



IMPORTANT — Please read the information on pages 1–4 before you start to fill in this form

About this form

This form should be used by Aboriginal or Torres Strait Islander corporations who want to amalgamate into one corporation under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (the CATSI Act).

Who should complete this form?

A person who is authorised to act on behalf of members of the amalgamating corporations regarding this registration should complete this form. This person is referred to as the applicant.

Documents you need to provide with this application

You will need to provide:

- a resolution from each amalgamating corporation that at least 75% of the members applying for registration under the CATSI Act have agreed to do so (please see 'Resolution' on page 4), OR
- if the decision to apply for registration was made at a meeting where members of each of the amalgamating corporations passed the required resolutions, the notice of the meeting and the minutes (members must be given at least 21 days notice of the meeting and the proposed resolution)
- a copy of the proposed rule book of the proposed amalgamated corporation
- if applicable, any applications for exemption under the CATSI Act
- a copy of the creditor notice published in the newspapers referred to at question 18, AND
- evidence that each corporation has taken reasonable steps to inform creditors of the amalgamation.

Returning the form

The form and the required documents can be returned either by email, fax or post. To email the documents, you will need to scan them first.

Email **info@oric.gov.au**

Fax **02 6133 8080**

Post **Office of the Registrar of Indigenous Corporations
PO Box 2029
Woden ACT 2606**

What happens when this form is returned?

The application will be checked to make sure it is filled in properly and that the requirements of the CATSI Act are met. If it is not complete we will write to the applicant and the additional information will need to be provided before the application can be registered.

The Office of the Registrar of Indigenous Corporations (ORIC) will then:

- send you a Certificate of registration
- send you a copy of the approved rule book, and
- put the details of the amalgamated corporation on the public Register of Indigenous Corporations. Each of the amalgamating corporations will cease to exist.

Privacy

Collection of information on this form is authorised by the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*. The Registrar of Aboriginal and Torres Strait Islander Corporations is required by law to keep a Register of Aboriginal and Torres Strait Islander Corporations. Information on this form may be made public on the Registrar's website at **www.oric.gov.au**



Further information

If you need help completing this form, or you need further information:

- call **1800 622 431**
- send an email to **info@oric.gov.au**
- visit **www.oric.gov.au**

The information on these pages will help you fill in the form. Please read it carefully.

Question 3

Proposed name of amalgamated corporation

The corporation's name may be:

- a name that is available (that is, it must not be identical to another corporation's name or unacceptable to the Registrar—see s. 85-5 of the CATSI Act), or
- the expression 'Indigenous Corporation Number' followed by the corporation's ICN.

The name of the corporation must include the words:

- Aboriginal corporation
- Torres Strait Islander corporation
- Aboriginal and Torres Strait Islander corporation
- Torres Strait Islander and Aboriginal corporation, or
- Indigenous corporation.

Question 5

Amalgamated corporation addresses

Main place of business—This is where the corporation carries out most of its activities.

Registered office address (ROA)—Large corporations must have a registered office to make sure members and others can get hold of important documents such as the corporation's rule book and to make sure that people who need to can contact the corporation.

Document access address (DAA)—Small and medium corporations must have a document access address which is a place where people can inspect important documents. This can be a person's home and people wanting to inspect documents have to give seven days written notice.

Occupant consent—If the corporation currently does not occupy the ROA/DAA, it must obtain written consent from the occupant for its use as the corporation's street address and must be able to show the consent to the Registrar if required.

Question 10

Size of the amalgamated corporation

A **small corporation** is a corporation that has at least two of the following:

- total gross operating income less than \$100,000
- total gross assets less than \$100,000
- less than 5 employees.

A **large corporation** is a corporation that has at least two of the following:

- total gross operating income more than \$5 million
- total gross assets more than \$2.5 million
- more than 25 employees.

Any corporation that does not fit within the 'small' or 'large' categories is classed as a **medium corporation**.

Employees—To find out the expected number of employees your corporation will have in the first year:

1. count each full-time employee
2. for each part-time employee, work out a fraction that represents their weekly hours of work. Do this by dividing the part-timer's hours by the weekly hours of work of a full-time employee.
For example, if a part-timer works 8 hours a week, and your full-time employees work 38 hours:
 $8 \text{ divided by } 38 = 0.21$
3. count the fraction for each part-time employee.

