



**Office of the
Minister for Families, Community Services and Indigenous Affairs
Minister Assisting the Prime Minister for Indigenous Affairs**

Parliament House
CANBERRA ACT 2600

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Senator Marise Payne
Committee Chair
Legal and Constitutional
Parliament House
CANBERRA ACT 2600

15 SEP 2006

Dear Senator Payne

Please find enclosed a copy of Parliamentary Amendments amending the Corporations (Aboriginal and Torres Strait Islander) Bill 2005 (CATSI Bill).

The amendments will be introduced later this year during debate of the CATSI Bill and supporting Bills. A copy of the amendments is provided for consideration by the Committee as they contain material responding to concerns raised by stakeholders during your inquiry last year.

Please note that the amendments cannot be distributed outside of the Committee prior to introduction.

Yours sincerely

Russell Patterson
Senior Adviser



2004-2005-2006

The Parliament of the
Commonwealth of Australia

HOUSE OF REPRESENTATIVES

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This draft is supplied in confidence and should be given appropriate protection.

OPC drafter to complete	
1. Do any of these amendments need a message? (See H of R Practice, fifth ed, pp409-414, and OGC advice.) If yes: <ul style="list-style-type: none"> • List relevant amendments— • Prepare message advice (see DD 2004, No. 10) • Give a copy of the amendments and the message advice to the Legislation area. 	No
2. Are these amendments for consideration by the Senate? If yes, go on to question 3.	No
3. Should any of these amendments be moved in the Senate as requests? (See OGC advice) If yes: <ul style="list-style-type: none"> • List relevant amendments— • Prepare section 53 advice and fax to relevant Ministers and Senate PLO (see DD 2004, No. 10); • Give a copy of the request advice to the Legislation area with the copy of the amendments (see question 1). 	N/A

Corporations (Aboriginal and Torres Strait Islander) Bill 2005

(Government)

- (1) Clause 1-5, page 2 (line 9), omit “2006”, substitute “2007”.

[commencement]

- (2) Clause 6-55, page 6 (lines 26 to 28), omit the clause, substitute:

6-55 Transfer of registration, deregistration and unclaimed property

Chapter 12 deals with:

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- (a) the transfer of an Aboriginal and Torres Strait Islander corporation's registration to another Commonwealth, State or Territory system; and
 - (b) the deregistration of an Aboriginal and Torres Strait Islander corporation; and
 - (c) unclaimed property of an Aboriginal and Torres Strait Islander corporation that has been deregistered.

[transfer of CATSI registration to another system]

- (3) Heading to Division 21, page 9 (lines 5 and 6), omit the heading, substitute:

Division 21—Application for new registration of an Aboriginal and Torres Strait Islander corporation

[transfer of registration to CATSI system; amalgamations]

- (4) Clause 21-1, page 10 (line 28), omit paragraph (3)(c).

[director details]

- (5) Page 11 (after line 23), at the end of Part 2-2, add:

Division 22—Application to register existing body corporate under Part 2-3

22-1 Application for registration

- (1) A person (the *applicant*) may apply to the Registrar for registration of an existing body corporate an Aboriginal and Torres Strait Islander corporation under Part 2-3.
- (2) The application must contain the following information:
 - (a) the applicant's name and address;
 - (b) the body's current name;
 - (c) the body's ACN (if any);
 - (d) if the body is a registered body (within the meaning of the Corporations Act)—its ARBN;
 - (e) the law under which the body is currently incorporated;
 - (f) the name proposed to be adopted by the body when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3;
 - (g) if the applicant is requesting an exemption from having to have at least 5 members—a request for the exemption specifying the proposed minimum number of members;
 - (h) an indication of whether, for its first financial year, the body is expected to be a small, medium or large corporation;
 - (i) if the body is expected to be a large corporation for its first financial year—the address of the proposed registered office;
 - (j) if the body is expected to be a small or medium corporation for its first financial year—the address of the proposed document access address;
 - (k) the director details of each person who consents in writing to become a director of the body when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3;
 - (l) if the body is expected to be a small or medium corporation for its first financial year—the name and address of the person who consents in writing to be the contact person;
 - (m) if the body is expected to be a large corporation for its first financial year—the name and address of the person who consents in writing to be the secretary when it

DRAFT-IN-CONFIDENCE

becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3;

- (n) whether, once the body becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3, the people who are, or have been, its members are to be liable to contribute towards the payment of its debts and liabilities and, if so, the extent of their liabilities;
- (o) such other information that the Registrar specifies in writing in respect of the registration of the body as an Aboriginal and Torres Strait Islander corporation under Part 2-3;
- (p) such other information that is prescribed by the regulations as information that must be included in the application.

Note: The address of the director, secretary or contact person that must be stated is usually the residential address. However, an alternative address may be stated in certain circumstances (see section 304-15).

- (3) The application must also:
 - (a) identify the directors who are to hold office for only one year; and
 - (b) if the application seeks registration of the body as an Aboriginal and Torres Strait Islander corporation for the purpose of becoming a registered native title body corporate—indicate that purpose.

Director details

- (4) The *director details* of a person who consents to become a director are the following:
 - (a) the person's given and family name;
 - (b) all former given and family names of the person;
 - (c) the person's address;
 - (d) the person's date and place of birth (if known);
 - (e) a declaration in writing from the person stating that the person is eligible to be a director of an Aboriginal and Torres Strait Islander corporation.
- (5) A specification by the Registrar under paragraph (2)(o) is not a legislative instrument.
- (6) In this section:

ACN has the same meaning as in the Corporations Act.

ABN has the same meaning as in the Corporations Act.

22-5 Matters to accompany application

- (1) The following must accompany an application under section 22-1:
 - (a) evidence of the resolution referred to in section 29-17;
 - (b) copies of the consents referred to in subsection 22-1(2);
 - (c) a certified copy of a current certificate of the body's incorporation in its place of origin, or of a document that has a similar effect;
 - (d) a certified printed copy of the body's constitution (if any);
 - (e) evidence that the body is not an externally-administered body corporate;
 - (f) evidence that no application to wind up the body has been made to a court (in Australia or elsewhere) that has not been dealt with;
 - (g) evidence that no application to approve a compromise or arrangement between the body and another person has been made to a court (in Australia or elsewhere) that has not been dealt with;

DRAFT-IN-CONFIDENCE

- (h) evidence that under the law of the body's place of origin:
 - (i) the transfer of the body's incorporation is authorised; and
 - (ii) the body has complied with the requirements (if any) of that law for the transfer of its incorporation;
- (i) any other documents that are prescribed.

Note: Under the internal governance rules requirement (see section 29-20), a copy of the proposed constitution of a proposed corporation must also be provided to the Registrar before the time the Registrar makes a decision under section 26-1 in respect of the application.

- (2) The evidence lodged in accordance with subsections (1) must be satisfactory proof to the Registrar of the matters referred to in that subsection.

Note: Section 376-5 requires documents that are not in English to be translated into English.

22-10 Registrar may seek further information

- (1) For the purposes of determining an application made under section 22-1, the Registrar may request an applicant to provide such further information as the Registrar requests within the period specified by the Registrar in the request.
- (2) The Registrar may extend a period specified under subsection (1).
- (3) If the applicant does not comply with the request, the Registrar may treat the application as being withdrawn and notify the applicant in writing accordingly. The notice must be given within 28 days after the Registrar makes the decision to treat the application as being withdrawn.
- (4) A request under this section must state the effect of subsection (3).

[transfer of registration to CATSI system]

- (6) Page 11, after proposed Division 22, insert:

Division 23—Application to register amalgamated corporation under Part 2-3

23-1 Application for registration

- (1) A person (the *applicant*) may apply to the Registrar for registration of an Aboriginal and Torres Strait Islander corporation (the *amalgamated corporation*) under Part 2-3 to replace 2 or more existing Aboriginal and Torres Strait Islander corporations (the *amalgamating corporations*).
- (2) The application must contain the following information:
 - (a) the applicant's name and address;
 - (b) the names, and ICNs, of the amalgamating corporations;
 - (c) the name proposed to be adopted by the amalgamated corporation when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3;
 - (d) if the applicant is requesting an exemption for the amalgamated corporation from having to have at least 5 members—a request for the exemption specifying the proposed minimum number of members;
 - (e) an indication of whether, for its first financial year, the amalgamated corporation is expected to be a small, medium or large corporation;
 - (f) if the amalgamated corporation is expected to be a large corporation for its first financial year—the address of the proposed registered office;

DRAFT-IN-CONFIDENCE

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- (g) if the amalgamated corporation is expected to be a small or medium corporation for its first financial year—the address of the proposed document access address;
 - (h) the director details of each person who consents in writing to become a director of the amalgamated corporation when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3;
 - (i) if the amalgamated corporation is expected to be a small or medium corporation for its first financial year—the name and address of the person who consents in writing to be the contact person;
 - (j) if the amalgamated corporation is expected to be a large corporation for its first financial year—the name and address of the person who consents in writing to be the secretary when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3;
 - (k) whether, once the amalgamated corporation becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3, the people who are, or have been, its members are to be liable to contribute towards the payment of its debts and liabilities and, if so, the extent of their liabilities;
 - (l) such other information that the Registrar specifies in writing in respect of the registration of the amalgamated corporation as an Aboriginal and Torres Strait Islander corporation under Part 2-3;
 - (m) such other information that is prescribed by the regulations as information that must be included in the application.

Note: The address of the director, secretary or contact person that must be stated is usually the residential address. However, an alternative address may be stated in certain circumstances (see section 304-15).

- (3) The application must also:
 - (a) identify the directors of the amalgamated corporation who are to hold office for only one year; and
 - (b) if the application seeks registration of the amalgamated corporation for the purpose of becoming a registered native title body corporate—indicate that purpose.

Director details

- (4) The *director details* of a person who consents to become a director are the following:
 - (a) the person's given and family name;
 - (b) all former given and family names of the person;
 - (c) the person's address;
 - (d) the person's date and place of birth (if known);
 - (e) a declaration in writing from the person stating that the person is eligible to be a director of an Aboriginal and Torres Strait Islander corporation.
- (5) A specification by the Registrar under paragraph (1)(l) is not a legislative instrument.

