

Early Stage Venture Capital Limited Partnership - Application Form

Reference code:

Registration type

Part 7.4 of the Criminal Code creates offences for making false and misleading statements, giving false or misleading information and producing false or misleading documents under the Act.

For further information on the program requirements:

Email the department or phone the Hotline: 13 28 46

Please refer to the Privacy Policy ().

Before submitting this form, ensure you have the partnership registration certificate(s). The submission cannot be accepted by the department unless the certificate(s) are provided at the time of submission.

Please see the Customer Information Guide().

Legislation in full available at <https://www.legislation.gov.au> (<https://www.legislation.gov.au>)

Refer to the Venture Capital Act 2002 and the ITAA 1997.

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Google Places

The Address search fields in this form use Google Places to help fill in the address details. By using this feature you agree to be bound by Google's Terms of Service (<https://www.google.com/intl/en/policies/terms>) and are subject to Google's Privacy Policy (<https://www.google.com/policies/privacy>).

Type of registration

Select which is relevant to your application *

Section 13-5(1A) - conditional registration may be granted to a partnership that does not meet all the registration requirements, such as not having at least \$10 million committed capital. If you wish to be considered for conditional registration the partnership will need to demonstrate how it will meet the registration requirements. For example a detailed capital raising strategy will be required. Conditional registration may only be considered where the delegate of Innovation and Science Australia is satisfied the partnership will meet the registration requirements of an ESVCLP within 24 months, after which conditional registration lapses.

Section 13-1(1A) - ESVCLP registration is a partnership that meets the registration requirements under s9-3 of the VC Act.

Conditional ESVCLP registration

ESVCLP registration

Is the partnership conditionally registered? *

Yes

No

Registration date *

This is the date the delegate of Innovation and Science Australia conditionally registered the ESVCLP.

**All forms must be submitted using the online form.
Some fields in the online form may differ based on user input.**

Contact for this application

Company name *

Given name(s) *

Family name *

Position *

Primary phone number *

Secondary phone number

Email*

For reference only

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General partner

General partner details

Is the general partner a venture capital management partnership? *

Yes No

General partner's registration number *

Select one of the following entities *

Other limited partner (overseas) Company

Does the partnership have an ABN or ACN? *

ABN ACN Only Neither

Enter your ABN into the Australian Business Number (ABN) field and click the Lookup ABN button to retrieve your registration details from the Australian Business Register (ABR) (<https://abr.business.gov.au/>).

Australian Business Number (ABN) *

General partner's name *

Enter your ACN into the Australian Company Number (ACN) field and click the Lookup ACN button to retrieve your registration details from the Australian Business Register (ABR) (<https://abr.business.gov.au/>).

- Not all companies with an ACN have an associated ABN.
- An ACN will only appear on ABN Lookup if the company also has an ABN.

Australian Company Number (ACN) *

Specify General partner's name below

General partner's name *

General partner's name *

Is the general partner a resident of Australia? *

Yes No

Specify state *

Specify which country the general partner resides *

Does the country have a double tax agreement with Australia? *

Yes No

Provide reasons why the general partner's residence does not have a double tax agreement with Australia. *

0 characters of 1,000 used

General partner's registered office address

Is this an Australian or international address? *

Australian International

Please input the address *

Start typing full address here..

Address Line1 *

Address Line2

Suburb *

State *

Postcode *

All forms must be submitted using the online form.
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Please input the address *

Address Line1 *

Address Line2

Suburb/ City *

State/ Province *

Postcode/ Zipcode *

Country *

Is the general partners business address the same as the registered office? *

Yes

No

For reference only

All forms must be submitted using the online form.
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General partner's business address

Is this an Australian or international address? *

Australian International

Please input the address *

Start typing full address here..

Address Line1 *

Address Line2

Suburb *

State *

Postcode *

Please input the address *

Start typing full address here..

Address Unel *

Address Line2

Suburb/ City *

State/ Province *

Postcode/ Zipcode *

Country *

Contact name

Given name(s) *

Family name *

Phone *

Email address *

Attach documentary evidence of the date the venture capital management partnership was established (ILP/LP certificate) *

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Details of the ESVCLP

Partnership name*

Enter the name exactly as it appears on the partnership certificate

Partnership registration number*

Enter the number exactly as it appears on the partnership certificate

Specify which country the partnership was established in *

Does the country have a double tax agreement with Australia? *

Yes No

Specify state *

Attach documentary evidence of the date the partnership was established such as your partnership I LP/LP certificate *

Has the partnership had a previous registration revoked under the VC Act? *

Yes No

Provide details on the previous registration *

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For reference only

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Duration of the partnership

The following questions ask about details of your partnership agreement which must comply with the requirements of the Act.

