



MEMO

To: Board of Directors
From: Company Secretary
Subject: **COMPANY REGISTER - CONTENTS**

A “Company Register”, “Company Folder” or “Statutory Folder” or similar name book (ie, a folder which holds all statutory papers/registers/records/files – those which are required to be established/maintained/retained for all companies under the Corporations Act) should be set up for all companies, ideally with tabbed sections headed ‘Board Minutes’, ‘Shareholders Minutes’, ‘Share Register’, ‘Statutory Filings’, etc. Paperwork generally should be in chronological order within each section, with the most recent on top.

A new company folder could include the following sections, in this sort of order:

1. Certificate of Registration
2. Constitution [or list of Replaceable Rules]
3. Members [or Shareholders] Minutes & Resolutions*
4. Directors [or Board] Minutes & Resolutions*
5. Register of Company Officers
Directors’ & Secretary’s Consents*
6. Record of Registered Office & Principal Place of Business
7. Register of Members [or Shareholders]*
Allotment Journal
Transfer Journal
Share Applications, Transfers & Certificates
8. Register of Options
9. Register of Charges*
10. Register of Debentures
11. ASIC Forms / Statutory Filings
12. Miscellaneous



* the records/registers marked with an asterisk are required under the Corporations Act

Apart from these sections, there could be additional sections to cover 'Audit Committee', 'Remuneration & Nomination Committee', 'Risk Management Committee', etc.

For a public company, for example, the volume of papers in some of these tabbed sections could become quite thick (eg, 'Board Minutes') so separate folders may be needed for those sections. This is particularly so for Board Minutes which should also have any board/supporting papers attached (ie, behind the applicable signed minutes).

Sometimes these board papers are so thick that maybe only the actual signed minutes/resolutions should be in the folder, with supporting papers – in the same order – say in a filing cabinet. By the way, these minutes/resolutions and papers must be kept easily accessible in the company's records 'forever' and should not be archived away.

Note too, that one of the most critical things, where there are parent/subsidiary companies, is that the statutory files/records for each company must be kept separate and not mixed (if for no other reason than simply because if one company was to be sold off then it would facilitate easy inspection – ie, as part of 'due diligence' – and hand over of the folder for that company to the new owner).

Apart from matters/headings mentioned above, other related company documents/ records/files which should be retained for reference in need could include Shareholder Correspondence, Share Registry Correspondence, ASX Announcements/ Correspondence, etc – but none of these are 'statutory' and do not need to go in the Company Register/Folder – they should just go in an ordinary filing cabinet or lever-arch file.

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.