



MEMO

To: Board of Directors
From: Company Secretary
Subject: **INDUCTION OF COMPANY SECRETARY**

The following is a guide to inducting a new Secretary into the Company, covering initial matters to be attended to and on-going matters requiring attention soon afterwards:

- A. Signed written consent to be given prior to appointment [Corporations Act section 204C(1)], including full name, any previous names (eg maiden name), residential address, date and place of birth
- B. Board resolution of appointment, including remuneration and other terms and conditions [CA sec. 204D]
- C. Similar process to be followed for subsidiary companies (where Company Secretary required)
- D. Announce Company Secretary change to ASX – as required by ASX Listing Rule 3.16.1
- E. Board should also consider appointment as ‘ASX communications person’ – L/R 12.6 (including ASX announcement of change)
- F. Up-date company web-site – details of company officers
- G. Lodge change with ASIC – Form 484
- H. Register with ASIC as company officer, or as agent (may be easier with several companies)
- I. Register with “asx on-line” – allows lodgement of ASX releases and up-date of company information on ASX web-site
- J. Register with Share Registry “issuer on-line” – to access share data, reports, shareholder information
- K. Review key company documents:
 - Constitution
 - Annual Report
 - Corporate Governance Statement
 - Policies & procedures



- L. Review relevant reference material:
- Corporations Act – specific public/listed company requirements
 - ASX Listing Rules*
 - ASX Corporate Governance Principles
- M. Prepare sections of Annual Report:
- Parts of Directors' Report [Note: for public companies the Secretary's name, qualifications and experience must be included – CA sec. 300(10)(d)]
 - Corporate Governance Statement
 - Shareholder Information
- and note:
- Shareholders now have to 'opt-in' to receive A/R
 - Email addresses collected – to circulate availability of A/R on website
- N. Annual General Meeting – 28 days' clear notice for listed companies
- Prepare Notice of Meeting/Proxy Form (may require ASX 'sign-off' – L/R 15.1)
 - Liaise with share registry about NOM dispatch/proxies
 - Arrange venue
- O. Board meetings – prepare Secretarial Report each month
- P. Review duties and responsibilities
- Q. Set up systems and procedures
- R. Ensure Company Secretary's obligations under CA sec. 188 adequately covered
- S. Monitor Directors' share trading to ensure compliance with CA sec. 205G and by lodgement of ASX Appendix 3Y as necessary (ref L/R3.19A)

** available in hard copy through LexisNexis or through ASX website (although best on-line version is on 'asx on-line' website as it can be printed, etc)*

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.