



MEMO

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

As requested, here are the issues involved and/or changes necessary in relation to the Company's Registered Office upon conversion to a public company:

PROPRIETARY COMPANY	REFERENCE	PUBLIC COMPANY
All companies must have a Registered Office located within Australia	CA sec 142(1)	All companies must have a Registered Office located within Australia
The Registered Office address is where official (eg, from ASIC) communications & notices are sent and is usually where the company's statutory registers are maintained (although they may be kept at the company's Principal Place of Business or other approved place)	CA sec 172(1)	The Registered Office address is where official (eg, from ASIC) communications & notices are sent and is usually where the company's statutory registers are maintained (although they may be kept at the company's Principal Place of Business or other approved place)
The full address location must be given, including floor/level and room number (as applicable) – a PO Box is not acceptable*	CA sec 100(1)(c)	The full address location must be given, including floor/level and room number (as applicable) – a PO Box is not acceptable*
The occupier of the premises at the location – if not the Company – must consent in writing	CA sec 100(1)(d)	The occupier of the premises at the location – if not the Company – must consent in writing
If the occupier's consent is withdrawn the office location must be changed immediately	CA sec 143(2)	If the occupier's consent is withdrawn the office location must be changed immediately
Change of address must be notified to ASIC within 28 days on Form 484 & takes effect 7 days after Form lodged or from other date notified in Form	CA secs 142(2) & (3)	Change of address must be notified to ASIC within 28 days on Form 484 & takes effect 7 days after Form lodged or from other date notified in Form
The company's name must be prominently displayed wherever it carries on business <i>and</i> is open to the public	CA sec 144(1)	The company's name must also be prominently displayed wherever it carries on business <i>and</i> is open to the public



	CA sec 144(2)	A public company must prominently display its name and the words "Registered Office" at such office
	CA sec 145(1)	The Registered Office must be open & accessible each business day for at least either: (a) 10-12am & 2-4pm or (b) 3 hours (between 9am & 5pm) chosen by the company and notified to ASIC
	CA sec 145(3)	Any change in opening hours must be notified to ASIC (by letter, as there is no prescribed form) at least the day before they become effective
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	CA sec 188(1) & 188(2)	The Company Secretary is primarily responsible for all matters relating to the Registered Office

* note however that a company can provide a PO Box number, or alternative address, to ASIC for correspondence by lodging a Form 486

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.