



Transfer to CATSI

Under Part 7 of the *Associations Act 2003* (NT)

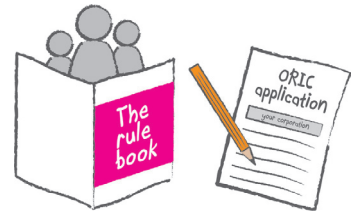
How to transfer incorporation of a Northern Territory association (registered with the NT Commissioner of Consumer Affairs under the *Associations Act 2003* (NT)) to a corporation (registered with ORIC under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)).

1

Fill in an application form and draft a rule book

To transfer its activities to a CATSI Act corporation the association needs to:

- fill in an ORIC *Application for registration (existing organisation)* form
- prepare a draft CATSI rule book that suits your corporation's needs and meets the CATSI Act (you can use ORIC's model rule book as a guide— an ORIC officer can help you with this).



2

Do you need consent?

Check whether the association needs written consent from the NT Commissioner of Consumer Affairs to make the transfer application.

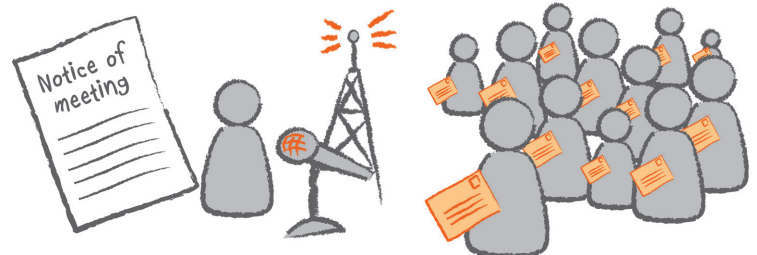
3

Call a general meeting

The association must call a general meeting for members to pass a special resolution to agree to become a corporation under the CATSI Act. Contact members at least 21 days before the meeting to tell them about it and what the resolution is about.

Check your current rules to see how you should give notice for a general meeting. It might say you can send the notice by mail, put it on community notice boards, the radio or in the local newspaper.

- Make sure everything possible has been done to let members know about the meeting.
- Keep copies of any newspaper ads used to notify members.



4

At the general meeting:

At least 75 per cent of association members attending must:

- agree to transfer the association activities to a corporation registered under the CATSI Act
- approve the proposed application for registration
- authorise a person to apply for registration on behalf of the members
- decide the new name the association should apply for (you can no longer have the word 'Association' in your name)
- agree to adopt the proposed rule book (including all replaceable rules in the CATSI Act that have not been included or changed in the rule book)
- nominate the people who will be the directors on registration
- nominate a person to be the contact person (or secretary if the corporation will be large) on registration.

Keep minutes of the meeting (the chairperson needs to sign them) and the resolution passed. You can use ORIC's example minutes and resolution.

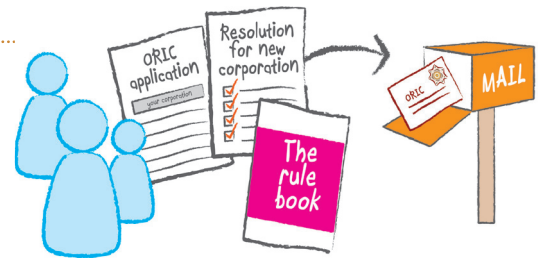


5

Send the following to ORIC:

- your *Application for registration (existing organisation)* form
- a copy of the signed minutes and the special resolution
- a copy of the proposed rule book
- a certified copy of your association's current constitution
- a certified copy of your association's current certificate of incorporation, or a similar document
- a copy of the written consent from the NT Commissioner of Consumer Affairs (if required)
- if applicable, any application for exemption under the CATSI Act.

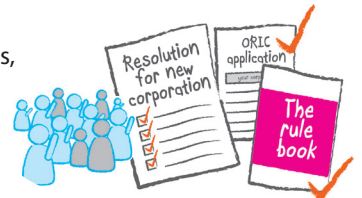
ORIC will then register your corporation and send you a certificate of registration.



6

Final steps ...

