

Duties Act 1997 – Section 273B(1)

This form must be used for transactions which have occurred before 1 February 2024, or for applications made prior to 1 April 2024, affected by an arrangement or an agreement entered into before 19 September 2023.

Application for Exemption – Corporate Reconstructions

From 1 February 2024, the exemption from duty for eligible corporate reconstruction transactions is replaced with a concession of 10% of the duty that would otherwise be payable.

For transactions that will occur on or after 1 February 2024 use:

- Application for Concessional Duty: Corporate Reconstructions – Pre-Transaction (ODA 028A – Pre), or
- Application for Concessional Duty: Corporate Reconstructions – Post-Transaction (ODA 028A – Post)

Note:

- Under the *Taxation Administration Act 1996*, it is an offence to knowingly give false or misleading information or omit information
- This application and the undertaking must be completed by the transferee corporation or a corporation that will remain a member of the group 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
- If you need more room, complete your answers on a separate sheet and attach to this form
- **Applicant must provide the required information specifically noted in this Form. Failure to provide the requested information will result in your application being rejected.**

Applicant’s details

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

Corporate group details

Please list all relevant members of the corporate group ➤ *Go to page 4 for definitions*

Name of corporation	ACN/ABN	Date of incorporation (Enter date as dd/mm/yyyy)
Transferor:		
Transferee:		

Other relevant members:	ACN/ABN	Date of incorporation

Is the Transferor or Transferee holding or will they hold the subject property in a Trustee capacity or on behalf of a Partnership/Partners of the Partnership?

If Yes, provide an explanation of the arrangement.

Are there any trusts within the group?

If Yes, provide an explanation of the arrangement.

Are there any Trustees, Responsible Entities, Custodians, Sub-custodians or stapled securities within the group?

If Yes, diagrams before and after the reconstruction must clearly indicate these relationships.

Does the corporate group contain any foreign entities?

If Yes, provide an explanation of how the foreign entity/ies is a 'corporation' and if it issues securities or not.

Required information

Supporting information checklist

I have included:

- A copy of the current title search of the property being transferred if the property is land
- A copy of the stamped Trust Deed for all Trusts within the group (if any)
- Diagrams before and after the reconstruction of the group noting the trustees, responsible entities, custodians, sub-custodians, trusts, managed investment schemes (registered or de-registered)
- A complete copy of the most recent share register or unit register for the Transferor, Transferee and any Target in which the Transferor holds a direct or indirect interest, and for the relevant members of the corporate group – ASIC extract not accepted.

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) Land in NSW > *Please tick/cross one* Transfer of land Landholder liability

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

- b) Marketable securities > *Please tick/cross one*

Shares in a NSW company Units registered on a register kept in NSW

Name of company	Number of shares
Name of unit trust scheme	Number of units
Estimated value of this dutiable property \$	
Is this company/unit trust scheme a landholder within the meaning of Chapter 4 of the Act? Yes > <i>If Yes, go to a) and e) and give details of its landholdings and goods</i> No	

- c) Lease over land in NSW

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) For transactions over business assets or goods of a landholder:

Other dutiable property such as goodwill of a NSW business / goods in NSW / partnership interest etc

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

Undertaking

The applicant corporation undertakes: > *Please tick/cross one*

If application is made **before** relevant transaction

- to advise the Chief Commissioner in writing as soon as practicable, if any material change to matters disclosed in this application occurs on or before the execution of the relevant transaction, and
- to abide by any other conditions subject to which approval is given, and
- to advise the Chief Commissioner in writing if any such conditions are not met, and
- to pay all duty assessed on the transactions or instruments if any such conditions are not met and if approval is revoked.

OR

If application is made **after** relevant transaction that occurred on (date)

- to abide by any other conditions subject to which approval is given, and
- to advise the Chief Commissioner in writing as soon as practicable if any such conditions are not met, and
- to pay all duty assessed on the transactions or instruments if any such conditions are not met and if approval is revoked

Declaration

I, (Name of director)	
a director of	Date

do solemnly and sincerely declare that:

1. I am authorised by the applicant corporation to make this declaration on its behalf.
2. The transaction is/will be, or is/will be one of a series of transactions, undertaken for the purpose of changing the structure of a corporate group and/or changing the holding of assets within the corporate group.
3. The circumstances of the transaction including the purpose of the corporate reconstruction is:

4. The transaction is not/will not be undertaken for (i) the purpose of avoiding or reducing duty on another transaction, and (ii) is not undertaken for the sole or dominant purpose of avoiding or reducing a liability for tax other than duty, including tax imposed under a law of another State, a Territory or the Commonwealth.
5. The corporations are/will be members of a corporate group, being the parent corporation and subsidiary corporations or stapled corporations. > *Go to page 4 for definitions*
6. Every relevant member is not/will not be acting in the capacity of trustee of:
 - (a) a unit trust scheme that is not a member of the same corporate group as the other party to the transaction, or
 - (b) a discretionary trust, or
 - (c) a trust for any person who is not a member of the corporate group.> *Go to page 4 for definitions*
7. The undertaking given in this application is complied with.

Under the Taxation Administration Act 1996 it is an offence to knowingly give false or misleading information or omit information¹.

I declare that all information provided is true and correct in every particular.

Date

¹ Penalties of up to 1,000 penalty units or 2 years imprisonment (or both) may apply.

Definitions

Corporation

includes a unit trust scheme

Corporate group

consists of a parent corporation and its subsidiaries and includes stapled corporations. A corporation is the **parent corporation** of another corporation (which is the **subsidiary** of the first corporation) if the first corporation, directly or indirectly:

- (a) holds at least 90% of the securities of the other corporation, and
- (b) holds voting control over the other corporation.

A corporation that is a unit trust scheme is taken to be a member of a corporate group for the purposes of a corporate reconstruction transaction if the transaction is between the trustee of the unit trust scheme, acting as trustee of the scheme, and another corporation that is a member of the same corporate group as the unit trust scheme.

Discretionary trust

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

Relevant members of the corporate group

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.

Security

of a corporation means:

- (a) in the case of a corporation other than a unit trust scheme, an issued share of the corporation, or
- (b) in the case of a unit trust scheme, a unit issued under the scheme.

Stapled corporations

are formed as a corporate group when a corporation, all of the securities of which are stapled to the securities of one or more other corporations. The corporate group includes all of those other corporations and their subsidiaries.

Target

Any landholder in which the Transferor has an interest in for the purposes of Chapter 4 of the *Duties Act 1997* (NSW)

Voting control


means being in a position to cast, or control the casting of, at least 90% of the maximum number of votes that may be cast at a general meeting of that 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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Your information may be provided to third parties as required or permitted by law. Please refer to the [Revenue NSW Privacy Policy](#) for information on how to access or amend your personal information, or to make a privacy complaint.

Contact details

 1300 139 814* (Monday – Friday, 8.30 am – 5.00 pm)

*Interstate clients please call (02) 7808 6900

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