23-5 Matters to accompany application

- (1) The following must accompany an application under section 23-1:
 - (a) evidence that, on registration, the amalgamated corporation will meet the creditor notice requirements referred to in section 29-18;
 - (b) evidence of the resolutions referred to in section 29-19;
 - (c) copies of the consents referred to in subsection 23-1(2);
 - (d) evidence that none of the amalgamating corporations is an externally-administered body corporate;

DRAFT-IN-CONFIDENCE

- (e) evidence that no application to wind up an amalgamating corporation has been made to a court (in Australia or elsewhere) that has not been dealt with;
- (f) evidence that 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;
- (g) any other documents that are prescribed.

Note: Under the internal governance rules requirement (see section 29-20), a copy of the proposed constitution of a proposed corporation must also be provided to the Registrar before the time the Registrar makes a decision under section 26-1 in respect of the application.

- (2) The evidence lodged in accordance with subsections (1) must be satisfactory proof to the Registrar of the matters referred to in that subsection.

Note: Section 376-5 requires documents that are not in English to be translated into English.

23-10 Registrar may seek further information

- (1) For the purposes of determining an application under section 23-1, the Registrar may request an applicant to provide such further information as the Registrar requests within the period specified by the Registrar in the request.
- (2) The Registrar may extend a period specified under subsection (1).
- (3) If the applicant does not comply with the request, the Registrar may treat the application as being withdrawn and notify the applicant in writing accordingly. The notice must be given within 28 days after the Registrar makes the decision to treat the application as being withdrawn.
- (4) A request under this section must state the effect of subsection (3).

[amalgamations]

- (7) Clause 26-1, page 12 (line 7), after “application”, insert “under section 21-1, 22-1 or 23-1”.
[transfer of registration to CATSI system; amalgamations]
- (8) Clause 26-1, page 12 (line 11), after “section 21-1”, insert “, 22-1 or 23-1”.
[transfer of registration to CATSI system; amalgamations]
- (9) Clause 26-1, page 12 (line 13), before “the application”, insert “if the application is made under section 21-1—”.
[transfer of registration to CATSI system; amalgamations]
- (10) Clause 26-1, page 12 (after line 14), after paragraph (2)(b), insert:
 - (ba) if the application is made under section 22-1—the application is accompanied by the matters set out in section 22-5 (but see section 26-5); and
 - (bb) if the application is made under section 23-1—the application is accompanied by the matters set out in section 23-5 (but see section 26-5); and*[transfer of registration to CATSI system; amalgamations]*
- (11) Clause 26-1, page 12 (line 22), before “the pre-incorporation requirement”, insert “if the application is made under section 21-1—”.
[transfer of registration to CATSI system; amalgamations]
- (12) Clause 26-1, page 12 (after line 22), after subparagraph (2)(c)(iv), insert:

DRAFT-IN-CONFIDENCE

- (iva) if the application is made under section 22-1—the pre-transfer of registration requirement (see section 29-17);
- (ivb) if the application is made under section 23-1—the creditor notice requirements (see section 29-18) and the pre-amalgamation requirements (see section 29-19);

[transfer of registration to CATSI system; amalgamations]

- (13) Clause 26-1, page 13 (after line 2), at the end of the clause, add:

Special rules for amalgamation application under section 23-1

- (3) Subsections (4) and (5) apply in deciding whether to grant an application under section 23-1 to register an Aboriginal and Torres Strait Islander corporation (the *amalgamated corporation*) to replace 2 or more existing Aboriginal and Torres Strait Islander corporations (the *amalgamating corporations*).
- (4) The Registrar must not grant the application if an objection to the grant of the application has been made under subsection 29-18(3) and the objection has not been withdrawn.
- (5) In addition to the matters referred to in subsection (2), the Registrar may have regard to the following matters in deciding whether to grant the application:
 - (a) the size and complexity of the operations of the amalgamating corporations;
 - (b) whether there are any unresolved disputes:
 - (i) internal to the operation of any of the amalgamating corporations; or
 - (ii) between any of the amalgamating corporations and other persons; or
 - (iii) about whether the amalgamated corporation should replace the amalgamating corporations;
 - (c) the extent to which the amalgamating corporations, and the officers of the amalgamating corporations, have complied with this Act and the regulations;
 - (d) the nature of any services provided by the amalgamating corporations and the people to whom those services are provided;
 - (e) the capacity of the amalgamating corporations, and their officers, to make an application to the Court for orders under Part 5.1 of the Corporations Act (as applied by Division 45 of this Act);
 - (f) whether it would be desirable for a court to supervise the process of the amalgamated corporation replacing the amalgamating corporations;
 - (g) whether the amalgamating corporations have different member liability arrangements;
 - (h) any other matter the Registrar considers relevant.

Note: If the Registrar decides not to grant the application, the amalgamation may be able to be achieved by applying to the Court for orders under Part 5.1 of the Corporations Act (as applied by section 45-1 of this Act).

[amalgamations]

- (14) Clause 26-5, page 13 (line 4), omit “and (b)”, substitute “, (b), (ba) and (bb)”.

[transfer of registration to CATSI system; amalgamations]

- (15) Clause 26-5, page 13 (line 9), after “section 21-5”, insert “, section 22-5 or 23-5”.

[transfer of registration to CATSI system; amalgamations]

- (16) Clause 26-10, page 13 (after line 19), at the end of subclause (1), add:

; or (d) the pre-transfer of registration requirement; or

DRAFT-IN-CONFIDENCE

- (e) the creditor notice requirements; or
- (f) the pre-amalgamation requirements.

[transfer of registration to CATSI system; amalgamations]

- (17) Clause 29-10, page 15 (line 24), after “of the corporation”, insert “who is an individual”.
- [age of members requirement]*
- (18) Page 16 (after line 30), after clause 29-15, insert:

29-17 Pre-transfer of registration requirement

- (1) A body corporate in relation to which an application is made under section 22-1 meets the *pre-transfer of registration requirement* if:
- (a) the members have by a resolution that has been passed at a meeting by at least 75% of the votes cast by members entitled to vote on the resolution:
 - (i) authorised the applicant to apply for the registration of the body as an Aboriginal and Torres Strait Islander corporation; and
 - (ii) approved the proposed constitution provided to the Registrar under subsection 29-20(2) as the constitution to be adopted by the body when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3; and
 - (iii) if the internal governance rules that would apply to the body when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3 will include one or more replaceable rules—agreed to those replaceable rules so applying; and
 - (iv) nominated, as persons who will become directors of the body when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3, the persons specified in the application as persons who will become directors on registration; and
 - (v) if the application indicates that the body is expected to be a small or medium corporation in respect of its first financial year—nominated, as a person who will become the contact person when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3, the person specified in the application as a person who will become the contact person on registration; and
 - (vi) if the application indicates that the body is expected to be a large corporation in respect of its first financial year—nominated, as a person who will become the secretary when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3, the person specified in the application as a person who will become the secretary on registration; and
 - (b) the members were given at least 21 days notice of the meeting and the proposed resolution.
- (2) The document evidencing the agreement under subparagraph (1)(a)(iii) must:
- (a) refer by section or subsection number (as appropriate) to the replaceable rules that will apply without modification to the body when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3; and
 - (b) set out the terms of the replaceable rules (if any) that are being modified or replaced by the proposed constitution.

[transfer of registration to CATSI system]

- (19) Page 16, after proposed clause 29-17, insert:

DRAFT-IN-CONFIDENCE

29-18 Creditor notice requirement

- (1) If an application is made under section 23-1 to register an Aboriginal and Torres Strait Islander corporation (the *amalgamated corporation*) to replace 2 or more existing Aboriginal and Torres Strait Islander corporations (the *amalgamating corporations*), the amalgamated corporation meets the *creditor notice requirement* if:
 - (a) the applicant has given the Registrar a notice of intention to make the application; and
 - (b) the applicant has, within 14 days after giving the Registrar the notice, published the following in accordance with subsection (2):
 - (i) a copy of the notice;
 - (ii) a statement informing substantial creditors of the amalgamating corporations that those creditors may, within the objection period, object under subsection (3) to the grant of the application;
 - (iii) such other information as is prescribed by the regulations for the purposes of this subparagraph; and
 - (c) each of the amalgamating corporations has, during the objection period, taken reasonable steps to bring the following to the attention of persons who are, or who are likely to or who may become, substantial creditors of the corporation:
 - (i) the proposed amalgamation;
 - (ii) the right that substantial creditors of the corporation have under subsection (3) to object to the grant of the application made under section 23-1; and
 - (d) the application under section 23-1 is made within 14 days after the end of the objection period.

Note 1: For *substantial creditor*, see paragraph (5)(a).

Note 2: For *objection period*, see paragraph (5)(b).

- (2) The material referred to in paragraph (1)(b) must be published:
 - (a) in a national newspaper; or
 - (b) for each State or Territory in which any of the amalgamating corporations has its registered office (if any) or carries on business or other operations—in a daily newspaper that circulates generally in that State or Territory.

If the material is published in a number of newspapers under paragraph (b), all of the publications must occur on the same day.

- (3) A substantial creditor of any of the amalgamating corporations may object to the grant of the application by:
 - (a) lodging with the Registrar a written objection that contains the information prescribed by the regulations for the purposes of this paragraph; and
 - (b) giving the applicant a copy of the objection;within the objection period.
- (4) A substantial creditor of an amalgamating corporation who has lodged an objection under subsection (3) may, by written notice to the Registrar, withdraw the objection.
- (5) For the purposes of this section:
 - (a) a person is a *substantial creditor* of an amalgamating corporation if:
 - (i) the amalgamating corporation owes a debt, or debts, to the person; and
 - (ii) the amount of that debt, or the sum of the amounts of those debts, that is unsecured exceeds the amount prescribed by the regulations for the purposes of this subsection; and

DRAFT-IN-CONFIDENCE

- (b) the *objection period* is the period of 21 days after the day on which the material referred to in paragraph (1)(b) is published in accordance with subsection (2); and
- (c) an amalgamating corporation is taken to *owe a debt* to a person even if the debt is *contingent or prospective*.

