



Transfer to CATSI

Under the *Associations Incorporation Act 2009* (NSW)

How to transfer incorporation of a New South Wales association (registered under the *Associations Incorporation Act 2009* (NSW)) to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act).

1

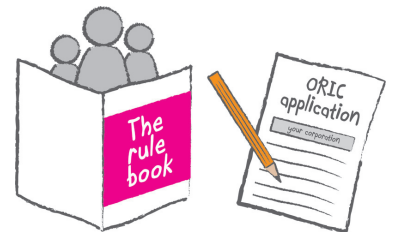
Start to fill in the forms and draft a rule book

Start filling in these **two forms**:

- NSW Fair Trading: *Application for approval to transfer registration* (Form A10)
- ORIC: *Application for registration (existing organisation)*

Prepare a **draft rule book** that suits the corporation's needs and meets the CATSI Act. ORIC's model rule book can be used as a guide.

An **ORIC officer can help** you with these.



2

Call a general meeting

The association must call a general meeting for members to pass a special resolution to agree to transfer the registration of the association to a corporation registered under the CATSI Act.

At least 21 days notice of the meeting and the proposed resolution must be given to the members. Include a copy of the proposed rule book with the notice or information on how to access a copy of it.

Check the association's current rules to see how notice should be given for a general meeting. It might say that notice can be sent by mail, put 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.



3

At the general meeting

At least 75 per cent of association members entitled to vote and actually voting must:

- agree to transfer the registration of the association to a corporation registered under the CATSI Act
- approve the proposed application for registration (ORIC form)
- authorise a person to apply for registration on behalf of the members
- approve the new name under which the association is to apply to be registered
- approved the proposed rule book (including all replaceable rules in the CATSI Act that have not been included or changed in the proposed 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 this meeting (the chairperson needs to sign them) and the resolution passed.

ORIC's **example minutes and resolution** can be used.



4

Complete the forms

Based on the decisions at the general meeting finish filling in these **two forms**:

- NSW Fair Trading: *Application for approval to transfer registration* (Form A10)
- ORIC: *Application for registration (existing organisation)*.

5

Send the following to NSW Fair Trading:

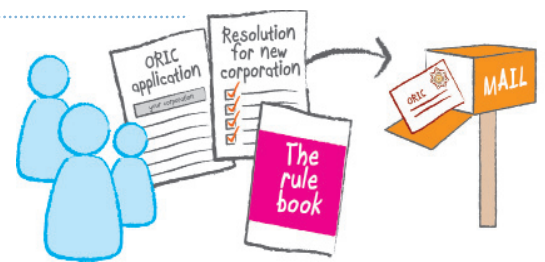
- a completed *Application for approval to transfer registration* (Form A10)
- the prescribed fee
- a copy of the signed minutes and the special resolution
- any outstanding annual summaries of financial affairs (for the three financial years before the application is made).

After NSW Fair Trading decide to approve your application they will send the association a transfer declaration.

6

Send the following to ORIC:

- a completed *Application for registration (existing organisation)* form
- a copy of the NSW Fair Trading transfer declaration
- a copy of the signed minutes and the special resolution
- a copy of the proposed rule book
- a certified copy of the association's current constitution
- a certified copy of the association's current certificate of incorporation, or a similar document
- if applicable, any application for exemption under the CATSI Act.



ORIC will then register the corporation and send the applicant a certificate of registration.

7

Final steps ...

- NSW Fair Trading will remove the association from their register but the identity of the body is taken to be the same before and after the transfer.
- The corporation may be eligible for roll-over relief from capital gains tax under subdivisions 124-1 and 620-A of the *Income Tax Assessment Act 1997*.
- Update your organisation's name and registration on letterhead, signage, website, car registration, land titles, books and records, and with service providers such as banks, accountant, government funding bodies, Australian Taxation Office etc.
- Ask ORIC for governance assistance and training.

The main benefits of registering under the CATSI Act

- Registered corporations can access ORIC's advice and support, and free services such as training in good governance, help with recruiting senior staff, advertising jobs, finding independent directors and legal help.
- 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.

