



MEMO

To: Board of Directors
From: Company Secretary
Subject: **REGISTERED OFFICE**

The Corporations Act (section 142) requires that every company – incorporated in, or registered to operate in, Australia – must have a Registered Office somewhere in Australia, being the place where communications and notices can be sent to or served on the company and/or where company documents may be inspected (see ss100 & 109X).

Under s100 ASIC must be informed of the Registered Office address (initially on Form 201 “Application for Registration as an Australian Company”) and of any changes (using Form 484 “Change to Company Details”) within 28 days – s142(2).

The Registered Office address must be an actual physical location; a P.O. Box cannot be used. The full address location must be given, including the office/suite/unit number, floor/level and building name (as applicable), and the street number (i.e., ‘corner of Smith St and Jones Rd’ is not acceptable).

However, under s146A a company may use an alternative contact address (including a P.O. Box) for communications and notices from ASIC, advised to ASIC on Form 486 “Notification to Nominate, Change or Cease a Contact Address for a Company”.

A notice of change of Registered Office (on Form 484) lodged with ASIC takes effect from the latter of 7 days after lodgement or a later specified date – s142(3).

If the company does not occupy the premises where its Registered Office is located, the occupier of the premises must consent in writing to that location being used by the company – ss100 & 142(2). And in these cases ASIC will add the occupier's name as a "c/-" to the address field whenever printed. This written consent must be provided to ASIC if requested – ss 100 & 143(1).

If an occupier of premises subsequently withdraws consent he should inform the company and he may, by letter (as no specific form is provided, although designated in ASIC database as Form 203) , inform ASIC. If ASIC becomes aware that consent has been withdrawn ASIC may – by s143(2) – give notice to the company, and/or a director resident in Australia (of which there must be at least 1, and 2 for a public company), that ASIC intends to change the Registered Office to the address of an Australian resident director.

Under s144(1) all companies must display their name prominently at every place at which they carry on business and are open to the public. Also, a public company must, but a proprietary company is not obliged to, display after its name the words



“Registered Office” at that location – s144(2) – and open its office to the public each business day – s145 – at least between 10:00am~12:00pm and 2:00pm~4:00pm or for a minimum of 3 hours between 9:00am~5:00pm as advised to ASIC (on Form 201 initially but, subsequently, at least the day before they become effective by letter as there is no prescribed form).

If a company’s principal place of business is different to its Registered Office location, it must also notify ASIC of that address (on Form 201) and any changes thereto (on Form 484).

All directors are primarily responsible for all matters relating to the Registered Office, unless there is a Company Secretary who then is deemed to assume that responsibility – s188.

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.