[amalgamations]

(20) Page 16, after proposed clause 29-18, insert:

29-19 Pre-amalgamation requirements

- (1) If an application is made under section 23-1 to register an Aboriginal and Torres Strait Islander corporation (the *amalgamated corporation*) to replace 2 or more existing Aboriginal and Torres Strait Islander corporations (the *amalgamating corporations*), the amalgamated corporation meets the *pre-amalgamation requirements* if the members of each of the amalgamating corporations have passed a special resolution:
- (a) authorising the applicant to apply for the registration of the amalgamated corporation to replace the amalgamating corporations; and
 - (b) approving the proposed constitution provided to the Registrar under subsection 29-20(2) as the constitution to be the amalgamated corporation's constitution when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3; and
 - (c) if the internal governance rules that would apply to the amalgamated corporation when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3 will include one or more replaceable rules—agreeing to those replaceable rules so applying; and
 - (d) nominating, as persons who will become directors of the amalgamated corporation when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3, the persons specified in the application as persons who will become directors on registration; and
 - (e) if the application indicates that the amalgamated corporation is expected to be a small or medium corporation in respect of its first financial year—nominating, as a person who will become a contact person of the amalgamated corporation when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3, the person specified in the application as a person who will become the contact person on registration; and
 - (f) if the application indicates that the amalgamated corporation is expected to be a large corporation in respect of its first financial year—nominating, as a person who will become the amalgamated corporation's secretary when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3, the person specified in the application as a person who will become the secretary on registration.
- (2) The document evidencing the agreement under paragraph (1)(c) must:
- (a) refer by section or subsection number (as appropriate) to the replaceable rules that will apply without modification to the amalgamated corporation when it becomes registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3; and
 - (b) set out the terms of the replaceable rules (if any) that are being modified or replaced by the proposed constitution.

[amalgamations]

(21) Clause 32-1, page 18 (line 4), after “an application”, insert “under section 21-1, 22-1 or 23-1”.

DRAFT-IN-CONFIDENCE

[transfer of registration to CATSI system; amalgamations]

- (22) Clause 37-10, page 22 (line 20), omit “An”, substitute “Subject to subsection (3), an”.
[small, medium and large corporations]
- (23) Clause 37-10, page 22 (lines 26 and 27), omit “but less than the amount prescribed for the purposes of this paragraph”.
[small, medium and large corporations]
- (24) Clause 37-10, page 22 (lines 31 and 32), omit “but less than the amount prescribed for the purposes of this paragraph”.
[small, medium and large corporations]
- (25) Clause 37-10, page 23 (lines 1 and 2), omit “but fewer than the number of employees prescribed for the purposes of this paragraph”.
[small, medium and large corporations]
- (26) Clause 37-10, page 23 (line 10), omit “paragraph (2)(a)”, substitute “this paragraph”.
[small, medium and large corporations]
- (27) Clause 37-10, page 23 (line 14), omit “paragraph (2)(b)”, substitute “this paragraph”.
[small, medium and large corporations]
- (28) Clause 37-10, page 23 (line 18), omit “paragraph (2)(c)”, substitute “this paragraph”.
[small, medium and large corporations]
- (29) Clause 42-1, page 25 (line 5), omit “An”, substitute “If an Aboriginal and Torres Strait Islander corporation is registered under Part 2-3 as a result of an application made under section 21-1, the”.
[transfer of registration to CATSI system]
- (30) Page 25 (after line 9), after clause 42-1, insert:

42-3 Effect of registration of existing body corporate under Part 2-3

If a body corporate is registered under Part 2-3 as an Aboriginal and Torres Strait Islander corporation as a result of an application made under section 22-1, registration under Part 2-3 does not:

- (a) create a new legal entity; or
- (b) affect the body’s existing property, rights or obligations (except as against the members of the body in their capacity as members); or
- (c) render defective any legal proceedings by or against the body or its members.

Note: The Aboriginal and Torres Strait Islander corporation remains in existence until it is deregistered (see Chapter 12).

[transfer of registration to CATSI system]

- (31) Page 25, after proposed clause 42-3, insert:

42-4 Effect of registration of amalgamated corporation under Part 2-3

- (1) This section applies if an Aboriginal and Torres Strait Islander corporation (the *amalgamated corporation*) is registered under Part 2-3 as a result of an application made

DRAFT-IN-CONFIDENCE

under section 23-1 to register the amalgamated corporation to replace 2 or more existing Aboriginal and Torres Strait Islander corporations (the *amalgamating corporations*).

- (2) The amalgamated corporation comes into existence as a body corporate with perpetual succession at the beginning of the day on which it is registered.

Note: The amalgamated corporation remains in existence until it is deregistered (see Chapter 12).

- (3) On registration:

- (a) the assets of each of the amalgamating corporations cease to be assets of the amalgamating corporation and become assets of the amalgamated corporation without any conveyance, transfer or assignment and the amalgamated corporation becomes the amalgamating corporation's successor in law in relation to those assets; and
- (b) the liabilities of each of the amalgamating corporations cease to be liabilities of the amalgamating corporations and become liabilities of the amalgamated corporation and the amalgamated corporation becomes the amalgamating corporation's successor in law in relation to those liabilities; and
- (c) if any proceedings to which an amalgamating corporation was a party were pending in any court or tribunal immediately before registration—the amalgamated corporation is substituted for the amalgamating corporation as a party to the proceedings; and
- (d) any investigation that was commenced before registration in relation to an amalgamating corporation may be continued after registration as if the investigation were an investigation in relation to the amalgamated corporation; and
- (e) an act or thing done, or omitted to be done, before registration by or in relation to an amalgamating corporation is taken to have been done, or to have been omitted to be done, by or in relation to the amalgamated corporation; and
- (f) a reference in any document to an amalgamating corporation is taken to be a reference to the amalgamated corporation.

Note 1: The Registrar deregisters the amalgamating corporations under subsection 546-10(3).

Note 2: Paragraph (3)(e) has the effect, for example, that any regulatory action taken in relation to an amalgamating corporation under Part 10-3 may be continued as if that action had been taken in relation to the amalgamated corporation.

- (4) Paragraph (3)(e) does not apply to a determination under section 487-1 that an amalgamating corporation is to be under special administration.
- (5) To avoid doubt, if an asset of an amalgamating corporation was, immediately before registration, subject to a charge of any kind, the asset becomes the asset of the amalgamated corporation under subsection (3) subject to that charge.
- (6) Subsection (7) applies if:
- (a) any land vests in the amalgamated corporation under this section; and
 - (b) there is lodged with a land registration official a certificate that:
 - (i) is signed by the Registrar; and
 - (ii) identifies the land, whether by reference to a map or otherwise; and
 - (iii) states that the land has become vested in the amalgamated corporation under this section.
- (7) The land registration official may:
- (a) register the matter in a way that is the same as, or similar to, the way in which dealings in land of that kind are registered; and
 - (b) deal with, and give effect to, the certificate.

DRAFT-IN-CONFIDENCE

- (8) Subsection (9) applies if:
- (a) any asset other than land vests in the amalgamated corporation under this section; and
 - (b) there is lodged with an assets official a certificate that:
 - (i) is signed by the Registrar; and
 - (ii) identifies the asset; and
 - (iii) states that the asset has become vested in the amalgamated corporation under this section.
- (9) The assets official may:
- (a) deal with, and give effect to, the certificate as if it were a proper and appropriate instrument for transactions in relation to assets of that kind; and
 - (b) make such entries in the register as are necessary having regard to the effect of this section.
- (10) No stamp duty or other tax is payable under a law of a State or a Territory in respect of an exempt matter, or anything connected with an exempt matter.
- (11) The Registrar may certify in writing:
- (a) that a specified matter is an exempt matter; or
 - (b) that a specified thing was connected with a specified exempt matter.
- (12) In all courts, and for all purposes (other than for the purposes of criminal proceedings), a certificate under subsection (11) is prima facie evidence of the matters stated in the certificate.
- (13) For the purposes of this section, an *exempt matter* is:
- (a) the vesting of an asset or liability under this section; or
 - (b) the operation of this section in any other respect.
- (14) In this section:
- asset* means:
- (a) any legal or equitable estate or interest in real or personal property, whether actual, contingent or prospective; and
 - (b) any right, power, privilege or immunity, whether actual, contingent or prospective.
- assets official*, in relation to an asset other than land, means the person or authority who, under a law of the Commonwealth, a State or a Territory, under a trust instrument or otherwise, has responsibility for keeping a register in relation to assets of the kind concerned.
- land* means any legal or equitable estate or interest in real property, whether actual, contingent or prospective.
- land registration official*, in relation to land, means the Registrar of Titles or other proper officer of the State or Territory in which the land is situated.
- liability* means any liability, duty or obligation, whether actual, contingent or prospective.
- [amalgamations]**

- (32) Clause 42-10, page 25 (lines 15 to 22), omit subclause (1), substitute:

DRAFT-IN-CONFIDENCE

Persons become members on registration

- (1) A person becomes a member of an Aboriginal and Torres Strait Islander corporation on registration of the corporation if:
- (a) the corporation was registered as a result of an application made under section 21-1 and the person is specified in the application with his or her consent as a proposed member of the corporation; or
 - (b) the corporation was registered as a result of an application made under section 22-1 for registration of a body corporate as an Aboriginal and Torres Strait Islander corporation under Part 2-3 and the person is a member of the body corporate immediately before registration of the corporation; or
 - (c) the corporation was registered as a result of an application made under section 23-1 to register an Aboriginal and Torres Strait Islander corporation (the *amalgamated corporation*) under Part 2-3 to replace 2 or more existing Aboriginal and Torres Strait Islander corporations (the *amalgamating corporations*) and the person is a member of any of the amalgamating corporations immediately before the registration of the amalgamated corporation.

Note: A member's name must be entered in the register of members (see section 180-5).