Will the partnership remain in existence for at least 5 and not more than 15 years? *

Yes No

Specify the relevant clause/s of the partnership agreement that refers to the duration of the partnership. *

Date the partnership was formed? *

Date the partnership will be terminated? *

Are there any additional clauses in the partnership agreement that can cancel or terminate the partnership? *

Yes No

Specify the clause *

0 characters of 200 used

Clause numbers in the partnership agreement that require partners to contribute their committed capital as and when required under the agreement e.g. Clause/s xx in the partnership agreement *

0 characters of 200 used

Clause numbers in the partnership agreement that prohibit the addition of new partners to the partnership except as provided for in the agreement e.g. Clause/s xx in the partnership agreement *

0 characters of 200 used

Clause numbers in the partnership agreement that prohibit increases in the partnership's committed capital except as provided for in the agreement e.g. Clause/s xx in the partnership agreement *

0 characters of 200 used

Clause numbers in the partnership agreement that confer on a general partner the right to require partners to contribute their committed capital to the partnership e.g. Clause/s xx in the partnership agreement *

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Upload signed partnership deed

If the partnership is applying for conditional registration and the deed is not executed, please ensure a signed interim deed is provided with the partnership deed.

The deed must be provided in the following two formats:

1. PDF format for the signed copy
2. Word format

Upload signed partnership deed *

PDF format for the signed copy

Upload partnership deed *

Word format

All forms must be submitted using the online form.
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Committed capital

The partnership has committed capital of \$XX million. Committed capital has the meaning given by s1 18-445 of the ITAA97. Evidence of committed capital in the form of signed application forms/subsription deeds may be requested by the delegate of Innovation and Science Australia as evidence of committed capital at any time.

What is the partnership's total committed capital (AUD) at the time of application? *

Upload Capital raising strategy *

Where do you plan on sourcing capital from? *

- Super/Pension fund
- Self-managed super fund
- Financial Institution
- Company
- Trust
- Partnership
- Individual
- Significant Investor Visa Applicant
- Foreign Venture Capital Fund of Funds
- Australian Venture Capital Fund of Funds
- Other (please specify)

Other

Is the general partner committing capital to the partnership? *

Yes No

Amount (AUD) *

What is the partnership's target committed capital (AUD)? *

Will the partnership's committed capital be at least \$10 million and not more than \$200 million (at the time of ESVCPL registration)? *

Yes No

Transfer committed capital

Can the partnership's committed capital be transferred to other entities? *

Yes No

The delegate is required to take into account in deciding whether an investment plan is appropriate whether the partnership's committed capital can only be used in relation to early stage venture capital, and whether it can be transferred to other entities.

As such, the delegate will use the answer to this question as a factor for consideration when determining whether an ESVCPL's investment plan is appropriate.

Provide reasons *

0 characters of 2,000 used

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Partnership investments

Does the partnership hold any investments/permitted loans? *

Yes No

How many investments/permitted loans has the partnership made? *

Upload investment/permitted loan documentation *

In the repeating section below, add an entry for each investment the partnership has made, including separate entries for initial and follow-on investments. If the investment has been made through a holding company structure, then report the details of the target investee not the details of intermediate holding companies.

Investment 1

New shares (limited provision for pre-owned) convertible notes (that are equity interests), new units or options in Australian businesses with assets of not more than \$50 million.

The total amount invested is not more than 30 per cent of the ESVCLP's committed capital. Cannot invest in businesses where the predominant activity is:

property development

- banking, financing, leasing, factoring, securitisation, insurance, making investments*
- construction.*

Each investment held is:

- An EVCI; or*
- An investment not meeting s118-425(2) and(6) or s118-427(3) and (7); or*
- Consolidated or consolidatable entity for income tax purposes under s118-425(12) or s118-427(12); or*
- Debt Interest - Permitted Loan*

Is this investment an eligible venture capital investment or a permitted loan? *

Yes No

Type of investment *

- An eligible venture capital investment
- A debt interest - permitted loan

Does the Investee have an ABN or an ACN? *

ABN ACN Only Neither

Enter your ABN into the Australian Business Number (ABN) field and click the Lookup ABN button to retrieve your registration details from the Australian Business Register (ABR) (<https://abr.business.gov.au>).

Australian Business Number (ABN) *

Investee name *

Enter your ACN into the Australian Company Number (ACN) field and click the Lookup ACN button to retrieve your registration details from the Australian Business Register (ABR) (<https://abr.business.gov.au>).

- Not all companies with an ACN have an associated ABN.
- An ACN will only appear on ABN Lookup if the company also has an ABN.