For more information

freecall 1800 622 431 (not free from mobiles)

email info@oric.gov.au

website www.oric.gov.au

Example meeting notice

AGREEMENT TO TRANSFER—PASSING OF A SPECIAL RESOLUTION

Association's name: _____

Incorporated under the *Associations Incorporation Act 2009* (NSW)

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 registration of the association from the *Associations Incorporation Act 2009* (NSW) to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act).

- Proposed resolution:** THE MEMBERS RESOLVED TO:
- transfer the registration of the association to a corporation registered under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)
 - approve the application to register under the CATSI Act.
 - authorise [_____] to apply for registration under the CATSI Act
 - approve [_____] as the name under which the association will apply to be registered under the CATSI Act
 - approve the proposed rule book
 - approve the persons specified in the application to become directors on registration
 - approve the person specified in the application to become the contact person/ secretary 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.

Example minutes

AGREEMENT TO TRANSFER—PASSING OF A SPECIAL RESOLUTION

Association's name: _____

Incorporated under the *Associations Incorporation Act 2009* (NSW)

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 entitled to vote and voting.

THE MEMBERS RESOLVED TO:

- transfer the registration of the association to a corporation registered under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)
- approve the application to register under the CATSI Act.
- authorise [_____] to apply for registration under the CATSI Act
- approve [_____] as the name under which the association will apply to be registered under the CATSI Act
- approve the proposed rule book
- approve the persons specified in the application to become directors on registration
- approve the person specified in the application to become the contact person/ secretary on registration.

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

Confirmed _____ (Signature of president/chairperson)

_____ (Name of president/chairperson)



Related documents

For New South Wales associations registered under the *Associations Incorporation Act 2009 (NSW)*

As well as this guide the following may be helpful:

The rule book—condensed

Forms:

- *Application for registration (existing organisation)* under the CATSI Act
- NSW Fair Trading Form A10—*Application for approval to transfer registration* (attached)

Free legal help with transferring to the CATSI Act through LawHelp, see oric.gov.au/lawhelp



LawHelp

Plus a range of other ORIC publications:

The *ORIC Oracle* newsletter

ORIC fact sheets:

- A corporation's rule book: what you need to know
- Meetings for members
- Meetings for directors
- Minutes of meetings
- Registers of members and former members
- Duties of directors and other officers
- Contact persons and secretaries
- Corporation size and reporting
- Related party financial benefits

All documents are available on ORIC's website, oric.gov.au, or by contacting ORIC.

For more information

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

Please read this information before completing this form.
This form can be completed in Adobe Reader and saved for your records.

When should this form be lodged?

This form must be lodged where an association intends to transfer its registration to a company under the *Corporations Act 2001*, a co-operative under the *Co-operatives National Law (NSW)* or an Aboriginal and Torres Strait Islander corporation under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

A company, co-operative or corporation registered as a result of a transfer is considered to be the same body as the association. The transfer does not affect the rights or obligations of the organisation.

It is important that the association undertaking this process registers as an existing body corporate and does not register as a new company, co-operative or Aboriginal and Torres Strait Islander corporation.

To transfer registration to a company ASIC Form 202 must be lodged. Contact Registry Services to obtain the correct form to transfer registration to a co-operative. Contact the Office of the Registrar of Indigenous Corporations for information on the requirements to transfer registration to an Aboriginal and Torres Strait Islander corporation.

Association details (part 1)

Please ensure the correct name and registration number of the association is included in this section.

Application details (part 2)

Tick the relevant box showing the section of the Corporations Act, the CNL, or the CATSI Act under which the association intends to be registered.

Set out the name under which the association intends to be registered.

Declaration (part 4)

The declaration on the reverse of the form **must** be completed by a person authorised by the committee.

How to lodge and pay

- * **By email** to registrylodgements@finance.nsw.gov.au.
- * **By post** to Registry Services, PO Box 22, Bathurst NSW 2795.
- * **In person** at any **Service NSW Centre**. For the address of your nearest Service NSW Centre please telephone 13 77 88 or visit www.service.nsw.gov.au/service-centre.
- * **The application fee must be paid at the time of application.** There is no GST payable.
- * Payment can be made by:
 - * cheque or money order made payable to NSW Fair Trading, or
 - * credit card by completing the payment details on last page.
- * When paying by credit card a surcharge of 0.40% will be charged on the total amount due.
- * Receipts will only be issued on request.