Note: Community Development Employment Projects (CDEP) participants will be treated as employees for the purposes of these thresholds.

Question 11

Liability of members

If the application for registration states that members are not liable for the debts of the amalgamated corporation, then they are not liable. But if it states that they are liable for the corporation's debts, then it must indicate to what extent the members are liable. This could be a dollar amount, or it may be a proportion (e.g. Mr X is liable for half, Ms Y is liable for one-quarter), or it may be for property or goods. If members are to be liable, you should seek legal advice about the extent of liability.

Question 12

Contact person's/ secretary's details for amalgamated corporation

For **small and medium corporations**, a contact person's details are required.

For **large corporations**, the corporation secretary's details are required. If the corporation has more than one secretary, please attach the additional details on a separate sheet.

To be eligible to act as a contact person/secretary a person must:

- be at least 18 years of age
- not be currently disqualified under Part 6-5 of the CATSI Act unless permission is granted by the Registrar or leave granted by the court.

Address—The contact person's/secretary's residential address must be provided. A contact person/secretary can apply to the Registrar for an alternative address if:

1. their name is on the electoral roll but not their address because of issues of personal safety, or
 2. ORATSIC determines that including their residential address would put their safety (or their family's) at risk.
-

Question 15

Members' details

You must provide details of each person who is a current member of the amalgamating corporation.

The amalgamated corporation must have a minimum of 5 members unless you are granted an exemption (refer to the separate exemption form available from ORIC or from **www.oric.gov.au**).

The members must be 15 years of age or older.

If your rule book allows for non-Indigenous members, at least 51% of members must be Indigenous.

If your rule book allows for corporate members, you may have them. Section 138-1 of the CATSI Act says that a person is a member of a corporation if they are a member on registration, or if they agree subsequently to become a member. Under law, a 'person' is not only a human being, but is also an entity (such as a corporation) that is recognised by law as having the rights and duties of a human being.

Address—Members can apply to the Registrar to keep their address from being made public if they have justifiable reasons.

Question 16

Directors' details

To be eligible to act as a director a person must:

- be at least 18 years of age
- be a member of the corporation (unless the corporation's rule book provides otherwise)
- be an Aboriginal or Torres Strait Islander person (unless the corporation's rule book provides otherwise)
- not have any convictions against them as described in s. 279-5(1) of the CATSI Act
- not be an undischarged bankrupt
- not be currently disqualified from managing CATSI Act corporations under Part 6-5 of the CATSI Act.

Corporations can apply to the Registrar for exemption so that a director can be appointed for more than 2 years. A director is also eligible for reappointment.

Note: The CATSI Act requires a majority of directors to be members and also to be Indigenous.

The amalgamated corporation must not have more than 12 directors unless it is granted an exemption (refer to the separate exemption form available from ORIC or from **www.oric.gov.au**).

Address—Directors must provide a residential address. A director can apply to the Registrar for an alternative address if:

1. their name is on the electoral roll but not their address because of issues of personal safety, or
2. ORIC determines that including their residential address would put their safety (or their family's) at risk.

Question 17

Directors' declaration

Two directors from each amalgamating corporation named at question 1 must sign a statement declaring that their corporation is not under regulatory action. The registrar takes these declarations as evidence that:

- each amalgamating corporation is not under external administration
- no application has been made to a court (in Australia or elsewhere) to wind up the amalgamating corporations that has not been dealt with, and
- no application to approve a compromise or arrangement between an amalgamating corporation and another person has been made to a court (in Australia or elsewhere) that has not been dealt with.

The directors must also declare that they have taken reasonable steps within the objection period to notify the corporation's creditors of the proposed amalgamation and of the creditors' right to object to the application.

Note: The objection period referred to in question 17 is 21 days after notice is published in a national newspaper or daily newspaper in each state or territory where any of the amalgamating corporations has a registered office or is carrying on business or other operations.

If you do not understand this declaration, please contact ORIC for further information.

