



MEMO

To: Board of Directors
From: Company Secretary
Subject: **DOCUMENTS LODGED WITH ASIC**

In order to comply with numerous Corporations Act requirements, particularly to keep public records up-to-date, various documents must be lodged with ASIC in prescribed formats in most cases, usually within designated timeframes and accompanied by required payment in some instances.

The documentation requirements are set out in each relevant section of the Corporations Act and are more generally detailed in Part 1.0 of the Corporations Regulations.

Prescribed Forms

Under Section 350 a document that the Act requires to be lodged with ASIC in a prescribed form must be in the form detailed in the Regulations or in any other ASIC approved format.

Regulation 1.0.03 details the prescribed forms.

Directions & Instructions in Forms

A form must be completed in accordance with the directions and instructions specified in the form – Reg 1.0.04.

General Requirements for Documents

Unless ASIC otherwise approves a document to be lodged must, under Reg 1.0.07, comply with the following:

- (a) be on white or light pastel colour paper:
 - (i) of international A4 size; and
 - (ii) of medium weight and good quality; and
- (b) be clearly printed or written in black or dark blue in a manner that is permanent and will make possible a reproduction, by photographic, computerised or other electronic means that is satisfactory to ASIC; and
- (c) not be a carbon copy or a copy reproduced by any spirit duplication method; and
- (d) subject to paragraph (h), have margins of not less than 10 millimetres on all sides; and
- (e) if it comprises 2 or more sheets, be fastened together securely in the top left-hand corner; and



- (f) display on the first page of the document or, if the document is a single sheet, on that sheet:
 - (i) the ACN, ARBN or ABN of the company; and
 - (ii) the name of the company; and
 - (iii) the title of the document; and
 - (iv) the section number of the Act under which the document is being lodged; and
- (g) have the following information near the top left-hand corner of the first sheet:
 - (i) registered agent number (if any); or
 - (ii) lodging party or agent name; and
 - (iii) contact details; and
- (h) at the top right-hand corner of the first sheet, have a blank space that measures 35 millimetres from the top of the page and 65 millimetres from the right-hand side of the page; and
- (j) if the document is a form relating to a no liability company, be completed by inserting the words 'No Liability' in place of the word 'Limited'; and
- (k) in the case of an unlimited company, have the word 'Limited' omitted; and
- (l) if the document contains maps or charts on which areas have been distinguished by colour, also distinguish those areas by hatching, numbering or lettering.

Annexures Accompanying Forms

Pursuant to Reg 1.0.06:

- (1) An annexure to a form must:
 - (a) have an identifying mark; and
 - (b) be endorsed with the words:
'This is the annexure of pages (*insert the number of pages*) marked (*insert an identifying mark*) mentioned in Form (*insert number of form*) (*insert a description of the form*) signed by (*insert 'me' or 'us'*) and dated (*insert the date of signing*); and
 - (c) be signed by each person signing the form to which the document is annexed.
- (3) The pages in an annexure must be numbered consecutively.
- (4) If a form has a document annexed, the following particulars of the annexure must be written on the form:
 - (a) the identifying mark; and
 - (b) the number of pages.



Signing Forms & Documents

Sec. 351 specifies that all forms and documents lodged with ASIC must be signed by a director or Company Secretary and the person's full name (as recorded with ASIC) and signing capacity must be stated.

The only exception is as per sec. 351(1)(a) where for a foreign company (with an ARBN) its local [Australian] agent may sign.

The requirements for certification and verification of documents are further detailed in Reg 1.0.16.

A document relating to a company that is to be certified or verified must be certified or verified in the approved form and signed by:

- (a) a director or Company Secretary who resides in Australia; or
- (b) an agent of the company or, if the agent is a company itself, a director or Company Secretary of that company who resides in Australia.

Electronic Lodgement

Secs. 352 ~ 353 cover the rules for electronic lodgement of certain forms/documents by company officers or an appointed agent which, subject to complying with those rules, are deemed to be duly signed.

Lodgement Fees

Fees payable to ASIC for lodging certain forms/documents – and for various other matters, including penalties for late lodgement – are detailed in the Regulations, and are clearly summarised in Information Sheet 30. GST is not payable on ASIC fees.

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.