Persons become directors etc. on registration

- (1A) A person becomes a director, corporation secretary or contact person of an Aboriginal and Torres Strait Islander corporation on registration of the corporation if the person is specified in the application under section 21-1, 22-1 or 23-1 with his or her consent as a proposed director, corporation secretary or contact person of the corporation.
[transfer of registration to CATSI system; amalgamations]

(33) Page 28 (after line 12), at the end of Division 42, add:

42-35 Body corporate registered as Aboriginal and Torres Strait Islander corporation (liability of members on winding up)

- (1) This section applies if:
- (a) a body corporate is registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3 as a result of an application made under section 22-1; and
 - (b) a person stopped being a member of a body corporate before it was registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3.
- (2) The person is to be treated as a past member of the Aboriginal and Torres Strait Islander corporation in applying Division 2 of Part 5.6 of the Corporations Act (as applied by section 526-35 of this Act) to a winding up of the Aboriginal and Torres Strait Islander corporation.
- (3) However, the person's liability to contribute to the Aboriginal and Torres Strait Islander corporation's property is further limited by this section to an amount sufficient for the following:
- (a) payment of debts and liabilities contracted by the body corporate before the day on which it was registered as an Aboriginal and Torres Strait Islander corporation under Part 2-3;
 - (b) payment of the costs, charges and expenses of winding up the Aboriginal and Torres Strait Islander corporation, so far as those costs, charges and expenses relate to those debts and liabilities;

DRAFT-IN-CONFIDENCE

- (c) the adjustment of the rights between the contributories, so far as the adjustment relates to those debts and liabilities.

[transfer of registration to CATSI system]

- (34) Page 28, after proposed section 42-35, insert:

42-40 Body corporate registered as Aboriginal and Torres Strait Islander corporation (modification by regulations)

- (1) The regulations may modify the operation of this Part in relation to an Aboriginal and Torres Strait Islander corporation registered under Part 2-3 as a result of an application made under section 22-1.
- (2) Regulations made for the purposes of subsection (1) must not:
 - (a) increase, or have the effect of increasing, the maximum penalty for any offence; or
 - (b) widen, or have the effect of widening, the scope of any offence.

[transfer of registration to CATSI system]

- (35) Page 28, after proposed section 42-40, insert:

42-45 Registration of amalgamated corporation (liability of members on winding up)

- (1) This section applies if:
 - (a) an Aboriginal and Torres Strait Islander corporation (the *amalgamated corporation*) is registered under Part 2-3 as a result of an application made under section 23-1 to register the amalgamated corporation to replace 2 or more existing Aboriginal and Torres Strait Islander corporations (the *amalgamating corporations*); and
 - (b) a person stopped being a member of an amalgamating corporation before the registration of the amalgamated corporation.
- (2) The person is to be treated as a past member of the amalgamated corporation in applying Division 2 of Part 5.6 of the Corporations Act (as applied by section 526-35 of this Act) to a winding up of the amalgamated corporation.
- (3) However, the person's liability to contribute to the amalgamated corporation's property is further limited by this section to an amount sufficient for the following:
 - (a) payment of debts and liabilities contracted by the amalgamating corporation before the registration of the amalgamated corporation;
 - (b) payment of the costs, charges and expenses of winding up the amalgamated corporation, so far as those costs, charges and expenses relate to those debts and liabilities;
 - (c) the adjustment of the rights between the contributories, so far as the adjustment relates to those debts and liabilities.

[amalgamations]

- (36) Page 28, after proposed section 42-45, insert:

42-50 Registration of amalgamated corporation (modification by regulations)

- (1) The regulations may modify the operation of this Part in relation to an Aboriginal and Torres Strait Islander corporation registered under Part 2-3 as a result of an application made under section 23-1.

DRAFT-IN-CONFIDENCE

- (2) Regulations made for the purposes of subsection (1) must not:
- (a) increase, or have the effect of increasing, the maximum penalty for any offence; or
 - (b) widen, or have the effect of widening, the scope of any offence.

[amalgamations]

(37) Page 28 (after line 12), at the end of Chapter 2, add:

Part 2-6—Arrangements and reconstructions

Division 45—Application of Corporations Act arrangements and reconstructions provisions

45-1 Applying Corporations Act arrangements and reconstructions provisions to Aboriginal and Torres Strait Islander corporations

- (1) The Corporations Act arrangements and reconstructions provisions apply to an Aboriginal and Torres Strait Islander corporation as if the following substitutions were made:

Substitutions to be made		
Item	For a reference to ...	substitute a reference to ...
1	a Part 5.1 body	an Aboriginal and Torres Strait Islander corporation
2	a body	an Aboriginal and Torres Strait Islander corporation
3	a company	an Aboriginal and Torres Strait Islander corporation
4	ASIC	the Registrar
5	registered office	registered office or document access address

Note: If a number of Aboriginal and Torres Strait Islander corporations wish to amalgamate, it may be possible, in some circumstances, for them to proceed with the amalgamation by means of an application to the Registrar under Division 23 (as an alternative to applying to a court for an order under the applied Corporations Act arrangements and reconstructions provisions).

- (2) The Corporations Act arrangements and reconstructions provisions apply to an Aboriginal and Torres Strait Islander corporation:
- (a) only to the extent to which they are capable of applying to an Aboriginal and Torres Strait Islander corporation; and
 - (b) with the modifications specified in the regulations.
- (3) Regulations made for the purposes of paragraph (2)(b) must not:
- (a) increase, or have the effect of increasing, the maximum penalty for any offence; or
 - (b) widen, or have the effect of widening, the scope of any offence.

- (4) In this Act:

Corporations Act arrangements and reconstructions provisions means:

- (a) Part 5.1 of the Corporations Act (other than paragraph 411(17)(a), subsection 412(3) and (5) and section 414); and

DRAFT-IN-CONFIDENCE

- (b) section 425, subsections 427(2) and (4) and sections 428, 432, 434 and 536 of that Act to the extent to which they are applied by subsection 411(9) of that Act; and
- (c) the other provisions of that Act (including Parts 1.2, 5.8, 5.9 and 9.4 and Schedule 3 but not including Parts 1.1, 1.1A and 9.4A) to the extent to which they relate to the operation of Part 5.2 of that Act and the provisions referred to in paragraph (b) of this definition; and
- (d) the regulations made under that Act for the purposes of Part 5.2 of that Act and the provisions referred to in paragraphs (b) and (c) of this definition.

[arrangements and reconstructions]

(38) Page 31 (after line 6), at the end of Division 57, add:

57-5 List of internal governance rules

The following table sets out the main provisions of this Act that deal with the internal governance of Aboriginal and Torres Strait Islander corporations. The table indicates those rules that operate as replaceable rules and Division 60 tells you how replaceable rules operate.

Item	Subject of provision	Provision
	Chapter 4—Members and observers	
1	How does a person become a member?	section 144-1
2	Application to corporation	section 144-5 <i>subsection (2) is a replaceable rule</i>
3	Determination of applications for membership	section 144-10 <i>subsection (7) is a replaceable rule</i>
4	Fees for membership and being an observer	section 144-15
5	Obligation to contribute on winding up	section 147-1
6	Corporation may impose other membership obligations	section 147-5
7	Liability of corporation members	section 147-10
8	Cessation of membership	section 150-1
9	Resolution of disputes	section 150-5
10	Resignation	section 150-10 <i>subsection (2) is a replaceable rule</i>
11	General	section 150-15
12	Member not eligible for membership etc.	section 150-20 <i>this section is a replaceable rule</i>
13	Member not contactable	section 150-25
14	Member is not an Aboriginal and Torres Strait Islander person	section 150-30
15	Member misbehaves	section 150-35
16	Different classes of members	section 153-1

DRAFT-IN-CONFIDENCE

Item	Subject of provision	Provision
17	Observers	section 158-5 <i>subsection (2) is a replaceable rule</i>
18	What protections apply to variations or cancellations of class rights?	Division 172
19	Corporation or directors may allow member to inspect books	section 175-15 <i>this section is a replaceable rule</i>
Chapter 5—Meetings		
20	Director may call meetings	section 201-1 <i>this section is a replaceable rule</i>
21	Request by members for directors to call general meetings	section 201-5
22	When must directors comply with members' request?	section 201-10
23	When must a requested meeting be held?	section 201-15
24	Amount of notice for general meeting	section 201-20
25	Notice of general meeting to members, officers and observers	section 201-25 <i>subsections (2), (5) and (6) are replaceable rules</i>
26	Auditor entitled to notice and other communications	section 201-30
27	Contents of notice of general meeting	section 201-35
28	Members' resolutions	section 201-40
29	Notice of members' resolutions	section 201-45
30	Members' statements to be distributed	section 201-50
31	Purpose	section 201-55
32	Time and place for general meeting	section 201-60
33	Technology	section 201-65
34	Quorum	section 201-70 <i>subsections (1), (2), (5) and (6) are replaceable rules</i>
35	Chairing general meeting	section 201-75 <i>this section is a replaceable rule</i>
36	Auditor's right to be heard at general meetings	section 201-80
37	Adjourned meetings	section 201-85 <i>subsection (2) is a replaceable rule</i>
38	Who may appoint a proxy	section 201-90 <i>this section is a replaceable rule</i>
39	Rights of proxies	section 201-95
40	Appointing a proxy	section 201-100
41	Proxy documents	section 201-105
42	Body corporate representative	section 201-110
43	How many votes a member has	section 201-115 <i>this section is a replaceable rule</i>

DRAFT-IN-CONFIDENCE

Item	Subject of provision	Provision
44	Objections to right to vote	section 201-120 <i>this section is a replaceable rule</i>
45	How voting is carried out	section 201-125 <i>this section is a replaceable rule</i>
46	Matters on which a poll may be demanded	section 201-130
47	When a poll is effectively demanded	section 201-135
48	When and how polls must be taken	section 201-140 <i>this section is a replaceable rule</i>
49	Corporation must hold first general meeting within 3 months of registration	section 201-145
50	Corporation must hold AGM	section 201-150
51	Extension of time for holding AGM	section 201-155
52	Business of AGM	section 201-160
53	Questions and comments by members on corporation management at AGM	section 201-165
54	Questions by members of auditors at AGM	section 201-170
55	Circulating resolutions	section 204-1
56	Resolutions of 1 member corporations	section 204-5
57	Constitution to provide for meetings	section 212-1
58	Calling directors' meetings	section 212-5 <i>this section is a replaceable rule</i>
59	Use of technology	section 212-10
60	Chairing directors' meetings	section 212-15 <i>this section is a replaceable rule</i>
61	Quorum at directors' meetings	section 212-20
62	Passing of directors' resolutions	section 212-25 <i>this section is a replaceable rule</i>
63	Circulating resolutions of corporation with more than 1 director	section 215-1 <i>this section is a replaceable rule</i>
64	Resolutions and declarations of 1 director corporation	section 215-5
65	Minutes	section 220-5
66	Members' access to minutes	section 220-10
Chapter 6—Officers		
67	Minimum number of directors	section 243-1
68	Maximum number of directors	section 243-5
69	Eligibility for appointment as a director	section 246-1
70	Majority of director requirements	section 246-5
71	Consent to act as director	section 246-10
72	Corporation may appoint a director	section 246-15 <i>this section is a replaceable rule</i>
73	Directors may appoint other directors to make up a quorum	section 246-20 <i>this section is a replaceable rule</i>