Australian Company Number (ACN) *

Specify Investee name below

Investee name *

Investee name *

Cost Amount of Investment (AUD) *

\$

Date that investment was made *

Cost Amount of Investment (AUD) *

\$

Date that investment was made *

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An ESVCLP can only hold a debt interest if it is a permitted loan as defined at s9-10 of the Venture Capital Act. Generally, an ESVCLP can lend money to a company or unit trust once it holds an eligible venture capital investment in that entity and that investment is at least 10 per cent of the investee. An ESVCLP may also lend money to a business where it does not hold an investment if the loan is repaid within six months. If there are exceptional circumstances the repayment period may be extended by the delegate of Innovation and Science Australia [s9-10(1) (b), (2) and (3)].

Is there a requirement for repayment of the permitted loan within six months? *

Yes

No

For reference only

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Repayment date *

Provide an explanation on why this investment is not an eligible venture capital investment or a permitted loan *

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Will the investments the partnership holds be in accordance with its approved investment plan? *

Yes

No

Has the partnership disposed of any of the above listed investments? *

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For reference only

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Limited partners

Details of limited partners

Do you have any Limited Partners?

Yes No

Instructions for filling in limited partner list:

1. Click on the following link to open the spreadsheet : limited partners spreadsheet()
2. Enter details of ALL limited partners of the partnership into the spreadsheet
3. Save the spreadsheet to your local device
4. Click on 'Upload File' to upload the spreadsheet from your local device

The file must be an .xlsx and must be less than 20MB in size to be successfully loaded. Form may respond slowly for a large number of limited partners

Limited Partners *

* By checking this box I confirm all limited partners (listed above) have executed the partnership deed and the amounts committed to the partnership are true and correct

Proportion of committed capital

Will any partner's committed capital exceed 30 % of the partnership's total committed capital? *

Yes No

Banks, life insurance companies and widely-held complying superannuation funds are exempt from this restriction. A foreign venture capital fund of funds is also allowed to hold more than 30 per cent committed capital in an ESVCLP, provided the fund is widely held and the ultimate investors are eligible foreign investors.

Is that partner an exempt entity under the VC Act? *

Yes No

Specify the exempt entity (including the name) *

- Banks
- Life insurance companies
- Widely-held complying superannuation funds
- Foreign venture capital fund of funds Attachment that

specifies the entity is exempt *

Is the Partnership requesting an exemption under s9-4 of the Act? *

An application for an exemption needs to be lodged with the application. The general partner of the partnership needs to apply to under s9-4 of the Act.

The delegate of Innovation and Science Australia determine all applications on a case by case basis. The partner of the partnership will need to apply for an exemption and outline the case that it has for exceeding the 30% limit. The general partner will need to include a strong case for why the ESVCLP will still meet the aims of the Act (noting, it states a 30% rule) and include if the exemption is for a certain period of time.

Yes No

Click on the following link to open the application in a separate window. Ensure you submit this ESVCLP application along with the s9-4 application: Application for exemption under s9-4 of the Venture Capital Act 2002 (Cth) ()

Upload an application for an exemption *

Provide reasons on why the partnership has not requested for an exemption *

0 characters of 2,000 used

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Legislative requirement (Partnership deed, Investment plan, Skills and resources)

Investment plan

Does the partnership have an investment plan? *

Yes No

Is the investment plan part of the partnership deed? *

Yes No

Specify clause/schedule *

0 characters of 500 used

Will the partnership only carry on activities that are related to making eligible venture capital investments? *

Yes No

For reference only

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Details of the investment plan

Please ensure the answers provided below are comprehensive and reflect what is in your investment plan (included in the partnership deed). You may copy sections of your investment plan if they answer the questions sufficiently.

Will the partnership's investment plan focus on making early stage venture capital investments? *

Yes No

Type of investments *

Pre-seed

Percentage

%

Seed

Percentage

%

Start up

Percentage

%

Early expansion

Percentage

%

Turnaround

Percentage

%

LBO/MBO/MBI

Percentage

%

How many investments will the partnership make? *

0 characters of 200 used

Amount per investment *

a characters of 200 used

What are the stages of development of the entities in which the partnership proposes to invest? *

0 characters of 5,000 used

What are the levels of cash flow of those entities? *

0 characters of 5,000 used

What are the levels of technology of those entities? *

0 characters of 5,000 used

What are the proportions of intellectual property to total assets of those entities? *

0 characters of 5,000 used

What are the levels of risk and return of those entities? *

0 characters of 5,000 used

What are the amount of tangible assets and collateral of those entities against which borrowings may be secured? *

0 characters of 5,000 used

Documents inviting investment

Are there any documents issued inviting investment in the partnership? *

Yes No

Upload offer documents (information memorandum) *

Please provide reasons why documents are not being provided *

0 characters of 300 used

All forms must be submitted using the online form.
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Skills and resources to implement my investment plan

Does the partnership have access to the skills and resources necessary to implement, and is reasonably likely to implement, this investment plan? *

Yes No

Team member 1

Given name(s) *

Family name *

Relevant qualifications and experience *

0 characters of 2,000 used

Upload CV *

Please ensure you upload one document that includes a CV for each team member.

