESVCLP or an AFOF, the application must be accompanied by evidence of its registration under Part 2 of the *Venture Capital Act 2002 (Cwlth)*.

In the case of a VCMP, the application must be accompanied by a statement by the partnership that it is a VCMP under the Section 94D(3) of the *Income Tax Assessment Act 1936 (Cwlth)*.

This application for registration as an incorporated limited partnership is made by a partnership that is a: (Please tick one of the following boxes.)

Venture Capital Limited Partnership (VCLP)

Early Stage Venture Capital Limited Partnership (ESVCLP)

Australian Venture Capital Fund of Funds (AFOF)

Venture Capital Management Partnership (VCMP).

Left blank intentionally,  
please turn over for more details

<p><b>Requirement of persons proposing to be the partners in a VCLP, ESVCLP, AFOF or VCMP</b></p> <p>The application must be accompanied by a statement that the persons propose to be partners in a VCLP, ESVCLP, AFOF or VCMP, whichever is applicable.</p>	<p>This application for registration as an incorporated limited partnership is made by persons proposing to be the partners in a: (Please tick one of the following boxes.)</p> <p><input type="checkbox"/> Venture Capital Limited Partnership (VCLP)</p> <p><input type="checkbox"/> Early Stage Venture Capital Limited Partnership (ESVCLP)</p> <p><input type="checkbox"/> Australian Venture Capital Fund of Funds (AFOF)</p> <p><input type="checkbox"/> Venture Capital Management Partnership (VCMP).</p> <p><b>Note:</b> an incorporated limited partnership that is registered on the basis of an intention to either become a VCLP, ESVCLP or AFOF <b>or</b> an intention to meet the requirements for recognition as a VCMP, must within one month after becoming a VCLP, ESVCLP, AFOF or VCMP lodge either a:</p> <ul style="list-style-type: none"> <li>• copy of a document as evidence of its status as a VCLP, ESVCLP or AFOF</li> <li>• a statement that it is a VCMP.</li> </ul>
<p><b>Additional information</b></p>	<p>Where the registration of an incorporated limited partnership as a VCLP, ESVCLP or AFOF under the <i>Venture Capital Act 2002 (Cwlth)</i> is revoked or an incorporated limited partnership ceases to be a VCMP, the limited partnership must lodge either a <i>Notice of Revocation of Registration as VCLP, ESVCLP or AFOF (Form 8)</i> or a <i>Notice of Cessation as VCMP (Form 9)</i>, whichever is applicable, within seven days after the date of revocation or cessation.</p> <p>A notice may be issued to an incorporated limited partnership under Section 97 of the <i>Partnership Act 1891</i> requiring the partnership to show cause why it should not be required to be wound up if it is considered that having been registered on the basis that the partnership is or is intended to be:</p> <ul style="list-style-type: none"> <li>• a VCLP, ESVCLP or an AFOF, the partnership's registration under the <i>Venture Capital Act 2002</i> has been revoked <b>or</b> the partnership has not within two years of incorporation become a VCLP, ESVCLP or AFOF</li> <li>• a VCMP, it has ceased to meet or has not within two years of incorporation met the requirements for recognition under the <i>Income Tax Assessment Act 1936 (Cwlth)</i>.</li> </ul>
<p><b>IMPORTANT!</b></p> <p>Please make sure you:</p> <ul style="list-style-type: none"> <li>• provide all necessary information and documentation</li> <li>• sign the application</li> <li>• return all pages of the application form.</li> </ul>	<p><b>Please lodge the completed application, any supporting documentation and applicable fees to the Office of Fair Trading at the address below, at one of our regional offices, or at a Queensland Government Service Office.</b></p> <p><b>By mail:</b> Registration Services Unit, GPO Box 3111, Brisbane QLD 4001</p> <p><b>In person:</b> Visit <a href="http://www.qld.gov.au/fairtrading">www.qld.gov.au/fairtrading</a> or call <b>13 QGOV</b> (13 74 68) for information and your nearest Fair Trading Office or Queensland Government Service Office.</p>
<p>Left blank intentionally, please turn over for more details</p>	

## Payer details

This section must be completed if payment has been made by another person on behalf of the applicant.

Name .....

Postal address .....

Suburb ..... State    Postcode

Mobile ..... Fax number .....

Receipt request    Yes     No

Email .....

## Payment

### Payment details

Cash—pay in person     Debit/Credit card     Money order     Cheque  
**Do not send cash by mail**

Make money order or cheque payable to the Office of Fair Trading.  
**A receipt will not be issued unless specifically requested.**

### Debit/Credit card

**OFT cannot accept debit/credit card details over the phone, fax or email (including any attachments) in accordance with the Payment Card Industry Data Security Standard. If an email or fax is received containing debit/credit card details, it will be deleted immediately and your application and payment will not be processed.**

Charge my:



Go online to [www.qld.gov.au/fairtrading](http://www.qld.gov.au/fairtrading)

Debit/Credit card number:

Cardholder's name:

.....

Amount authorised:

\$ .....    Expiry date:   /

Cardholder's signature:

.....



### Online payments

Tick box if you wish to pay online

If you select this option, once OFT has received your documentation, an officer will be in contact to provide you with a Customer Reference Number (CRN). You can use this to pay via the following methods:



Go online to [www.qld.gov.au/fairtrading](http://www.qld.gov.au/fairtrading)



Payments can be made using **BPAY** through your bank or financial institution using the reference details that will be provided to you.



### By post

A cheque or money order can be posted in, together with the application form.

**Make money order or cheque payable to the Office of Fair Trading**



### In person

You can also visit a Fair Trading Office or an applicable Queensland Government Service Office to lodge this application and pay the applicable fees over the counter.

Visit [www.qld.gov.au/fairtrading](http://www.qld.gov.au/fairtrading) or call **13 QGOV** (13 74 68) for your nearest Fair Trading Office or Queensland Government Service Office.