DRAFT-IN-CONFIDENCE

Item	Subject of provision	Provision
74	Term of appointment	section 246-25 <i>subsections (1) and (3) are replaceable rules</i>
75	Alternate directors	section 246-30 <i>this section is a replaceable rule</i>
76	How does a person cease to be a director?	section 249-1
77	Director may resign	section 249-5 <i>subsection (2) is a replaceable rule</i>
78	Removal by members	section 249-10
79	Removal by other directors	section 249-15
80	Remuneration	section 252-1
81	How a secretary or contact person is appointed	section 257-20
82	Terms and conditions of office for secretaries	section 257-45 <i>this section is a replaceable rule</i>
83	Terms and conditions of contact person's appointment	section 257-50 <i>this section is a replaceable rule</i>
84	Duties in relation to disclosure of, and voting on matters involving, material personal interests	Division 268
85	Powers of directors	section 274-1 <i>this section is a replaceable rule</i>
86	Negotiable instruments	section 274-5 <i>this section is a replaceable rule</i>
87	Delegation	section 274-10
88	Right of access to corporation books	section 274-15
89	Member approval needed for related party benefit	Part 6-6

[list of internal governance rules]

(39) Clause 60-25, page 33 (line 26) to page 35 (line 26), omit the clause.

[list of internal governance rules]

(40) Clause 66-1, page 37 (after line 10), after subclause (3), insert:

(3A) The corporation's constitution must provide for the resolution of disputes internal to the operation of the corporation.

[dispute resolution]

(41) Clause 130-1, page 81 (line 9), after "members", insert "and the register of former members".
[registers of members and former members]

(42) Clause 144-10, page 88 (after line 28), after subclause (8), insert:

Note: An application may be made to exempt the corporation from the requirement of this subsection (see section 187-5).

DRAFT-IN-CONFIDENCE

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- [exemption power—members]*
- (43) Clause 150-5, page 91 (lines 22 to 25), omit the clause. *[dispute resolution]*
- (44) Heading to subclause 150-15(1), page 92 (line 17), omit “(replaceable rule—see section 60-1)”. *[replaceable rules]*
- (45) Subclause 150-20(2), page 94 (line 7), omit the penalty. *[removing penalty]*
- (46) Clause 150-20, page 94 (lines 8 and 9), omit subclause (3). *[removing strict liability]*
- (47) Subclause 150-20(6), page 94 (line 23), omit the penalty. *[removing penalty]*
- (48) Clause 150-20, page 94 (lines 24 and 25), omit subclause (7). *[removing strict liability]*
- (49) Clause 150-25, page 95 (after line 4), after subclause (1), insert:
Note: An application may be made to exempt the corporation, or the directors of the corporation, from the requirements of this section (see section 187-5). *[exemption power—members]*
- (50) Clause 150-30, page 96 (after line 5), after subclause (1), insert:
Note: An application may be made to exempt the corporation, or the directors of the corporation, from the requirements of this section (see section 187-5). *[exemption power—members]*
- (51) Clause 150-35, page 97 (after line 4), after subclause (1), insert:
Note: An application may be made to exempt the corporation, or the directors of the corporation, from the requirements of this section (see section 187-5). *[exemption power—members]*
- (52) Clause 180-5, page 117 (lines 15 to 21), omit subclause (1), substitute:
- (1) The register of members must contain the following information about each member who is an individual:
 - (a) the member’s given and family name;
 - (b) the member’s address;
 - (c) the date on which the entry of the member’s name in the register was made.The register may also contain any other name by which the member is or was known.
 - (1A) The register of members must contain the following information about each member who is a body corporate:
 - (a) the member’s name and address;
 - (b) the date on which the entry of the member’s name in the register was made.*[registers of members and former members]*
- (53) Clause 180-15, page 118 (lines 10 to 17), omit the clause, substitute:
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DRAFT-IN-CONFIDENCE

180-15 Information on the register of former members

(1) The register of former members must contain the following information about each individual who stopped being a member of the corporation within the last 7 years:

- (a) the member's given and family name;
- (b) the member's address;
- (c) the date on which the individual stopped being a member.

The register may also contain any other name by which the individual is or was known.

(2) The register of former members must contain the following information about each body corporate that stopped being a member of the corporation within the last 7 years:

- (a) the member's name and address;
- (b) the date on which the body stopped being a member.

[registers of members and former members]

(54) Page 118 (after line 28), after clause 180-20, insert:

180-22 Register of members and register of former members may be maintained in one document

Nothing in this Act prevents an Aboriginal and Torres Strait Islander corporation from maintaining its register of members, and its register of former members, in the one document.

[registers of members and former members]

(55) Clause 180-25, page 119 (line 12), omit "a register", substitute "the register".

[registers of members and former members]

(56) Clause 180-25, page 119 (line 14), omit "a register", substitute "the register".

[registers of members and former members]

(57) Clause 180-30, page 120 (line 6), after "register", insert "of members".

[registers of members and former members]

(58) Clause 180-30, page 120 (line 6), after "inspection", insert "(without charge)".

[registers of members and former members]

(59) Heading to clause 180-35, page 120 (line 16), at the end of the heading, add "or register of former members".

[registers of members and former members]

(60) Clause 180-35, page 120 (line 18), after "register of members", insert ", or the register of former members,".

[registers of members and former members]

(61) Heading to clause 180-40, page 121 (line 3), at the end of the heading, add "or register of former members".

[registers of members and former members]

(62) Heading to Division 183, page 122 (line 3), at the end of the heading, add "or register of former members".

[registers of members and former members]

DRAFT-IN-CONFIDENCE

- (63) Heading to clause 183-1, page 122 (line 4), at the end of the heading, add “of members or register of former members”.
- [registers of members and former members]*
- (64) Clause 183-1, page 122 (line 7), after “members”, insert “, or register of former members,”.
- [registers of members and former members]*
- (65) Clause 183-1, page 122 (line 16), after “membership”, insert “, or former membership,”.
- [registers of members and former members]*
- (66) Clause 183-1, page 122 (line 17), after “member”, insert “, or former member,”.
- [registers of members and former members]*
- (67) Page 123 (after line 5), at the end of Chapter 4, add:

Part 4-6—Exemption from operation of certain provisions of this Chapter

Division 187—Exemption from operation of certain provisions of this Chapter

187-1 What this Part is about

The Registrar may exempt an Aboriginal and Torres Strait Islander corporation from certain provisions of this Chapter. The Registrar may do so on application or on his or her own volition.

187-5 Exemption from certain provisions of this Chapter

- (1) On an application made in accordance with subsection (3) in relation to an Aboriginal and Torres Strait Islander corporation, the Registrar may make a determination in writing exempting any of the following from the exemptible provisions of this Chapter specified in the Registrar’s determination:
- (a) the corporation itself;
 - (b) the directors of the corporation.
- Note: For the criteria for making determinations under this section, see section 187-20.
- (2) For the purposes of this section, the *exemptible provisions* of this Chapter are:
- (a) subsection 144-10(8); and
 - (b) section 150-25; and
 - (c) section 150-30; and
 - (d) section 150-35.
- (3) The application must:
- (a) specify the exemptible provisions in relation to which the exemption is being sought; and
 - (b) be authorised by a resolution of the directors; and
 - (c) be in writing and signed by a director; and
 - (d) be lodged with the Registrar.

- (4) The determination may:
 - (a) be expressed to be subject to conditions; and
 - (b) be indefinite or limited to a specified period.
- (5) The Registrar may, in writing, revoke, vary or suspend the determination.
- (6) The Registrar must give the applicant written notice within 28 days of the making, revocation, variation or suspension of the determination.
- (7) A determination under subsection (1), or a revocation, variation or suspension under subsection (5), is not a legislative instrument.

187-10 Registrar may make determination even if application is incomplete

Despite subsection 187-5(3), the Registrar may make a determination even if the application does not specify the provisions in relation to which the exemption is being sought.

187-15 Registrar's power to make determinations

- (1) The Registrar may determine in writing that:
 - (a) a specified Aboriginal and Torres Strait Islander corporation or a specified class of Aboriginal and Torres Strait Islander corporation; and
 - (b) the directors of a specified Aboriginal and Torres Strait Islander corporation or of a specified class of Aboriginal and Torres Strait Islander corporation (as the case may be);

are exempted from the exemptible provision of this Chapter specified in the Registrar's determination.

Note: For the criteria for making determinations under this section, see section 187-20.

- (2) For the purposes of this section, the *exemptible provisions* of this Chapter are:
 - (a) subsection 144-10(8); and
 - (b) section 150-25; and
 - (c) section 150-30; and
 - (d) section 150-35.
- (3) The determination may:
 - (a) be expressed to be subject to conditions; and
 - (b) be indefinite or limited to a specified period.
- (4) The Registrar may, in writing, revoke, vary or suspend the determination.
- (5) Notice of the making, revocation, variation or suspension of a determination in relation to a specified class of Aboriginal and Torres Strait Islander corporation, or the directors of a specified class of Aboriginal and Torres Strait Islander corporation, must be published in the *Gazette*.
- (6) A determination under subsection (1) in relation to:
 - (a) a specified class of Aboriginal and Torres Strait Islander corporation; or
 - (b) the directors of a specified class of Aboriginal and Torres Strait Islander corporation;is a legislative instrument.
- (7) A determination under subsection (1) in relation to:

DRAFT-IN-CONFIDENCE

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- (a) a specified Aboriginal and Torres Strait Islander corporation; or
 - (b) the directors of a specified Aboriginal and Torres Strait Islander corporation;
- is not a legislative instrument.

187-20 Criteria for determinations

- (1) In making a determination under section 187-5 or 187-15, the Registrar must be satisfied that the requirements of the relevant exemptible provisions of this Chapter would:
 - (a) be inappropriate in the circumstances; or
 - (b) impose unreasonable burdens.