Resolution

A pre-amalgamation requirement is that each amalgamating corporation must provide evidence that at least 75% of the members have agreed to apply for registration. This means they have to:

- authorise the applicant to apply for registration
- approve the proposed rule book (including agreeing to all replaceable rules being adopted)
- nominate the people who will become directors of the amalgamated corporation, and
- nominate the person who will become the contact person or secretary, depending on whether the amalgamated corporation expects to be small, medium or large in its first year.

If the decision to apply for registration was made at a meeting where members of the amalgamating corporations passed the required resolutions, the minutes of that meeting can be provided as evidence.

A CATSI Guide and sample resolution are available at www.oric.gov.au or by calling **1800 622 431**.

Note: Before ORIC can make a decision about your application, you must send a copy of the proposed rule book (constitution) of your proposed amalgamated corporation.

Question 18

Creditor notice requirement

The applicant must give the Registrar notice of the corporation's intention to make this application to apply for registration as an amalgamated corporation. Within 14 days of giving this notice, the applicant must publish a copy of this notice and a statement informing creditors that they may object to the grant of the application in a national newspaper or daily newspaper of each state or territory in which any of the amalgamating corporations have registered offices or carry on business or other operations. Send a copy of these published notices with this application.

A creditor of each amalgamating corporation has 21 days after this material is published to object to the grant of the application (this is known as the objection period).

During the objection period, each of the amalgamating corporations must take reasonable steps to inform their creditors of the proposed amalgamation and their right to object to the grant of the application.

Refer to the following documents for guidance:

- Notice of intention to apply for registration of an amalgamated corporation
- CATSI Guide for amalgamating corporations—sample words for newspaper notice and letter to substantial creditors.



Important — Please read the information on pages 1–4 before completing this form.

Note: If you need more space to answer or need to provide additional information, please attach the details on a separate sheet.

Applicant's details

The applicant is the person who is authorised to act on behalf of members of the amalgamating corporations regarding this registration

1 Applicant's details	Mr <input type="checkbox"/>	Mrs <input type="checkbox"/>	Miss <input type="checkbox"/>	Ms <input type="checkbox"/>	Other <input type="checkbox"/> ▶	<input type="text"/>
	First name	<input type="text"/>			Middle name	<input type="text"/>
	Last name	<input type="text"/>				
	Residential address	<input type="text"/>				
		<input type="text"/>				
		Postcode				
	Postal address (if same as residential address, write 'As above')	<input type="text"/>				
		<input type="text"/>				
		Postcode				
	Telephone—Home	()	Work	()		
Mobile	<input type="text"/>	Fax	()			
Email address	<input type="text"/>					

Corporations proposing to amalgamate

2 Details of the amalgamating corporations

Corporation 1—Name

Indigenous Corporation Number (ICN)

Corporation 2—Name

Indigenous Corporation Number (ICN)

Corporation 3—Name

Indigenous Corporation Number (ICN)

If more than 3 corporations are amalgamating please provide details on a separate sheet.

Amalgamated corporation details

3 Proposed name of amalgamated corporation

(see Notes on page 2)

4 Australian Business Number (ABN)
if the amalgamated corporation has one

5 Amalgamated corporation's addresses (see Notes on page 2)

Main place of business

(including room number, floor and level if applicable)

Registered office address (ROA)/ document access address (DAA)

(see Notes on page 2)

(including room number, floor and level if applicable)

Does the amalgamated corporation currently occupy the ROA/DAA address?
(see Notes on page 2)

Yes

No Name of current occupant

Has the occupant of the premises consented in writing to the use of the specified address as the address of the registered office address/document access address of the amalgamated corporation?

Yes

No

Postal address

6 Amalgamated corporation's contact numbers

Telephone

Fax

7 Amalgamated corporation's email address

8 Preferred method of communication
(e.g. email, phone, fax, post)

9 Does the amalgamated corporation intend to become a Registered Native Title Body Corporate?

Yes

No

10 Size of the amalgamated corporation

(see Notes on page 2)

Expected income for the first financial year

Expected value of assets for the first financial year

Expected number of employees in the first financial year

Corporation size

Small

Medium

Large

11 Liability of members

(see Notes on page 2)

Members not liable

Members liable Give details of the extent of liability

Contact person's/secretary's details

**12 Contact person's/
secretary's details for
amalgamated corporation**
(see Notes on page 3)

Position

Contact person for a small or
medium corporation

Secretary of a large corporation

Mr Mrs Miss Ms Other

First name

Middle
name

Last name

Residential address

Postcode

Postal address

Postcode

Telephone—Home

()

Work

()

Mobile

Fax

()

Email address

Preferred method of communication
(e.g. email, phone, fax, post)

**13 Contact person's consent/
secretary's declaration**

*I, the person named above, **consent** to becoming the contact person/secretary of the amalgamated corporation named at question 3.*

*I **declare** that I am eligible to become a contact person/secretary of an Aboriginal and Torres Strait Islander corporation.*

Signature



Date

/ /

Members' details

You must provide details of each person who is a current member of the amalgamating corporations.

