



MEMO

To: Board of Directors
From: Company Secretary
Subject: **CORPORATIONS ACT – STRUCTURE**

The *Corporations Act* is the principal law governing the regulation and operation of corporations registered in Australia and foreign corporate entities operating in Australia.

The Act is divided into various Chapters covering different aspects of a corporation's 'life' from establishment through to de-registration.

These Chapters are summarised under the following headings:

Topic	Chapter	No.	Chapter Heading
CORPORATIONS LAW OVERVIEW		1	Introduction
		9	Miscellaneous
ESTABLISHING A COMPANY		2A	Registering a Company
		2B	Basic Features of a Company
		2N	Updating ASIC Information
		2P	Lodgements with ASIC
		5B	Bodies Corporate – Registered & Registrable
REGISTERS		2C	Registers
OFFICERS		2D	Officers & Employees
RELATED PARTY TRANSACTIONS		2E	Related Party Transactions
MEETINGS & MEMBERS		2G	Meetings
SHARES & SHARE CAPITAL		2F	Members' Rights & Remedies
		2H	Shares
		2J	Transactions Affecting Share Capital
CHARGES & DEBENTURES		2K	Charges
		2L	Debentures
FINANCIAL REPORTING & AUDIT		2M	Financial Reports & Audit



INSOLVENCY & DE-REGISTRATION	5	External Administration
	5A	De-registration & Transfer of Registration
MANAGED INVESTMENT SCHEMES	5C	Managed Investment Schemes
TAKEOVERS	6	Takeovers
	6A	Compulsory Acquisition & Buy-outs
	6B	Rights & Liabilities
	6C	Information About Ownership
CONTINUOUS DISCLOSURE	6CA	Continuous Disclosure
FUNDRAISING	6D	Fundraising
	7	Financial Services & Markets
	8	Mutual Recognition of Securities Offers

In addition to the Act there are also *Corporations Regulations* which expand on and aid the implementation of various operational aspects of the Act.

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.