



# Transfer to CATSI

Under section 110(1) of the *Associations Incorporation Reform Act 2012 (Vic)*

**How to transfer the incorporation of a Victorian association (registered under the *Associations Incorporation Reform Act 2012 (Vic)*) to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act)*.**

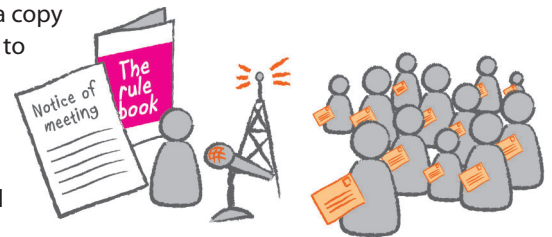
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## Call a general meeting

The association must first call a general meeting for members to pass a special resolution to agree to become 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.



2

## At the general meeting

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

- agree to incorporate the association as 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 on the new name the association should apply for
- agree to adopt a 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. ORIC's example minutes and resolution can be used.



**3**

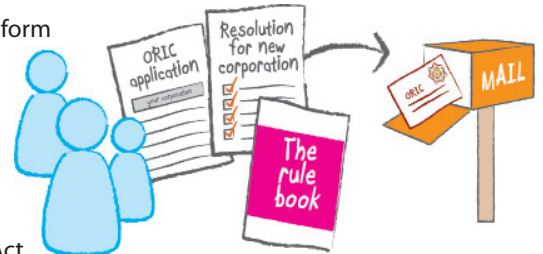
### Fill in an application form

To transfer its incorporation to the CATSI Act an applicant on behalf of the association needs to fill in an ORIC *Application for registration (existing organisation)* form.

**4**

### Send the following to ORIC:

- a completed *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 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.

**5**

### Write to the Registrar of Incorporated Associations

Within 14 days of registration under the CATSI Act the association must write to the Registrar of Incorporated Associations, Victoria and tell them the association has transferred its incorporation.

**6**

### Final steps ...

- The Registrar of Incorporated Associations, Victoria 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-I and 620-A of the *Income Tax Assessment Act 1997*.
- The transfer may also be exempt from stamp duty.
- 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.
- 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](mailto:info@oric.gov.au)

website [www.oric.gov.au](http://www.oric.gov.au)

# Example minutes

## AGREEMENT TO TRANSFER—PASSING OF A SPECIAL RESOLUTION

Association's name: .....

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic)

### Minutes of general meeting of members

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**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 for the purposes of the *Associations Incorporation Reform Act 2012* (Vic) to:

- approve the application to transfer the incorporation of the association to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

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

- that [ \_\_\_\_\_ ] is authorised to apply for the registration
- that the proposed rule book attached to the notice of the meeting be adopted by the association 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 does not apply] on registration.

**Closure:** There being no further business the meeting was declared closed at \_\_\_\_\_.

**Confirmed** \_\_\_\_\_ (Signature of president/chairperson)

\_\_\_\_\_ (Name of president/chairperson)

## Attachment—Table of replaceable rules

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

SUBJECT OF PROVISION	PROVISION
<b>Chapter 4—Members and observers</b>	
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>
<b>Chapter 5—Meetings</b>	
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
<b>Chapter 5—Meetings (continued)</b>	
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>
<b>Chapter 6—Officers</b>	
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 Incorporation Reform Act 2012* (Vic)

### Notice of general meeting

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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 Incorporation Reform Act 2012* (Vic) to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

**Proposed resolution:** THE MEMBERS RESOLVED for the purposes of the *Associations Incorporation Reform Act 2012* (Vic) to:

- approve an application to transfer the incorporation of the association to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

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

- that [ ] is authorised to apply for the registration
- that the proposed rule book attached to the notice of the meeting be adopted by the association 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 does not apply] 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 Victorian associations registered under the *Associations Incorporation Reform Act 2012 (Vic)*

As well as this guide about transferring to the *Corporations (Aboriginal and Torres Islander) Act 2006 (CATSI Act)* from the *Associations Incorporation Reform Act 2012 (Vic)*, the following may be helpful:

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

### 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

All documents are available on ORIC's website, [www.oric.gov.au](http://www.oric.gov.au), or by contacting ORIC.

For more information

freecall 1800 622 431 (not free from mobiles)  
email [info@oric.gov.au](mailto:info@oric.gov.au)  
website [www.oric.gov.au](http://www.oric.gov.au)