Important — You **must** read the Notes on page 3 before completing this section.

Proposed name
of amalgamated
corporation

14 How many members are between 15–18 years of age?

Note: Members must be 15 years of age or older

15 Members' details

Full name (Include title, first name and last name) e.g. Mr John Citizen	Address (This can be a residential address or a postal address)	If your rule book allows for non-Indigenous members, please indicate which members are non-Indigenous	Name of amalgamating corporation this person is currently a member of (if applicable)
	Postcode	<input type="checkbox"/>	

Directors details

Proposed name
of amalgamated
corporation

- 16** You must provide details of each person who consents to becoming a director of the amalgamated corporation.
If there are more than 6 please provide details on a separate sheet.

Important — You **must** read the Notes on page 3 before completing this section.

Director 1

Mr Mrs Miss Ms Other

First name Middle name

Last name

Previous name(s) (if any)

Date of birth (if known) / / Place of birth (if known)

Residential address

Postcode

Telephone during business hours () Fax ()

Email address

How long will this director hold office? Up to 1 year Up to 2 years

If your rule book allows for non-Indigenous directors, is this director: Indigenous Non-Indigenous

- Consent and declaration**
- I **consent** to becoming a director of the amalgamated corporation named above.
 - I **declare** that I am eligible to become a director of an Aboriginal and Torres Strait Islander corporation.

Signature

Date

/ /

Director 2

Mr Mrs Miss Ms Other

First name Middle name

Last name

Previous name(s) (if any)

Date of birth (if known) / / Place of birth (if known)

Residential address

Postcode

Telephone during business hours () Fax ()

Email address

How long will this director hold office? Up to 1 year Up to 2 years

If your rule book allows for non-Indigenous directors, is this director: Indigenous Non-Indigenous

- Consent and declaration**
- I **consent** to becoming a director of the amalgamated corporation named above.
 - I **declare** that I am eligible to become a director of an Aboriginal and Torres Strait Islander corporation.

Signature

Date

/ /

Proposed name of amalgamated corporation

Director 3

Mr Mrs Miss Ms Other

First name Middle name

Last name

Previous name(s) (if any)

Date of birth (if known) / / Place of birth (if known)

Residential address

 Postcode

Telephone during business hours () Fax ()

Email address

How long will this director hold office? Up to 1 year Up to 2 years
 If your rule book allows for non-Indigenous directors, is this director: Indigenous Non-Indigenous

Consent and declaration • I **consent** to becoming a director of the amalgamated corporation named above.
 • I **declare** that I am eligible to become a director of an Aboriginal and Torres Strait Islander corporation.

Signature Date

Director 4

Mr Mrs Miss Ms Other

First name Middle name

Last name

Previous name(s) (if any)

Date of birth (if known) / / Place of birth (if known)

Residential address

 Postcode

Telephone during business hours () Fax ()

Email address

How long will this director hold office? Up to 1 year Up to 2 years
 If your rule book allows for non-Indigenous directors, is this director: Indigenous Non-Indigenous

Consent and declaration • I **consent** to becoming a director of the amalgamated corporation named above.
 • I **declare** that I am eligible to become a director of an Aboriginal and Torres Strait Islander corporation.

Signature Date

Proposed name of amalgamated corporation

Director 5

Mr Mrs Miss Ms Other

First name Middle name

Last name

Previous name(s) (if any)

Date of birth (if known) / / Place of birth (if known)

Residential address

 Postcode

Telephone during business hours () Fax ()

Email address

How long will this director hold office? Up to 1 year Up to 2 years

If your rule book allows for non-Indigenous directors, is this director: Indigenous Non-Indigenous

Consent and declaration • I **consent** to becoming a director of the amalgamated corporation named above.
 • I **declare** that I am eligible to become a director of an Aboriginal and Torres Strait Islander corporation.

