



## MEMO

To: Board of Directors  
From: Company Secretary  
Subject: **CHANGE OF LOCATION OF SHARE REGISTER**

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All companies must establish and maintain a register of members (more commonly referred to as the 'share register') under s168 of the Corporations Act.

Under s172 the register must be located at either the:

- Registered Office
- Principal Place of Business
- or a place where the work is done in maintaining the register – as advised to ASIC

Subject to certain rules, the register may be inspected by the public – s173.

### **Contents of Share Register**

The following must be recorded in the share register, pursuant to s169:

- The shareholder's name and address and the date on which the entry of the shareholder's name in the register is made.
- If the company has more than 50 shareholders, the company must include in the register an up-to-date index of shareholders' names.
- In relation to share capital, the register must also show:
  - (a) the date on which every allotment of shares takes place; and
  - (b) the number of shares in each allotment; and
  - (c) the shares held by each shareholder; and
  - (d) the class of shares; and
  - (e) the share numbers (if any), or share certificate numbers (if any), of the shares; and the amount paid on the shares; and whether or not the shares are fully paid; and
  - (f) the amount unpaid on the shares (if any).
- The register of a company with shareholders, other than a stock exchange listed company, must indicate any shares that a shareholder does not hold beneficially.
- A register of shareholders must also show:



- (a) the name and details of each person who stopped being a shareholder of the company within the last 7 years; and
- (b) the date on which the person stopped being a shareholder.

### **Location of Register**

Most companies maintain their share register at their Registered Office, Principal Place of Business, or accountant's or lawyer's offices.

Large companies – particularly stock exchange listed – usually use one of the professional share registry firms, such as Computershare, Link or Registries.

### **ASIC Forms 909 & 991/992**

When the share register is moved to a location other than the Registered Office or Principal Place of Business a Form 909 "Notification of Office at which Register is Kept" must be completed and lodged with ASIC within 7 days of establishing or changing the location of the register.

In completing the Form there is a need to note that the occupier of the premises has consented in writing to the use of the new address as the place for keeping of the register and has not withdrawn that consent – s100. And the consent letter must be retained as ASIC has the right to ask for it.

There may also be a need to lodge a Form 991/992 "Notification of Location of Books on Computer" whereby a company gives notice under s1301 in respect to books and records kept otherwise than in writing – i.e., on computer – detailing:

- location of the place of storage on computer and/or the place of inspection [991]; or
- change in the location of the place of storage or inspection [992].

This Form should be lodged with ASIC within 14 days.

These Forms must be signed by a director or secretary and no fee is payable if lodged within the prescribed period.

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#### **DISCLAIMER**

*The comments in this memo reflect some commercial aspects and observations on the matter experienced or observed by the writer in practice as he understands them. The information is given as a guide only and does not represent a definitive or legal view of any of the issues raised, covered or referred to and the reader is urged to seek his own professional advice on all aspects of, or pertaining to, this and any related matter.*