



MEMO

To: Board of Directors
From: Company Secretary
Subject: **DOCUMENTS – VERIFICATION**

Requirements for documents lodged with ASIC are generally set out in each relevant section of the Corporations Act and are more generally detailed in Part 1.0 of the Corporations Regulations.

Sec. 351 of the Act 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.

Verification & Certification

The requirements for verification (that a document [attached to the form] is the original) or certification (that a document [attached] is a true copy of the original) of documents which are lodged with ASIC are further detailed in Reg 1.0.16.

This provision is relevant, for example, when minutes of a special resolution passed at a shareholders' meeting must be lodged with ASIC in support of some prescribed action (eg, shareholders' agreement to wind up a company – Sec. 491 – within 7 days).

A document relating to a company that is to be certified or verified must be certified or verified (by ticking the box) 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, a director or Company Secretary of that company who resides in Australia.

The appropriate form is Form 911 "Verification or Certification of a Document".

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.