Unreasonable burden

- (2) In deciding for the purposes of subsection (1) if the relevant exemptible provisions impose an unreasonable burden on the corporation or corporations, the Registrar is to have regard to:
 - (a) the expected costs of complying with the obligations; and
 - (b) the expected benefits of having the corporation or corporations comply with the obligations; and
 - (c) any practical difficulties that the corporation or corporations face in complying effectively with the obligations; and
 - (d) any other matters that the Registrar considers relevant.

[exemption power—members]

- (68) Heading to subclause 201-25(1), page 129 (line 14), omit “individually”.

[notice of general meeting]

- (69) Clause 201-25, page 129 (line 16), omit “individually”.

[notice of general meeting]

- (70) Heading to clause 225-15, page 159 (line 11), omit “class”.

[exemptions and modifications]

- (71) Clause 243-5, page 163 (after line 18), at the end of the clause, add:

Note: An application may be made to exempt the corporation from the requirements of this section (see section 310-5).

[exemption power—maximum number of directors]

- (72) Clause 246-1, page 164 (line 15), after “may”, insert “not”.

[eligibility for appointment as director]

- (73) Clause 246-25, page 166 (after line 20), after subclause (2), insert:

Note: An application may be made to exempt the directors of the corporation from the requirements of this subsection (see section 310-5).

[exemption power—term of appointment]

- (74) Clause 249-15, page 171 (lines 19 and 20), omit subclause (6), substitute:

- (6) If the director does object as provided for in paragraph (3)(c):
 - (a) the directors cannot remove the director from office; and
 - (b) the corporation, by resolution in general meeting, may remove the director from office in accordance with section 249-10.

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[removal of directors]

- (75) Clause 249-20, page 172 (lines 6 to 24), omit the clause.

[removal of directors]

- (76) Clause 265-1, page 183 (after line 5), after subclause (2), insert:

(2A) To avoid doubt, a director of an Aboriginal and Torres Strait Islander corporation that is a registered native title body corporate is not taken to have a material personal interest for the purpose of paragraph (2)(b) if the director does not need to give the other directors notice of the interest because section 268-5 applies.

[native title—duties of directors and other officers]

- (77) Clause 265-40, page 187 (line 31), after “members”, insert “or register of former members”.

[registers of members and former members]

- (78) Clause 265-45, page 188 (line 12), before “If”, insert “(1)”.

[native title—reliance on expert advice]

- (79) Clause 265-45, page 189 (after line 6), at the end of the clause, add:

(2) To avoid doubt, a person may be considered an expert in relation to questions of traditional laws and customs.

[native title—reliance on expert advice]

- (80) Clause 279-20, page 207 (line 9), after “Corporations Act”, insert “(as applied by section 45-1 of this Act)”.

[arrangements and reconstructions]

- (81) Page 213 (after line 13), at the end of Division 284, add:

284-10 Exemptions

An application may be made to exempt an Aboriginal and Torres Strait Islander corporation, or the directors of the corporation, from the requirements of this Part (see section 310-5).

[exemption power—related parties]

- (82) Page 216 (after line 21), after clause 287-10, insert:

287-12 Benefits given to comply with Native Title legislation obligations

Member approval is not needed to give a financial benefit if the benefit is given to the related party to comply with a Native Title legislation obligation.

[native title—exception to the requirement for member approval]

- (83) Clause 304-5, page 230 (line 15), omit paragraph (4)(c).

[director details]

- (84) Page 233 (after line 17), at the end of Chapter 6, add:

Part 6-8—Exemption from operation of certain provisions of this Chapter

310-1 What this Part is about

The Registrar may exempt an Aboriginal and Torres Strait Islander corporation from certain provisions of this Chapter. The Registrar may do so on application or on his or her own volition.

310-5 Exemption from certain provisions of this Chapter

- (1) On an application made in accordance with subsection (3) in relation to an Aboriginal and Torres Strait Islander corporation, the Registrar may make a determination in writing exempting any of the following from the exemptible provisions of this Chapter specified in the Registrar's determination:

- (a) the corporation itself;
- (b) the directors of the corporation.

Note: For the criteria for making determinations under this section, see section 310-20.

- (2) For the purposes of this section, the *exemptible provisions* of this Chapter are:

- (a) section 243-5; and
- (b) subsection 246-25(2); and
- (c) the provisions of Part 6-6.

- (3) The application must:

- (a) specify the exemptible provisions in relation to which the exemption is being sought; and
- (b) be authorised by a resolution of the directors; and
- (c) be in writing and signed by a director; and
- (d) be lodged with the Registrar.

- (4) The determination may:

- (a) be expressed to be subject to conditions; and
- (b) be indefinite or limited to a specified period.

- (5) The Registrar may, in writing, revoke, vary or suspend the determination.

- (6) The Registrar must give the applicant written notice within 28 days of the making, revocation, variation or suspension of the determination.

- (7) A determination under subsection (1), or a revocation, variation or suspension under subsection (5), is not a legislative instrument.

310-10 Registrar may make determination even if application is incomplete

Despite subsection 310-5(3), the Registrar may make a determination even if the application does not specify the provisions in relation to which the exemption is being sought.

310-15 Registrar's power to make determinations

- (1) The Registrar may determine in writing that:
 - (a) a specified Aboriginal and Torres Strait Islander corporation or a specified class of Aboriginal and Torres Strait Islander corporation; and
 - (b) the directors of a specified Aboriginal and Torres Strait Islander corporation or of a specified class of Aboriginal and Torres Strait Islander corporation (as the case may be);

are exempted from the exemptible provisions of this Chapter specified in the Registrar's determination.

Note: For the criteria for making determinations under this section, see section 310-20.

- (2) For the purposes of this section, the *exemptible provisions* of this Chapter are:
 - (a) section 243-5; and
 - (b) subsection 246-25(2); and
 - (c) the provisions of Part 6-6.
- (3) The determination may:
 - (a) be expressed to be subject to conditions; and
 - (b) be indefinite or limited to a specified period.
- (4) The Registrar may, in writing, revoke, vary or suspend the determination.
- (5) Notice of the making, revocation, variation or suspension of a determination in relation to a specified class of Aboriginal and Torres Strait Islander corporation, or the directors of a specified class of Aboriginal and Torres Strait Islander corporation, must be published in the *Gazette*.
- (6) A determination under subsection (1) in relation to:
 - (a) a specified class of Aboriginal and Torres Strait Islander corporation; or
 - (b) the directors of a specified class of Aboriginal and Torres Strait Islander corporation;is a legislative instrument.
- (7) A determination under subsection (1) in relation to:
 - (a) a specified Aboriginal and Torres Strait Islander corporation; or
 - (b) the directors of a specified Aboriginal and Torres Strait Islander corporation;is not a legislative instrument.

310-20 Criteria for determinations

- (1) In making a determination under section 310-5 or 310-15, the Registrar must be satisfied that the requirements of the relevant exemptible provisions of this Chapter would:
 - (a) be inappropriate in the circumstances; or
 - (b) impose unreasonable burdens.

Unreasonable burden

- (2) In deciding for the purposes of subsection (1) if the relevant exemptible provisions impose an unreasonable burden on the corporation or corporations, the Registrar is to have regard to:
 - (a) the expected costs of complying with the obligations; and

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- (b) the expected benefits of having the corporation or corporations comply with the obligations; and
- (c) any practical difficulties that the corporation or corporations face in complying effectively with the obligations; and
- (d) any other matters that the Registrar considers relevant.

[exemption power—related parties]

- (85) Clause 317-1, page 234 (line 15), after “Part 7-2 or 7-3”, insert “or by regulations made for the purposes of Part 7-2 or 7-3”.

[record keeping and reporting requirements]

- (86) Clause 327-1, page 239 (line 25), after “members”, insert “on request”.

[financial reporting to members]

- (87) Clause 333-5, page 243 (line 13), omit “The first”, substitute “Subject to subsection (4A), the first”.

[transfer of registration to CATSI system]

- (88) Clause 333-5, page 243 (after line 18), after subclause (4), insert:

(4A) However, if the corporation is registered under Part 2-3 as a result of an application made under Division 22, the first *financial year* for the corporation is the period that:

(a) starts on:

- (i) the 1 June last preceding the day on which it is registered; or
- (ii) if the corporation came into existence after that 1 June—the day on which the corporation came into existence; and

(b) ends on the 30 June next following the day on which it is registered.

[transfer of registration to CATSI system]

- (89) Clause 333-15, page 245 (lines 29 and 30), omit “each of its members”, substitute “its members (whether generally or on request)”.

[financial reporting to members]

- (90) Clause 333-15, page 245 (line 34), after “members”, insert “on request”.

[financial reporting to members]

- (91) Clause 336-1, page 247 (line 20), after “members”, insert “(whether generally or on request)”.

[financial reporting to members]

- (92) Clause 336-1, page 248 (line 13), after “members”, insert “(whether generally or on request)”.

[financial reporting to members]

- (93) Clause 336-5, page 249 (line 30), after “members”, insert “(whether generally or on request)”.

[financial reporting to members]

- (94) Clause 336-5, page 250 (line 24), after “members”, insert “(whether generally or on request)”.

[financial reporting to members]

- (95) Clause 339-60, page 263 (lines 1 and 2), omit subclause (3).

[removing strict liability]

- (96) Clause 342-1, page 273 (line 6), after “reports”, insert “on request”.

DRAFT-IN-CONFIDENCE

[financial reporting to members]

(97) Clause 342-1, page 273 (line 7), after “members”, insert “, on request.”
[financial reporting to members]

(98) Clause 342-5, page 273 (line 14), omit “each member of the corporation a copy of the report”, substitute “a copy of the report to each member who requests it under subsections (3A) and (3B)”.
[financial reporting to members]

(99) Clause 342-5, page 273 (lines 18 and 19), omit “each member of the corporation a copy of the auditor’s report”, substitute “a copy of the auditor’s report to each member who requests it under subsections (3A) and (3B)”.
[financial reporting to members]

(100) Clause 342-5, page 273 (after line 23), after subclause (3), insert:

Request for financial report, directors’ report or auditor’s report

(3A) A member of the Aboriginal and Torres Strait Islander corporation may request the corporation to give the member a copy of:

- (a) a financial report for a financial year; or
- (b) a directors’ report for a financial year; or
- (c) if the corporation is required to have a financial report, or a part of a financial report, for a financial year audited—the auditor’s report in relation to the financial report or that part of a financial report.