- After the transfer is published in the NT *Gazette* the transfer of the association's assets, rights and liabilities to the new ORIC corporation is complete.
- You may be eligible for roll-over relief from capital gains tax under subdivisions 124-I and 620-A of the *Income Tax Assessment Act 1997*.
- The transfer may also be exempt from stamp duty. In 2010 the Northern Territory Treasurer approved under section 35(2) of the *Financial Management Act* a waiver of stamp duty where a community store transfers its incorporation from the Associations Act to the CATSI Act, or where a shire in the NT divests a community store to a new CATSI Act corporation.
- Ask ORIC for governance assistance and training.



The main benefits of registering under the CATSI Act

- The rule book that governs how the corporation is run can take into account Aboriginal and Torres Strait Islander customs and traditions.
- It is free to register as an Aboriginal and Torres Strait Islander corporation—unlike other regulators that may charge a fee.
- The Registrar of Indigenous Corporations offers client assistance, support, information and training programs.
- Aboriginal and Torres Strait Islander corporations can operate nationally—they are not limited to the state or territory in which they are registered.
- When registering their corporation, members can choose not to be liable for the debts of the corporation.
- In some cases corporations may be exempted from lodging annual reports.
- Profits of the corporation can be distributed to members if the rule book allows for this.

For more information

freecall 1800 622 431 (not free from mobiles)

email info@oric.gov.au

website www.oric.gov.au

Example minutes

AGREEMENT TO TRANSFER—PASSING OF A SPECIAL RESOLUTION

Association's name: _____

Incorporated under the *Associations Act 2003* (NT)

Minutes of general meeting of members

Date: _____

Location: _____

Time: _____

Present: see attached attendance list

Apologies: see attached list of apologies

Chair: _____

Quorum: A quorum of members entitled to vote on the resolution was present at all times during the meeting.

Notice of meeting: The notice of the meeting of members was, with the permission of the members, taken as being read.

Resolution: The following special resolution was passed by at least 75 per cent of members attending the meeting.

THE MEMBERS RESOLVED for the purposes of the *Associations Act 2003* (NT) to:

- approve the application to register as an Aboriginal and Torres Strait Islander corporation
- apply for a new name for the association of [insert name]
- adopt a rule book (constitution) that meets the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act).

THE MEMBERS RESOLVED for the purposes of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act):

- that the applicant is authorised to apply for the registration
- that the proposed rule book attached to the notice of the meeting be adopted by the body when it becomes registered as an Aboriginal and Torres Strait Islander corporation
- that the attached list of replaceable rules from the CATSI Act will apply to the body when it becomes registered as an Aboriginal and Torres Strait Islander corporation, except if it is changed or replaced in the proposed rule book
- that the persons specified in the application will become directors on registration
- that the person/s specified will become contact persons or secretaries [delete whichever is inapplicable] on registration.

Closure: There being no further business the meeting was declared closed at _____.

Confirmed _____ (Signature of chairperson)

_____ (Name of chairperson)

Attachment—Table of replaceable rules

This table indicates all the replaceable rules in the CATSI Act.

SUBJECT OF PROVISION	PROVISION
Chapter 4—Members and observers	
Application to corporation	section 144-5 <i>subsection (2) is a replaceable rule</i>
Determination of applications for membership	section 144-10 <i>subsection (7) is a replaceable rule</i>
Resignation	section 150-10 <i>subsection (2) is a replaceable rule</i>
Member not eligible for membership etc.	section 150-20 <i>this section is a replaceable rule</i>
Observers	section 158-5 <i>subsection (2) is a replaceable rule</i>
Corporation or directors may allow member to inspect books	section 175-15 <i>this section is a replaceable rule</i>
Chapter 5—Meetings	
Director may call meetings	section 201-1 <i>this section is a replaceable rule</i>
Notice of general meeting to members, officers and observers	section 201-25 <i>subsections (2), (5) and (6) are replaceable rules</i>
Quorum	section 201-70 <i>subsections (1), (2), (5) and (6) are replaceable rules</i>
Chairing general meeting	section 201-75 <i>this section is a replaceable rule</i>
Adjourned meetings	section 201-85 <i>subsection (2) is a replaceable rule</i>
Who may appoint a proxy	section 201-90 <i>this section is a replaceable rule</i>
How many votes a member has	section 201-115 <i>this section is a replaceable rule</i>
Objections to right to vote	section 201-120 <i>this section is a replaceable rule</i>
How voting is carried out	section 201-125 <i>this section is a replaceable rule</i>

