



## MEMO

To: Board of Directors  
From: Company Secretary  
Subject: **PRINCIPAL PLACE OF BUSINESS**

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All companies must have a “Principal Place of Business”; i.e., a main place/location where the business is conducted and/or where decisions are made and/or where the company books and records are maintained.

This can be, and often is, a different location to the company’s Registered Office. The Registered Office is often at the company’s accountants or lawyers office, or at a directors home or office – and must be located within Australia. But that is often not where the company’s main business/head office is.

The Principal Place of Business can in fact be a foreign country, with the company’s only ‘representation’ in Australia being its Registered Office.

If the Principal Place of Business is within Australia, and it carries on business there *and* is open to the public, the company’s name must be ‘prominently displayed’ at that location (sec.144). The Principal Place of Business cannot be a PO Box, it must be an actual place or location address.

Whilst the Corporations Act allows for various company books and/or registers to be held at its Principal Place of Business, that is only if that Place is located within Australia (sec.172).

If the Principal Place of Business is different to the Registered Office, that must be notified to ASIC when the company is formed. Any subsequent change in a company’s Principal Place of Business address/location (including a move away from the Registered Office) must be lodged with ASIC within 28 days of the date of change, using Form 484 (sec.146). The Company Secretary is primarily responsible for notifying ASIC of any change to the Principal Place of Business (sec.188).

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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.*

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