

# Application for Exemption – Corporate Reconstructions

**Note:**

- This application form can only be used for transactions that occurred prior to 01 July 2012. For transactions occurring on or after 01 July 2012, either Application for Exemption – Corporate Reconstructions (ODA 028A) or Application for Exemption – Corporate Consolidation Transactions (ODA 028B), must be used
- This application and the Undertaking must be completed by the transferee corporation or a corporation that will remain a member of the group for at least 12 months after the transaction
- The Declaration must be completed by a director of the corporation making the application
- If the reconstruction involves transfers to more than one corporation, you must lodge a separate application for each corporation
- Under the *Taxation Administration Act 1996*, it is an offence to give false or misleading information
- Read more about the exemption for corporate reconstructions under Revenue Ruling DUT 026 at [www.osr.nsw.gov.au](http://www.osr.nsw.gov.au) or contact us
- If you need more room, complete your answers on a separate sheet and attach to this form
- Print clearly in the boxed spaces and tick the appropriate boxes.

## Applicant’s details

Corporation name		
Address		
Suburb	State	Postcode
Contact name	Daytime phone no. (    )	

## Corporate group details

Please list all relevant members of the corporate group ➤ *Go to page 6 for definitions*

Name of corporation	ACN/ABN	Date became a member of the group	Date of registration
Transferor:		/ /	/ /
Transferee:		/ /	/ /
Other relevant members:	ACN/ABN	Date became a member of the group	Date of registration
		/ /	/ /
		/ /	/ /
		/ /	/ /
		/ /	/ /
		/ /	/ /

**Note:**

- Please attach diagrams of the structure before and after the reconstruction
- ASIC records may be requested to verify company details (the inclusion of ASIC records for the transferee and transferor will assist in processing of this application).

## New members of the corporate group

Please list any relevant member of the group that is a company (not a unit trust) that has not been a member of the group for at least 12 months before the date of the transaction but that became a member of the group on its registration or has been dormant since its registration.


## Corporations that cease to be members of the corporate group

Please list any parties to the transaction that will cease to be a member of the corporate group within 12 months after the transaction and provide details of how this will occur (including as a result of deregistration of a company or listing on the ASX).


## Transaction details

Exemption is sought for the following transactions:

- a transfer of dutiable property between members of the corporate group
- an agreement for sale or transfer of dutiable property between members of the corporate group
- a surrender of an interest in land in New South Wales by and to members of a corporate group
- a vesting of dutiable property by or as a consequence of a court order, where the property is held by a member of the corporate group both before and after the vesting
- a vesting of land in New South Wales by, or expressly authorised by, statute law where the property is held by a member of the corporate group both before and after the vesting
- an application to register a motor vehicle as a result of a transfer of the vehicle between members of the corporate group
- an acquisition of an interest in landholder (within the meaning of Chapter 4) by a member of a corporate group from another member of the same group.

## Property details

Please identify the property the subject of your application by completing the boxes below:

a) Shares in a NSW company

Name of company	Number of shares
Estimated value of this dutiable property \$	

b) Units registered on a register kept in NSW

Name of unit trust scheme	Number of units
Estimated value of this dutiable property \$	

c) Land in NSW ➤ *Please tick one*      Transfer of land      Landholder liability under Chapter 4

The property is described as (title reference)	
situated at street no and address	
Suburb	State
Estimated value of this dutiable property \$	

d) Motor vehicles registered in NSW

Registration number(s) of the vehicle(s)
Estimated value of the motor vehicle(s) \$

e) Other dutiable property e.g. the goodwill of a NSW business / goods in NSW

Description of dutiable property
Estimated value of this dutiable property \$



4. It is not a purpose of the transaction to avoid any Commonwealth, State or Territory taxation
5. The transaction is not part of an arrangement under which part or all of the consideration for the transaction has been or will be provided or received, directly or indirectly, by a person other than a member of the corporate group
6. The transaction is not part of an arrangement under which a member of the corporate group is to be enabled to provide any of the consideration by another person, other than:
  - (i) by a financial institution by way of loan on ordinary commercial terms, or
  - (ii) by another member of the corporate group, or
  - (iii) under an offer and sale or issue of shares or units to the public whereby the shares or units are quoted on the market operated by the Australian Stock Exchange within 12 months after the offer to the public
7. The corporations are members of a corporate group, being the parent corporation and subsidiary corporations or stapled corporations ➤ *Go to page 6 for definitions*
8. The dutiable property is not held immediately before the transaction by a corporation acting in the capacity of trustee of a discretionary trust or as trustee for any person who is not a member of the corporate group  
➤ *Go to page 6 for definitions*
9. The dutiable property will not be held immediately after the transaction by a corporation acting in the capacity of trustee of a discretionary trust or as trustee for any person who is not a member of the corporate group
10. Every party to the transaction will remain a member of the corporate group for 12 months after the date of the transaction  
  