(3B) The request must be made:

- (a) during the financial year; or
- (b) within 12 months after the end of the financial year.

(3C) If:

- (a) a member of the Aboriginal and Torres Strait Islander corporation requests the corporation to give the member a copy of a financial report; and
- (b) the corporation is required to have the financial report, or a part of the financial report, audited;

the member is taken, for the purposes of this section, to request the corporation also to give the member a copy of the auditor’s report in relation to that financial report or that part of that financial report.

(3D) If a member of the Aboriginal and Torres Strait Islander corporation requests the corporation to give the member a copy of an auditor’s report in relation to a financial report, or a part of a financial report, the member is taken, for the purposes of this section to request the corporation also to give the member a copy of the financial report.

[financial reporting to members]

(101) Clause 342-10, page 274 (lines 17 to 24), omit the clause, substitute:

342-10 Deadline for giving member copy of report

If a member of an Aboriginal and Torres Strait Islander corporation requests the corporation under subsections 342-5(3A) and (3B) to give the member a copy of a report

in relation to a financial year, the corporation must give the member the copy of the report within 14 days after:

- (a) the lodgment of the report under section 348-1 if the request is made before the report is lodged; and
- (b) the request is made if the request is made on or after the lodgment of the report under section 348-1.

[financial reporting to members]

(102) Clauses 353-1 to 353-10, page 279 (line 6) to page 280 (line 27), omit the clauses, substitute:

353-1 What this Part is about

The Registrar may exempt an Aboriginal and Torres Strait Islander corporation from certain provisions of this Chapter and certain regulations. The Registrar may do so on application or on his or her own volition.

353-3 Exemption from the provisions of this Chapter

- (1) On an application made in accordance with subsection (2) in relation to an Aboriginal and Torres Strait Islander corporation, the Registrar may make a determination in writing exempting any of the following from the provisions of Part 7-2 or 7-3, or of regulations made for the purposes of Part 7-2 or 7-3, that are specified in the Registrar's determination:
 - (a) the directors;
 - (b) the corporation itself;
 - (c) the auditor.

Note: For the criteria for making determinations under this section, see Part 7-5.

- (2) The application must:
 - (a) specify the provisions in relation to which the exemption is being sought; and
 - (b) be authorised by a resolution of the directors; and
 - (c) be in writing and signed by a director; and
 - (d) be lodged with the Registrar.
- (3) The determination may:
 - (a) be expressed to be subject to conditions; and
 - (b) be indefinite or limited to a specified period.
- (4) The Registrar may, in writing, revoke, vary or suspend the determination.
- (5) The Registrar must give the applicant written notice within 28 days of the making, revocation, variation or suspension of the determination.
- (6) A determination under subsection (1), or a revocation, variation or suspension under subsection (4), is not a legislative instrument.

353-5 Registrar may make determination even if application is incomplete

Despite subsection 353-3(2), the Registrar may make a determination even if the application does not specify the provisions in relation to which the exemption is being sought.

353-10 Registrar's power to make determinations

- (1) The Registrar may determine in writing that:
- (a) a specified Aboriginal and Torres Strait Islander corporation or a specified class of Aboriginal and Torres Strait Islander corporation; and
 - (b) the directors of a specified Aboriginal and Torres Strait Islander corporation or of a specified class of Aboriginal and Torres Strait Islander corporation (as the case may be);

are exempted from the provisions of Part 7-2 or 7-3, or of regulations made for the purposes of Part 7-2 or 7-3, that are specified in the Registrar's determination.

Note: For the criteria for making determinations under this section, see Part 7-5.

- (2) The determination may:
- (a) be expressed to be subject to conditions; and
 - (b) be indefinite or limited to a specified period.
- (3) The Registrar may, in writing, revoke, vary or suspend the determination.
- (4) Notice of the making, revocation, variation or suspension of a determination in relation to a specified class of Aboriginal and Torres Strait Islander corporation, or the directors of a specified class of Aboriginal and Torres Strait Islander corporation, must be published in the *Gazette*.
- (5) A determination under subsection (1) in relation to:
- (a) a specified class of Aboriginal and Torres Strait Islander corporation; or
 - (b) the directors of a specified class of Aboriginal and Torres Strait Islander corporation;
- is a legislative instrument.
- (6) A determination under subsection (1) in relation to:
- (a) a specified Aboriginal and Torres Strait Islander corporation; or
 - (b) the directors of a specified Aboriginal and Torres Strait Islander corporation;
- is not a legislative instrument.

[exemption powers—record keeping and reporting]

- (103) Clause 358-10, page 282 (line 32), after "Part 7-2 or 7-3", insert " , or under regulations made for the purposes of Part 7-2 or 7-3,".

[level of reporting requirements]

- (104) Clause 358-10, page 283 (line 2), after "Part 7-2 or 7-3", insert " , or under regulations made for the purposes of Part 7-2 or 7-3,".

[level of reporting requirements]

- (105) Clause 376-5, page 288 (after line 9), after subclause (1), insert:

- (1A) An offence against subsection (1) is an offence of strict liability.

Note: For *strict liability*, see section 6.1 of the *Criminal Code*.

[strict liability offence]

- (106) Clause 376-5, page 288 (after line 20), after subclause (2), insert:

- (2A) An offence against subsection (2) is an offence of strict liability.

Note: For *strict liability*, see section 6.1 of the *Criminal Code*.

[strict liability offence]

(107) Clause 421-1, page 313 (lines 5 to 20), omit subclause (1), substitute:

(1) Subject to subsection (1A), a person:

- (a) may inspect any document lodged with the Registrar except an exempt document (see subsection (4)); and
- (b) may inspect or search a prescribed register kept by the Registrar for prescribed information; and
- (c) may require a copy of, or extract from, any document that the person is permitted to inspect under paragraph (a).

(1A) The Registrar may arrange for a person to:

- (a) inspect a document; or
- (b) inspect or search a register; or
- (c) be given a copy of, or extract from, a document;

under subsection (1) in such a way that the person does not have access to personal information, or personal information generally, contained in the document or register.

(1B) A person:

- (a) may inspect a notice, order or permission set out in subsection 418-15(2); and
- (b) may require a certificate of the registration of an Aboriginal and Torres Strait Islander corporation or any other certificate authorised by this Act to be given by the Registrar; and
- (c) may require a copy of, or extract from:
 - (i) any document that the person is entitled to inspect under paragraph (a); or
 - (ii) any certificate referred to in paragraph (b) to be given, or given and certified, by the Registrar.

[inspection and production of records]

(108) Clause 421-1, page 313 (line 24), after "(1)", insert "or (1B)".

[inspection and production of records]

(109) Clause 421-1, page 313 (line 26), after "(1)(c)", insert "or (1B)(c)".

[inspection and production of records]

(110) Clause 421-5, page 314 (line 23), after "(1)(c)", insert "or (1B)(c)".

[inspection and production of records]

(111) Clause 421-5, page 314 (line 31), after "(1)(c)", insert "or (1B)(c)".

[inspection and production of records]

(112) Clause 453-1, page 329 (line 6), after "corporation", insert ", or a related body corporate,".

[examination of books and persons]

(113) Clause 453-1, page 329 (line 13), after "management or", insert "examinable".

[technical correction]

(114) Clause 453-1, page 329 (line 18), after "operations or", insert "examinable".

[technical correction]

(115) Clause 453-1, page 329 (line 27), after "corporation", insert "and any related body corporate".

DRAFT-IN-CONFIDENCE

[examination of books and persons]

(116) Clause 453-1, page 329 (line 31), after "corporation", insert ", or a related body corporate,".

[examination of books and persons]

(117) Clause 453-5, page 330 (line 16), after "corporation", insert ", or a related body corporate or connected entity,".

[examination of books and persons]

(118) Page 331 (after line 17), at the end of Division 453, add:

453-10 Remuneration of authorised officer

- (1) An authorised officer who examines the books of an Aboriginal and Torres Strait Islander corporation, or a related body corporate, and reports to the Registrar on the results of that examination is to receive such remuneration (if any) as the Registrar determines in writing.
- (2) A determination under subsection (1) is not a legislative instrument.
- (3) Subject to subsection (4), the authorised officer's remuneration, charges and expenses are to be borne by the Commonwealth.
- (4) The Registrar:
 - (a) may determine, in writing, that some or all of the authorised officer's remuneration, charges or expenses are to be borne by the corporation or a related body corporate; and
 - (b) may charge some or all of the remuneration, charges or expenses referred to in paragraph (a) on the property of the corporation or a related body corporate in such order of priority in relation to any existing charges on that property as the Registrar thinks fit.
- (5) This section does not apply to an authorised officer who is an APS employee or a Commonwealth officer.
- (6) In this section:

Commonwealth officer includes a person who:

 - (a) is in the service or employment of the Commonwealth or an authority of the Commonwealth; or
 - (b) holds or performs the duties of any office or position under a law of the Commonwealth; or
 - (c) is a member of the Australian Defence Force.

[remuneration of authorised officer]

(119) Clause 456-50, page 339 (lines 8 to 10), omit subclause (2).

[copy of warrant]

(120) Clause 456-50, page 339 (line 13), omit "subsections (1) and (2)", substitute "subsection (1)".

[copy of warrant]

(121) Clause 499-10, page 368 (lines 1 to 5), omit subclause (3), substitute:

-
- (3) The provisions of the Corporations Act mentioned in subsection (1) apply to an Aboriginal and Torres Strait Islander corporation that is under special administration:
- (a) only to the extent to which they are capable of applying to an Aboriginal and Torres Strait Islander corporation; and
 - (b) with the modifications specified in the regulations.
- (4) Regulations made for the purposes of paragraph (3)(b) must not:
- (a) increase, or have the effect of increasing, the maximum penalty for any offence; or
 - (b) widen, or have the effect of widening, the scope of any offence.
- [regulations; technical correction]*

(122) Clause 511-1, page 374 (after line 19), at the end of the clause, add:

- (5) This section does not apply to a special administrator who is an APS employee or a Commonwealth officer.
- (6) In this section:

Commonwealth officer includes a person who:

- (a) is in the service or employment of the Commonwealth or an authority of the Commonwealth; or
- (b) holds or performs the duties of any office or position under a law of the Commonwealth; or
- (c) is a member of the Australian Defence Force.