SUBJECT OF PROVISION	PROVISION
Chapter 5—Meetings (continued)	
When and how polls must be taken	section 201-140 <i>this section is a replaceable rule</i>
Calling directors' meetings	section 212-5 <i>this section is a replaceable rule</i>
Chairing directors' meetings	section 212-15 <i>this section is a replaceable rule</i>
Passing of directors' resolutions	section 212-25 <i>this section is a replaceable rule</i>
Circulating resolutions of corporation with more than 1 director	section 215-1 <i>this section is a replaceable rule</i>
Chapter 6—Officers	
Corporation may appoint a director	section 246-15 <i>this section is a replaceable rule</i>
Directors may appoint other directors to make up a quorum	section 246-20 <i>this section is a replaceable rule</i>
Term of appointment	section 246-25 <i>subsections (1) and (3) are replaceable rules</i>
Alternate directors	section 246-30 <i>this section is a replaceable rule</i>
Director may resign	section 249-5 <i>subsection (2) is a replaceable rule</i>
Terms and conditions of office for secretaries	section 257-45 <i>this section is a replaceable rule</i>
Terms and conditions of contact person's appointment	section 257-50 <i>this section is a replaceable rule</i>
Powers of directors	section 274-1 <i>this section is a replaceable rule</i>
Negotiable instruments	section 274-5 <i>this section is a replaceable rule</i>

Example meeting notice

AGREEMENT TO TRANSFER—PASSING OF A SPECIAL RESOLUTION

Association's name:

Incorporated under the *Associations Act 2003* (NT)

Notice of general meeting

All members of [insert association name] are invited to the general meeting of the association.

Date: _____

Location: _____

Time: _____

- Agenda:**
- Apologies
 - Quorum
 - Notice of meeting
 - Passing of a special resolution to transfer incorporation of the association from the *Associations Act 2003* (NT) to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act).

- Proposed resolution:** THE MEMBERS RESOLVED for the purposes of the *Associations Act 2003* (NT) to:
- approve the application to register as an Aboriginal and Torres Strait Islander corporation
 - apply for a new name for the association of [insert name]
 - adopt a rule book (constitution) that meets the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act).

THE MEMBERS RESOLVED for the purposes of the CATSI Act:

- that the applicant is authorised to apply for the registration
- that the proposed rule book attached to the notice of the meeting be adopted by the body when it becomes registered as an Aboriginal and Torres Strait Islander corporation
- that the attached list of replaceable rules from the CATSI Act will apply to the body when it becomes registered as an Aboriginal and Torres Strait Islander corporation, except if it is changed or replaced in the proposed rule book
- that the persons specified in the application will become directors on registration
- that the person/s specified will become contact persons or secretaries [delete whichever is inapplicable] on registration.

- Proxies:** If the association's constitution allows proxies, there also needs to be a statement saying that the member has a right to appoint a proxy and whether the proxy needs to be a member of the association.



Related documents

For Northern Territory associations (registered with the NT Commissioner of Consumer Affairs under the *Associations Act 2003* (NT))

As well as this guide about transferring to the CATSI Act from the Northern Territory, you may be interested in:

- The rule book—condensed
- Form: Application for registration (existing organisation) form

Plus a range of other ORIC publications:

The ORIC Oracle newsletter

ORIC fact sheets:

- What's in the corporation's rule book?
- Meetings
- Duties of directors and other officers
- Secretaries and contact persons
- Corporation size and financial reporting
- Disqualification from managing a corporation under the CATSI Act
- Related party financial benefits

For more information

freecall 1800 622 431 (not free from mobiles)
email info@oric.gov.au
website www.oric.gov.au