Time commitments of each member of the partnership management team *

The table is designed to capture each team member's FTE* time commitment at each stage of the partnership lifecycle. For example if a team member was working on the partnership full-time over each stage, then their commitment level would be 100% at each stage, rather than totalling 100% over the different stages. Similarly, committing 10% of their FTE to the partnership would only allow them to commit a maximum of 10% at each stage.

* FTE = estimated number of hours per week/40hrs x 100%

Name	Capital raising stage (%FTE)	Investment stage (%FTE)	Exit stage (%FTE)	Average time spent in the Partnership (%FTE)
Team member 1	<input type="text"/>	<input type="text"/>	<input type="text"/>	0.00
Total FTE	<input type="text"/>	<input type="text"/>	<input type="text"/>	0.00

Where will the partnership source investment opportunities from? *

0 characters of 1,000 used

Managing an investment portfolio *

0 characters of 1,000 used

Management fees *

0 characters of 1,000 used

Realisation of returns from investments *

0 characters of 1,000 used

Partnership group

Is the general partner or management team involved in any other partnerships registered under the *Venture Capital Act*? *

This does include if the management team are connected with other partnerships that are not connected to the general partner for example Jane Smith is involved with the partnership as well as ABC Fund LP that is not a partnership related to this general partner

Yes

No Other Partnership Name 1

Partnership Name *

Time commitment of each team member for partnership group *

The table is designed to capture each team member's FTE* time commitment across the partnership group and any other commitments. Each column must add up to less than or equal to 100%.

* FTE = estimated number of hours per week/40hrs x 100%

Name	Commitment to this Partnership	Commitment to other	Commitment to other funds or	Total commitment
------	--------------------------------	---------------------	------------------------------	------------------

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(%FTE)

Partnerships
(%FTE)

business
commitments
(%FTE)

cannot be
greater than
100% per team
member
(%FTE)

Team member 1

	%	%	%	0%
--	---	---	---	----

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Connected to other entities

Is the partnership's investment plan connected with other plans for investment that, if combined would lead to the partnership exceeding the \$200 million limit in committed capital? *

Yes No

Please provide reasons *

0 characters of 1,000 used

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Published customer list

Please provide the following details as a contact for the ESVCLP and for publication on the customer list should your application for registration be successful.

The department provides lists of partnerships registered under the VC Act on its website at www.business.gov.au (<https://business.gov.au/>).

Individuals seeking finance may use these lists to contact partnerships directly.

Name of contact person

Given name(s) *

Family name *

Partnership name *

Partnership address

Is this an Australian or international address? *

Australian International

Please input the address *

Address Line 1 *

Address Line 2

City *

State*

Post Code *

Please input the address *

Address Line 1 *

Address Line 2

Suburb/ City *

State/ Province *

Postcode/ Zipcode *

Country *

Contact number *

Email*

Brief description of investment focus *

0 characters of 300 used

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Declaration

The general partner applied for registration *

Yes No

I declare the application for registration meets the requirements under s11-1 of the VC Act *

Yes No

Provide a statement from the general partner as to whether the partnership meets the registration requirements of an ESVCLP *

0 characters of 1,000 used

I declare the partnership will act in accordance with its approved investment plan *

Yes No

Does the applicant have sufficient funds to begin its investment program in accordance with its investment plan? *

Yes No

Does the applicant meet the registration requirements of an ESVCLP as set out in Division 9 of the Venture Capital Act (2002)? *

Yes No

Do you, as the general partner of the applicant, understand that giving false or misleading information is a serious offence? *

Yes No

I,

State in relation to:

- I, as the general partner of the applicant, have read and or taken advice on the Venture Capital Act (2002), the relevant provisions of the Income Tax Assessment Act 1997, and regulations and legislative instruments made under these statutes. I understand my obligations under these laws;
- I, as the general partner of the applicant, will provide further information in support of this application if requested;
- to the best of my knowledge and belief, the information provided in this form is true and correct in all material particulars;

* By checking this box I agree to all of the above declarations and confirm all of the above statements to be true

* By including my name in this application it is deemed to be my signature for the purpose of this application

State your name *

Feedback

How did you hear about us?

0 characters of 1,000 used

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