Signature Date

Director 6

Mr Mrs Miss Ms Other

First name Middle name

Last name

Previous name(s) (if any)

Date of birth (if known) / / Place of birth (if known)

Residential address

 Postcode

Telephone during business hours () Fax ()

Email address

How long will this director hold office? Up to 1 year Up to 2 years

If your rule book allows for non-Indigenous directors, is this director: Indigenous Non-Indigenous

Consent and declaration • I **consent** to becoming a director of the amalgamated corporation named above.
 • I **declare** that I am eligible to become a director of an Aboriginal and Torres Strait Islander corporation.

Signature Date

Directors' declaration

To be signed by two directors of each amalgamating corporation named at question 3. (See notes on page 4.)

Note: If there are more than three amalgamating corporations, photocopy this page **before you fill it in** so you have enough space for all signatories.

17 Corporation 1

We **declare** that:

- we are directors of (name of corporation)

- the corporation is not under external administration
- no application has been made to a court (in Australia or elsewhere) to wind up the corporation that has not been dealt with
- no application to approve a compromise or arrangement between the corporation and another person has been made to a court (in Australia or elsewhere) that has not been dealt with, and
- the corporation has taken reasonable steps within the objection period to inform its creditors of:
 - the proposed amalgamation, and
 - their right to object to the grant of this application.

Signature



Date

Full name

Signature



Date

Full name

Corporation 2

We **declare** that:

- we are directors of (name of corporation)

- the corporation is not under external administration
- no application has been made to a court (in Australia or elsewhere) to wind up the corporation that has not been dealt with
- no application to approve a compromise or arrangement between the corporation and another person has been made to a court (in Australia or elsewhere) that has not been dealt with, and
- the corporation has taken reasonable steps within the objection period to inform its creditors of:
 - the proposed amalgamation, and
 - their right to object to the grant of this application.

Signature



Date

Full name

Signature



Date

Full name

Directors' declaration continued

Corporation 3

We **declare** that:

- we are directors of (name of corporation)

- the corporation is not under external administration
- no application has been made to a court (in Australia or elsewhere) to wind up the corporation that has not been dealt with
- no application to approve a compromise or arrangement between the corporation and another person has been made to a court (in Australia or elsewhere) that has not been dealt with, and
- the corporation has taken reasonable steps within the objection period to inform its creditors of:
 - the proposed amalgamation, and
 - their right to object to the grant of this application.

Signature



Date

/ /

Full name

Signature



Date

/ /

Full name

Applicant's confirmation

Note: It is an offence under s. 561-1 of the CATSI Act to provide false or misleading information. This offence can result in a penalty of \$22,000, 5 years imprisonment, or both.

18 Applicant's confirmation and declaration

I, the person whose details appear at question 1, apply for registration under the CATSI Act on the basis of the information in this form and attachments.

- I confirm that:*
- all members are 15 years of age or older
 - all directors are 18 years of age or older
 - the information provided in this application and attachments is true and correct at the time of signing, and

- I declare that:*
- notice of the proposed amalgamation was given to the Registrar
 - within 14 days of giving notice, a copy of this notice and a statement informing creditors of the amalgamating corporations (named at question 2) that they may object to the grant of this application, was published in either:
 - a national newspaper or
 - in a daily newspaper of each state and territory in which any of the amalgamating corporations have registered offices or carry on business or other operations.

Applicant's signature



Date

/ /

Full name

Checklist

19 Please provide a copy of these documents with this form

- a resolution from each amalgamating corporation that at least 75% of the members applying for registration have agreed to do so, OR
- if the decision to apply for registration was made at a meeting where members of each of the amalgamating corporations passed the required resolutions, the minutes of that meeting, AND
- a copy of the proposed rule book of your proposed corporation, AND
- if applicable, any applications for exemption under the CATSI Act, AND
- a copy of the creditor notice published in the newspapers referred to at question 18 (see note on page 4), AND
- evidence that each corporation has taken reasonable steps within the objection period to inform its creditors of the proposed amalgamation and their rights of objection.