[remuneration of special administrator]

(123) Clause 516-1, page 375 (after line 16), after subclause (2), insert:

- (2A) Regulations made for the purposes of paragraph (2)(b) must not:
- (a) increase, or have the effect of increasing, the maximum penalty for any offence; or
 - (b) widen, or have the effect of widening, the scope of any offence.

[regulations]

(124) Clause 526-35, page 388 (after line 9), after subclause (2), insert:

- (2A) Regulations made for the purposes of paragraph (2)(b) must not:
- (a) increase, or have the effect of increasing, the maximum penalty for any offence; or
 - (b) widen, or have the effect of widening, the scope of any offence.

[regulations]

(125) Heading to Chapter 12, page 395 (lines 2 and 3), omit the heading, substitute:

Chapter 12—Transfer of registration, deregistration and unclaimed property

[transfer of CATSI registration to another system]

(126) Page 395 (before line 4), before Part 12-1, insert:

Part 12-1—Transfer of registration to another system

Division 540—Transfer of registration

540-1 Transferring registration

An Aboriginal and Torres Strait Islander corporation may transfer its registration to registration under a law of the Commonwealth, a State or a Territory by:

- (a) passing a special resolution resolving to transfer its registration to registration under that law; and
- (b) complying with sections 540-5 and 540-10.

540-5 Applying to transfer registration

To transfer its registration, an Aboriginal and Torres Strait Islander corporation must lodge an application with the Registrar together with:

- (a) a copy of the special resolution that resolves to change the corporation's registration to a registration under the law of the Commonwealth, the State or the Territory concerned; and
- (b) a statement signed by the directors of the corporation that in their opinion the corporation's creditors are not likely to be materially prejudiced by the change and that sets out their reasons for that opinion.

540-10 Registrar makes transfer of registration declaration

The Registrar may make a transfer of registration declaration in relation to the Aboriginal and Torres Strait Islander corporation under this section if the Registrar is satisfied that:

- (a) the application complies with section 540-5; and
- (b) the corporation's creditors are not likely to be materially prejudiced by the transfer of the corporation's registration; and
- (c) the law of the Commonwealth, the State or the Territory concerned adequately provides for:
 - (i) the continuation of the corporation's legal personality after the transfer; and
 - (ii) the preservation of any rights or claims against the corporation (other than the right of a member as a member) that accrued while the corporation was registered under this Act.

540-15 Registrar to deregister corporation

- (1) The Registrar must deregister the Aboriginal and Torres Strait Islander corporation if:
 - (a) the Registrar makes a transfer of registration declaration in relation to the corporation; and
 - (b) the corporation is registered under the law of the Commonwealth, the State or the Territory concerned.

Note: Despite the deregistration, officers of the corporation may still be liable for things done before the corporation was deregistered.

- (2) Sections 546-20, 546-25, 546-30 and 546-35 do not apply to the deregistration of an Aboriginal and Torres Strait Islander corporation under this section.

[transfer of CATSI registration to another system]

(127) Heading to Part 12-1, page 395 (line 4), omit the heading, substitute:

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Part 12-2—Deregistration

[transfer of CATSI registration to another system]

(128) Clause 546-10, page 397 (lines 23 and 24), omit paragraph (1)(a), substitute:

- (a) paragraph 413(1)(d) of the Corporations Act (as applied by section 45-1 of this Act) (reconstruction and amalgamations); or

[arrangements and reconstructions]

(129) Clause 546-10, page 398 (after line 6), at the end of the clause, add:

(3) If:

- (a) an application is made under section 23-1 to register an Aboriginal and Torres Strait Islander corporation (the *amalgamated corporation*) under Part 2-3 to replace 2 or more existing Aboriginal and Torres Strait Islander corporations (the *amalgamating corporations*); and

(b) the Registrar registers the amalgamated corporation as a result of the application; the Registrar must deregister the amalgamating corporations.

- (4) Subsections 546-20(2) to (7) and sections 546-25 to 546-40 do not apply to the deregistration of an Aboriginal and Torres Strait Islander corporation under subsection (3) of this section.

[amalgamations]

(130) Clause 546-20, page 399 (lines 4 to 6), omit subclause (5), substitute:

(5) A person commits an offence if:

- (a) an Aboriginal and Torres Strait Islander corporation is deregistered; and
(b) the person is a director of the corporation immediately before deregistration; and
(c) the person does not keep the corporation's books for 3 years after the deregistration.

Penalty: 5 penalty units.

[imposing penalty]

(131) Clause 546-25, page 399 (line 31), omit "Part 12-2", substitute "Part 12-3".

[transfer of CATSI registration to another system]

(132) Page 402 (after line 16), at the end of Division 546, add:

546-45 Regulations may modify Division in relation to statutory Indigenous land trusts

(1) The regulations may modify any of the provisions of this Division (other than section 546-15 and subsection (2) of this section) as they relate to an Aboriginal and Torres Strait Islander corporation that holds land for the benefit of Aboriginal persons or Torres Strait Islanders under:

- (a) the *Aboriginal Land Act 1991* of Queensland; or
(b) any other law prescribed by the regulations for the purposes of this paragraph.

(2) Regulations made for the purposes of subsection (1) must not:

- (a) increase, or have the effect of increasing, the maximum penalty for any offence; or
(b) widen, or have the effect of widening, the scope of any offence.

(3) This section does not limit section 633-5 (which deals with regulations in relation to registered native title bodies corporate).

DRAFT-IN-CONFIDENCE

[statutory Indigenous land trusts]

(133) Heading to Part 12-2, page 403 (line 2), omit the heading, substitute:

Part 12-3—Unclaimed property

[transfer of CATSI registration to another system]

(134) Clause 604-25, page 458 (line 5), after “disclosure of”, insert “protected”.

[authorised use or disclosure of protected information]

(135) Clause 604-25, page 458 (line 10), after “disclosure of”, insert “protected”.

[authorised use or disclosure of protected information]

(136) Clause 604-25, page 458 (line 24), after “disclosure of”, insert “protected”.

[authorised use or disclosure of protected information]

(137) Clause 604-25, page 458 (line 26), after “disclosure of”, insert “protected”.

[authorised use or disclosure of protected information]

(138) Clause 604-25, page 459 (line 12), after “(however described)”, insert “, or an officer or employee,”.

[authorised use or disclosure of protected information]

(139) Clause 604-25, page 459 (line 36), after “(however described)”, insert “, or an officer or employee,”.

[authorised use or disclosure of protected information]

(140) Clause 604-25, page 460 (line 9), after “relation to”, insert “protected”.

[authorised use or disclosure of protected information]

(141) Clause 604-25, page 460 (line 10), after “body to whom”, insert “protected”.

[authorised use or disclosure of protected information]

(142) Clause 604-25, page 460 (line 22), after “discloses”, insert “protected”.

[authorised use or disclosure of protected information]

(143) Clause 604-25, page 460 (line 33), after “disclosures of”, insert “protected”.

[authorised use or disclosure of protected information]

(144) Clause 604-25, page 461 (line 5), after “disclosure of”, insert “protected”.

[authorised use or disclosure of protected information]

(145) Clause 617-1, page 464 (table item 1), after “subsection 21-10(3)”, insert “, 22-10(3) or 23-10(3)”.

[transfer of registration to CATSI system; amalgamations]

(146) Clause 617-1, page 464 (after table item 5), insert:

5A To make or refuse to make a direction about persons who would otherwise be disqualified from administering a compromise or arrangement

paragraph 411(7)(f) of the Corporations Act as applied by section 45-1 of this Act

DRAFT-IN-CONFIDENCE

[arrangements and reconstructions]

(147) Clause 617-1, page 465 (after table item 16), insert:

16A	To refuse to make a determination exempting an Aboriginal and Torres Strait Islander corporation, or its directors, from an exemptible provision of Chapter 4	subsection 187-5(1)
16B	To revoke, vary or suspend a determination exempting an Aboriginal and Torres Strait Islander corporation, or its directors, from an exemptible provision of Chapter 4	subsection 187-5(5)

[reviewable decisions]

(148) Clause 617-1, page 465 (table item 21), omit "etc.", substitute ", or its directors,".

[reviewable decisions]

(149) Clause 617-1, page 466 (table item 22), omit "etc.", substitute ", or its directors,".

[reviewable decisions]

(150) Clause 617-1, page 466 (after table item 27), insert:

27A	To refuse to make a determination exempting an Aboriginal and Torres Strait Islander corporation, or its directors, from an exemptible provision of Chapter 6	subsection 310-5(1)
27B	To revoke, vary or suspend a determination exempting an Aboriginal and Torres Strait Islander corporation, or its directors, from an exemptible provision of Chapter 6	subsection 310-5(5)

[reviewable decisions]

(151) Clause 617-1, page 466 (table item 31), after "corporation", insert ", its directors or its auditor".

[reviewable decisions]

(152) Clause 617-1, page 466 (table item 31), omit "353-1", substitute "353-3".

[reviewable decisions]

(153) Clause 617-1, page 466 (after table item 31), insert:

31A	To revoke, vary or suspend a determination exempting an Aboriginal and Torres Strait Islander corporation, its directors or its auditor from record-keeping and/or reporting requirements	subsection 353-3(4)
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[reviewable decisions]

(154) Clause 700-1, page 521 (lines 19 to 21), omit the definition of *document access address*, substitute:

DRAFT-IN-CONFIDENCE

document access address for an Aboriginal and Torres Strait Islander corporation means the address that is the corporation's document access address under section 42-20 or Division 115.

[definition of document access address]

(155) Clause 700-1, page 523 (after line 9), after the definition of *extend*, insert:

externally-administered body corporate has the same meaning as in the Corporations Act.

[transfer of registration to CATSI system]

(156) Clause 700-1, page 523 (line 21), after "(4)", insert ", (4A)".

[transfer of registration to CATSI system]

(157) Clause 700-1, page 526 (after line 22), after the definition of *party*, insert:

personal information has the same meaning as in the *Privacy Act 1988*.

[inspection and production of records]

(158) Clause 700-1, page 528 (lines 8 to 10), omit the definition of *registered office*, substitute:

registered office of an Aboriginal and Torres Strait Islander corporation means the office that is the corporation's registered office under section 42-15 or Division 112.

[definition of registered office]