What happens when you lodge your application?

- * The application will be reviewed. You will be notified in writing if further information is required.
- * This form may be returned if:
 - * it is not completed correctly, or
 - * it does not have the necessary attachments, or
 - * it is received without payment.
- * If your application is approved, you will receive a transfer declaration.
- * If your application is refused, you will receive written notification of the reasons.
- * If any change occurs in the information you have provided in your application, you must notify NSW Fair Trading as soon as possible.

What if my application is refused?

- * If you are dissatisfied with the decision made on your application, in the first instance, you may apply in writing to Fair Trading to have the decision reviewed.
- * If you are dissatisfied with the outcome of the internal review you may apply to the NSW Civil and Administrative Tribunal for a review of the decision.

Contacting Registry Services

Telephone (02) 6333 1400 or 1800 502 042
Mail Registry Services
PO Box 22
Bathurst NSW 2795
Email registryinquiries@finance.nsw.gov.au
Website www.fairtrading.nsw.gov.au

Language assistance

Telephone - 13 14 50
Ask for an interpreter in your language.
TTY - 1300 723 404
Telephone service for the hearing impaired.

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Application for approval to transfer registration

Associations Incorporation Act 2009 (sections 78-80)

Sep 2016

Please read the information before completing this form.

This form can be completed in Adobe Reader and saved for your records.

Fee - \$83.00

1. ASSOCIATION DETAILS

Name INCORPORATED

Registration number (not ABN) INC or Y

2. APPLICATION DETAILS

The association applies to transfer its registration to registration under

- section 601BC of the *Corporations Act 2001* (Commonwealth)
- OR**
- section 31 of the *Co-operatives National Law (NSW)*
- OR**
- section 21.1 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*

The name the association intends to adopt on transfer will be

3. CHECKLIST (tick relevant boxes and ensure documents are attached)

- a copy of the special resolution (indicating the date it was passed) that authorises the making of the application for transfer of registration to registration under the *Corporations Act 2001*, the *Co-operatives National Law (NSW)* or the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*
- any outstanding annual summaries of financial affairs (Form A12-T1 or A12-T2) required to be lodged under section 45 or 49 of the *Associations Incorporation Act 2009* (as the case may be) for the 3 financial years before the application is made

4. DECLARATION AND PRIVACY ACKNOWLEDGEMENT

I declare:

- * I am authorised by the committee to make this application on behalf of the association,
- * the information set out in this form and any document attached to this form is true and correct,
- * the association's creditors are not likely to be materially prejudiced by the transfer of registration,
- * the legislation to which the association proposes to transfer adequately provides for the continuation of the association's legal identity after the transfer, and
- * the entity to which the association intends to transfer is subject to rules or a constitution that prohibits a distribution of profits to that entity's members.

I acknowledge:

- * NSW Fair Trading is collecting and holding information (including personal information) supplied in this form for the purposes of the *Associations Incorporation Act 2009* and in particular, inclusion in a register maintained under that Act which is open to public inspection,
- * NSW Fair Trading may disclose personal information to persons or bodies and to receive information from them in respect of purpose(s) related to the association's incorporation and activities, and
- * I have a right to seek access to and correction of the personal information supplied/collected from me.

Signature

Date signed

DD / MM / YYYY

Printed name

Position held

Who should NSW Fair Trading contact if there is a query about this form?

This information will be available to the public

Surname	<input type="text"/>	Given name(s)	<input type="text"/>
Title	<input type="text"/>	Daytime telephone	<input type="text"/>
Address	<input type="text"/>		
Town/suburb	<input type="text"/>	State	<input type="text"/>
		Postcode	<input type="text"/>
Email	<input type="text"/>		

Credit card details

ONLY VISA & MASTERCARD CAN BE ACCEPTED

Please note that when paying by credit card a surcharge of 0.40% will be charged on the total amount due.

I the undersigned authorise NSW Fair Trading to deduct \$83.00 plus surcharge from my credit card

Name on card

Cardholder signature

Date signed

DD / MM / YYYY

Daytime telephone number of card holder

(For added security all information below the line is destroyed upon completion of processing)

Card no

Expiry date

MM

YYYY