



MEMO

To: Board of Directors
 From: Company Secretary
 Subject: **REGISTERS TO BE KEPT**

All companies must establish and maintain a number of registers, either as required by legislation (pursuant to the Corporations Act) and/or to assist in the administration of the company and/or to be consistent with 'best practice'.

These principally include:

TITLE	COMMENTS	REFERENCE
Company Register	Folder which contains constituent documents, statutory registers & records	
Mandatory documents	<ul style="list-style-type: none"> ▪ Minutes of [board] meetings (and resolutions) of directors ▪ Minutes of general meetings (and resolutions) of members [shareholders] 	Sec. 251A
Mandatory registers (<i>even if blank</i>)	Registers which must be retained, even if blank: <ul style="list-style-type: none"> ▪ Register of Members [or Shareholders] ▪ Register of Charges 	Sec. 168 Sec. 271
Mandatory Registers (<i>only if there is an entry</i>)	Registers which must be established only if there is something to record in them: <ul style="list-style-type: none"> ▪ Register of Option Holders ▪ Register of Debenture Holders 	Sec. 168
Location of Registers	Mandatory registers must be located at either: <ul style="list-style-type: none"> ▪ Registered Office ▪ Principal Place of Business ▪ A place where the work is done in maintaining the register – as advised to ASIC 	Sec. 172
	Register may be inspected by the public	Sec. 173
Members Register	Shareholders Register (or Register of Shareholders) for a company limited by shares (the most common) Members Register for a company limited by guarantee	Sec. 169



	<p>Register must include:</p> <ul style="list-style-type: none"> ▪ Names & addresses ▪ Details of shareholdings (if any) 	
Charges Register	<p>Must be maintained, <u>even if there is nothing to record</u></p> <p>Register must contain details of any encumbrance by way of charge created over company assets and/or undertaking, whether or nor registrable with ASIC</p> <p>Register may be inspected by the public</p>	Sec. 271
Optionholders Register	<p>Register must include:</p> <ul style="list-style-type: none"> ▪ Names & addresses ▪ Details of options granted 	Sec. 170
Debentureholders Register	<p>Register must include:</p> <ul style="list-style-type: none"> ▪ Names & addresses ▪ Details of debentures 	Sec. 171
Other Registers	<p>Whilst not mandatory, it may assist administration if various other registers were also kept, including for the following:</p> <ul style="list-style-type: none"> ▪ Directors & Company Secretaries ▪ Directors Shareholdings ▪ Relevant Interests (of Directors) ▪ Share Buy-backs ▪ Contracts, Agreements & Deeds ▪ Delegated Authorities (eg commitments, expenditure) ▪ Signed Documents (including use of company seal) ▪ Intellectual Property 	

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.