OR  
  
One of the parties to the transaction will cease to be a member of the group because it will cease to exist  
  
OR  
  
One of the parties to the transaction will cease to be a member of the group because its shares or units (or shares or units of a parent corporation) will be quoted on the market offered by the Australian Stock Exchange within 12 months after an offer to the public
11. The information supplied in this application is true and correct.

# Declaration

I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the *Oaths Act 1900*

Declared at (Place)	on (Date)	/	/ 20
Signature of declarant			

in the presence of an authorised witness, who states:

I (Name of authorised witness),
a (Qualification of authorised witness)

certify the following matters concerning the making of this statutory declaration by the person who made it (*\*please cross out any text that does not apply*):

- \*I saw the face of the person OR  
\*I did not see the face of the person because the person was wearing a face covering, but I am satisfied that the person had a special justification for not removing the covering, and
- \*I have known the person for at least 12 months OR  
\*I have not known the person for at least 12 months, but I have confirmed the person's identity using an identification document and the document I relied on was

(Describe identification document relied on)
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Signature of authorised witness	Date	/	/ 20
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## Definitions

<b>Corporate group</b>	means a parent corporation and a subsidiary of that parent corporation, and includes stapled corporations. However, a subsidiary that is trustee of a unit trust scheme is not a member of a corporate group unless one or more members of the corporate group directly own, other than as trustee, at least 90% of the units and have voting control over the unit trust scheme.
<b>Corporation</b>	includes a unit trust scheme
<b>Discretionary trust</b>	is a trust, the terms of which (such as the identity of income or capital beneficiaries, the amounts they might receive, the duration of the trusts, and the property in the trust fund) depend upon the exercise of, or the failure to exercise, powers bestowed by the trust deed upon the trustee <b>Note:</b> A member of a corporate group is <b>not</b> eligible to the extent that the property the subject of the transaction is or will be held as trustee of a discretionary trust.
<b>Issued shares</b>	means all the shares issued by a corporation that carry the right to unlimited participation in the distribution of income and capital of the corporation.
<b>Parent corporation</b>	means a corporation that directly owns, other than as trustee, at least 90% of the issued shares, or at least 90% of the units, in another corporation, and has voting control over the other corporation.
<b>Relevant members of the corporate group</b>	are the parties to the transaction and every other corporation necessary to establish the connection between the parties as parent corporation and subsidiary, or as subsidiaries of the same parent corporation
<b>Stapled corporations</b>	means 2 or more corporations, the issued shares or units of which are stapled and quoted on the Australian Stock Exchange, and includes subsidiaries of those corporations.
<b>Subsidiary</b>	means a corporation in which at least 90% of the issued shares, or at least 90% of the units, are owned, other than as trustee, and over which voting control is held, by a parent corporation, or by one or more subsidiaries of a parent corporation, or by a <b>parent corporation and one or more subsidiaries of that corporation.</b>
<b>Voting control</b>	means being in a position to cast, or control the casting of, 90% or more of the maximum number of votes that can be cast at a general meeting of a corporation (other than votes to which a person is entitled under the provisions of a debenture or trust deed securing the issue of a debenture).

### Privacy statement

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### Contact details

 1300 139 814\* (Monday – Friday, 8.30 am – 5.00 pm) \*Interstate clients please call (02) 9689 6200  
 [www.osr.nsw.gov.au](http://www.osr.nsw.gov.au)  [duties@osr.nsw.gov.au](mailto:duties@osr.nsw.gov.au)  Help in community languages is available.

### Offices (Monday – Friday, 8.30 am – 4.30 pm)

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The Lang Centre, 132 Marsden Street, Parramatta	GPO Box 4042 Sydney NSW 2001	DX 456 Sydney
Level 6, 90 Crown Street, Wollongong	PO Box 666 Wollongong NSW 2520	DX 5245 Wollongong

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